

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation LLOYD K JOHNSON FOUNDATION		A Employer identification number 51-0180842	
Number and street (or P O box number if mail is not delivered to street address) 130 W SUPERIOR ST STE 710		Room/suite	B Telephone number (see instructions) (218) 726-9000
City or town, state or province, country, and ZIP or foreign postal code DULUTH, MN 558024035		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 26,566,642	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	43	43		
	4 Dividends and interest from securities	521,674	521,674		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	934,816			
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2)		934,816		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	7,948			
	12 Total. Add lines 1 through 11	1,464,481	1,456,533		
	13 Compensation of officers, directors, trustees, etc	127,016	31,754		95,262
	14 Other employee salaries and wages	41,791	10,448		31,343
	15 Pension plans, employee benefits	29,279	7,320		21,959
	16a Legal fees (attach schedule)	135	34		101
	b Accounting fees (attach schedule)	12,585	3,146		9,439
	c Other professional fees (attach schedule)	77,687	77,687		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	13,161			
	19 Depreciation (attach schedule) and depletion	606			
	20 Occupancy	9,000	2,250		6,750
	21 Travel, conferences, and meetings	2,364	591		1,773
	22 Printing and publications	45	11		34
	23 Other expenses (attach schedule)	28,945	7,231		21,715
	24 Total operating and administrative expenses. Add lines 13 through 23	342,614	140,472		188,376
	25 Contributions, gifts, grants paid	1,156,668			1,229,218
	26 Total expenses and disbursements. Add lines 24 and 25	1,499,282	140,472		1,417,594
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-34,801			
	b Net investment income (if negative, enter -0-)		1,316,061		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	88,179	45,525	45,525
	2 Savings and temporary cash investments	74,853		
	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	750	4,538	4,538
	10a Investments—U S and state government obligations (attach schedule)		397,188	397,188
	b Investments—corporate stock (attach schedule)	60,447 	60,447	60,447
	c Investments—corporate bonds (attach schedule)	6,156,697 	5,491,758	5,491,758
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	18,285,218 	20,566,765	20,566,765
	14 Land, buildings, and equipment basis ▶ _____ 14,992 Less accumulated depreciation (attach schedule) ▶ 14,571	1,027 	421	421
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	24,667,171	26,566,642	26,566,642	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	88,050	15,500	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	 4,958 	1,641	
	23 Total liabilities (add lines 17 through 22)	93,008	17,141	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	24,574,163	26,549,501	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	24,574,163	26,549,501	
31 Total liabilities and net assets/fund balances (see instructions) .	24,667,171	26,566,642		

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	24,574,163
2 Enter amount from Part I, line 27a	2	-34,801
3 Other increases not included in line 2 (itemize) ▶ _____ 	3	2,025,406
4 Add lines 1, 2, and 3	4	26,564,768
5 Decreases not included in line 2 (itemize) ▶ _____ 	5	15,267
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	26,549,501

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a NORTH SHORE INVESTMENTS & TRUST		P		
b ULLAND INVESTMENT ADVISORS INC		P		
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 (a)	

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MINNESOTA ASSISTANCE COUNCIL FOR VE 5209 RAMSEY ST DULUTH, MN 55807			HOMELESS & CRISIS PROGRAMMING	15,000
MINNESOTA BALLET301 W 1ST ST STE 800 DULUTH, MN 55802			OUTREACH WEEK	8,500
MINNESOTA COUNCIL OF NONPROFITS 2314 UNIVERSITY AVE W STE 20 ST PAUL, MN 55114			E-LEARNING PROJECT	10,000

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	13,161
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	13,161
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	13,161
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	11,880
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	14,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ▶	10	839
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 839 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address LLOYDKJOHNSONFOUNDATION.ORG	13	Yes	
14	The books are in care of JOAN GARDNER-GOODNO Telephone no (218) 726-9000			

Located at **130 W SUPERIOR ST STE 710 DULUTH MN** ZIP+4 **55802**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b			No
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 2017? ☐ 1c			
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐ 2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). ☐ 3b			No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ 4a			No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? ☐ 4b			No

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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. ☐ 	5b		
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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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 <i>If "Yes" to 6b, file Form 8870</i>	6b		No
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	7b		

Part VIII

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

1

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

2

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

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

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

3

Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NORTH SHORE INVESTMENTS & TRUST	INVESTMENT	63,392
131 WEST SUPERIOR STREET DULUTH, MN 55802		

Total number of others receiving over \$50,000 for professional services.

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See 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	25,742,796
b	Average of monthly cash balances.	1b	45,479
c	Fair market value of all other assets (see instructions).	1c	105,329
d	Total (add lines 1a, b, and c).	1d	25,893,604
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	25,893,604
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	388,404
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	25,505,200
6	Minimum investment return. Enter 5% of line 5.	6	1,275,260

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,275,260
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	13,161
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	13,161
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,262,099
4	Recoveries of amounts treated as qualifying distributions.	4	7,948
5	Add lines 3 and 4.	5	1,270,047
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,270,047

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,417,594
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,417,594
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	13,161
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,404,433

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,270,047
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			203,292	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,417,594</u>				
a Applied to 2016, but not more than line 2a			203,292	
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 2017 distributable amount.				1,214,302
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				55,745
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 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 2017, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed	
JOAN GARDNER-GOODNO 130 WEST SUPERIOR STREET SUITE 520 DULUTH, MN 55802 (218) 726-9000	
b The form in which applications should be submitted and information and materials they should include	
SUBMIT "LETTER OF INTENT" (SEE WEBSITE) FOR CONSIDERATION BY STAFF - THEN SUBMIT MINNESOTA COMMON GRANT APPLICATION FORM OR "SHORT FORM" (SEE WEBSITE) IF INVITED TO APPLY. ADDITIONAL INFORMATION MAY BE REQUESTED BY FOUNDATION STAFF.	
c Any submission deadlines	
JANUARY 15, APRIL 15, JULY 15, AND OCTOBER 15 OF EACH GRANT YEAR	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	
THE FOUNDATION ACCEPTS APPLICATIONS FROM ORGANIZATIONS LOCATED OR PROVIDING SERVICES WITHIN LAKE, COOK, AND SOUTHERN ST. LOUIS COUNTIES IN MINNESOTA. THE FOUNDATION'S AREAS OF INTEREST INCLUDE ARTS AND CULTURE, COMMUNITY AND ECONOMIC DEVELOPMENT, EDUCATION, ENVIRONMENT, AND SOCIAL WELFARE.	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total ► 3a				1,229,218
b <i>Approved for future payment</i> COOK COUNTY HIGHER EDUCATION PO BOX 57 GRAND MARAIS, MN 55604		PC	SCHOLARSHIPS & STUDENT SUPPORT SVCS	15,500
Total ► 3b				15,500

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2018-11-14	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	SHARLENE M KILLORIN		2018-11-14		P00036756
	Firm's name ▶ ESTERBROOKS SCOTT SIGNORELLI ETAL LTD				Firm's EIN ▶ 41-1414667
Firm's address ▶ 302 W SUPERIOR ST STE200 DULUTH, MN 55802					Phone no (218) 727-6846

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
DARRYL E COONS	TRUSTEE 000 00	0	0	0
145 WAVERLY PLACE DULUTH, MN 55803				
JOAN GARDNER-GOODNO	EXEC DIR 40 00	127,016	13,071	0
5532 LESTER RIVER ROAD DULUTH, MN 55804				
MARK C SMITHSON	PRES /CEO 000 00	0	0	0
324 EAST PRESCOTT STREET DULUTH, MN 55808				
SCOTT HARRISON	TREASURER/CF 000 00	0	0	0
PO BOX 268 LUTSEN, MN 55612				
RUTH ANN EATON	TRUSTEE 000 00	0	0	0
3728 GREYSOLON ROAD DULUTH, MN 55804				
BILL HANSEN	VICE PRESIDE 000 00	0	0	0
BOX 2129 TOFTE, MN 55615				
SUSAN MICHELS	TRUSTEE 000 00	0	0	0
490 TEMPERANCE STREET - UNIT 306 ST PAUL, MN 55101				
STEPHEN SURBAUGH	TRUSTEE 000 00	0	0	0
617 PIKE LAKE ROAD GRAND MARAIS, MN 55604				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ACCESSIBLE SPACE INC 720 MAPLE GROVE ROAD DULUTH, MN 55811			ASSISTED LIVING SERVICES AT BURKE AP	5,000
AMERICAN INDIAN COMMUNITY HOUSING O 202 W 2ND ST DULUTH, MN 55802			SOLAR ROOF PROJECT	10,000
ANIMAL ALLIES HUMANE SOCIETY 4006 AIRPORT ROAD DULUTH, MN 55811			VOLUNTEER PROGRAM DEVELOPMENT	15,000
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ARROWHEAD CHORALE 506 WEST MICHIGAN ST DULUTH, MN 55802			NEW CHORAL COMPOSERS PROJECT	2,000
BIRCH GROVE COMMUNITY SCHOOL 9 GOODNEIGHBOR HILL RD TOFTE, MN 55615			EDUCATIONAL CURRICULUM	21,606
COMMUNICATION CENTER STATE SERVICE 2200 UNIVERSITY AVE W STE 240 ST PAUL, MN 55114			RADIO TALKING BOOK PROGRAM & AUDIO S	5,000
Total 				1,229,218
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY ACTION DULUTH 2424 W 5TH ST STE 102 DULUTH, MN 55806			FAMILY FREEDOM SCHOOL INITIATIVE - YE	10,000
COMPANIES TO CLASSROOMS 2307 W SUPERIOR ST DULUTH, MN 55806			FREE STORE SUPPORT	5,000
CONFLICT RESOLUTION CENTER 2101 HENNEPIN AVE S STE 100 MINNEAPOLIS, MN 55405			IN-SCHOOL MEDIATION PROGRAM	10,000
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CONSERVATION CORPS MINNESOTA 60 PLATO BLVD E STE 210 ST PAUL, MN 55107			SUMMER YOUTH CORPS	5,000
COOK COUNTY GRAND MARAIS EDA 15 NORTH BROADWAY PO BOX 597 GRAND MARAIS, MN 55604			COOK COUNTY CREATIVE ECONOMY COLLABO	15,000
COOK COUNTY HIGHER EDUCATION 300 W 3RD ST GRAND MARAIS, MN 55604			SCHOLARSHIPS & STUDENT SUPPORT SERVI	54,500
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
COOK COUNTY HISTORICAL SOCIETY 8 SOUTH BROADWAY PO BOX 1293 GRAND MARAIS, MN 55604			CAPACITY BUILDING - YEAR 2	30,000
COOK COUNTY YMCA105 WEST 5TH ST GRAND MARAIS, MN 55604			LICENSED CHILD CARE CENTER	10,000
COOPERATION STATION404 5TH AVE W GRAND MARAIS, MN 55604			NATURE-BASED CHILDCARE PROGRAM	36,000
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
DAMIANO OF DULUTH INC206 W 4TH ST DULUTH, MN 55806			CLOTHES THAT WORK PROGRAM	15,000
DULUTH BETHEL SOCIETY INC 23 MESABA AVENUE DULUTH, MN 55806			IMPACT ANALYSIS & EVALUATION REPORT	15,000
DULUTH LIBRARY FOUNDATION 520 W SUPERIOR ST DULUTH, MN 55802			DOWNTOWN LIBRARY CAPITAL PROJECT	10,000
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
DULUTH PLAYHOUSE INC 506 WEST MICHIGAN ST DULUTH, MN 55802			CAPACITY BUILDING & STRATEGIC PLANNI	15,000
DULUTH SUPERIOR SAILING ASSOCIATION PO BOX 3094 DULUTH, MN 55803			SAILING LESSON SCHOLARSHIPS	2,000
DULUTH XC SKI CLUB 1346 W ARROWHEAD RD PO BOX 344 DULUTH, MN 55811			NORDIC CENTER	10,000
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
DULUTH YMCA302 W 1ST STREET DULUTH, MN 55802			MENTOR DULUTH PROGRAM	15,000
DULUTH YMCA302 W 1ST STREET DULUTH, MN 55802			MENTOR DULUTH PROGRAM	-15,000
ECOLIBRIUM32304 WEST SUPERIOR ST DULUTH, MN 55806			STRATEGIC PLANNING TO DIVERSIFY INCO	20,000
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ECUMEN LAKESHORE4002 LONDON RD DULUTH, MN 55803			HOME DELIVERED MEALS PROGRAM	10,000
ENTREPRENEUR FUND 202 W SUPERIOR ST STE 311 DULUTH, MN 55802			BE STRATEGIC TRAININGS	30,000
FIRST WITNESS CHILD ADVOCACY CENTER 4 W 5TH ST DULUTH, MN 55806			STRATEGIC PLANNING	10,000
Total 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
FRIENDS OF BAND SHELL PARK PO BOX 21 TWO HARBORS, MN 55616			CAPITAL CAMPAIGN	15,000
FRIENDS OF SAX-ZIM BOGPO BOX 3585 DULUTH, MN 55803			JOINT HEAD NATURALIST POSITION - YEA	15,000
FRIENDS OF THE FINLAND COMMUNITY 6648 HIGHWAY 1 FINLAND, MN 55603			COMMUNITY ORCHARD	2,000
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
GIRL SCOUTS OF MINNESOTA 424 W SUPERIOR ST STE G3 DULUTH, MN 55802			LEADERSHIP OPPORTUNITIES FOR GIRLS	10,000
GND DEVELOPMENT ALLIANCE 801 101ST AVE W DULUTH, MN 55808			COMMUNITY GARDEN & SPORT COURT CONST	25,000
GRAND MARAIS ART COLONY 120 W 3RD AVE GRAND MARAIS, MN 55604			GENERAL OPERATING SUPPORT	25,000
Total 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
GRAND MARAIS PLAYHOUSE 51 W 5TH ST GRAND MARAIS, MN 55604			SUMMER REPERTORY FESTIVAL	2,000
GRANDMA'S GARDEN BY THE LAKE 4317 MCCULLOCH ST DULUTH, MN 55804			RAISED BED GARDENING PROJECT	1,000
GREAT EXPECTATIONS SCHOOL 550 E 5TH ST GRAND MARAIS, MN 55604			RESPONSIVE CLASSROOM TRAINING-ELEMEN	20,000
Total ▶ 3a				1,229,218

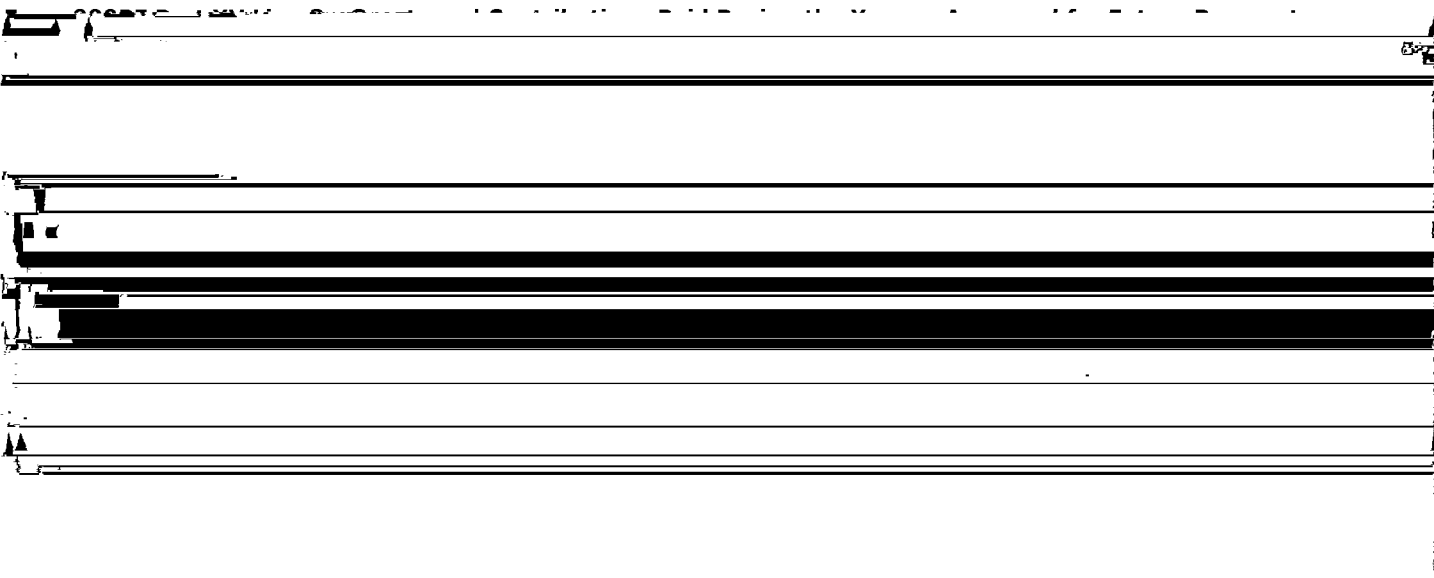
Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GUNFLINT TRAIL HISTORICAL SOCIETY 28 MOOSE POND DR GRAND MARAIS, MN 55604			WATERCRAFT EXHIBIT BUILDING	10,000
HARBOR CITY INTERNATIONAL SCHOOL 332 W MICHIGAN ST STE 300 DULUTH, MN 55802			ROSE ENSEMBLE PERFORMANCE	1,000
HARTLEY NATURE CENTER 3001 WOODLAND AVE DULUTH, MN 55803			PART-TIME DEVELOPMENT OFFICER	20,000
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
JUST KIDS DENTALPO BOX 146 TWO HARBORS, MN 55616			PREVENTIVE DENTAL SERVICES	10,000
KIDS CLOSET OF DULUTH 2431 W 3RD ST DULUTH, MN 55806			CLOTHING PURCHASES	10,000
LAKE COUNTY DEVELOPMENT ACHIEVEMENT 204 CENTRAL AVE KNIFE RIVER, MN 55609			PHASE 2 BUILDING RENOVATIONS	2,000
Total 				1,229,218
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
LAKE SUPERIOR CENTER DBA GREAT LAKE 353 HARBOR DRIVE DULUTH, MN 55802			"RIVER TREK" EXHIBIT DEVELOPMENT	20,000
LAKE SUPERIOR SCHOOL DISTRICT ISD 137 BANKS BLVD SILVER BAY, MN 55614			AUDITORIUM SEATING AND ACCESSIBILITY	30,000
LAKE SUPERIOR SCHOOL DISTRICT ISD 137 BANKS BLVD SILVER BAY, MN 55614			DECA CIVILITY SUMMIT	2,000
Total ► 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
LAKE SUPERIOR YOUTH CHORUS INC PO BOX 3337 DULUTH, MN 55803			CAPACITY BUILDING	15,000
LIFE HOUSE INC102 W 1ST ST DULUTH, MN 55802			FUTURES PROGRAM	15,000
LUTHERAN SOCIAL SERVICES 424 W 5TH ST STE 104 DULUTH, MN 55802			LSS ANOTHER DOOR HOMELESS YOUTH SHEL	10,000
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
LYRIC OPERA OF THE NORTH 522 NORTH 3RD AVE W DULUTH, MN 55806			LITTLE OPERA OF THE NORTH	5,000
MARSHALL SCHOOL1215 RICE LAKE RD DULUTH, MN 55811			FREGEAU AUDITORIUM STAGE REPAIR	10,000
MEN AS PEACEMAKERS 123 W SUPERIOR ST DULUTH, MN 55802			CAPITAL PROJECT	40,000
Total ▶ 3a				1,229,218



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MINNESOTA LAND TRUST 2356 UNIVERSITY AVE W STE 240 ST PAUL, MN 55114			ST LOUIS RIVER CORRIDOR REVITALIZAT	10,000
NEIGHBOR TO NEIGHBOR508 7TH ST TWO HARBORS, MN 55606			N2N YOUTH CENTER UPGRADES	10,000
NORTH HOUSE FOLK SCHOOL 500 W HIGHWAY 61 GRAND MARAIS, MN 55604			TECHNOLOGY & SYSTEMS MANAGER POSITIO	35,000
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
NORTH SHORE HEALTH CARE FOUNDATION 501 E 5TH ST STE 107 GRAND MARAIS, MN 55604			ORAL HEALTH TASK FORCE	10,000
NORTHERN EXPRESSIONS ART COLLECTIVE 2002 W SUPERIOR ST STE 10 DULUTH, MN 55806			HAUNTED HAPPENINGS AT HARRISON	300
NORTHLAND FOUNDATION 202 W SUPERIOR ST STE 610 DULUTH, MN 55802			AGE TO AGE DEVELOPMENT INITIATIVE -	10,000
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
NORTHWOODS VOLUNTEER CONNECTION PO BOX 2113 TOFTE, MN 55615			CAPACITY BUILDING - YEAR 2	15,000
ONE ROOF COMMUNITY HOUSING 12 E 4TH ST DULUTH, MN 55805			HOUSING REAHBILITATION INSPECTOR POS	25,000
PAVSA32 E 1ST ST STE 200 DULUTH, MN 55802			SUCCESSION PLANNING	20,000
Total ► 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SCHROEDER AREA HISTORICAL SOCIETY 7932 W HIGHWAY 61 SCHROEDER, MN 55613			OPERATING SUPPORT	2,000
SCOTTISH RITE FOUNDATION OF DULUTH 24 W 2ND ST DULUTH, MN 55802			PARENT EDUCATION, COACHING AND AWARE	15,000
SERVEMINNESOTA120 S 6TH ST STE 2260 MINNEAPOLIS, MN 55402			MN READING CORPS - DULUTH	25,000
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ST LOUIS COUNTY HISTORICAL SOCIETY 506 W MICHIGAN ST DULUTH, MN 55802			TRANSCRIPTION & TRAVELING EXHIBIT	10,000
ST LUKE'S FOUNDATION1000 E 1ST ST STE 102 DULUTH, MN 55805			CAPITAL CAMPAIGN	15,000
SUGARLOAF THE NORTH SHORE STEWARDS 6008 LONDON RD DULUTH, MN 55804			LOST FOREST PROGRAM	7,875
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
THE KAKO FOUNDATION 1225 E 7TH STREET DULUTH, MN 55805			KAKO'S CHOIR	1,960
TWO HARBORS AREA FOOD SHELF 7932 W HIGHWAY 61 SCHROEDER, MN 55613			A BETTER SHELF FOR BETTER HEALTH PRO	8,000
WOLF RIDGE ENVIRONMENTAL LEARNING C 6282 CRANBERRY RD FINLAND, MN 55603			"MAKING WAVES" CAPITAL CAMPAIGN	50,000
Total ► 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
WTIP COMMUNITY RADIO 1712 W HIGHWAY 61 GRAND MARAIS, MN 55604			EXPANSION OF LOCAL NEWS REPORTING	40,000
YWCA DULUTH32 EAST FIRST ST STE 202 DULUTH, MN 55802			"GIRL POWER" PROGRAM	25,000
ZEITGEIST CENTER FOR ARTS & COMMUNI 222 E SUPERIOR ST DULUTH, MN 55802			CAPACITY BUILDING	10,000
Total ► 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ZEITGEIST CENTER FOR ARTS & COMMUNI 222 E SUPERIOR ST DULUTH, MN 55802			TED AT TEATRO	1,900
COOK COUNTY SCHOOL ISD 166 101 WEST 5TH STREET GRAND MARAIS, MN 55604		PC	MIDDLE SCHOOL WRITERS' CLUB	2,000
DULUTH AREA FAMILY YMCA 302 WEST 1ST STREET DULUTH, MN 55802		PC	OUTDOOR COLLABORATIVE GEAR LIBRARY	20,000
Total ► 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
LAKE SUPERIOR COMMUNITY THEATRE 137 BANKS BLVD SILVER BAY, MN 55614		PC	WEST SIDE STORY PRODUCTION	2,000
ONE ROOF COMMUNITY HOUSING 12 EAST 4TH STREET DULUTH, MN 55805		PC	OPERATING SUPPORT	25,000
SEEDS OF HOPE YOUTH RANCH 3794 W PIONEER RD DULUTH, MN 55803		PC	CAPITAL PURCHASE	6,250
Total ▶ 3a				1,229,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
UMD BOULDER LAKE ELC 1049 UNIVERSITY DRIVE 315 DARLING BUILDING DULUTH, MN 55812		PC	BOULDER LAKE ELC	25,800
LAKE SUPERIOR COLLEGE 2101 TRINITY ROAD DULUTH, MN 55811		PC	SCHOLARSHIPS	74,527
NORTH SHORE HORIZONS 127 7TH STREET TWO HARBORS, MN 55616		PC	HOUSING SERVICES	7,000
Total ► 3a				1,229,218

TY 2017 Accounting Fees Schedule**Name:** LLOYD K JOHNSON FOUNDATION**EIN:** 51-0180842**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	12,585	3,146		9,439

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

TY 2017 Depreciation Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE	2007-02-28	2,150	2,150	200DB	7 0000				
OFFICE FURNITURE/HOM	2007-03-01	1,376	1,376	200DB	7 0000				
ART WORK/UNDERWOOD PHOTOS	2007-06-01	300	300	200DB	7 0000				
ART WORK/LIZZARD'S	2007-08-01	201	201	200DB	7 0000				
COMPUTER AND PRINTER	2009-11-18	2,221	2,221	200DB	5 0000				
SHARP COPIER	2011-07-31	3,571	3,571	200DB	7 0000				
OFFICE EQUIPMENT	2013-11-01	928	928	200DB	5 0000				
COMPUTER/DOWNTOWN COMPUTERS	2014-04-30	2,046	1,752	200DB	5 0000	118			
DOWNTOWN COMPUTERS	2016-02-05	2,199	1,466	200DB	3 0000	488			

TY 2017 Investments Corporate Bonds Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NORTH SHORE BANK OF COMMERCE ACCOUNT	5,491,758	5,491,758

TY 2017 Investments Corporate Stock Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

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

TY 2017 Investments Government Obligations Schedule**Name:** LLOYD K JOHNSON FOUNDATION**EIN:** 51-0180842**US Government Securities - End
of Year Book Value:**

397,188

**US Government Securities - End
of Year Fair Market Value:**

397,188

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2017 Investments - Other Schedule**Name:** LLOYD K JOHNSON FOUNDATION**EIN:** 51-0180842**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
NORTH SHORE ACCT EQUITY MUTUAL FUNDS	FMV	15,838,552	15,838,552
NORTH SHORE ACCT FIXED INCOME FUNDS	FMV	594,434	594,434
NORTH SHORE ACCT MONEY MARKET ACCOU	FMV	917,156	917,156
ULLAND INVESTMENTS ACCOUNT	FMV	3,165,790	3,165,790
NORTH SHORE ACCT ACCRUED INCOME	FMV	28,391	28,391
ULLAND ACCT ACCRUED INCOME	FMV	22,442	22,442

**TY 2017 Land, Etc.
Schedule****Name:** LLOYD K JOHNSON FOUNDATION**EIN:** 51-0180842

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE & EQUIPMENT	14,992	14,571	421	421

TY 2017 Legal Fees Schedule**Name:** LLOYD K JOHNSON FOUNDATION**EIN:** 51-0180842

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	135	34		101

TY 2017 Other Decreases Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Description	Amount
UNREALIZED INVESTMENT LOSS - ULLAND INVESTMENTS	15,267

TY 2017 Other Expenses Schedule**Name:** LLOYD K JOHNSON FOUNDATION**EIN:** 51-0180842**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK CHARGES	19	5		14
DUES & MEMBERSHIPS	1,171	293		878
MISCELLANEOUS	92	23		69
INSURANCE	2,488	622		1,866
PARKING EXPENSE	1,602	401		1,202
PROMOTION & WEBSITE	1,843	461		1,382
OFFICE & POSTAGE	19,005	4,751		14,254
TELEPHONE EXPENSE	2,700	675		2,025
FILING FEE	25			25

TY 2017 Other Income Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PRIOR YEAR GRANT RETURNED	7,948		

TY 2017 Other Increases Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Description	Amount
UNREALIZED INVESTMENT GAIN - NORTH SHORE BANK	2,025,406

TY 2017 Other Liabilities Schedule**Name:** LLOYD K JOHNSON FOUNDATION**EIN:** 51-0180842

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	4,323	1,281
ACCRUED PAYROLL TAXES	10	20
ACCOUNTS PAYABLE	625	340

TY 2017 Other Professional Fees Schedule**Name:** LLOYD K JOHNSON FOUNDATION**EIN:** 51-0180842

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY & CUSTODIAL	77,687	77,687		

TY 2017 Taxes Schedule**Name:** LLOYD K JOHNSON FOUNDATION**EIN:** 51-0180842

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	13,161			