

For calendar year 2024, or tax year beginning 07-01-2024 , and ending 06-30-2025

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) 506 W MICHIGAN ST		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 ☐	
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here..... ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ... ☐	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶\$ <u>8,805,337</u>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☒	
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	266,197			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	196,505	196,505		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	165,366			
	b Gross sales price for all assets on line 6a _____	591,098			
	7 Capital gain net income (from Part IV, line 2)		165,366		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 17,507			
	12 Total. Add lines 1 through 11	645,575	361,871		
	13 Compensation of officers, directors, trustees, etc.	95,820	4,791		91,029
	14 Other employee salaries and wages	27,083			27,083
	15 Pension plans, employee benefits	12,459	515		11,944
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 7,700			
	c Other professional fees (attach schedule)	 37,211	36,131		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 49	49		
	19 Depreciation (attach schedule) and depletion . . .	 1,374			
	20 Occupancy	4,463			4,463
	21 Travel, conferences, and meetings	703			703
	22 Printing and publications	10,231			10,231
	23 Other expenses (attach schedule)	 39,361			39,361
	24 Total operating and administrative expenses. Add lines 13 through 23	236,454	41,486		184,814
	25 Contributions, gifts, grants paid	399,318			558,841
	26 Total expenses and disbursements. Add lines 24 and 25				
		635,772	41,486		743,655
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	9,803			
	b Net investment income (if negative, enter -0-)		320,385		
	c Adjusted net income (if negative, enter -0-)				

Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		47,107	11,710	11,710
	2	Savings and temporary cash investments		461,489	491,303	491,303
	3	Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use		2,507	5,059	5,059
	9	Prepaid expenses and deferred charges		1,120	1,107	1,107
	10a	Investments—U.S. and state government obligations (attach schedule)		472,669	348,414	348,414
	b	Investments—corporate stock (attach schedule)		1,492,273	6,521,970	6,521,970
	c	Investments—corporate bonds (attach schedule)		313,361	195,760	195,760
	11	Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		5,118,998	742,040	1,140,616
	14	Land, buildings, and equipment: basis ▶ _____ 20,597 Less: accumulated depreciation (attach schedule) ▶ _____ 14,692		6,183	5,905	5,905
15	Other assets (describe ▶ _____)		70,828	83,493	83,493	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		7,986,535	8,406,761	8,805,337	
Liabilities	17	Accounts payable and accrued expenses		3,015	228	
	18	Grants payable		685,391	515,930	
	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 ▶ _____)		57,815	76,914	
	23	Total liabilities (add lines 17 through 22).		746,221	593,072	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☒ and complete lines 24, 25, 29 and 30.					
	24	Net assets without donor restrictions		7,000,715	7,583,349	
	25	Net assets with donor restrictions		239,599	230,340	
	Foundations that do not follow FASB ASC 958, check here ▶ ☐ and complete lines 26 through 30.					
	26	Capital stock, trust principal, or current funds				
	27	Paid-in or capital surplus, or land, bldg., and equipment fund				
	28	Retained earnings, accumulated income, endowment, or other funds				
	29	Total net assets or fund balances (see instructions)		7,240,314	7,813,689	
30	Total liabilities and net assets/fund balances (see instructions) .		7,986,535	8,406,761		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	7,240,314
2	Enter amount from Part I, line 27a	2	9,803
3	Other increases not included in line 2 (itemize) ▶ _____	3	563,572
4	Add lines 1, 2, and 3	4	7,813,689
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29.	6	7,813,689

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 WELLS FARGO INVESTMENTS		P		
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 499,712		425,732	73,980
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
a			73,980
b			
c			
d			
e			

If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

2 Capital gain net income or (net capital loss)

2 165,366

If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-
in Part I, line 8

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

3 73,980

Part V

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.		
	Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)	1	4,453
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations enter 4% (0.04) of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	4,453
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,453
6	Credits/Payments:		
a	2024 estimated tax payments and 2023 overpayment credited to 2024	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	4,453
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 2025 estimated tax Refunded	11	

Part VI-A

Statements Regarding Activities

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?		Yes	No
1a				No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.			No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ (2) On foundation managers. \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: By language in the governing instrument, or By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XIV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2024 or the taxable year beginning in 2024? See the instructions for Part XIII. <i>If "Yes," complete Part XIII</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," attach schedule. See instructions.</i>	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? <i>If "Yes," attach statement. See instructions</i>	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.DEPOTFOUNDATION.ORG	13	Yes	
14	The books are in care of SHELLY VANNESTE Telephone no. (218) 279-9913 Located at 506 W MICHIGAN ST DULUTH MN ZIP+4 55802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2024, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. <i>If "Yes", enter the name of the foreign country</i>	16	Yes	No

Part VI-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?	1a(1)	No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)	No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	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)?	1a(5)	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.)	1a(6)	No
b If any answer is "Yes" to 1a(1)–(6); did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	
c Organizations relying on a current notice regarding disaster assistance check here.  		
d 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 2024?	1d	
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 2024, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2024? If "Yes," list the years  20____, 20____, 20____, 20____	2a	No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	No
b If "Yes," did it have excess business holdings in 2024 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?(<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2024.</i>)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2024?	4b	No

Part VI-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))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
b If any answer is "Yes" to 5a(1)–(5); did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions
c Organizations relying on a current notice regarding disaster assistance check
d 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?
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?
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
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?
b If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?

	Yes	No
5a(1)		No
5a(2)		No
5a(3)		No
5a(4)		No
5a(5)		No
5b		
5d		
6a		No
6b		No
7a		No
7b		
8		No

Part VII

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

1

List all officers, directors, trustees, foundation managers and their compensation. See instructions

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
AMY KURONEN 506 W MICHIGAN ST DULUTH, MN 55802	CHAIR 1.00	0	0	0
CHRISTINE MELONE 506 W MICHIGAN ST DULUTH, MN 55802	VICE CHAIR 1.00	0	0	0
ROBERT FISCHER 506 W MICHIGAN ST DULUTH, MN 55802	SECRETARY 1.00	0	0	0
JENNY MILLER 506 W MICHIGAN ST DULUTH, MN 55802	TREASURER 1.00	0	0	0
DENNIS LAMKIN 506 W MICHIGAN ST DULUTH, MN 55802	DIRECTOR 1.00	0	0	0
ELISSA HUSBY 506 W MICHIGAN ST DULUTH, MN 55802	DIRECTOR 1.00	0	0	0
KRIS KAPSNER 506 W MICHIGAN ST DULUTH, MN 55802	DIRECTOR 1.00	0	0	0
RICK LUBBERS 506 W MICHIGAN ST DULUTH, MN 55802	DIRECTOR 1.00	0	0	0
JILL PINKNEY-PASTRANA 506 W MICHIGAN ST DULUTH, MN 55802	DIRECTOR 1.00	0	0	0
BARB PERELLA 506 W MICHIGAN ST DULUTH, MN 55802	DIRECTOR 1.00	0	0	0
R CRAFT DRYER 506 W MICHIGAN ST DULUTH, MN 55802	DIRECTOR 1.00	0	0	0
PAT CUTSHALL 506 W MICHIGAN ST DULUTH, MN 55802	DIRECTOR 1.00	0	0	0
ERICA WALLI 506 W MICHIGAN ST DULUTH, MN 55802	DIRECTOR 1.00	0	0	0
JASON YOUNG 506 W MICHIGAN ST DULUTH, MN 55802	EXECUTIVE DI 40.00	95,820	2,746	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.

Part VII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part VIII- Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 GRANTS TO SUPPORT THE IDENTITY OF THE DEPOT AS A VITAL AND THRIVING CULTURAL, ARTS, AND HERITAGE CENTER.	399,318
2 ANNUAL CIRCLE OF FRIENDS ARTS & CULTURE AWARDS. THE AWARDS RECOGNIZE MEMBERS OF THE COMMUNITY IN THE AREAS OF ARTS, CULTURE AND HISTORICAL PRESERVATION	14,566
3	
4	

Part VIII- 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 IX

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	8,129,450
b	Average of monthly cash balances.	1b	54,752
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,184,202
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d.	3	8,184,202
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions).	4	122,763
5	Net value of noncharitable-use assets. Subtract line 4 from line 3.. . . .	5	8,061,439
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	403,072

Part X

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 IX, line 6.	1	403,072
2a	Tax on investment income for 2024 from Part V, line 5.	2a	4,453
b	Income tax for 2024. (This does not include the tax from Part V.).	2b	
c	Add lines 2a and 2b.	2c	4,453
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	398,619
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	398,619
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1.	7	398,619

Part XI

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	743,655
b	Program-related investments—total from Part VIII-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 XII, line 4.. . . .	4	743,655

Part XII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2023	(c) 2023	(d) 2024
1 Distributable amount for 2024 from Part X, line 7				398,619
2 Undistributed income, if any, as of the end of 2024:				
a Enter amount for 2023 only.				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2024:				
a From 2019.	105,645			
b From 2020.				
c From 2021.	68,582			
d From 2022.	159,632			
e From 2023.	138,464			
f Total of lines 3a through e.	472,323			
4 Qualifying distributions for 2024 from Part XI, line 4: ▶ \$ 743,655				
a Applied to 2023, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2024 distributable amount				398,619
e Remaining amount distributed out of corpus	345,036			
5 Excess distributions carryover applied to 2024. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	817,359			
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 2023. Subtract line 4a from line 2a. Taxable amount—see instructions.				
f Undistributed income for 2024. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2025				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2019 not applied on line 5 or line 7 (see instructions)	105,645			
9 Excess distributions carryover to 2025. Subtract lines 7 and 8 from line 6a	711,714			
10 Analysis of line 9:				
a Excess from 2020				
b Excess from 2021	68,582			
c Excess from 2022.	159,632			
d Excess from 2023	138,464			
e Excess from 2024	345,036			

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2024, enter the date of the ruling

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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.

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

a The name, address, and telephone number or email 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

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DULUTH SUPERIOR SYMPHONY ORCHESTRA 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	LESHNOFF/KORNGOLD PERFORMANCE, WALTO	12,725
DULUTH SUPERIOR SYMPHONY ORCHESTRA 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	ARTS FOR ALL SCHOLARSHIPS	3,700
LAKE SUPERIOR RAILROAD MUSEUM 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	ARTS FOR ALL SCHOLARSHIPS	1,135
LAKE SUPERIOR RAILROAD MUSEUM 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	GALLERY CAR PROJECT	29,480
MINNESOTA BALLET 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	STUDIO 4 EQUIPMENT, MARLEY FLOORING,	83,346
MINNESOTA BALLET 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	ARTS FOR ALL SCHOLARSHIPS	13,780
ST LOUIS COUNTY - THE DEPOT 100 N 5TH AVE W 202 DULUTH,MN 55802	NONE	P C	WELCOME DESK	8,153
ST LOUIS COUNTY HISTORICAL SOCIETY 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	ELECTRICAL IMPROVEMENTS, DISPLAY FIX	49,808
ZEITGEIST CENTER FOR ARTS AND COMMU 222 E SUPERIOR ST DULUTH,MN 55802	NONE	P C	A COLLECTIBLE SENSATION	30,000
LAKE ARTS PROJECT 2121 N 52ND ST MILWAUKEE,WI 53208	NONE	P C	RELATE/CREATE	16,159
LYRIC OPERA OF THE NORTH 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	FALL DOUBLE BILL, WINTER OPERA, LITT	10,500
THE OLD HILLSIDE LLC THE 24 HOUR COMPANY 177 DWIGHT STREET 3F BROOKLYN,NY 11231	NONE	N C	REVISIONIST	20,000
ZEITGEIST CENTER FOR ARTS AND COMMU 222 E SUPERIOR ST DULUTH,MN 55802	NONE	P C	FILM FESTIVAL PROGRAM AND CELEBRATIO	10,901
ZEITGEIST CENTER FOR ARTS AND COMMU 222 E SUPERIOR ST DULUTH,MN 55802	NONE	P C	MFF KEYNOTE PRESENTATION, AWARD CERE	5,249
NORTH SHORE SCENIC RAILROAD	NONE	P C	ARTS FOR ALL SCHOLARSHIPS	720

506 W MICHIGAN ST DULUTH,MN 55802				
DULUTH SUPERIOR SYMPHONY ORCHESTRA 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	OPERATING - DEPOT UNITED CAMPAIGN	5,189
MINNESOTA BALLET 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	OPERATING - DEPOT UNITED CAMPAIGN	5,189
LAKE SUPERIOR RAILROAD MUSEUM 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	OPERATING - DEPOT UNITED CAMPAIGN	5,189
ST LOUIS COUNTY HISTORICAL SOCIETY 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	OPERATING - DEPOT UNITED CAMPAIGN	5,189
DULUTH ARTS INSTITUTE 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	HANFT FRIDE VOUCHER PROGRAM	80
DULUTH SUPERIOR SYMPHONY ORCHESTRA 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	HANFT FRIDE VOUCHER PROGRAM	1,318
MINNESOTA BALLET 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	HANFT FRIDE VOUCHER PROGRAM	1,160
LAKE SUPERIOR RAILROAD MUSEUM 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	HANFT FRIDE VOUCHER PROGRAM	3,241
ST LOUIS COUNTY HISTORICAL SOCIETY 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	HANFT FRIDE VOUCHER PROGRAM	248
NORTH SHORE SCENIC RAILROAD 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	HANFT FRIDE VOUCHER PROGRAM	4,023
ST LOUIS COUNTY - THE DEPOT 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	THEATRE RIGGING UPGRADE	149,000
DULUTH ART INSTITUTE 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	ART EXHIBITS	1,098
LAKE SUPERIOR RAILROAD MUSEUM 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	MUSEM LIGHTS UPGRADE	19,874
MINNESOTA BALLET 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	REMODEL AND REVITALIZATION	24,510
ST LOUIS COUNTY HISTORICAL SOCIETY 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	MEDAL OF HONOR	12,500
DULUTH SUPERIOR SYMPHONY ORCHESTRA 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	BRIDGE SESSIONS, SEASON 3	25,377
Total ► 3a				558,841

b Approved for future payment

ARROWHEAD CHORALE 506 W MICHIGAN ST 1 DULUTH,MN 55802	NONE	P C	MUSICAL MERRIMENT	4,015
LAKE ARTS PROJECT 2121 N 52ND ST MILWAUKEE,WI 53208	NONE	P C	RELATE/CREATE	841
LAKE SUPERIOR RAILROAD MUSEUM 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	GALLERY CAR PROJECT	40,520
MINNESOTA BALLET 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	STUDIO 4 EQUIPMENT, MARLEY FLOORING	18,710
ST LOUIS COUNTY HISTORICAL SOCIETY 506 W MICHIGAN ST DULUTH,MN 55802	NONE	P C	ELECTRICAL IMPROVEMENTS, DISPLAY FIX	8,750
Total ▶ 3b				72,836

Part XV-A

1 Program service revenue:

12 Subtotal. Add columns (b), (d), and (e) . .

13 Total. Add line 12, columns (b), (d), and (e). **13** 379,378
(See worksheet in line 13 instructions to verify calculations.)

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
		14	196,505	
		18	165,366	
				1,086
				4,875
		41	11,546	
			373,417	5,961

Part XV-B

[illegible]

Part XVI

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash.

(2) Other assets.

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization.

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets.

(4) Reimbursement arrangements.

(5) Loans or loan guarantees. . . .

(6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

2026-05-15

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below?

See instructions. ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's Signature

Date _____

Check if self-employed ☐

PTIN

P00454472

Firm's name ► ESTERBROOKS CPAS LTD

Firm's EIN ▶ 41-141466

Firm's address ► 302 W SUPERIOR ST STE200

Phone no.
(218) 727-6846

Additional Data

Return to Form

Software ID:

Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

Schedule B (Form 990) (Rev. January 2025) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Go to www.irs.gov/Form990 for the latest information.	OMB No. 1545-0047
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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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	DR MRS BERNHARD BOECKER 901 RIDGEWOOD AVE VENICE, FL 34285	\$ 72,938	☒ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
2	MURIEL WHITESIDE CHARITABLE TRUST 130 W SUPERIOR ST DULUTH, MN 55802	\$ 111,004	☒ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
3	HANFT FRIDE 130 W SUPERIOR ST 1000 DULUTH, MN 55802	\$ 12,000	☒ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
4	CAMPBELL FAMILY CHARITABLE TRUST 8 BENNINGTON RD SUPERIOR, WI 54880	\$ 10,000	☒ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
.		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
.		\$	☐ Person ☐ Payroll ☐ Noncash (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
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	

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

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c) (7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) \$

Use duplicate copies of Part III if additional space is needed.

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

Additional Data

[Return to Form](#)

Software ID:

Software Version:

TY 2024 IRS 990 e-File Render

Name: THE DEPOT FOUNDATION
EIN: 41-1356072

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION AND COMPILATION	7,700			

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

TY 2024 IRS 990 e-File Render

Name: THE DEPOT FOUNDATION

EIN: 41-1356072

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE FOR OFFICE SPACE	2021-12-31	9,618	3,435	STRAIGHT LINE	7.0000	1,374			

TY 2024 IRS 990 e-File Render

Name: THE DEPOT FOUNDATION
EIN: 41-1356072

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE OBLIGATIONS	195,760	195,760

TY 2024 IRS 990 e-File Render

Name: THE DEPOT FOUNDATION

EIN: 41-1356072

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOMESTIC AND INTERNATIONAL MUTUAL FUNDS	997,432	997,432
EQUITIES	5,524,538	5,524,538

TY 2024 IRS 990 e-File Render

Name: THE DEPOT FOUNDATION

EIN: 41-1356072

**US Government Securities - End of
Year Book Value:**

348,414

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

348,414

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

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

TY 2024 IRS 990 e-File Render

Name: THE DEPOT FOUNDATION

EIN: 41-1356072

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
	FMV		398,576
REAL ASSET FUNDS	FMV	343,464	343,464
ALTERNATIVE INVESTMENTS	FMV	398,576	398,576

TY 2024 IRS 990 e-File Render

Name: THE DEPOT FOUNDATION

EIN: 41-1356072

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
EQUIPMENT	20,597	14,692	5,905	5,905

TY 2024 IRS 990 e-File Render

Name: THE DEPOT FOUNDATION
EIN: 41-1356072

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	13,013	6,579	6,579
DEPOT MARKETING FUND HELD IN TRUST	57,815	76,914	76,914

TY 2024 IRS 990 e-File Render

Name: THE DEPOT FOUNDATION

EIN: 41-1356072

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
DUES & SUBSCRIPTIONS	2,157			2,157
TELECOMMUNICATIONS	883			883
OFFICE EXPENSE	2,570			2,570
POSTAGE	3,470			3,470
REPAIRS & MAINTENANCE	1,844			1,844
INSURANCE	2,839			2,839
MARKETING	2,485			2,485
DEPOT UNITED CAMPAIGN EXPENSE	8,547			8,547
CIRCLE OF FRIENDS EVENT	13,826			13,826
ARTS & CULTURAL AWARDS	740			740

TY 2024 IRS 990 e-File Render

Name: THE DEPOT FOUNDATION
EIN: 41-1356072

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	1,086		
SLC FACILIATOR FEES	4,875		
FAILED GRANTS	11,546		

TY 2024 IRS 990 e-File Render

Name: THE DEPOT FOUNDATION

EIN: 41-1356072

Description	Amount
UNREALIZED GAINS	563,572

TY 2024 IRS 990 e-File Render

Name: THE DEPOT FOUNDATION
EIN: 41-1356072

Description	Beginning of Year - Book Value	End of Year - Book Value
DEPOT MARKETING FUND TRUST ACCOUNT	57,815	76,914

TY 2024 IRS 990 e-File Render

Name: THE DEPOT FOUNDATION

EIN: 41-1356072

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TECHNOLOGY	580			
HUMAN RESOURCES	500			
INVESTMENT FEES	36,131	36,131		

TY 2024 IRS 990 e-File Render

Name: THE DEPOT FOUNDATION
EIN: 41-1356072

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD AT SOURCE	49	49		