Form **990** | **Return of Organization Exempt From Income Tax** | OMB No 1545-0047

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

2002 — 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 2002 calendar year, or tax year beginning JUL 01, 2002, and ending JUN 30, 2003

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Final return ☐ Amended return ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization, number and street, city, town, street, and ZIP code

THE DEPOT FOUNDATION
314 WEST SUPERIOR STREET SUITE 10
DULUTH MN 55802

D Employer identification number: 41-1356072

E Telephone number: 218-279-9913

F Acctg method ☐ Cash ☒ Accrual ☐ Other (specify) ►

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ)

H and I are not applicable to section 527 organizations
H(a) Is this a group return for affiliates? ☐ Yes ☒ No
H(b) If "Yes" enter number of affiliates ►
H(c) Are all affiliates included? ☐ Yes ☐ No (If "No" attach a list See instructions)
H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No

G Web site ► WWW DEPOTFOUNDATION.ORG

J Organization type (check only one) ► ☒ 501(c)(3) ◄ (insert no) ☐ 4947(a)(1) or ☐ 527

K Check here ► ☐ if the organization's gross receipts are normally not more than $25,000 The organization need not file a return with the IRS but if the organization received a Form 990 Package in the mail it should file a return without financial data **Some states require a complete return**

I Enter 4-digit GEN ►

M Check ► ☐ if organization is **not** required to attach Sch B (Form 990, 990-EZ, or 990-PF)

L Gross receipts Add lines 6b 8b 9b, and 10b to line 12 ► 1,159,827.

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

Revenue	1	Contributions gifts grants, and similar amounts received			
	a	Direct public support	1a	136,058	
	b	Indirect public support	1b		
	c	Government contributions (grants)	1c		
	d	**Total** (add lines 1a through 1c) (cash $ 136,058. noncash $)		1d	136,058.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)		2	
	3	Membership dues and assessments		3	
	4	Interest on savings and temporary cash investments		4	
	5	Dividends and interest from securities		5	144,304.
	6a	Gross rents	6a		
	b	Less rental expenses	6b		
	c	Net rental income or (loss) (subtract line 6b from line 6a)		6c	
	7	Other investment income (describe ►)		7	
	8a	Gross amount from sales of assets other than inventory — (A) Securities: 878,590; (B) Other:	8a		
	b	Less cost or other basis & sales expenses — (A) 1,053,120.	8b		
	c	Gain or (loss) (attach schedule) — (A) (174,530.)	8c		
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))		8d	(174,530)
	9	Special events and activities (attach schedule)			
	a	Gross revenue (not including $ of contributions reported on line 1a)	9a		
	b	Less direct expenses other than fundraising expenses	9b		
	c	Net income or (loss) from special events (subtract line 9b from line 9a)		9c	
	10a	Gross sales of inventory, less returns and allowances	10a		
	b	Less cost of goods sold	10b		
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)		10c	
	11	Other revenue (from Part VII line 103)		11	875.
	12	**Total revenue** (add lines 1d, 2, 3 4, 5, 6c, 7, 8d 9c, 10c, and 11)		12	106,707.
Expenses	13	Program services (from line 44, column (B))		13	164,866
	14	Management and general (from line 44, column (C))		14	64,031
	15	Fundraising (from line 44 column (D))		15	25,290
	16	Payments to affiliates (attach schedule)		16	
	17	**Total expenses** (add lines 16 and 44 column (A))		17	254,187
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)		18	(147,480)
	19	Net assets or fund balances at beginning of year (from line 73, column (A))		19	4,070,121
	20	Other changes in net assets or fund balances (attach explanation)		20	183,192
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)		21	4,105,833.

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For Paperwork Reduction Act Notice, see the separate instructions Form **990** (2002)

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)

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) (cash $ 125522 noncash $)	22	125522.	125522		
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25 Compensation of officers, directors, etc	25	49500.	18315.	21285	9900
26 Other salaries and wages	26	7785	2880.	3348	1557.
27 Pension plan contributions	27	2475.	916.	1064	495.
28 Other employee benefits	28	500	185	215	100.
29 Payroll taxes	29	4591	1699	1974	918.
30 Professional fundraising fees	30				
31 Accounting fees	31	11690		11690	
32 Legal fees	32				
33 Supplies	33	3433	1270	1476.	687
34 Telephone	34	2665	986	1146	533
35 Postage and shipping	35	6107.	2260.	2626	1221
36 Occupancy	36	1822.	674.	784	364.
37 Equipment rental and maintenance	37				
38 Printing and publications	38	17704.	6550.	7613	3541.
39 Travel	39				
40 Conferences, conventions and meetings	40	3101	1147	1954.	
41 Interest	41				
42 Depreciation, depletion, etc (attach schedule)	42	3791		1896.	1895
43 Other expenses not covered above (itemize) a	43a	13501	2462	6960.	4079
b	43b				
c	43c				
d	43d				
e	43e				
44 **Total functional expenses** (add lines 22 through 43) **Organizations completing columns (B)-(D), carry these totals to lines 13-15**	44	254187	164866.	64031	25290.

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)

What is the organization's primary exempt purpose? ▶ SEE STATEMENT

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)

	Program Service Expenses (Required for 501(c)(3) & (4) orgs & 4947(a)(1) trusts but optional for others)
a GRANTS AND ALLOCATIONS FOR THE PARTICIPATING MEMBER ORGANIZATIONS OF THE DEPOT - ST LOUIS COUNTY HERITAGE AND ARTS CENTER (Grants and allocations $ 125522)	125522
b CARRY OUT FUND-RAISING & GRANT-MAKING ACTIVITIES TO SUPPORT THE PRESERVATION & PRESENTATION OF THE ART, CULTURE, AND HISTORY OF THE REGION OF NORTHEASTERN MINNESOTA (Grants and allocations $)	39344.
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) ▶	164866

Part IV Balance Sheets (See Specific Instructions)

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
Assets	45 Cash - non-interest-bearing			6,850.	45	8,282.
	46 Savings and temporary cash investments			232,807.	46	312,270
	47 a Accounts receivable	47a				
	b Less allowance for doubtful accounts	47b			47c	
	48 a Pledges receivable	48a	8,037			
	b Less allowance for doubtful accounts	48b		9,862.	48c	8,037.
	49 Grants receivable				49	
	50 Receivables from officers directors, trustees and key employees (attach schedule)				50	
	51 a 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			3,616.	53	3,446
	54 Investments - securities (attach schedule) ▶ ☐ Cost ☒ FMV			3,978,809.	54	3,920,046.
	55 a Investments - land, buildings, and equipment basis	55a				
	b Less accumulated depreciation (attach schedule)	55b			55c	
	56 Investments - other (attach schedule)				56	
	57 a Land, buildings and equipment basis	57a	18,450.			
	b Less accumulated depreciation (attach schedule)	57b	12,538.	9,703	57c	5,912
	58 Other assets (describe ▶ ACCRUED INTEREST INCOME)			36,903.	58	27,961
	59 **Total assets** (add lines 45 through 58) (must equal line 74)			4,278,550.	59	4,285,954.
Liabilities	60 Accounts payable and accrued expenses			4,031.	60	4,994.
	61 Grants payable			8,280.	61	37,581.
	62 Deferred revenue			5,650	62	3,100.
	63 Loans from officers, directors, trustees, and key employees (attach schedule)				63	
	64 a Tax-exempt bond liabilities (attach schedule)				64a	
	b Mortgages and other notes payable (attach schedule)				64b	
	65 Other liabilities (describe ▶ DUE TO AFFILIATES)			190,468	65	134,941
	66 **Total liabilities** (add lines 60 through 65)			208,429	66	180,616
Net Assets or Fund Balances	**Organizations that follow SFAS 117, check here** ▶ ☒ and complete lines 67 through 69 and lines 73 and 74					
	67 Unrestricted			3,957,265	67	3,992,415.
	68 Temporarily restricted			3,804	68	4,037
	69 Permanently restricted			109,052	69	109,381
	Organizations that do not follow SFAS 117, check here ▶ ☐ 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)			4,070,121	73	4,105,833.
	74 **Total liabilities and net assets/fund balances** (add lines 66 and 73)			4,278,550	74	4,286,449.

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

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See Specific Instructions.)

a	Total revenue, gains, and other support per audited financial statements ▶	a	289899
b	Amounts included on line a but not on line 12, Form 990		
(1)	Net unrealized gains on investments $ 183157		
(2)	Donated services & use of facilities $		
(3)	Recoveries of prior year grants $ 35.		
(4)	Other (specify) $		
	Add amounts on lines (1) through (4) ▶	b	183192
c	Line a minus line b ▶	c	106707
d	Amounts included on line 12, Form 990 but not on line a		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify) $		
	Add amounts on lines (1) and (2) ▶	d	
e	Total revenue per line 12, Form 990 (line c plus line d) ▶	e	106707

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

a	Total expenses and losses per audited financial statements ▶	a	254187
b	Amounts included on line a but not on line 17, Form 990		
(1)	Donated services & use of facilities $		
(2)	Prior year adjustments reported on line 20, Form 990 $		
(3)	Losses reported on line 20, Form 990 $		
(4)	Other (specify) $		
	Add amounts on lines (1) through (4) ▶	b	
c	Line a minus line b ▶	c	254187
d	Amounts included on line 17, Form 990 but not on line a		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify) $		
	Add amounts on lines (1) and (2) ▶	d	
e	Total expenses per line 17, Form 990 (line c plus line d) ▶	e	254187

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

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred comp	(E) Expense account and other allowances
CARLA CHARLTON DULUTH MN	EXEC DIR 40	49,500	2,975.	
SEE LIST ATTACHED DULUTH MN	SEE LIST	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

Part VI Other Information (See Specific Instructions)

			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	76		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	77		X
78	a Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	78a		X
	b If "Yes," has it filed a tax return on **Form 990-T** for this year?	78b		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		X
80	a 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?	80a		X
	b If "Yes," enter the name of the organization ▶ ________ and check whether it is ☐ exempt **or** ☐ nonexempt			
81	a Enter direct or indirect political expenditures. See line 81 instructions. 81a			
	b Did the organization file **Form 1120-POL** for this year?	81b		X
82	a 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?	82a	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.) 82b			
83	a Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X	
	b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X	
84	a Did the organization solicit any contributions or gifts that were not tax deductible?	84a		X
	b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b		
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?	85a		
	b Did the organization make only in-house lobbying expenditures of $2,000 or less?	85b		
	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 85c			
	d Section 162(e) lobbying and political expenditures 85d			
	e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e			
	f Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f			
	g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g		
	h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h		
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12 86a			
	b Gross receipts, included on line 12, for public use of club facilities 86b			
87	501(c)(12) orgs. Enter: a Gross income from members or shareholders 87a			
	b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 87b			
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	88		X
89	a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under section 4911 ▶ ________, section 4912 ▶ ________, section 4955 ▶ ________			
	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	89b		X
	c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶			
	d Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶			

90 a 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, 2002 (See instructions.) 90b 2

91 The books are in care of ▶ CARLA CHARLTON Telephone no ▶ 218-279-9913

Located at ▶ 314 W SUPERIOR ST ST 10 DULUTH MN ZIP + 4 ▶ 55802

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of **Form 1041** - Check here ▶ ☐

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.)

Note: Enter gross amounts unless otherwise indicated.	Unrelated business income (A) Business code	(B) Amount	Excluded by section 512, 513, or 514 (C) Exclusion code	(D) Amount	(E) Related or exempt function income
93 Program service revenue					
a					
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees & contracts from govt agencies					
94 Membership dues & assessments					
95 Interest on savings and temporary cash investments					
96 Dividends & interest from securities			14	144,304.	
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	(174,530)	
101 Net income or (loss) from special events					
102 Gross profit/(loss) from sales of inventory					
103 Other revenue: a					
b INVEST MGMT FEES			3	832	
c MISC INCOME			3	43	
d					
e					
104 Subtotal (add columns (B), (D), and (E))				(29,351)	

105 Total (add line 104, columns (B), (D), and (E)) ▶ (29,351)

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.)

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).

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See Specific Instructions.)

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

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See Specific Instructions.)

(a) Did the organization, during 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.

Please [redacted]

9/25/03
Date

EXECUTIVE DIRECTOR

[redacted]

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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.)

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

OMB No 1545-0047

2002

Name of the organization: THE DEPOT FOUNDATION

Employer identification number: 41-1356072

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See 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 benefit plans & deferred compensation	(e) Expense account and other allowance
NONE				
Total number of other employees paid over $50,000 ▶				

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See the instructions. 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 ▶		

Part III · Statements About Activities (See 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 amounts on line 38, Part VI-A, or line i of Part VI-B)**	1		X
	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			
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?	2 a		X
	b Lending of money or other extension of credit?	2 b		X
	c Furnishing of goods, services or facilities?	2 c		X
	d Payment of compensation (or payment or reimbursement of expenses if more than $1,000)?	2 d	X	
	e Transfer of any part of its income or assets?	2 e		X
3	Does the organization make grants for scholarships fellowships, student loans, etc ? (See **Note** below)	3		X
4	Do you have a section 403(b) annuity plan for your employees?	4		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 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 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 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) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
15 Gifts grants and contributions received (Do not include unusual grants See line 28)	127092	152377	90680	108847	478996
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			4450	13852	18302
18 Gross income from interest dividends amounts received from payments on securities loans (section 512(a)(5)) rents royalties and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30 1975	164771	203201	207978	203749	779699
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization s benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets	1796	1563	-585	6348	9122
23 Total of lines 15 through 22	293659	357141	302523	332796	1286119
24 Line 23 minus line 17	293659	357141	298073	318944	1267817
25 Enter 1% of line 23	2937	3571	3025	3328	

26 Organizations described on lines 10 or 11 a Enter 2% of amount in column (e) line 24 ▶ 26a 25356

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 1998 through 2001 exceeded the amount shown in line 26a **Do not file this list with your return** Enter the total of all these excess amounts ▶ 26b 215658

c Total support for section 509(a)(1) test Enter line 24, column (e) ▶ 26c 1267817

d Add Amounts from column (e) for lines 18 779699 19 ______ 22 9122 26b 215658 ▶ 26d 1004479

e Public support (line 26c minus line 26d total) ▶ 26e 263338

f Public support percentage (line 26e (numerator) divided by line 26c (denominator) ▶ 26f 20.77 %

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

(2001) ______ (2000) ______ (1999) ______ (1998) ______

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 the year

(2001) ______ (2000) ______ (1999) ______ (1998) ______

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 from 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 1998 through 2001, 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 VI-A Lobbying Expenditures by Electing Public Charities (See the instructions)

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

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 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	41		
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)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(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 the instructions)

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	Yes	No	Amount
a Volunteers		X	
b Paid staff or management (Include compensation in expenses reported on lines **c** through **h**)		X	
c Media advertisements		X	
d Mailings to members legislators, or the public		X	
e Publications or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators their staffs, government officials, or a legislative body		X	
h Rallies demonstrations, seminars, conventions speeches lectures or any other means		X	
i Total lobbying expenditures (Add lines **c** through **h**)			

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

Part VII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See the instructions)

51 Did the reporting 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 organization to a noncharitable exempt organization of			
	(i) Cash	51a(i)		X
	(ii) Other assets	a(ii)		X
b	Other transactions			
	(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)		X
	(ii) Purchases of assets from a noncharitable exempt organization	b(ii)		X
	(iii) Rental of facilities equipment, or other assets	b(iii)		X
	(iv) Reimbursement arrangements	b(iv)		X
	(v) Loans or loan guarantees	b(v)		X
	(vi) Performance of services or membership or fundraising solicitations	b(vi)		X
c	Sharing of facilities equipment, mailing lists, other assets, or paid employees	c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization If the organization 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 & sharing arrangements

52 a Is the organization 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

Form **4562**

Department of the Treasury
Internal Revenue Service

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions ▶ Attach to your tax return

OMB No 1545-0172

2002

Attachment Sequence No **67**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
THE DEPOT FOUNDATION	FORM 990	41-1356072

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 the instructions for a higher limit for certain businesses	1	$24,000
2	Total cost of section 179 property placed in service (see 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 the instructions	5	24,000

	(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 2001 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 2003 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 qualified property (other than listed property) placed in service during the tax year (see the instructions)	14	
15	Property subject to section 168(f)(1) election (see the instructions)	15	
16	Other depreciation (including ACRS) (see the instructions)	16	3,791.

Part III MACRS Depreciation (**Do not** include listed property) (See the instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2002	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 ▶ ☐		

Section B -- Assets Placed in Service During 2002 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depr (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			27 5 yrs	MM	S/L	
property			27 5 yrs	MM	S/L	
i Nonresidential real			39 yrs	MM	S/L	
property				MM	S/L	

Section C -- Assets Placed in Service During 2002 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 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	3,791
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	

THE DEPOT FOUNDATION
FEIN 41-1356072

ATTACHMENT TO FORM 990

FORM 990, PART I LINE 20, OTHER CHANGES IN NET ASSETS OR FUND BALANCES

REFUNDS OF PERIO PERIOD GRANTS	35
UNREALIZED INVESTMENT GAINS	183,157
. TOTAL	183,192

FORM 990, PART III, ORGANIZATIONS PRIMARY EXEMPT PURPOSE

THE DEPOT FOUNDATION IS DEDICATED TO THE PRESERVATION AND PRESENTATION OF ART, CULTURE, AND HISTORY OF THE REGION THROUGH THE DEVELOPMENT AND MANAGEMENT OF ENDOWMENT ASSETS, AND THE DISTRIBUTION OF ENDOWMENT FUND EARNINGS PRIMARILY FOR THE BENEFIT OF THE ST LOUIS COUNTY HERITAGE AND ARTS CENTER AND THE PARTICIPATING MEMBER ORGANIZATIONS

FORM 990, PART IV, LINE 57, LAND, BUILDINGS, AND EQUIPMENT

	COST	ACCUM DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT	18,450	12,538	5,912

FORM 990, PART V, BOARD OF DIRECTORS

	HOURS PER WEEK AS NEEDED
R CRAFT DRYER, ATTORNEY AGNEW, DRYER STORAASLI KNUTSON & POMMERVILLE LTD	CHAIR
SANFORD SANDY HOFF, PRESIDENT, F.I. SALTER CO	VICE-CHAIR
CAROLINE BYE, COMMUNITY LEADER	SECRETARY
CAROLYN SUNDQUIST, COMMUNITY LEADER	TREASURER
CANDY ADAMS, COMMUNITY LEADER	DIRECTOR
LAURA BUDD, COMMUNITY LEADER	DIRECTOR
BRUCE QUALE, NORTH SHORE INVESTMENTS & TRUST	DIRECTOR
ALLAN APTER, COMMUNITY LEADER	DIRECTOR
ROBERT FRYBERGER, RETIRED, GEORGIA-PACIFIC CORPORATION	DIRECTOR
NEALE ROTH, DIRECTOR . KIRBY STUDENT CENTER UNIVERSITY OF MINNESOTA-DULUTH	DIRECTOR
ELLIOT BAYLY, RETIRED, WORLD POWER TECHNOLOGIES INC	DIRECTOR
PAT OSWALD, RETIRED, ST MARYS DULUTH CLINIC HEALTH SYSTEM	DIRECTOR
JOHN BELL, LISCOMB HOOD-MASON CO.	DIRECTOR

Grants and Allocations

US 990 — 990: Page 2, Line 22; 990-EZ: Page 1, Line 10 — **2002**

Class of Activity	Donee's Name and Address	Relationship	Amount
GRANTS	DULUTH PLAYHOUSE		10,291.
GRANTS	LK SUPERIOR RAILROAD MUSEUM		36,127
GRANTS	MATINEE MUSICALE		1,992
GRANTS	ARROWHEAD CHORALE		1,192
GRANTS	MINNESOTA BALLET		35,633
GRANTS	DUL-SUP SYMPHONY ORCHESTRA		11,831
GRANTS	DULUTH CHILDRENS MUSEUM		2,429
GRANTS	DULUTH ART INSTITUTE		9,616
GRANT	ST LOUIS CTY HERIT & ART CTR		7,119
GRANTS	ST LOUIS CTY HISTORICAL SOC		9,292
			125,522

US 990 Other Functional Expenses: Page 2, Line 43 2002

Description of the Asset	Total	Program Services	Management and General	Fundraising
INSURANCE	1,181.		1,181	
MISCELLANEOUS	560	207.	241	112
DONOR RELATIONS	3,728	1,379	1,603	746
STAFF EXPENSE	1,708	632	734	342.
DUES & SUBSCRIPTIONS	660	244	284	132
DEVELOPMENT	5,494		2,747	2,747
PROFESSIONAL FEES	170		170	
	13,501	2,462	6,960.	4,079

US 990 Investments - Securities: Page 3, Line 54 2002

Description	Book Value
U S GOVERNMENT AND FEDERAL AGENCIES	694,043
CORPORATE BONDS	1,163,662.
MUTUAL BOND FUNDS	146,181
MUTUAL STOCK FUNDS	75,000
CORPORATE STOCK	1,841,160
	3,920,046

THE DEPOT FOUNDATION
FEIN 41-1356072

ATTACHMENT TO FORM 990

FORM 990 - SCHEDULE A - PART IV-A - LINE 26F
PUBLIC SUPPORT TEST UNDER IRC SECTIONS 170B1AVI AND 509A1

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 20% FOR THE FOUR-YEAR TEST PERIOD OF JULY 1, 1998 THROUGH JUNE 30, 2002

THE DEPOT FOUNDATIONS PUBLIC SUPPORT IS DERIVED FROM A REPRESENTATIVE NUMBER OF PERSONS, RATHER THAN FROM MEMBERS OF A SINGLE FAMILY.

THE DEPOT FOUNDATIONS GOVERNING BOARD IS COMPRISED OF COMMUNITY LEADERS AN PERSONS WITH EXPERTISE IN THE ORGANIZATIONS 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 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
DULUTH CHILDRENS MUSEUM
DULUTH ART INSTITUTE
DULUTH PLAYHOUSE
MATINEE MUSICALE

THE ACTIVITIES OF THE DEPOT FOUNDATION WILL APPEAL TO PERSONS HAVING BROAD COMMON INTEREST IN THE ART, CULTURE, AND HISTORY OF NORTHEASTERN MINNESOTA.