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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2015**Open to Public Inspection**Department of the Treasury
Internal Revenue Service▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.****For calendar year 2015 or tax year beginning , 2015, 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 West Superior Street		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"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,321,339	J Accounting method. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,075,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	799	799		
	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				
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	1,075,799	799	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	45,868	782		45,086
	24 Total operating and administrative expenses. Add lines 13 through 23	45,868	782	0	45,086
25 Contributions, gifts, grants paid	711,148			711,148	
26 Total expenses and disbursements. Add lines 24 and 25	757,016	782	0	756,234	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	318,783				
b Net investment income (if negative, enter -0-)		17			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2015)

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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	33,824	2,307	2,307
	2 Savings and temporary cash investments	968,732	1,319,032	1,319,032
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	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)	1,002,556	1,321,339	1,321,339
Liabilities	17 Accounts payable and accrued expenses	250		
	18 Grants payable	507,000	315,000	
	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)	507,250	315,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,002,556	1,321,339	
	25 Temporarily restricted	-507,250	-315,000	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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)	495,306	1,006,339	
	31 Total liabilities and net assets/fund balances (see instructions)	1,002,556	1,321,339	

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	495,306
2 Enter amount from Part I, line 27a	2	318,783
3 Other increases not included in line 2 (itemize) ▶ Decrease in grants payable and accrued expenses	3	192,250
4 Add lines 1, 2, and 3	4	1,006,339
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	1,006,339

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	987,516	740,853	1.3329
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
2 Total of line 1, column (d)			2 5.3377
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 1.0675
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 740,107
5 Multiply line 4 by line 3			5 790,064
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 790,064
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.			8 756,234

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)	1		0
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	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		0
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:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	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		0
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 2016 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a conformed copy of the changes.</i>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XIV</i>	<input checked="" type="checkbox"/>	
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? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input checked="" type="checkbox"/>	

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		✓
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)		✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► MNPOWER.COM/COMPANY/MPFOUNDATION	✓	
14 The books are in care of ► NATALIE ANDERSON Telephone no. ► 218-355-3481 Located at ► 30 W. 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. and enter the amount of tax-exempt interest received or accrued during the year ► 15		<input type="checkbox"/>
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ►		✓

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 2015?		✓
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2015 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 2015.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2015?		✓

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 ☒ NoOrganizations 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	

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	751,378
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	751,378
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	751,378
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	11,271
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	740,107
6	Minimum investment return. Enter 5% of line 5	6	37,005

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	37,005
2a	Tax on investment income for 2015 from Part VI, line 5	2a	0
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	37,005
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	37,005
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	37,005

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	756,234
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	756,234
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	756,234

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				37,005
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015:				
a From 2010	678,857			
b From 2011	1,041,908			
c From 2012	955,262			
d From 2013	734,479			
e From 2014	950,473			
f Total of lines 3a through e	4,360,979			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 756,234				
a Applied to 2014, 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 2015 distributable amount				37,005
e Remaining amount distributed out of corpus	719,229			
5 Excess distributions carryover applied to 2015 (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	5,080,208			
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 2014. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				
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 2010 not applied on line 5 or line 7 (see instructions)	678,857			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	4,401,351			
10 Analysis of line 9.				
a Excess from 2011	1,041,908			
b Excess from 2012	955,262			
c Excess from 2013	734,479			
d Excess from 2014	950,473			
e Excess from 2015	719,229			

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
2a 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
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**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
SEE SCHEDULE 5				711,148
Total			▶ 3a	711,148
b <i>Approved for future payment</i>				
SEE SCHEDULE 6				315,000
Total			▶ 3b	315,000

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	799	
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)				799	0
13	Total. Add line 12, columns (b), (d), and (e)				13	799

(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

		Yes	No
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)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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

5/20/16
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

2015

▶ 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

Minnesota Power Foundation

Employer identification number

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 for 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	\$ 1,075,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

Minnesota Power Foundation
2015
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	3,025			3,025
Outside Administrator	5,600			5,600
Outside Computer Services	34,518			34,518
Bank fees	757	757		-
Other	25	25		-
	<hr/>			
Total	45,868	782	-	45,086
	<hr/>			

Schedule 1A

Minnesota Power Foundation
2015
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
2015
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 Peralá – Director
Todd Simmons – Director

All Officers and Directors can be reached at:

Minnesota Power Foundation
30 West Superior Street
Duluth, MN 55802

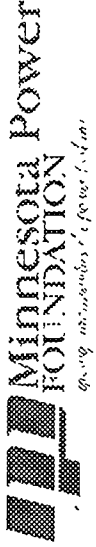
On an annual basis, officers and directors will spend approximately 20 hours serving on the Board of Directors, on committee assignments and grant review.

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.

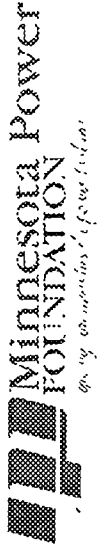
Line 1d: Contributions to employee benefit plans and deferred compensation: None

Line 1e: Expense Accounts: None



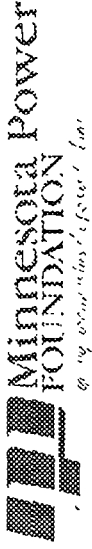
EIN: 56-2560595
Foundation Grants
Form 990-PF, Part XV, Line 3a

DATE	NAME OF APPLICANT	ADDRESS	PROJECT TITLE	PAID
11/30/2015	Almont Historical Society	100 Main St. Almont, ND 58520	Almont Park Playground Equipment	\$4,500.00
7/17/2015	American Red Cross	2524 Maple Grove Road Duluth, MN 55811	Disaster Relief Program	\$10,000.00
6/19/2015	Animal Allies Humane Society	4006 Airport Rd Duluth, MN 55811	Educational materials	\$1,000.00
3/10/2015	Aurora Food Shelf	315 N Main St. Aurora, MN 55705	Food Share Month	\$750.00
2/17/2015	Birch Grove Foundation	9 Good Neighbor Hill Rd. Ste A PO Box 2242 Tofte, MN 55615	30th Anniversary - A Year to Remember (2015)	\$500.00
6/23/2015	Boys & Girls Clubs of 10,000 Lakes	905 6th Street NW Elk River, MN 55330	Educational Enhancement Program	\$500.00
3/26/2015	Bridges of Hope	PO Box 742 Brainerd, MN 56401	Resource Connection Services	\$500.00
5/26/2015	Cass County Historical Society and Museum	PO Box 505 Walker, MN 56484	Laptop Purchase	\$500.00
9/16/2015	Chester Bowl Improvement Club	1801 East Skyline Parkway Duluth, MN 55812	Chester Bowl Ski Lighting Project	\$1,000.00
1/20/2015	Chisholm Community Foundation	Four S.W. 3rd Avenue Chisholm, MN 55719	Chisholm Community Foundation Corporate Partnership Program	\$1,000.00
3/10/2015	Chisholm Food Shelf	208 W. Lake St Chisholm, MN 55719	Food Share Month	\$750.00
3/5/2015	Churches United in Ministry (CHUM)	102 West Second Street Duluth, MN 55802-2017	Food Share Month	\$1,800.00
8/6/2015	City of Aurora Park & Recreation	483 W 3rd Avenue North Ed Berdice Field	Ed Berdice Field Concession Stand/Maintenance Building	\$5,000.00
3/10/2015	City of Ely Police Department	Aurora, MN 55705 209 East Chapman street Ely, MN 55731	Multi-Agency Training/Emergency Preparedness Program	\$300.00
6/19/2015	Cloquet Educational Foundation	302 14th Street Cloquet, MN 55720	The Invest In Kids Sponsorship Program	\$500.00
3/10/2015	Cook County Community YMCA	900 W 2nd Street PO Box 787	Ham Run Half Marathon, 5k, and Little Runts Run	\$1,000.00
4/20/2015	Cyclists of the Gitchee Gumees Shores, Inc. (COGGS)	Grand Marais, MN 55604 P.O. Box 161261	The Duluth Traverse	\$35,000.00
3/1/2015	Damiano of Duluth, Inc.	Duluth, MN 55815 206 W 4th St	Damiano Meal Capacity Project	\$35,000.00
8/12/2015	Denfeld DNA FIRST Robotics Team 4009	Duluth, MN 55806 401 N 44th Ave W	Denfeld DNA FIRST Robotics Team 4009	\$1,000.00
8/12/2015	Duluth Amateur Hockey Association	Duluth , MN 55807 120 S. 120 S. Ave W. 8501 Congdon Blvd	Learn to Skate/Financial Aid	\$1,000.00
2/17/2015	Duluth East Daredevils Robotics Team 2512	Duluth, MN 55806 301 N 40th Ave. E	Duluth East Daredevils FIRST Robotics Team 2512	\$1,000.00
10/6/2015	Duluth Firefighters Operation Warm	Duluth, MN 55804 602 West Second Street	Employee Match Coat Drive	\$1,378.00
5/26/2015	Eagle Bend Fire Department	Duluth, MN 55802 108 Main Street West	Update Safety Equipment	\$500.00
3/10/2015	Ely Food Shelf	Eagle Bend, MN 56446 PO Box 786 15 W. Conan St.	Food Share Month	\$750.00
1/13/2015	Ely School District	Fly, MN 55731 600 East Harvey Street	Baseball Association Scoreboard	\$30,000.00
5/7/2015	Faith's Lodge	Ely, MN 55731 4080 West Broadway, Ste 212 Minneapolis, MN 55422	Don Shippar Community Leadership Award finalist - Harner Green	\$300.00



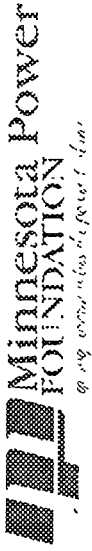
EIN: 56-2560595
Foundation Grants
Form 990-PF, Part XV, Line 3a

DATE	NAME OF APPLICANT	ADDRESS	PROJECT TITLE	PAID
3/10/2015	Falls Hunger Coalition	1000 5th Street International Falls, MN 56649	Food Share Month	\$750.00
1/13/2015	FIRST Robotics	200 Bedford St Manchester, NH 03101	2015 FIRST Lake Superior and Northern Lights Regional Competitions	\$10,000.00
7/2/2015	Food Shelf - Cook County	PO Box 95 Grand Marais, MN 55604	2015 Health Challenge	\$350.00
3/9/2015	Food Shelf - Cuyuna Range	PO Box 33 Crosby, MN 56441	Food Share Month	\$500.00
3/10/2015	Food Shelf - Hubbard County	308 Pleasant Ave Park Rapids, MN 56470	Food Share Month	\$500.00
3/10/2015	Food Shelf - Menahga	PO Box 243 120 1st Street NE Menahga, MN 56464	Food Share Month	\$500.00
3/10/2015	Food Shelf - Pillager	305 Fir St. West Pillager, MN 56473	Food Share Month	\$500.00
3/10/2015	Food Shelf - Pine River	PO Box 1 Pine River, MN 56474	Food Share Month	\$500.00
3/10/2015	Food Shelf - Sebeka	100 Jefferson Ave S Sebeka, MN 56477	Food Share Month	\$500.00
7/2/2015	Food Shelf - Silver Bay	99 Edison Blvd. Silver Bay, MN 55614	2015 Health Challenge	\$350.00
3/10/2015	Food Shelf - Walker	609 Minnesota Ave W #4 Walker, MN 56484	Food Share Month	\$500.00
3/10/2015	Friends of Pine Grove Zoo	1200 West Broadway Little Falls, MN 56345	Zoo Gone Wild	\$500.00
3/26/2015	Grand Rapids Area Community Foundation	350 NW 1st Avenue, Suite E Grand Rapids, MN 55744	Jamie Tennison Compass Fund	\$1,000.00
1/20/2015	Habitat for Humanity	65 East Broadway Little Falls, MN 56345	Recovery	\$500.00
3/9/2015	Hackensack Area Community Food Shelf	PO Box 35 209 State 371 South Harkensack, MN 56457	Food Share Month	\$500.00
8/20/2015	Hackensack Fire & Rescue Department	231 1st Street N. Hackensack, MN 56452	Lift Assist Project	\$550.00
5/26/2015	Hands of Hope Resource Center	PO Box 67 Little Falls, MN 56345	Hands of Hope Resource Center Website Rebuild	\$500.00
7/28/2015	Hartley Nature Center	3001 Woodland Avenue Duluth, MN 55803	2015 Summer Camp Scholarship support	\$4,500.00
2/3/2015	Head of the Lakes United Way	424 W Superior St Duluth, MN 55802	2015 Annual Gift	\$44,462.50
4/1/2015	Head of the Lakes United Way	424 W Superior St Duluth, MN 55802	2015 Annual Gift	\$44,462.50
7/1/2015	Head of the Lakes United Way	424 W Superior St Duluth, MN 55802	2015 Annual Gift	\$44,462.50
10/1/2015	Head of the Lakes United Way	424 W Superior St Duluth, MN 55802	2015 Annual Gift	\$44,462.50
4/20/2015	Hermantown Police Department	5111 Maple Grove Rd Hermantown, MN 55811	Police / Explosive Detector Dog Program	\$7,500.00
8/20/2015	Hewitt Lions	502 E 3rd Ave P.O.Box 15 Hewitt, MN 56453	Community Center Heating System upgrade	\$1,000.00
3/10/2015	Hibbing Food Shelf	1910 1st Ave Hibbing, MN 55746	Food Share Month	\$750.00
4/7/2015	Hibbing High School	P O Box 633 P O Box 254 Hibbing, MN 55746	2015 Hibbing High Trap Shooting Team Season	\$250.00
12/10/2015	Hibbing Oncology Patient Emergency (HOPE) Fund	730 East 34th Street Hibbing, MN 55746	HOPE Fund	\$3,000.00



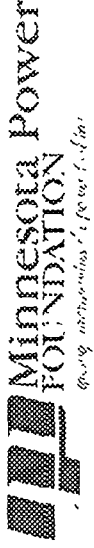
EIN: 56-2560595
Foundation Grants
Form 990-PF, Part XV, Line 3a

DATE	NAME OF APPLICANT	ADDRESS	PROJECT TITLE	PAID
11/30/2015	Hidden Jewels 4U	2054 25th Street SW Pine River, MN 56474 PO Box 891	Electrical Lighting - T12 to LED Replacement Project	\$500.00
5/7/2015	Humane Society of Douglas County	Superior, WI 54880	Don Shippar Community Leadership Award	\$500 00
4/20/2015	Initiative Foundation	405 First Street Southeast Little Falls, MN 56345	Thriving Communities Initiative Program	\$25,000.00
4/20/2015	ISD 2142 - South Ridge School	8162 Swan Lake Rd. Culver, MN 55779	South Ridge Elementary Football Program Safety Equipment	\$5,000 00
8/12/2015	ISD 2142 - South Ridge School	8162 Swan Lake Rd. Culver, MN 55779	Art's Learning Grant	\$2,000.00
11/16/2015	ISD 2154 - Eveleth Gilbert Public Schools	801 Jones St Eveleth, MN 55734	5th grade Laurentian Environmental Center	\$500 00
10/13/2015	ISD 318 First Robotics Program	800 NW Conifer Drive Grand Rapids, MN 55744	Grand Rapids High School FIRST Robotics Team	\$500 00
10/27/2015	ISD N. 2711 - Mesabi East Schools	ISD N. 2711 Youth Service Volunteers/Project Elf 601 N 1st St W Aurora, MN 55705	Project Elf	\$1,000.00
4/21/2015	Itasca Area Cancer Crisis Fund	Grand Rapids Area Community Foundation 350 NW 1st Ave Ste E Grand Rapids, MN 55744	Itasca Area Cancer Crisis Fund	\$1,500 00
4/20/2015	Itasca Community College	1851 East Hwy 169 Grand Rapids, MN 55744	A Sustained Program to Increase Diversity In Engineering- and Related STEM Careers	\$27,000.00
4/21/2015	Itasca County Family YMCA	400 River Road Grand Rapids, MN 55744	Itasca County Family YMCA Youth Program	\$1,000 00
10/13/2015	Itasca Orchestra & Strngs Program	PO Box 140 Grand Rapids, MN 55744	IOSP scholarship program	\$500.00
7/1/2015	Junior Achievement of the Upper Midwest	Grand Rapids, MN 55744 301 W. 1st Street, Ste 302 Duluth, MN 55802	2015-2016 School Year Programming for the Twin Ports Area	\$4,000 00
2/17/2015	Kids Closet of Duluth	Bethany Lutheran Church 2308 West 3rd Street Duluth, MN 55806	Snow Pants and Boots	\$2,000 00
6/19/2015	Lake Superior Chapter, SAF	3673 Mattson Road Cloquet, MN 55720	Duluth Area 5th Grade Forestry Field Day	\$500 00
6/17/2015	Lake Superior Chapter, SAF	3673 Mattson Road Cloquet, MN 55720	Duluth Area 5th Grade Forestry Field Day	\$500 00
1/27/2015	LAKE SUPERIOR COMMUNITY THEATRE	137 BANKS BOULEVARD SILVER BAY, MN 55614	Nunsense Musical Stage Production	\$500.00
3/9/2015	Lakes Area Food Shelf	P O Box 724 Nisswa, MN 56468	2015 March Food Drive	\$500.00
5/26/2015	Lakes Area Habitat for Humanity	1110 Wright Street P O Box 234 Brainerd, MN 56401	Lakes Area Habitat for Humanity Park Rapids Build	\$1,000 00
2/17/2015	Lakeview Christian Academy	155 Central Entrance Duluth, MN 55811	2014-15 FIRST Robotics Competition	\$1,000.00
4/20/2015	Lester Park Elementary School Foundation	5300 Glenwood Street Duluth, MN 55804	LEGO Robotics - Launching Kids From Grade School Into STEM Careers	\$1,500.00
3/26/2015	Little Falls Community High School	1001 5th Ave SE Little Falls, MN 56345	Day of Caring	\$1,000 00
3/9/2015	Long Prairie Emergency Food Pantry	PO box 165 Lona Prairie, MN 56347	Long PrairieEmergency Food Pantry	\$500 00
9/24/2015	Long Prairie Grey Eagle Football Association	608 7th Street NE Lona Prairie, MN 56347	Football Press Box/Concession Stand	\$1,000 00
5/5/2015	Lowell Elementary School	2000 Rice Lake Road Duluth, MN 55811	Destination Imagination Global Championships	\$1,000 00

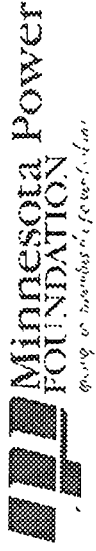


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DATE	NAME OF APPLICANT	ADDRESS	PROJECT TITLE	PAID
12/11/2015	LSS Senior Nutrition/ Park Rapids MN	PO Box 1886 Bemidji, MN 56601	Meals on Wheels 2016	\$1,000 00
5/26/2015	Lutheran Social Service Senior Nutrition Program	715 N 11th St, Suite 401C 715 N. 11th St., Suite 401 C Moonhead, MN 56560	Meal Preparation	\$500 00
9/3/2015	Make-A-Wish Foundation of North Dakota	4143 26th Ave S Suite 104	Local Programming	\$1,000 00
5/7/2015	March of Dimes - Duluth	Farm, ND 58104 130 W Superior Street, Suite 100	Don Shippar Community Leadership Award Finalist	\$500 00
1/27/2015	Mariner Robotics	Duluth, MN 55802 137 Banks Blvd.	Marner Robotics 2015	\$1,000 00
8/17/2015	Mesabi Family YMCA	137 Banks Blvd Silver Bay, MN 55614	YMCA Open Doors Program - 2015	\$1,000 00
6/19/2015	Minnesota Adult & Teen Challenge	8367 Unity Drive Virginia, MN 55792	Cross-fit Fitness Project	\$1,500 00
6/19/2015	Minnesota Autism Center	2 East 2nd Street Duluth, MN 55802	Duluth Center Outdoor Recreational Area	\$1,000 00
1/20/2015	Minnesota Discovery Center	5710 Baker Road Minnetonka, MN 55345	2015 Science and Engineering Festival	\$3,000.00
2/3/2015	Missouri Slope Areawide United Way	1005 Discovery Drive Chisholm, MN 55719	2015 Annual Support	\$2,000.00
3/10/2015	Morrison County Food Shelf	515 N 4th St P O Box 2111	Food Share Month	\$500 00
2/3/2015	Morrison County United Way	Rismarrk ND 58502 912 1st Avenue SW	2015 Annual Support	\$15,450.00
3/10/2015	Motley Area Food Shelf	Little Falls, MN 56345 107 SE 2nd St, Suite 104	Food Share Month	\$500 00
8/17/2015	Mountain Iron Fire Department	Little Falls, MN 56345 697 Third Ave. So.	Four Foam Backpacks	\$600 00
7/7/2015	Grand Rapids Area Community Foundation	PO Box 525 Moflev, MN 56466	MP Boswell/UPM Blandin Golf Outing	\$500 00
8/11/2015	New Salem Ambulance Service	8586 Enterprise Dr S Mountain Iron, MN 55768	Training Equipment	\$500 00
8/11/2015	New Salem Fire Department District	Cohasset, MN 55744	Training Equipment	\$500 00
8/11/2015	New Salem Park District	PO Box 393 New Salem, ND 58563	Water Improvement Project	\$500 00
8/11/2015	New Salem-Almont High School	PO Box E New Salem, ND 58563	Dollars for Scholars	\$500 00
11/30/2015	New Salem-Almont High School	PO Box 283 New Salem, ND 58563	Wrestling Uniforms	\$1,000 00
12/15/2015	North Shore Health Care Foundation	310 Elm Ave. New Salem, ND 58563	Oral Health Task Force	\$2,500 00
5/26/2015	North Shore Scenic Drive Council	New Salem, ND 58563 PO Box 454	Taconite Harbor Viewfinder Project	\$2,500 00
8/1/2015	Northland Foundation	Grand Marais, MN 55604 221 West 1st St	Youth In Philanthropy program	\$25,000 00
4/20/2015	Northland Foundation	Duluth, MN 55802 202 West Superior Street	2015 KIDS PLUS Pathway to Careers	\$10,000 00
5/8/2015	Oliver County Ambulance Association	202 W. Superior St Duluth, MN 55807	Don Shippar Community Leadership Award Finalist	\$2,500 00



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8/11/2015	Oliver County Ambulance Association	PO Box 174 1816 40th Ave SW Center ND 58530 122 W Main PO Box 152	Training Equipment	\$500 00
11/30/2015	Oliver County Golden Age Club	Center ND 58530 301 Huntsinger Ave. Park Rapids, MN 56470 PO Box 340	Meals on Wheels Program	\$1,000 00
9/18/2015	Park Rapids Area Schools ISD 309	Pierz, MN 56364 18235 320th Ave Pierz, MN 56364 224 Main St. S. Pierz, MN 56364	Partners for Pianos	\$750 00
5/26/2015	Pierz Fire and Rescue	PO Bo 187	PPE and Piercing Nozzle	\$1,000 00
1/20/2015	Pierz First Resonse	Pine River, MN 56474 101 First Avenue SW Chisholm, MN 55719 P.O. Box 1015	AED	\$1,699 00
3/10/2015	Pierz Food Shelf	Gilbert, MN 55741 315 1st Ave NE	Pierz Area Food Shelf	\$500 00
6/23/2015	Pine River Area Foundation	Rice, MN 56367 510 8th Ave NE	Fairground Safety Lighting and Electrical Power Upgrade Project	\$500.00
10/27/2015	Precious Paws Humane Society of Chisholm	Hazen, ND 58545 316 Carlton Ave Cloquet, MN 55800 215 South 27th Ave W P O Box 16052	Replace Furnace and Air Exchanger	\$1,000 00
3/10/2015	Quad City Food Shelf	Duluth, MN 55816	Food Share Month	\$750 00
3/10/2015	Rice Area Food Shelf	7932 West Highway 61 P O Box 337 P.O. Box 337	Food Share Month	\$500 00
4/20/2015	Sakakawea Medical Center Foundation	Schroeder, MN 55613	SMC Capital Campaign - Expansion and Renovation	\$25,000 00
3/5/2015	Salvation Army - Cloquet	120 Kellogg Boulevard West Saint Paul, MN 55104 PO Box 5130	Project	\$550 00
3/5/2015	Salvation Army - Duluth	2222 Cromell Drive Grand Rapids, MN 55744 PO Box 5130	Food Share Month	\$650.00
9/8/2015	Schroeder Area Historical Society	2222 Cromell Drive Grand Rapids, MN 55744 205 W. 2nd St.	2015 Operational Funding	\$1,000 00
1/15/2015	Science Museum of Minnesota	Duluth, MN 55802 C/O City of Menahga 115 2nd Street NE	Minnesota Power Electricity Regional Outreach Tour	\$33,000 00
10/13/2015	Second Harvest North Central Food Bank	Menahga, MN 56464 365 West River Drive New Richmond, WI 54017 602 DeGraff Ave PO Box 98	Expanding the Kids-Packs-to-Go Backpack Program	\$3,000 00
11/24/2015	Second Harvest North Central Food Bank	Swanville, MN 56382 1200 Kenwood Avenue Duluth, MN 55811 333 Central Avenue PO Box 146 Inn Prairie, MN 56438	2015 Itasca Holiday Program	\$4,000 00
8/12/2015	SOAR Career Solutions		Marketing and Materials for Career Readness, Employment and Training Services	\$1,877 00
1/20/2015	Sounds of Spirit Lake		Sounds of Spirit Lake	\$1,000 00
5/8/2015	St. Luke's Lutheran Church		Don Shippar Community Leadership Award finalist - Harper Green	\$700.00
9/18/2015	Swanville Public School		Football Press box/concession stand	\$1,000 00
10/22/2015	The College of St. Scholastica		2015 Twin Ports Thanksgiving Buffet	\$2,123 00
12/11/2015	Todd County Historical Society		Security System for Todd County Museum	\$500.00



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3/10/2015	Tower Food Shelf	414 Main St Tower, MN 55790	Food Share Month	\$750.00
8/12/2015	Twin Ports Bridge Festival	2137 Appalachian St. Duluth, MN 55802	Bullying Education Materials	\$500.00
3/5/2015	Two Harbors Area Food Shelf	PO Box 601 2124 10th Street Two Harbors, MN 55616	March Food Share Month	\$500.00
5/26/2015	UBA	Po Box 218 Upsala, MN 56384	Repairs to the Upsala Baseball Park	\$500.00
6/2/2015	UMD Swenson College of Science and Engineering	140 Engineering Building 1303 Ordean Court Duluth, MN 55812	Engineering Scholarships	\$6,000.00
2/3/2015	United Way - Crow Wing	424 S. 8th St Braunert, MN 56401	2015 Annual Support	\$2,800.00
2/3/2015	United Way of 1000 Lakes	350 NW 1st Ave., Suite A Grand Rapids, MN 55744	2015 Annual Support	\$32,100.00
2/3/2015	United Way of Carlton County	202 Avenue C P O Box 250 Clonquet, MN 55720	2015 Annual Support	\$8,700.00
2/3/2015	United Way of Northeastern Minnesota, Inc	229 West Lake Street Chisholm, MN 55719	2015 Annual Support	\$31,100.00
4/28/2015	United Way of Northeastern Minnesota, Inc	229 West Lake Street Chisholm, MN 55719	United Way mining relief contribution	\$2,500.00
12/28/2015	United Way of Northeastern Minnesota, Inc	229 West Lake Street Chisholm, MN 55719	Serenity Place Apartments	\$3,100.00
4/20/2015	University of Minn Duluth Clean Snowmobile Club	Voss Kovach Hall 105 1305 Ordean Court Duluth, MN 55812	2016 Clean Snowmobile Challenge	\$3,000.00
1/13/2015	University of Minnesota Foundation	1049 University Drive 409 Darland Admin Bldg Duluth, MN 55812	Mississippi Headwaters Watershed Workshop	\$5,574.00
1/1/2015	University of Minnesota Foundation	1049 University Drive 409 Darland Admin Bldg Duluth, MN 55812	Mississippi Headwaters Watershed Workshop	\$2,282.00
11/17/2015	University of Minnesota Foundation	1049 University Drive 409 Darland Admin Bldg Duluth, MN 55812	Renewable Energy Teacher Workshops 2016	\$7,859.00
11/17/2015	University of Minnesota Foundation	1049 University Drive 409 Darland Admin Bldg Duluth, MN 55812	Mississippi Headwaters Watershed Teacher Workshops 2016	\$7,856.00
6/19/2015	Western Lake Superior Habitat for Humanity	130 W. Superior St. Duluth, MN 55802	General Operating Expense	\$2,000.00
3/6/2015	Youth Energy Summit	8950 Peppard Rd Britt, MN 55710	YES! Spring Event	\$2,000.00
6/11/2015	YWCA of Duluth	32 E 1st Street Ste 302 Suite 202 Duluth, MN 55802	Creating Future Women Leaders	\$5,000.00
TOTAL				\$ 711,148.00



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United Way	Various	Annual Program Support	\$ 250,000.00
Duluth Superior Area Community Foundation	Zietgeist Arts Bldg 222 East Superior Street Duluth, MN 55802	Community Involvement Scholarship Program	\$ 25,000.00
Duluth Superior Area Community Foundation	Zietgeist Arts Bldg 222 East Superior Street Duluth, MN 55802	New Generation Scholarship Program	\$ 25,000.00
FIRST Robotics	200 Bedford Street Manchester, NH 03101	FIRST Robotics Regional Competition	\$ 10,000.00
Boys & Girls Club of the Northland	PO Box 16435 Duluth, MN 55816	Technology Upgrades	\$ 5,000.00
TOTAL			\$ 315,000.00