

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2001

Open to Public Inspection

Department of the Treasury Internal Revenue Service

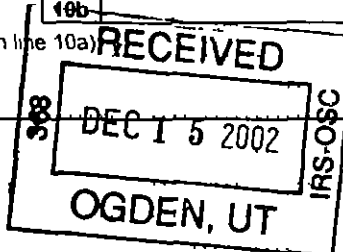
The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2001 calendar year, or tax year beginning 7/01/01, and ending 6/30/02
B Check if applicable
C Name of organization The Depot Foundation
D Employer ID number 41-1356072
E Telephone number 218-733-7500
F Accounting method [X] Accrual [] Other (specify)

G Web site
J Organization type [X] 501(c)(3)
K Check here [] if the organization's gross receipts are normally not more than \$25,000
L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 1,153,595

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See Specific Instructions on page 16)

Table with 12 columns: Line number, Description, Sub-column (a, b, c), and Total. Rows include Contributions (127,092), Program service revenue (164,771), Gross sales of inventory (1,796), and Total revenue (314,604).



SCANNED JAN 03 2003

EXPENSES NET ASSETS

Part II Statement of Functional Expenses All organizations must complete column (A) Columns (B) (C) and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (See Specific Instructions on page 21)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) Stmt 3 (cash \$ <u>123,976</u> non-cash \$ _____)	123,976	123,976		
23	Specific assistance to individuals				
24	Benefits paid to or for members				
25	Compensation of officers directors, etc	48,140	17,812	20,700	9,628
26	Other salaries and wages	10,125	3,746	4,354	2,025
27	Pension plan contributions	2,669	988	1,148	533
28	Other employee benefits	922	341	396	185
29	Payroll taxes	4,658	1,723	2,003	932
30	Professional fundraising fees				
31	Accounting fees	9,080		9,080	
32	Legal fees				
33	Supplies	8,837	3,270	3,800	1,767
34	Telephone	1,420	525	611	284
35	Postage and shipping	6,224	2,303	2,676	1,245
36	Occupancy	1,800	666	774	360
37	Equipment rental and maintenance				
38	Printing and publications	11,676	4,320	5,021	2,335
39	Travel				
40	Conferences, conventions, and meetings	5,441	2,014	3,427	
41	Interest				
42	Depreciation, depletion, etc (att sch)	3,734		1,867	1,867
43	Other expenses not covered above (itemize) a				
	b See Statement 4	14,531	2,168	7,650	4,713
	c				
	d				
	e				
44	Total functional expenses (add lines 22-43) Organizations completing columns (B)-(D), carry these totals to lines 13-15	253,233	163,852	63,507	25,874

Joint Costs Check if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

If "Yes" enter (i) the aggregate amount of these joint costs \$ _____, (ii) the amount allocated to Program services \$ _____

(iii) the amount allocated to Management and general \$ _____ and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments (See Specific Instructions on page 24)

What is the organization's primary exempt purpose?	Program Service Expenses (Required for 501(c)(3) and (4) orgs and 4947(a)(1) trusts but optional for others)
a See Statement 5 All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others)	
Grants and allocations for the participating member organizations of the Depot (St. Louis County Heritage and Arts Center). (Grants and allocations \$ 123,976)	123,976
b See Statement 6 (Grants and allocations \$ _____)	39,876
c (Grants and allocations \$ _____)	
d (Grants and allocations \$ _____)	
e Other program services (attach schedule) (Grants and allocations \$ _____)	
f Total of Program Service Expenses (should equal line 44 column (B), Program services)	163,852

Part IV Balance Sheets (See Specific Instructions on page 24)

Note		Where required, attached schedules and amounts within the description column should be for end-of-year amounts only		(A) Beginning of year		(B) End of year	
A s s e t s	45	Cash-non-interest-bearing		4,530	45	6,850	
	46	Savings and temporary cash investments		245,893	46	232,807	
	47a	Accounts receivable	47a				
	b	Less allowance for doubtful accounts	47b		47c		
	48a	Pledges receivable	48a	9,862			
	b	Less allowance for doubtful accounts	48b		48c	9,862	
	49	Grants receivable			49		
	50	Receivables from officers, directors, trustees and key employees (attach schedule)			50		
	51a	Other notes and loans receivable (attach schedule)	51a				
	b	Less allowance for doubtful accounts	51b		51c		
	52	Inventories for sale or use			52		
	53	Prepaid expenses and deferred charges		2,332	53	3,616	
	54	Investments-securities	See Stmt 7	<input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	4,319,087	54	3,708,172
	55a	Investments-land, buildings, and equipment basis	55a				
	b	Less accumulated depreciation (attach schedule)	55b		55c		
56	Investments-other (attach schedule)	See Stmt 8			56	270,637	
57a	Land, buildings, and equipment basis	57a	18,450				
b	Less accumulated depreciation (attach schedule)	57b	8,747	11,814	57c	9,703	
58	Other assets (describe See Stmt 10)		45,340	58	36,903		
59	Total assets (add lines 45 through 58) (must equal line 74)		4,638,033	59	4,278,550		
L i a b i l i t i e s	60	Accounts payable and accrued expenses		6,853	60	4,031	
	61	Grants payable		61,857	61	8,280	
	62	Deferred revenue	See Stmt 11		3,350	62	5,650
	63	Loans from officers, directors, trustees, and key employees (attach schedule)			63		
	64a	Tax-exempt bond liabilities (attach schedule)			64a		
	b	Mortgages and other notes payable (attach schedule)			64b		
	65	Other liabilities (describe See Stmt 12)		221,062	65	190,468	
66	Total liabilities (add lines 60 through 65)		293,122	66	208,429		
N F e u n d A s s e t s	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74						
	67	Unrestricted		4,220,235	67	3,957,265	
	68	Temporarily restricted		5,596	68	3,804	
	69	Permanently restricted		119,080	69	109,052	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74						
	70	Capital stock, trust principal, or current funds			70		
	71	Paid-in or capital surplus, or land building, and equipment fund			71		
	72	Retained earnings, endowment, accumulated income or other funds			72		
	73	Total net assets or fund balances (add lines 67 through 69 OR lines 70 through 72, column (A) must equal line 19 column (B) must equal line 21)		4,344,911	73	4,070,121	
	74	Total liabilities and net assets / fund balances (add lines 66 and 73)		4,638,033	74	4,278,550	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes in Part III, the organization's programs and accomplishments.

The Depot Foundation
Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See Specific Instructions, page 26)

41-1356072

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total revenue, gains, and other support per audited financial statements ▶	a	-21,557	a	Total expenses and losses per audited financial statements ▶	a	253,233
b	Amounts included on line a but not on line 12, Form 990			b	Amounts included on line a but not on line 17, Form 990		
	(1) Net unrealized gains on investments \$ -378,018				(1) Donated services and use of facilities \$		
	(2) Donated services and use of facilities \$				(2) Prior year adjustments reported on line 20, Form 990 \$		
	(3) Recoveries of prior year grants \$ 41,857				(3) Losses reported on line 20, Form 990 \$		
	(4) Other (specify)				(4) Other (specify)		
	\$				\$		
	Add amounts on lines (1) through (4) ▶	b	-336,161		Add amounts on lines (1) through (4) ▶	b	
c	Line a minus line b ▶	c	314,604	c	Line a minus line b ▶	c	253,233
d	Amounts included on line 12, Form 990 but not on line a			d	Amounts included on line 17, Form 990 but not on line a		
	(1) Investment expenses not included on line 6b, Form 990 \$				(1) Investment expenses not included on line 6b, Form 990 \$		
	(2) Other (specify)				(2) Other (specify)		
	\$				\$		
	Add amounts on lines (1) and (2) ▶	d			Add amounts on lines (1) and (2) ▶	d	
e	Total revenue per line 12, Form 990 (line c plus line d) ▶	e	314,604	e	Total expenses per line 17, Form 990 (line c plus line d) ▶	e	253,233

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated, see Specific Instructions on page 26)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contrib to employee benefit plans & deferred compensation	(E) Expense account and other allowances
Carla Charlton Duluth, MN	Exec. Dir. 40+	48,140	3,237	0
See Board list attached. Duluth, MN	See list. As needed.	0	0	0

75 Did any officer, director, trustee or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? Yes No
 If "Yes," attach schedule-see Specific Instructions on page 27

Part VI Other Information (See Specific Instructions on page 27)

		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes		X
78a	Did the organization have unrelated business gross inc of \$1,000 or more during the year covered by this return?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement		X
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc , to any other exempt or nonexempt organization?		X
b	If "Yes," enter the name of the organization <input type="checkbox"/> and check whether it is <input type="checkbox"/> exempt OR <input type="checkbox"/> nonexempt		
81a	Enter direct or indirect political expenditures See line 81 instr		
b	Did the organization file Form 1120-POL for this year? N/A		
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b	If "Yes," you may indicate the value of these items here Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III)		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? N/A		
85	501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members? N/A		
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? N/A		
	If "Yes" was answered to either 85a or 85b do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year		
c	Dues, assessments, and similar amounts from members		
d	Section 162(e) lobbying and political expenditures		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		
g	Does the organization elect to pay the section 6033(e) tax on the amount in 85f? N/A		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount in 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? N/A		
86	501(c)(7) orgs Enter a Initiation fees and capital contributions included on line 12		
b	Gross receipts, included on line 12, for public use of club facilities		
87	501(c)(12) orgs Enter a Gross income from members or shareholders		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
89a	501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under section 4911 <u>0</u> , section 4912 <u>0</u> , section 4955 <u>0</u>		
b	501(c)(3) and 501(c)(4) orgs Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912 4955, and 4958 0		
d	Enter Amount of tax on line 89c above, reimbursed by the organization 0		
90a	List the states with which a copy of this return is filed MN		
b	Number of employees employed in the pay period that includes March 12, 2001 (See instructions) 90b 2		
91	The books are in care of Carla Charlton Located at Duluth, MN		
	Telephone no 218-279-9913 ZIP + 4 55802		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year 92		

Part VII Analysis of Income-Producing Activities (See Specific Instructions on page 32)

	Unrelated business income		Excluded by sec 512 513 or 514		(E) Related or exempt function Income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
Note Enter gross amounts unless otherwise indicated					
93 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	164,771	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	20,945	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue					
a _____					
b <u>Investment management fees</u>			3	982	
c <u>Change in value-gift annuity</u>			14	-190	
d <u>Miscellaneous income</u>			3	1,004	
e _____					
104 Subtotal (add columns (B), (D), and (E))			0	187,512	0
105 Total (add line 104, columns (B), (D), and (E))					187,512

Note Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See Specific Instructions on page 32)

Line No	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
●	
N/A	

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See Specific Instructions on page 33)

(A) Name, address, and EIN of corporation partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See Specific Instructions on pg 33)

- (a) Did the organization during the year receive any funds directly or indirectly to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

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 officer) is based on all information of which preparer has any knowledge

12/11/02
Date

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)
(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust
Supplementary Information-(See separate instructions)

OMB No 1545-0047

2001

Department of the Treasury
Internal Revenue Service

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

Employer identification number

The Depot Foundation

41-1356072

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions List each one If there are 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 ben plans & deferred compensation	(e) Expense account and other allowances
None				
Total number of other employees paid over \$50,000 ▶				

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instr List each one (whether individuals or firms) If there are none, enter "None ")

(a) Name and address of each independent contractor paid more than \$ 50 000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services ▶		

For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ

Schedule A (Form 990 or 990-EZ) 2001

Part III Statements About Activities (See page 2 of the instructions)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities \$ _____ (Must equal amount on line 38, Part VI-A or line 1 of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities		X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions)		
a Sale, exchange, or leasing of property?		X
b Lending of money or other extension of credit?		X
c Furnishing of goods, services or facilities?		X
d Payment of compensation (or payment or reimbursement of exp if more than \$1,000)? See Part V, Form 990	X	
e Transfer of any part of its income or assets?		X
3 Does the organization make grants for scholarships, fellowships, student loans etc ? (See Note below)		X
4 Do you have a section 403(b) annuity plan for your employees?		X

Note: Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions)

The organization is not a private foundation because it is (Please check only ONE applicable box)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
- 8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ►
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 11b A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 12 An organization that normally receives (1) more than 33 1/3% of its support from contributions membership fees, and gross receipts from activities related to its charitable, etc , functions-subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6) if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 6 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting

Note You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2000	(b) 1999	(c) 1998	(d) 1997	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	152,377	90,680	108,847	85,584	437,488
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable etc. purpose		4,450	13,852	36,596	54,898
18 Gross inc from int. dividends, amounts received from pymt on securities loans (section 512(a)(5)), rents, royalties & unrelated busn taxable inc (less sec 511 taxes) from businesses acquired by the organization after June 30, 1975	203,201	207,978	203,749	190,483	805,411
19 Net income from unrelated business activities not included in line 18					
20 Tax revn levied for the organization's ben & either paid to it or expended on its behalf					
21 The value of serv or fac furnished to the org by a governmental unit without charge. Do not incl the value of serv or fac generally furnished to the public without charge.					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of cap assets. Stmt 13	1,563	-585	6,348		7,326
23 Total of lines 15 through 22	357,141	302,523	332,796	312,663	1,305,123
24 Line 23 minus line 17	357,141	298,073	318,944	276,067	1,250,225
25 Enter 1% of line 23	3,571	3,025	3,328	3,127	
26 Organizations described on lines 10 or 11	a Enter 2% of amount in column (e), line 24				26a 25,005
	b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1997 through 2000 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts.				26b 159,253
	c Total support for section 509(a)(1) test. Enter line 24, column (e).				26c 1,250,225
	d Add Amounts from column (e) for lines 18	805,411	19		
	22	7,326	26b	159,253	26d 971,990
	e Public support (line 26c minus line 26d total)				26e 278,235
	f Public support percentage (line 26e (numerator) divided by line 26c (denominator))				26f 22.2548%
27 Organizations described on line 12	a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year.				N/A
	(2000)	(1999)	(1998)	(1997)	
	b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year.				N/A
	(2000)	(1999)	(1998)	(1997)	
	c Add Amounts from column (e) for lines 15		16		
	17	20	21		27c
	d Add Line 27a total	and line 27b total			27d
	e Public support (line 27c total minus line 27d total)				27e
	f Total support for section 509(a)(2) test. Enter amount on line 23, column (e).				27f
	g Public support percentage (line 27e (numerator) divided by line 27f (denominator))				27g %
	h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))				27h %

28 Unusual Grants For an organization described in line 10, 11, or 12 that received any unusual grants during 1997 through 2000, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See page 7 of the instructions)

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	N/A	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?			
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs and scholarships?			
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)			
32 Does the organization maintain the following			
a Records indicating the racial composition of the student body, faculty, and administrative staff?			
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?			
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?			
d Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)			
33 Does the organization discriminate by race in any way with respect to			
a Students' rights or privileges?			
b Admissions policies?			
c Employment of faculty or administrative staff?			
d Scholarships or other financial assistance?			
e Educational policies?			
f Use of facilities?			
g Athletic programs?			
h Other extracurricular activities? If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)			
34a Does the organization receive any financial aid or assistance from a governmental agency?			
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement			
35 Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation			

Part VI-A

Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions)

(To be completed **ONLY** by an eligible organization that filed Form 5768) **N/A**

Check **a** if the organization belongs to an affiliated group Check **b** if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount Enter the amount from the following table-		
If the amount on line 40 is- The lobbying nontaxable amount is-		
Not over \$500,000 20% of the amount on line 40		
Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000	41	
Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000 \$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	

Caution If there is an amount on either line 43 or line 44, you must file Form 4720

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below

See the instructions for lines 45 through 50 on page 11 of the instructions)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instr)

N/A

During the year, did the organization attempt to influence national state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum through the use of

- a Volunteers
- b Paid staff or management (include compensation in expenses reported on lines c through h)
- c Media advertisements
- d Mailings to members, legislators, or the public
- e Publications, or published or broadcast statements
- f Grants to other organizations for lobbying purposes
- g Direct contact with legislators their staffs, government officials, or a legislative body
- h Rallies demonstrations seminars, conventions, speeches, lectures, or any other means
- i Total lobbying expenditures (add lines c through h)

Yes	No	Amount

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**Supplementary Information for
line 1 of Form 990, 990-EZ and 990-PF (see instructions)

OMB No 1545-0047

2001

Name of organization

The Depot Foundation

Employer identification number

41-1356072

Organization type (check one)

Filers of

Section

Form 990 or 990-EZ

 501(c) (3) (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 box(es) for both the General rule and a Special rule-see instructions)**General Rule-**

-
- For organizations filing Form 990, 990-EZ, or 990-PF that received during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules-

-
- For a section 501(c)(3) organization filing Form 990, or Form 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)

-
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes or the prevention of cruelty to children or animals (Complete Parts I, II, and III)

-
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to 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 of \$5,000 or more during the year)
- ▶ \$ _____

Caution Organizations that are not covered by the General rule and/or the Special rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Schedule B (Form 990, 990-EZ, or 990-PF) (2001)

Name of organization

Employer identification number

The Depot Foundation

41-1356072

Part I Contributors (See Specific Instructions)

(a) No	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>		\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>		\$ 23,236	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>3</u>		\$ 6,648	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>4</u>		\$ 17,890	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>5</u>		\$ 13,100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Depreciation and Amortization

OMB No 1545-0172

Form **4562**
(Rev. March 2002)
Department of the Treasury
Internal Revenue Service

(Including Information on Listed Property)

2001

Attachment
Sequence No **67**

▶ See separate instructions ▶ Attach to your tax return

Name(s) shown on return The Depot Foundation	Identifying number 41-1356072
--	---

Business or activity to which this form relates

Indirect Depreciation

Part I Election To Expense Certain Tangible Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1 Maximum amount See page 2 of the instructions for a higher limit for certain businesses	1	\$24,000
2 Total cost of section 179 property placed in service (see page 3 of the instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	\$200,000
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see pg. 3 of the instr.	5	
(a) Description of property		
(b) Cost (business use only)		
(c) Elected cost		
6		
7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2000 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2002 Add lines 9 and 10, less line 12	13	

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

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

14 Special depreciation allowance for certain property (other than listed property) acquired after Sept. 10, 2001 (see pg. 3 of the instr.)	14	
15 Property subject to section 168(f)(1) election (see page 4 of the instructions)	15	
16 Other depreciation (including ACRS) (see page 4 of the instructions)	16	3,737

Part III MACRS Depreciation (Do not include listed property) (See page 4 of the instructions)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2001	17	
18 If you are electing under section 168(i)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B-Assets Placed in Service During 2001 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only-see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C-Assets Placed in Service During 2001 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (See page 6 of the instructions)

21 Listed property Enter amount from line 28	21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g) and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations-see instr.	22	3,737
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions

Form **4562** (2001) (Rev. 3-2002)

DAA

There are no amounts for Page 2

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Note** Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time- Only submit original (no copies needed)

Note Form 990-T corporations requesting an automatic 6-month extension-check this box and complete Part I only
All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return See instructions	The Depot Foundation	41-1356072
	Number, street and room or suite no. If a P O box, see instructions	
	314 West Superior Street 10	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Duluth MN 55802	

Check type of return to be filed (file a separate application for each return)

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 month, for 990-T corporation) extension of time until 2/17/03 to file the exempt organization return for the organization named above. The extension is for the organization's return for calendar year _____ or tax year beginning 7/01/01 and ending 6/30/02

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

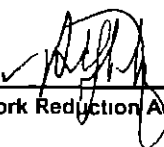
3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ _____

c **Balance Due** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ _____

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶  Title ▶ CHAIR Date ▶ 12/23/02

For Paperwork Reduction Act Notice, see instruction _____ Form **8868** (12-2000)

Depot Foundation Board of Directors 2001-02

#41-1356072

R Craft Dryer, Attorney, Agnew Dryer Storaasli Knutson & Pommerville, Ltd	Chair
Laura Budd, Community Leader	Vice Chair
Caroline Bye, Community Leader	Secretary
Carolyn Sundquist, Community Leader	Treasurer
Candy Adams, Community Leader	Director
Allan Apter, Community Leader	Director
Elliott Bayly, Retired, World Power Technologies, Inc	Director
Ann Fryberger, Owner, Fryberger Capital Management, Inc	Director
Robert Fryberger, Retired, Georgia-Pacific Corporation	Director
Sanford "Sandy" Hoff, President, F I Salter, Inc	Director
Pat Oswald, Retired, SMDC	Director
Bruce Quale, Vice President, North Shore Investments & Trust	Director
Neale Roth, Director, Kirby Student Center, University of Minnesota Duluth	Director

Federal Statements

Statement 1 - Form 990, Part I, Line 8c - Sale of Assets Other Than Inventory - Securities

Desc	How		Whom		Gain/ -Loss	
	Date	Date	Rec'd	Sold		
	Acquired	Sold	Price	Cost & Expense	Deprec	
Investments - by North Shore Bank of Commerce Purchase	Various	Various	\$ 859,936	\$ 838,991	\$	\$ 20,945
Total			\$ 859,936	\$ 838,991	\$ 0	\$ 20,945

Statement 2 - Form 990, Line 20 - Other Changes in Net Assets or Fund Balances

Description	Amount
Refunds of prior period grants	\$ 41,857
Unrealized investment loss	-378,018
Total	\$ -336,161

Statement 3 - Form 990, Part II, Line 22 - Grants, Allocations, and Contributions

Description	Cash Contribution	Noncash Contribution
Duluth Playhouse	\$ 32,385	\$
Lake Superior Railroad Museum	11,910	
Matinee Musicale	2,210	
Arrowhead Chorale	5,960	
Minnesota Ballet	11,666	
Duluth-Superior Symphony Orchestra	9,784	
Duluth Children's Museum	8,654	
Duluth Art Institute	23,140	
St. Louis County Heritage & Arts Center	7,335	
St. Louis County Historical Society	10,932	
Total	\$ 123,976	\$ 0

Statement 4 - Form 990, Part II, Line 43 - Other Functional Expenses

Description	Total Expenses	Program Service	Mgt & General	Fund- Raising
Expenses	\$	\$	\$	\$
Professional fees	195		195	
Insurance	1,393		1,393	
Miscellaneous	1,497	554	644	299
Donor recognition	1,661	615	714	332
Staff expense	1,947	720	837	390
Dues & subscriptions	755	279	325	151
Development	7,083		3,542	3,541
Total	\$ 14,531	\$ 2,168	\$ 7,650	\$ 4,713

Federal Statements

Statement 5 - Form 990, Part III - Organization's Primary Exempt Purpose

Provide support for the preservation and presentation of the art, culture, and history of the region of northeastern Minnesota

Statement 6 - Form 990, Part III, Line b - Statement of Program Service Accomplishments

Carry out fund-raising and grant-making activities to support the preservation and presentation of the art, culture, and history of the region of northeastern Minnesota

Statement 7 - Form 990, Part IV, Line 54 - Investments in Securities

Description	Beginning of Year	End of Year	Basis of Valuation
US and State Government			
U.S. Government & agency obligations	847,532	578,835	Market
Corporate Stock			
Publicly-traded corporate stocks	1,738,364	1,600,584	Market
Corporate Bonds			
Publicly-traded corporate bonds	1,733,191	1,528,753	Market
	<u>4,319,087</u>	<u>3,708,172</u>	

Statement 8 - Form 990, Part IV, Line 56 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation
Mutual bond funds	\$	\$ 149,243	Market
Mutual stock funds		121,394	Market
Total	\$ 0	\$ 270,637	

Statement 9 - Form 990, Part IV, Line 57 - Land, Buildings, and Equipment

Description	Beginning of Year	Accum Deprec	End of Year	Accum Deprec
Office equipment	\$ 16,827	\$ 5,013	\$ 18,450	\$ 8,747
Total	<u>\$ 16,827</u>	<u>\$ 5,013</u>	<u>\$ 18,450</u>	<u>\$ 8,747</u>

Statement 10 - Form 990, Part IV, Line 58 - Other Assets

Description	Beginning of Year	End of Year
Interest receivable	\$ 45,340	\$ 36,903
Total	<u>\$ 45,340</u>	<u>\$ 36,903</u>

Federal Statements

Statement 11 - Form 990, Part IV, Line 62 - Deferred Revenue

Description	Beginning of Year	End of Year
Refundable advances	\$ 3,350	\$ 5,650
Total	<u>\$ 3,350</u>	<u>\$ 5,650</u>

Statement 12 - Form 990, Part IV, Line 65 - Other Liabilities

Description	Beginning of Year	End of Year
Due to affiliated organizations	\$ 218,374	\$ 188,790
Gift annuity obligation	2,688	1,678
Total	<u>\$ 221,062</u>	<u>\$ 190,468</u>

Statement 13 - Schedule A, Part IV-A, Line 22 - Other Income

Description	2000	1999	1998	1997
Miscellaneous income	\$ 499	\$ 394	\$ 6,348	\$
Investment management fees	1,333			
Change in value of gift annuity	-269	-979		
Total	<u>\$ 1,563</u>	<u>\$ -585</u>	<u>\$ 6,348</u>	<u>\$ 0</u>

**THE DEPOT FOUNDATION
#41-1356072**

**ATTACHMENT TO FORM 990
FOR THE YEAR ENDED JUNE 30, 2002**

**Form 990 – Schedule A – Part IV-A – Line 26(f)
Public Support Test Under IRC Sections 170(b)(1)(A)(vi) and 509(a)(1)**

The Depot Foundation is a publicly-supported organization under the 10% “facts and circumstances” test as follows

- The actual percentage of public support, as measured by the Support Schedule of Form 990, is over 22% for the four-year test period of July 1, 1997 through June 30, 2001
- The Depot Foundation’s public support is derived from a representative number of persons, rather than from members of a single family
- The Depot Foundation’s governing board is comprised of community leaders and persons with expertise in the organization’s field of operation, all of which are elected to serve on the board
- The Depot Foundation provides support for arts organizations which furnish services and facilities directly to the public. Here is a list of some of those organizations
 - St. Louis County Heritage and Arts Center
 - St. Louis County Historical Society
 - Minnesota Ballet
 - Lake Superior Railroad Museum
 - Duluth-Superior Symphony Orchestra
 - Arrowhead Chorale
 - Children’s Museum
 - Duluth Art Institute
 - Duluth Playhouse
 - Matinee Musicale
- The activities of The Depot Foundation will appeal to persons having a broad common interest in the art, culture, and history of Northeastern Minnesota