

Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year 2013 or tax year beginning

JUL 01, 2013, and ending

JUN 30, 2014

Name of foundation THE DEPOT FOUNDATION		A Employer identification number 41-1356072
Number and street (or P O box number if mail is not delivered to street address) 130 W SUPERIOR ST SUITE 302	Room/suite	B Telephone number (see instructions) 218-279-9913
City or town, state or province, country, and ZIP or foreign postal code DULUTH MN 55802		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 6,782,915.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

SCANNED DEC 08 2014

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instr.))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	170,324.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temp cash investments				
4 Dividends and interest from securities	114,649.	114,649.		
5a Gross rents				
b (Net rental income or (loss))				
6a Net gain/(loss) from sale of assets not on line 10	217,564.			
b Gross sales price for all assets on line 6a: 936,808.				
7 Capital gain net income (from Part IV, line 2)		217,564.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less rtns & allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	8,794.			
12 Total. Add lines 1 through 11	511,331.	332,213.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages	21,144.			6,854.
15 Pension plans, employee benefits	225.			
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	12,075.			
c Other professional fees (attach schedule)	28,416.	28,416.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,704.			
19 Depreciation (attach sch) and depletion	2,175.			
20 Occupancy	3,600.			
21 Travel, conferences, and meetings				
22 Printing and publications	3,623.			
23 Other expenses (attach schedule)	20,350.			3,392.
24 Total operating and administrative expenses Add lines 13 through 23	93,312.	28,416.		10,246.
25 Contributions, gifts, grants paid	234,562.			236,947.
26 Total exp & disbursements Add lines 24 and 25	327,874.	28,416.		247,193.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	183,457.			
b Net investment income (if neg, enter -0-)		303,797.		
c Adjusted net income (if neg, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See inst)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	6,102.	2,464.	2,464.
	2	Savings and temporary cash investments	103,243.	42,070.	42,070.
	3	Accounts receivable			
		Less allowance for doubtful accts			
	4	Pledges receivable 58,196.			
		Less allowance for doubtful accts	48,862.	58,196.	58,196.
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use	2,293.	2,293.	2,293.
	9	Prepaid expenses and deferred charges	1,029.	1,036.	1,036.
	10a	Investments - U S and state govt obligations (attach schedule)	246,211.	246,436.	246,436.
	b	Investments - corporate stock (attach schedule)	577,382.	695,747.	695,747.
	c	Investments - corporate bonds (attach schedule)	203,082.	152,833.	152,833.
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	4,767,917.	5,565,939.	5,565,939.	
14	Land, buildings, and equipment basis	56,285.			
	Less accumulated depreciation (attach schedule)	45,403.	13,057.	10,882.	
15	Other assets (describe ACCR INVEST INCOME)	6,533.	5,019.	5,019.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,975,711.	6,782,915.	6,782,915.	
Liabilities	17	Accounts payable and accrued expenses	1,159.	3,601.	
	18	Grants payable	2,385.		
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe CUSTODIAL ACCOUNTS)	304,016.	317,456.	
23	Total liabilities (add lines 17 through 22)	307,560.	321,057.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	5,531,772.	6,305,807.	
	25	Temporarily restricted	2,521.	3,339.	
	26	Permanently restricted	133,858.	152,712.	
	Foundations that do not follow SFAS 117, ck. here <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	5,668,151.	6,461,858.		
31	Total liabilities and net assets/fund balances (see instructions)	5,975,711.	6,782,915.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,668,151.
2	Enter amount from Part I, line 27a	2	183,457.
3	Other increases not included in line 2 (itemize) OTHER INCREASES	3	639,688.
4	Add lines 1, 2, and 3	4	6,491,296.
5	Decreases not included in line 2 (itemize) OTHER INCREASES	5	29,438.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,461,858.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE ATTACHED FORM 1041 SCH D	P	VA/RI/OUS	
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 936,808.		719,244.	217,564.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			217,564.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	217,564.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

(a) Base period years Calendar year (or tax year beg in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	205,115.	5,402,240.	0.0380
2011	163,241.	4,581,835.	0.0356
2010	148,869.	4,881,805.	0.0305
2009			
2008			

2 Total of line 1, column (d)	2	0.1041
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0347
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	6,254,720.
5 Multiply line 4 by line 3	5	217,039.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,038.
7 Add lines 5 and 6	7	220,077.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.	8	247,193.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,038.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	3,038.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,038.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	350.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	350.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,688.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions)▶ MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.DEPOTFOUNDATION.ORG	13	X	
14	The books are in care of ► MARLA THIBODEAU Telephone no ► 218-279-9913 Located at ► 130 W SUPERIOR SUITE MN DULUTH ZIP+4 ► 55802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 __, 20 __, 20 __, 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see the instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 __, 20 __, 20 __, 20 __		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see the instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here Yes No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp	(e) Expense account, other allowances
RICHARD FISCHER 130 W SUPERIOR ST 302	CHAIR 1	0		
JEAN OLSON 130 W SUPERIOR ST 302	VICE CHAIR 1	0		
TOM WHITTAKER 130 W SUPERIOR ST 302	SECRETARY 1	0		
MELINDA MACHONES 130 W SUPERIOR ST 302	TREASURER 1	0		

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

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

Total number of other employees paid over \$50,000 Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical info such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 GRANTS TO SUPPORT THE IDENTITY OF THE DEPOT AS A VITAL AND THRIVING CULTURAL, ARTS, AND HERITAGE CENTER	231,361.
2 DEPOT FOUNDATION ARTS & CULTURE AWARDS RECOGNIZE MEMBERS OF THE COMMUNITY IN THE AREAS OF ARTS, CULTURE, AND HISTORICAL PRESERVATION	1,007.
3 DEPOT FOUNDATION FACILITIES COMMITTEE INITIATED AND FUNDED SERIES OF PHYSICAL IMPROVEMENTS TO THE DEPOT BUILDING	14,825.
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	6,345,013.
b Average of monthly cash balances	1b	4,957.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	6,349,970.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	317,491.
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	6,349,970.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	95,250.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,254,720.
6 Minimum investment return. Enter 5% of line 5	6	312,736.

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

1 Minimum investment return from Part X, line 6	1	312,736.
2 a Tax on investment income for 2013 from Part VI, line 5	2a	3,038.
b Income tax for 2013 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	3,038.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	309,698.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	309,698.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	309,698.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc.-total from Part I, column (d), line 26	1a	247,193.
b Program-related investments-total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	247,193.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,038.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	244,155.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				309,698.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			219,617.	
b Total for prior yrs 20__, 20__, 20__				
3 Excess distribs carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 247,193.				
a Applied to 2012, but not more than line 2a			219,617.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				27,576.
e Remaining amt distributed out of corpus				
5 Excess distribs carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in col (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, & 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				282,122.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
-
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
-
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
-
- b** The form in which applications should be submitted and information and materials they should include
-
- c** Any submission deadlines
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
DULUTH ART INSTITUTE				
506 W MICHIGAN ST 55802 MN DULUTH DULUTH CHILDRENS MUSEUM		501C3	PROGRAMMATIC	48,641.
506 W MICHIGAN ST 55802 MN DULUTH DULUTH PLAYHOUSE		501C3	PROGRAMMATIC	584.
506 W MICHIGAN ST 55802 MN DULUTH DULUTH-SUPERIOR SYMPHONY ORCHESTRA		501C3	PROGRAMMATIC	40,000.
331 W SUPERIOR ST 55802 MN DULUTH ST LOUIS COUNTY HISTORICAL SOCIETY		501C3	PROGRAMMATIC	6,296.
506 W MICHIGAN ST 55802 MN DULUTH ARROWHEAD CHORALE		501C3	EXHIBIT AREA	50,000.
506 W MICHIGAN ST 55802 MN DULUTH MINNESOTA BALLET		501C3	PROGRAMMATIC	3,021.
506 W MICHIGAN ST 55802 MN DULUTH DULUTH PLAYHOUSE		501C3	PROGRAMMATIC	2,854.
506 W MICHIGAN ST 55802 MN DULUTH		501C3	THEATER STARTUP	50,000.
Total			▶ 3a	236,947.
b Approved for future payment				
Total			▶ 3b	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2013

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

THE DEPOT FOUNDATION

Employer identification number

41-1356072

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions 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 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization **THE DEPOT FOUNDATION** Employer identification number **41-1356072**

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MURIEL WHITESIDE CHARITABLE TR 130 W SUPERIOR ST DULUTH MN 55802-1918	\$ 126,755.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	DR BERNHARD BOECKER 4955 PEPPERWOOD PLACE VENICE FL 34293	\$ 12,498.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	ELISABETH MASON 524 N 4TH AVE W DULUTH MN 55806-	\$ 5,393.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE DEPOT FOUNDATION Employer identification number 41-1356072

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	200SH TJX CO STOCK	\$ 12,498.	12/23/2013
3	63SH SM ENERGY STOCK	\$ 5,393.	10/17/2013
---		\$	
---		\$	
---		\$	
---		\$	

Grants and Contributions Paid During the Year

US 990PF

2013

Recipient name and address	If an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LK SUPERIOR RR MUSEUM 506 W MICHIGAN ST DULUTH MN 55802		501C3	EXHIBIT AREA	15,000.
ST LOUIS COUNTY SUITE 130 405 E SUPERIOR ST DULUTH MN 55802		GOV'T	BLDG IMPROV	17,210.
MATINEE MUSICALE 506 W MICHIGAN ST DULUTH MN 55802		501C3	PROGRAMMATIC	58.
ST LOUIS COUNTY HISTORICAL SOCIETY 506 W MICHIGAN ST DULUTH MN 55802		501C3	PROGRAMMATIC	3,283.
Total				35,551.

List of Officers, Directors, Trustees, and Key Employees

US 990-PF

990PF: Page 6, Part VIII

2013

A Name and address (For address, enter Street, Zip code State, and City in that order)	B Title and avg hours per week devoted to position	C Compensation	D Contributions to employee benefit plans and deferred compensation	E Expense account & other allowances
LINDA BOBEN 130 W SUPERIOR ST STE 302 DULUTH MN 55802	DIRECTOR 1	0		
LAURA BUDD 130 W SUPERIOR ST STE 302 DULUTH MN 55802	DIRECTOR 1	0		
PAT CUTSHALL 130 W SUPERIOR ST STE 302 DULUTH MN 55802	DIRECTOR 1	0		
BEN FORNEAR 130 W SUPERIOR ST STE 302 DULUTH MN 55802	DIRECTOR 1	0		
ROB HOFMANN 130 W SUPERIOR ST STE 302 DULUTH MN 55802	DIRECTOR 1	0		
DEXTER LARSON 130 W SUPERIOR ST STE 302 DULUTH MN 55802	DIRECTOR 1	0		
RENEE MATTSON 130 W SUPERIOR ST STE 302 DULUTH MN 55802	DIRECTOR 1	0		
PETE WEIDMAN 130 W SUPERIOR ST STE 302 DULUTH MN 55802	DIRECTOR 1	0		

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

THE DEPOT FOUNDATION

Employer identification number

41-1356072

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b.				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	260941.	229224.		31717.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back				7 31717.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b.				
8b Totals for all transactions reported on Form(s) 8949 with Box A checked				
9 Totals for all transactions reported on Form(s) 8949 with Box B checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	625869.	475129.	-14891.	135849.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13 49998.
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back				16 185847.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II		(1) Beneficiaries' (see instructions)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17	31717.	31717.
18	Net long-term gain or (loss):			
a	Total for year	18a	185847.	185847.
b	Unrecaptured section 1250 gain (see line 18 of the worksheet)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18	19	217564.	217564.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 19, column (3) or b \$3,000	20	()
-----------	--	-----------	-----

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, column (2) or line 18c, column (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, column (2) or line 18c, column (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22	
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	25	
26	Subtract line 25 from line 24 If zero or less, enter -0-	26	
27	Subtract line 26 from line 21 If zero or less, enter -0-	27	
28	Enter the smaller of the amount on line 21 or \$2,450	28	
29	Enter the smaller of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28. If zero or less, enter -0- This amount is taxed at 0%	30	
31	Enter the smaller of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the smaller of line 21 or \$11,950	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33 If zero or less, enter -0-	35	
36	Enter the smaller of line 32 or line 35	36	
37	Multiply line 36 by 15%	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38 If zero or less, enter -0-	40	
41	Multiply line 40 by 20%	41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45	

Sales and Other Dispositions of Capital Assets

2013

Department of the Treasury
Internal Revenue Service

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.
▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment
Sequence No **12A**

Name(s) shown on return
THE DEPOT FOUNDATION

Social security number or taxpayer identification number
41-1356072

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short term. For long-term transactions, see page 2.

Note: You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustments if any to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instr	(g) Amount of adjustment	
	AMC NETWORKS	08/20/2013	03/04/2014	427.	394.			33.
	CHICAGO BRIDGE	11/04/2013	03/04/2014	739.	680.			59.
	CITRIX SYS INC	02/04/2013	11/07/2013	2468.	3128.			-660.
	DH LNG-SHORT FD	VA/RI/OUS	07/02/2013	230703.	200000.			30703.
	GILEAD SCIENCES	06/10/2013	03/04/2014	1411.	898.			513.
	JAZZ PHARMACEUT	06/10/2013	02/10/2014	3368.	1588.			1780.
	JAZZ PHARMACEUT	06/10/2013	03/04/2014	331.	138.			193.
	MONSTER BEVERAG	03/26/2013	03/04/2014	1065.	732.			333.
	TEAM HEALTH	03/25/2013	03/04/2014	317.	253.			64.
	TERADATA CORP	VA/RI/OUS	11/07/2013	3863.	5486.			-1623.
	DIRECTV GROUP	03/25/2013	03/04/2014	1128.	836.			292.
	DIRECTV GROUP	06/10/2013	05/28/2014	6217.	4579.			1638.
	TRIMBLE NAV LTD	VA/RI/OUS	07/02/2013	5987.	6893.			-906.
	VISA INC	06/27/2013	03/04/2014	226.	184.			42.
2	Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ▶			258250.	225789.			32461.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Sales and Other Dispositions of Capital Assets

2013

Department of the Treasury
Internal Revenue Service

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.
▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment
Sequence No **12A**

Name(s) shown on return

Social security number or taxpayer identification number

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short term. For long-term transactions, see page 2.

Note: You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustments if any to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instr	(g) Amount of adjustment	
	WHITEWAVE FOODS	08/20/2013	03/04/2014	449.	310.			139.
	WHOLE FOODS MKT	06/10/2013	05/28/2014	2242.	3125.			-883.
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ▶			2691.	3435.			-744.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)

Social security number or taxpayer identification number

THE DEPOT FOUNDATION

41-1356072

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held one year or less are long term. For short-term transactions, see page 1.

Note: You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

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- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instr	(g) Amount of adjustment	
	ACCENTURE PLC	01/25/2007	03/04/2014	166.	73.			93.
	ALEXION PHARM	11/09/2012	03/04/2014	912.	455.			457.
	AMAZON COM INC	08/10/2009	03/04/2014	357.	84.			273.
	APPLE INC	05/08/2007	03/04/2014	2096.	418.			1678.
	CATAMARAN CORP	12/08/2011	03/04/2014	694.	426.			268.
	CELANESE CORP	07/01/2011	03/04/2014	159.	161.			-2.
	CELGENE CORP	08/22/2008	03/04/2014	798.	366.			432.
	CERNER CORP	08/15/2012	03/04/2014	1606.	956.			650.
	CHIPOTLE	08/06/2010	02/10/2014	3260.	900.			2360.
	CHIPOTLE	08/06/2010	03/04/2014	1111.	300.			811.
	CITRIX SYS INC	05/08/2007	11/07/2013	6429.	3583.			2846.
	COCA COLA CO	07/26/2011	08/23/2013	303.	277.			26.
	COMPANHIA DE BE	VA/RI/OUS	08/23/2013	9108.	7885.			1223.
	CONCHO RESOURCE	11/17/2010	03/04/2014	477.	307.			170.
2	Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶			27476.	16191.			11285.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE DEPOT FOUNDATION

41-1356072

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II

Long-Term. Transactions involving capital assets you held one year or less are long term. For short-term transactions, see page 1.

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instr.	(g) Amount of adjustment	
	COSTCO WHOLESAL	VA/RI/OUS	12/10/2013	8484.	5683.			2801.
	DANAHER CORP	01/28/2003	03/04/2014	1000.	199.			801.
	DAIGEO PLC	03/04/2008	03/04/2014	125.	82.			43.
	ECOLAB INC	07/05/2005	03/14/2014	741.	225.			516.
	ENSCO PLC	VA/RI/OUS	08/23/2013	7441.	7643.			-202.
	ESTEE LAUDER CO	07/01/2011	12/10/2013	3490.	2505.			985.
	ESTEE LAUDER CO	07/01/2011	03/04/2014	676.	522.			154.
	FASTENAL CO	01/29/2010	03/04/2014	509.	231.			278.
	FORTUNE BRANDS	02/04/2013	03/04/2014	372.	261.			111.
	GOOGLE INC	10/26/2010	03/04/2014	2443.	1242.			1201.
	HARBOR CAPITAL	11/04/2010	08/08/2013	100000.	71534.			28466.
	HARBOR CAPITAL	11/04/2010	11/14/2013	60000.	39175.			20825.
	HOME DEPOT INC	12/06/2012	03/04/2014	1141.	900.			241.
	INTERCONTINENTA	11/12/2008	03/04/2014	830.	273.			557.
2	Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶			187252.	130475.			56777.

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instr	(g) Amount of adjustment	
	INTUIT COM	07/01/2011	03/04/2014	1313.	888.			425.
	INTUIT COM	07/01/2011	04/14/2014	3367.	2350.			1017.
	INTUITIVE SURGI	05/17/2012	03/04/2014	879.	1049.			-170.
	INTUITIVE SURGI	VA/RI/OUS	05/28/2014	6548.	9489.			-2941.
	ISHS TOTAL US	07/27/2007	11/18/2013	34740.	32094.			2646.
	ISHS RUS MIDCAP	02/17/2006	08/12/2013	49876.	32211.			17665.
	ISHS RUS MIDCAP	02/17/2006	11/18/2013	50297.	30972.			19325.
	ISHS RUS 1000	10/24/2006	03/04/2014	35204.	29647.			5557.
	JPMORGAN MIDCAP	02/10/2011	08/08/2013	50000.	35783.			14217.
	MICROSOFT CORP	06/25/2012	03/04/2014	598.	478.			120.
	MONDELEZ INTL	09/07/2012	03/04/2014	643.	497.			146.
	MONSANTO CO	10/17/2011	03/04/2014	218.	146.			72.
	ORACLE CORP	VA/RI/OUS	07/02/2013	3130.	2780.			350.
	ORACLE CORP	11/23/2010	03/04/2014	194.	137.			57.
2	Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				237007.	178521.		58486.

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1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instr.	(g) Amount of adjustment	
	POLARIS INDS	08/30/2012	03/04/2014	1057.	602.			455.
	PRECISION CAST	11/22/2006	03/04/2014	2282.	680.			1602.
	QUALCOMM INC	04/01/2011	03/04/2014	1192.	872.			320.
	RALPH LAUREN	VA/RI/OUS	11/07/2013	7076.	6840.			236.
	SANDISK CORP	01/10/2012	03/04/2014	1290.	863.			427.
	SANDISK CORP	01/10/2012	04/14/2014	3306.	2133.			1173.
	SCHLUMBERGER LT	03/04/2008	03/04/2014	825.	755.			70.
	SM ENERGY INC	01/01/1950	11/05/2013	5622.	1.	B	-5392.	229.
	STARBUCKS CORP	01/03/2013	03/04/2014	1148.	888.			260.
	STERICYCLE INC	12/09/2008	03/04/2014	906.	421.			485.
	TEMP GLOB BD	04/17/2007	11/14/2013	60000.	52182.			7818.
	TERADATA CORP	09/07/2012	11/07/2013	2952.	5486.			-2534.
	DIRECTV GROUP	VA/RI/OUS	05/28/2014	9492.	6310.			3182.
	TJX COS INC	01/23/2008	01/22/2014	12436.	2999.	B	-9499.	-62.
2	Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶			109584.	81032.		-14891.	13661.

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Depreciation and Amortization (Including Information on Listed Property)

2013

Attachment
 Sequence No **179**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return THE DEPOT FOUNDATION	Business or activity to which this form relates FORM 990-PF	Identifying number 41-1356072
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Part I Election To Expense Certain Property Under Section 179

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

1 Maximum amount (see instructions)	1	500,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000.
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 instructions	5	
6 (a) Description of property (b) Cost (business use only) (c) Elected cost		
7 Listed property Enter the amount from line 29		
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7		
9 Tentative deduction. Enter the smaller of line 5 or line 8		
10 Carryover of disallowed deduction from line 13 of your 2012 Form 4562		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)		
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11		
13 Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶		

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) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

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

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2013	17	2,175.
18 If you are electing 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 2013 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 property			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C-Assets Placed in Service During 2013 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 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 instructions	22	2,175.
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.

US 990**Other Income****2013**

Description	Revenue and expenses per books	Investment income	Adjusted net income
INVESTMENT MANAGEMENT FEES	1,494.		
CIRCLE OF FRIENDS DINNER	7,300.		
	8,794.		

US 990**Accounting Fees****2013**

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
ANNUAL AUDIT & TAX PREPARATION	7,000.			
BOOKKEEPING	5,075.			
	12,075.			

US 990**Other Professional Fees****2013**

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
INVESTMENT MANAGEMENT FEES	28,416.	28,416.		
	28,416.	28,416.		

US 990

Taxes

2013

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
PAYROLL TAXES	1,704. 1,704.			

US 990	Other Expenses			2013
Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
BANK CHARGES	782.			
DEVELOPMENT	11,158.			
ARTS & CULTURE AWARDS	1,007.			1,007.
DUES & SUBSCRIPTIONS	300.			
INSURANCE	2,220.			
OFFICE EXPENSE/SUPPLIES	742.			260.
POSTAGE	1,548.			136.
TELECOMMUNICATIONS	1,659.			1,327.
WEBSITE	827.			662.
MISCELLANEOUS	107.			
	20,350.			3,392.

US 990**Investments: Corporate Stock as of Year End****2013**

Description	Book value	FMV
AMAZON.COM INC	12,991.	12,991.
AMC NETWORKS INC	8,117.	8,117.
CHIPOTLE MEXICAN GRILL INC	13,035.	13,035.
HOME DEPOT INC	15,140.	15,140.
LAS VEGAS SANDS CORP	14,101.	14,101.
POLARIS INDS INC	12,503.	12,503.
STARBUCKS CORP	13,000.	13,000.
THE PRICELINE GROUP INC	16,842.	16,842.
TRACTOR SUPPLY CO	18,543.	18,543.
TWENTY FIRST CENTURY FOX INC	10,018.	10,018.
COCA COLA CO	13,047.	13,047.
ESTEE LAUDER COMPANIES INC	9,357.	9,357.
MONDELEZ INTERNATIONAL INC	11,659.	11,659.
MONSTER BEVERAGE CORP	15,271.	15,271.
WHITEWAVE FOODS CO	17,027.	17,027.
CONCHO RESOURCES INC	10,982.	10,982.
INTERCONTINENTAL EXCHANGE INC	11,145.	11,145.
ALEXION PHARMACEUTICALS INC	12,500.	12,500.
CARDINAL HEALTH INC	6,856.	6,856.
CELGENE CORP	17,348.	17,348.
CERNER CORP	13,772.	13,772.
GILEAD SCIENCES INC	19,898.	19,898.
TEAM HEALTH HOLDINGS INC	13,434.	13,434.
DANAHER CORP	14,171.	14,171.
FASTENAL CO	8,116.	8,116.
FORTUNE BRANDS HOME & SECURITY	12,698.	12,698.
PRECISION CASTPARTS CORP	23,473.	23,473.
STERICYCLE INC	13,381.	13,381.
UNION PACIFIC CORP	16,359.	16,359.
APPLE INC	39,681.	39,681.
FACEBOOK INC	21,196.	21,196.
GOOGLE INC CLASS A	16,955.	16,955.
GOOGLE INC CLASS C	16,683.	16,683.
INTUIT	10,066.	10,066.
MICROSOFT CORP	12,260.	12,260.
ORACLE CORPORATION	10,497.	10,497.
QUALCOMM INC	21,859.	21,859.
SALESFORCE COM INC	10,919.	10,919.
SANDISK CORP	14,098.	14,098.
VISA INC	17,700.	17,700.
CELANESE CORP	9,192.	9,192.
ECOLAB INC	13,695.	13,695.
MONSANTO CO	17,464.	17,464.
ACCENTURE PLC	9,054.	9,054.
CATAMARAN CORPORATION	10,289.	10,289.
CHICAGO BRIDGE & IRON COMPANY NV	10,162.	10,162.
DIAGEO PLC	7,254.	7,254.
JAZZ PHARMACEUTICALS PLC	8,821.	8,821.
SCHLUMBERGER LTD	23,118.	23,118.
	695,747.	695,747.

US 990**Investments: Corporate Bonds as of Year End****2013**

Description	Book value	FMV
CATERPILLAR INC 1.500 06/26/2017	50,568.	50,568.
JPMORGAN CHASE & CO 3.400 06/24/2015	51,445.	51,445.
PROCTOR & GAMBLE CO 1.450 08/15/2016	50,820.	50,820.
	152,833.	152,833.

Investments - Other

US 990 **990-PF: Page 2, Line 13** **2013**

Description	Basis of valuation	Book value	FMV
ISHARES CORE TOTAL US AGG BOND EFT	FMV	35,555.	35,555.
PRINCIPAL PFD SECURITIES FD	FMV	43,326.	43,326.
RIDGEWORTH SEIX HIGH YIELD BD FD	FMV	280,007.	280,007.
DREYFUS EMERGING MKTS DEBT LOC CUR	FMV	50,344.	50,344.
PIMCO FOREIGN BOND FD	FMV	102,526.	102,526.
TEMPLETON GLOBAL BOND FD	FMV	205,737.	205,737.
HARBOR CAPITAL APPRECIATION FD	FMV	161,522.	161,522.
ISHARES RUSSELL MIDCAP GROWTH	FMV	211,809.	211,809.
ISHARES RUSSELL 1000 VALUE ETF	FMV	699,371.	699,371.
ISHARES RUSSELL 2000 ETF	FMV	76,038.	76,038.
JP MORGAN MIDCAP VALUE FUND	FMV	269,237.	269,237.
ROYCE PENNSYLVANIA MUTUAL FUND	FMV	338,022.	338,022.
SPDR S&P 500 ETF TRUST	FMV	39,144.	39,144.
AMERICAN EUROPACIFIC GROWTH FD	FMV	285,169.	285,169.
ARTISAN INTERNATIONAL FUND	FMV	155,047.	155,047.
DODGE & COX INTERNATIONAL STOCK FD	FMV	447,249.	447,249.
ISHARES MSCI EMERGING MARKETS	FMV	412,847.	412,847.
OPPENHEIMER DEVELOPING MARKET Y	FMV	374,075.	374,075.
AQR MANAGED FUTURES STRATEGY FD	FMV	99,253.	99,253.
ASG GLOBAL ALTERNATIVES FD	FMV	251,411.	251,411.
DRIEHAUS ACTIVE INCOME FD	FMV	152,127.	152,127.
MERGER FD SH BEN INT	FMV	157,667.	157,667.
PIMCO COMMOD REAL RET STRAT FD	FMV	87,378.	87,378.
PWRSHS DB COMMODITY INDEX	FMV	244,536.	244,536.
SPDR DJ WILSHIRE INTL REAL ESTATE	FMV	163,688.	163,688.
SPDR DOW JONES REIT ETF	FMV	222,854.	222,854.
		5,565,939.	5,565,939.

US 990

Land, Buildings and Equipment
990-PF: Page 2, Line 14

2013

Description	Cost or basis	Accumulated depreciation	Book value	FMV
FURNITURE & EQUIPMENT	43,260.	42,773.	487.	487.
LEASEHOLD IMPROVEMENTS	13,025.	2,630.	10,395.	10,395.
	56,285.	45,403.	10,882.	10,882.

US 990**Other Increases****2013**

Description	Amount
NET UNREALIZED GAIN ON INVESTMENTS	613,288.
DONATED SERVICES & USE OF FACILITIES	26,400.
	639,688.

US 990	Other Decreases	2013
Description		Amount
DONATED SERVICES & USE OF FACILITIES		26,400.
FYE 06/30/2014 FEDERAL EXCISE TAX		3,038.
		29,438.

US 990PF

**Reduction Claimed for Blockage or Other
Factors From Line 1a and 1c**

2013

Description of the asset	Percent held	FMV	Amount of discount
ALL SECURITIES HELD	100.0	6,345,013.	317,491.

Explanation of why reduction is appropriate

THE DEPOT FOUNDATION INVESTS MANAGED FUNDS HELD ON BEHALF OF OTHER 501C3 CHARITABLE ORGANIZATIONS IN AN UNSEGREGATED INVESTMENT ACCOUNT.

AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES HELD OF 6,345,013 HAS BEEN REDUCED BY AVERAGE MONTHLY BALANCE OF CUSTODIAL ACCOUNT LIABILITIES HELD IN SAME ACCOUNT.

Gain or Loss from Sales of Assets Other than Inventory

US 990-PF/EZ

990-EZ: Page 1, Line 5; 990PF: Page 12, Line 8

2013

Description	PUBLICALLY TRADED SECURITIES - SEE F1041 SCH D	
Date acquired		
How acquired		
Date sold		
Purchaser name		
Sales price		936,808.
Basis method		
Basis		719,244.
Selling expense		
Accumulated depreciation		

ARTICLES OF INCORPORATION
OF
THE DEPOT FOUNDATION

Filed for record 5/8/79

Restated and adopted 12/15/10

Amended and adopted 10/18/12*
9.10.13 x

The undersigned, desiring to form a non-profit corporation under the Minnesota Non-Profit Corporation Act, Minnesota Statutes, Chapter 317, do Hereby certify:

ARTICLE I

The name of the Corporation shall be The Depot Foundation.

ARTICLE II

The registered office of the Corporation shall be located in the City Of Duluth, St. Louis County, State of Minnesota.

ARTICLE III x *see amendment dated 9.10.13 following Articles*

The Corporation is organized and shall be operated exclusively for Scientific, literary, artistic, cultural and educational purposes as contemplated by Section 170 (c) (2) and Section 501 (c)(3) of the Internal Revenue Code of 1954, to promote these purposes and projects of every nature in its own behalf or, as the agent, trustee or representative of others, and to assist and contribute to the support of corporations, associations and institutions that are organized and operated at all times exclusively in accordance with the requirements of Section 501 (c) (3) of the Internal Revenue Code of 1954 and Minnesota Statutes, Section 290.05, Subd 1 (i), as they are now enacted or as they may hereafter be amended. The Corporation shall have such powers as are required by and are consistent with its stated purposes, including the power to acquire and receive funds and property of every nature, whether by purchase, conveyance, lease, gifts, grant, bequest, legacy, agreement or otherwise, and to own, hold, expend, make gifts, grants and contributions of, and to convey, transfer and dispose of any funds, property or the income therefrom, in order to further the purposes of the Corporation as set forth above, and to lease, mortgage, encumber and use the same The Corporation shall have such other powers consistent with the purposes set forth herein and the purposes and powers which are afforded to the Corporation by Minnesota Statutes, Chapter 317 (Minnesota Non-Profit Corporation Act), as now enacted or as hereafter amended, and such powers as shall be necessary to carry out fully the purposes of the Corporation set forth herein, provided, however, that all powers of the Corporation shall be exercised only so that the Corporation's operation shall be as contemplated by Section 170 (c)(2) and Section 501 (c)(3) of the Internal Revenue Code of 1954 and Minnesota statutes, Section 290.05, Subd. 1(i), as they are now enacted or as they may hereafter be amended.

*The Depot Foundation as a private foundation exempt from income tax shall act or refrain from acting so as not to engage in any act of self-dealing (under Section 4941 of the Internal Revenue Code or subject the corporation to taxes imposed by Sections 4942 (failure to distribute income), 4943 (excess business holdings), 4944 (investments which jeopardize charitable purposes) and 4945 (taxable expenditures) of the Internal Revenue Code.

ARTICLE IV

The Corporation shall not afford or pay any pecuniary gain to its members and no part of the net income or net earnings of the Corporation shall inure to the benefit of any director, member, officer, shareholder or individual, and no substantial part of its activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office

The Corporation shall not lend any of its assets to any officer, director or member of the Corporation or guarantee to any other person the payment of a loan by any officer, director or member of the Corporation.

ARTICLE V

The period of duration of corporate existence of the Corporation shall be perpetual

ARTICLE VI

The management and direction of the business of the Corporation shall be vested in a board of directors known as the Board of Directors. The number, term of office, method of selection, powers, authority and duties of the Directors of the Corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the provisions of the Articles shall be specified from time to time in the Bylaws of the Corporation

An action required or permitted to be taken at a Board of Directors meeting may be taken by written action signed or consented to by authenticated electronic communication, by all of the Directors. A written action by the Board of Directors other than action requiring member approval may be taken by written action signed or consented to by authenticated electronic communication by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present

A written action by the Board of Directors is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors, unless a different effective time is provided in the written action

When written action is permitted to be taken by less than all Directors, all Directors must be notified immediately of its text and effective date. Failure to provide this notice does not invalidate the written action.

ARTICLE VIII

The members of the Board of Directors of the Corporation shall be members of the Corporation, and each member of the Board of Directors of the Corporation shall automatically become a member of the Corporation and shall continue to be a member of the Corporation as long as he or she is a member of such Board of Directors. The Board of Directors may establish such other categories of membership as may be specified in the Bylaws of the Corporation

ARTICLE IX

Members of the corporation shall not be personally liable for the payment of any debts or obligations of the Corporation of any nature, nor shall any of the property of the members be subject to the payment of the debts or obligations of the Corporation to any extent

ARTICLE X

The Corporation shall have no capital stock

ARTICLE XI

The Corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the Corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, community chests or foundations organized and operated for one or more of the purposes of the Corporation, and described in Section 170 (c)(2) and Section 501 (c)(3) of the Internal Revenue Code of 1954, as now enacted, or in such proportions as the Board of Directors of the Corporation, or, if required by Minnesota law then in existence, a court of competent jurisdiction, shall determine. Nothing shall be construed to affect the disposition of property and assets held by the Corporation upon trust or other condition, or subject to an executor or special limitation, and such property, upon dissolution of the Corporation, shall be transferred in accordance with the trust condition or limitation imposed with respect to it.

ARTICLE XII

The names and addresses of the incorporators, each of whom is a natural person and of full age, are

<u>Name</u>	<u>Address</u>
Dorothy Congdon	3740 London Road

	Duluth, Minnesota 55804
Karen Fillenworth	416 St. Paul Avenue Duluth, Minnesota 55803
John C. Hunner	1400 Howard Mill Road Duluth, Minnesota 55804
Arthur C Josephs	700 Alworth Building Duluth, Minnesota 55802
Sylvester Laskin	3609 East Superior Street Duluth, Minnesota 55804
Caroline Marshall	5608 London Road Duluth, Minnesota 55804
Julia Marshall	5608 London Road Duluth, Minnesota 55804
Donald B. Shank	500 Missabe Building Duluth, Minnesota 55802
Donald G. Wirtanen	700 Lonsdale Building Duluth, Minnesota 55802

R-348

NP



**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
THE DEPOT FOUNDATION**

By resolution of the Board of Directors dated September 26, 2012, pursuant to Minn. Stat. § 317A.139, the Articles of Incorporation of The Depot Foundation ("Corporation") are hereby amended as follows:

ARTICLE III

The Corporation is organized and shall be operated exclusively for scientific, literary, artistic, cultural and educational purposes as contemplated by Section 170(c)(2) and Section 501(c)(3) of the Internal Revenue Code of 1954, to promote these purposes and projects of every nature in its own behalf or, as the agent, trustee or representative of others, and to assist and contribute to the support of corporations, associations and institutions that are organized and operated at all times exclusively in accordance with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1954 and Minnesota Statutes, Section 290.05, subd. 1(i), as they are now enacted or as they may hereafter be amended. The Corporation shall have such powers as are required by and are consistent with its stated purposes, including the power to acquire and receive funds and property of every nature, whether by purchase, conveyance, lease, gifts, grant, bequest, legacy, agreement or otherwise, and to own, hold, expend, make gifts, grants and contributions of, and to convey, transfer and dispose of any funds, property or income therefrom, in order to further the purposes of the Corporation as set forth above, and to lease, mortgage, encumber and use the same. The Corporation shall have such other powers consistent with the purposes set forth herein and the purposes and powers which are afforded to the Corporation by Minnesota Statutes, Chapter 317 (Minnesota Non-Profit Corporation Act), as now enacted or as hereafter amended, and such powers as shall be necessary to carry out fully the purposes of the Corporation set forth herein; provided, however, that all powers of the Corporation shall be exercised only so that the Corporation's operation shall be as contemplated by Section 170 (c)(2) and Section 501(c)(3) of the Internal Revenue Code of 1954 and Minnesota Statutes, Section 290.05, subd. 1(i), as they are now enacted or as they may hereafter be amended.

The Depot Foundation as a private foundation exempt from income tax shall act or refrain from acting so as not to engage in any act of self-dealing (under Section 4941 of the Internal Revenue Code) or subject the corporation to taxes imposed by Sections 4942 (failure to distribute income), 4943 (excess business holdings), 4944 (investments which jeopardize charitable purposes) and 4945 (taxable expenditures) of the Internal Revenue Code.

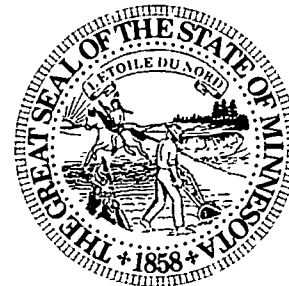
Dated: August 29, 2013.

Jean Olson

Jean Olson, Vice Chair

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
SEP 10 2013 *JF*
Mark Ritchie
Secretary of State

Office of the Minnesota Secretary of State
Minnesota Nonprofit Corporation/Annual Renewal
Minnesota Statutes, 317A



Annual Renewal Year: **2014**

Annual Renewal Filing Date: **10/3/2014**

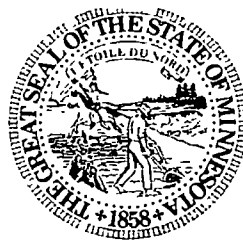
Nonprofit Corporation Name: **The Depot Foundation**

Original Filing Number: **R-348**

Home Jurisdiction: **Minnesota**

Updated Filing Party Information:

Party Type:	Name:	Address:
Registered Office Address		130 W Superior Str #302 Duluth MN 55802
President	RICHARD FISCHER	130 W SUPERIOR ST SUITE 302 DULUTH MN 55802



Work Item 786586800022
Original File Number R-348

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
10/03/2014 11:59 PM

Mark Ritchie

Mark Ritchie
Secretary of State

9. This Section A(9) must be completed by organizations filing a 990-N (e-Postcard) or organizations whose filing does not contain the information requested below. This includes organizations that: 1) do not file an IRS Form 990, 2) file an IRS Form 990-EZ or 990-PF, or 3) organizations that file a group return that does not include the filing organization's individual financial information.

INCOME

Contributions from the public	\$ 170,324.00
Government Grants	\$ _____
Other revenue	\$ 341,007.00
TOTAL REVENUE	\$ 511,331.00

EXCESS or DEFICIT	\$ 183,457.00
TOTAL Assets	\$ 6,782,915.00
TOTAL Liabilities	\$ 321,057.00

END OF YEAR FUND BALANCE/NET WORTH (Assets minus Liabilities) \$ 6,461,858.00

SECTION B: REQUIRED FOR INITIAL REGISTRATION ONLY

1. Address of registered agent in the State of Minnesota or the address of the person who has custody of the organization's books and records if not kept at the organization's office.

Name _____
Street and Number _____
City _____ State _____ Zip _____ Telephone # _____

2. Type of legal entity (**Attach** the creating document):

Nonprofit corporation Trust Unincorporated association Other _____

3. Place and date the organization was incorporated: _____

(state)

(date)

4. Is the organization exempt from federal income taxes?

Yes (**Attach** a copy of the IRS determination letter)

Status: 501(c)(____)

No Date organization submitted Form 1023 to the IRS _____

5. If the organization is not exempt from federal income taxes and uses a fiscal agent, state the fiscal agent's name, address and federal EIN: _____

6. Has the organization been denied the right to solicit contributions?

a. By any government agency? Yes No If yes, attach explanation.

b. By any court? Yes No If yes, attach explanation.

7. Explain in detail the charitable purposes of the organization, including major program activities.

8. Please mark all items that describe the organization's charitable mission:

Arts & Culture Human Services Civic/Lobbying International Health

Environment Mental Health Education Religious Other _____

Or: List the NTEE code(s) that describe the organization's purpose: _____

9. Which of the above two best describes the organization's primary purpose(s)?

1. _____ 2. _____

10. Check one or more methods of solicitation the organization anticipates using:

Telephone appeals Grant writing Sweepstakes Other _____

Direct mail Internet Media

11. State the total contributions the organization received during the accounting year last ended:
\$ _____

12. **Attach** a list of organization's officers, directors, trustees, and chief executive officer, including their titles, addresses, and total annual compensation paid to each. Attached

SECTION C: REQUIRED FOR ANNUAL REPORTING ONLY

ALL Annual Report filers MUST complete questions 1-6

1. Has the organization's accounting year changed since the last report was filed? Yes No
If yes, provide the new year-end date: _____

2. **Attach** an explanation if there has been any change in the organization's tax status with the Internal Revenue Service; a significant change in the purposes of the organization; or if the organization's right to solicit funds has been denied, suspended, revoked or enjoined by any state agency or court in any state, or if there are proceedings pending. None Attached

3. List of the five highest paid directors, officers, and employees of the organization and its related organizations, as that term is defined by section 317A.011, subdivision 18, that receive total compensation of more than \$100,000, together with the compensation paid to each. For purposes of this subdivision, "compensation" is defined as the total amount reported on Form W-2 (Box 5) or Form 1099-MISC (Box 7) issued by the organization and its related organizations to the individual. The value of fringe benefits and deferred compensation paid by the charitable organization and all related organizations as that term is defined by section 317A.011, subdivision 18, shall also be reported as a separate item for each person whose compensation is required to be reported pursuant to this subdivision.

	Name/Title	Compensation	Deferred Compensation	Fringe Benefits
1	"NONE"			
2				
3				
4				
5				

4. **Attach** a list of organization's board of directors. Attached Included in IRS Return

5. **Attach a GAAP audit** if total revenue exceeds \$750,000. Attached Audit not included under the Food Shelf Exemption (excluding from total revenue the value of food donated to a nonprofit food shelf for redistribution at no cost). Audit not required

6. Minnesota law requires that an organization file a copy of all tax or informational returns filed with the IRS, including IRS Form 990-N (e-Postcard), 990, 990-EZ, or 990-PF, including all schedules and amendments. Has the organization included with this annual report a copy of all tax or informational returns, including IRS Form 990-N (e-Postcard), 990, 990-EZ or 990-PF that it filed with the IRS (excluding Schedule B or any other donor list)? Yes No (Not required to file a return with IRS or files a group return).

NOTE: By answering YES to the above question, you are attesting that the IRS informational return filed with this office is an exact copy, including all schedules and attachments, of the IRS informational return filed with the IRS (excluding Schedule B or any other donor list the IRS may require).

7. This Section C(7) must be completed by organizations that: 1) do not file an informational return with the IRS; 2) file a 990-N (e-Postcard), 990-EZ, or 990-PF; 3) file a group return that does not include the filing organization's functional expense information; or 4) file an IRS Form 990 that does not contain a completed functional expenses statement within the IRS Form 990.

Statement of Functional Expenses

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S	\$ 234,562.00	\$ 234,562.00		
2 Grants and other assistance to individuals in the U S.				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S.				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	\$ 21,144.00	\$ 6,343.00	\$ 6,343.00	\$ 8,458.00
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	\$ 225.00	\$ 0.00	\$ 225.00	\$ 0.00
10 Payroll taxes	\$ 1,704.00	\$ 511.00	\$ 511.00	\$ 682.00
11 Fees for services (non-employees).				
a Management				
b Legal				
c Accounting	\$ 12,075.00	\$ 0.00	\$ 12,075.00	\$ 0.00
d Lobbying				
e Professional fundraising services				
f Investment management fees	\$ 28,416.00	\$ 0.00	\$ 28,416.00	\$ 0.00
g Other				
12 Advertising and promotion				
13 Office expenses	\$ 2,290.00	\$ 396.00	\$ 359.00	\$ 1,535.00
14 Information technology	\$ 827.00	\$ 662.00	\$ 83.00	\$ 82.00
15 Royalties				
16 Occupancy	\$ 3,600.00	\$ 0.00	\$ 3,600.00	\$ 0.00
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	\$ 2,175.00	\$ 0.00	\$ 2,175.00	\$ 0.00
23 Insurance	\$ 2,220.00	\$ 0.00	\$ 2,220.00	\$ 0.00
24 Other expenses Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a DEVELOPMENT	\$ 14,781.00	\$ 0.00	\$ 0.00	\$ 14,781.00
b TELECOMMUNICATIONS	\$ 1,659.00	\$ 1,327.00	\$ 166.00	\$ 166.00
c ARTS & CULTURE AWARDS	\$ 1,007.00	\$ 1,007.00	\$ 0.00	\$ 0.00
d All other expenses	\$ 1,189.00	\$ 0.00	\$ 1,189.00	\$ 0.00
25 Total functional expenses. Add lines 1 through 24d	\$ 327,874.00	\$ 244,808.00	\$ 57,362.00	\$ 25,704.00
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Must be prepared in accordance with generally accepted accounting principles.

For 990-EZ filers: Column A, Line 25 should equal line 17 IRS Form 990-EZ

For 990-PF filers: Column A, Line 25 should equal line 26 IRS Form 990-PF

The total of Column A, lines 1 through 24d should equal line 25a.

The total of lines 25b, 25c and 25d , should equal line 25a

SECTION D: REQUIRED FOR INITIAL REGISTRATION & ANNUAL REPORTING

BOARD OF DIRECTORS
SIGNATURES AND ACKNOWLEDGMENT

We, the undersigned, state and acknowledge that we are duly constituted officers of this organization, being the _____(Title) and _____(Title) respectively, and that we execute this document on behalf of the organization pursuant to the resolution of the BOARD OF DIRECTORS _____(Board of Directors, Trustees, or Managing Group) adopted on the _____ day of _____, 2014, approving the contents of the document, and do hereby certify that the BOARD OF DIRECTORS _____(Board of Directors, Trustees or Managing Group) has assumed, and will continue to assume, responsibility for determining matters of policy, and have supervised, and will continue to supervise, the finances of the organization. We further state that the information supplied is true, correct and complete to the best of our knowledge.

Name (Print)

Name (Print)

Signature

Signature

Title

Title

Date

Date

★ NOTICE ★

Documents required to be filed are public records. Please do not include *social security numbers, driver's license numbers or bank account numbers* on the documents filed with this Office as they are not required, but could become part of the public records. A charitable organization is not required to file a list of its donors. If it is included, it may become part of the public file.