

Form **990**

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

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2010 calendar year, or tax year beginning JUL 1, 2010 and ending JUN 30, 2011

| | | | | | |
|---|--|--|---|--------------------------------------|--|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization | | D Employer identification number | | |
| | ST. CROIX VALLEY FOUNDATION | | 41-1817315 | | |
| | Doing Business As | | | | |
| | Number and street (or P.O. box if mail is not delivered to street address) | | Room/suite | E Telephone number | |
| | 516 SECOND STREET | | 214 | (715) 386-9490 | |
| City or town, state or country, and ZIP + 4 | | G Gross receipts \$ | | | |
| HUDSON, WI 54016 | | 6,095,475. | | | |
| F Name and address of principal officer: JANE HETLAND STEVENSON | | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| 516 SECOND STREET, SUITE 214, HUDSON, WI 54 | | H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No | | | |
| I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | If "No," attach a list. (see instructions) | | | |
| J Website: WWW.SCVFOUNDATION.ORG | | H(c) Group exemption number ▶ | | | |
| K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ | | L Year of formation: 1995 | | M State of legal domicile: MN | |

Part I Summary

| | | | |
|---|--|--|--------------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: <u>SEE SCHEDULE O</u> | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. | | |
| | 3 Number of voting members of the governing body (Part VI, line 1a) | 19 | |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 19 | |
| | 5 Total number of individuals employed in calendar year 2010 (Part V, line 2a) | 4 | |
| | 6 Total number of volunteers (estimate if necessary) | 50 | |
| | 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 0. | |
| | 7b Net unrelated business taxable income from Form 990-T, line 34 | 0. | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year: 2,720,130. | Current Year: 2,316,773. |
| | 9 Program service revenue (Part VIII, line 2g) | 71,256. | 108,745. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | -45,263. | 277,195. |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | -66,130. | 18,469. |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 2,679,993. | 2,721,182. |
| | Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 952,240. |
| 14 Benefits paid to or for members (Part IX, column (A), line 4) | | 0. | 0. |
| 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | | 281,264. | 287,323. |
| 16a Professional fundraising fees (Part IX, column (A), line 11e) | | 0. | 0. |
| b Total fundraising expenses (Part IX, column (D), line 25) ▶ 58,049. | | | |
| 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) | | 310,419. | 213,981. |
| 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 1,543,923. | 1,800,374. | |
| 19 Revenue less expenses. Subtract line 18 from line 12 | 1,136,070. | 920,808. | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) | Beginning of Current Year: 16,868,669. | End of Year: 21,845,694. |
| | 21 Total liabilities (Part X, line 26) | 5,229,578. | 7,587,726. |
| | 22 Net assets or fund balances. Subtract line 21 from line 20 | 11,639,091. | 14,257,968. |

Part II Signature Block

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

| | | | | | |
|--|-----------------------------------|----------------------|------|---|------|
| Sign Here | ▶ Signature of officer | | Date | | |
| | JANE HETLAND STEVENSON, PRESIDENT | | | | |
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check if self-employed <input type="checkbox"/> | PTIN |
| | Firm's name ▶ RYAN J. TERRY, LTD. | Firm's EIN ▶ | | Phone no. (651) 636-3806 | |
| Firm's address ▶ 550 MAIN STREET - SUITE 220 ST. PAUL, MN 55112 | | | | | |

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 148,804. including grants of \$) (Revenue \$ 13,269.) SPECIAL COMMUNITY PROJECTS: FOUNDATION STAFF PARTNERS WITH OTHER ORGANIZATIONS TO DIRECTLY ADDRESS CHANGING COMMUNITY CONCERNS. THIS INCLUDES: 1) FOSTERING COMMUNITY DIALOGUE AROUND LOCAL ISSUES SUCH AS GROWTH, RURAL CHANGE, SOCIAL CAPITAL, SUSTAINABLE DEVELOPMENT AND COMMUNITY ART THROUGH REGIONAL FORUMS AND "CONVERSATIONS OF THE VALLEY", A MONTHLY PUBLIC AFFAIRS LUNCHEON; 2) PROMOTING NON PROFIT PERFORMANCE THROUGH WORKSHOPS, GRANTS AND A FUND RAISING CERTIFICATION SERIES TO STRENGTHEN MANAGEMENT AND GOVERNANCE; AND 3) CONVENING ORGANIZATIONS TO TAKE COLLECTIVE ACTION ON SPECIFIC COMMUNITY ISSUES, SUCH AS THE ART SPACE CONVENING.

4b (Code:) (Expenses \$ 80,863. including grants of \$) (Revenue \$ 95,476.) FUND MANAGEMENT: THESE ACTIVITIES INCLUDE WORKING WITH DONORS, AGENCIES AND AFFILIATED FUNDS WHO ALREADY HAVE ESTABLISHED FUNDS WITH THE FOUNDATION AND INCLUDE TECHNICAL ASSISTANCE AND TRAINING AND EDUCATION AS WELL AS ACCOUNTING ACTIVITIES. THERE WERE 70 FUNDS MANAGED IN FISCAL YEAR 2011.

4c (Code:) (Expenses \$ 1,309,000. including grants of \$ 1,299,070.) (Revenue \$) GRANTS TO ART, EDUCATION, HUMAN SERVICES, ENVIRONMENTAL, RELIGIOUS, HEALTH AND OTHER CHARITABLE ORGANIZATIONS. APPROXIMATELY 500 GRANTS WERE GIVEN IN FISCAL YEAR 2011.

4d Other program services. (Describe in Schedule O.) (Expenses \$ 18,586. including grants of \$) (Revenue \$)

4e Total program service expenses 1,557,253.

Part IV Checklist of Required Schedules

| | | Yes | No |
|-----|--|-----|----|
| 1 | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> | X | |
| 2 | Is the organization required to complete Schedule B, Schedule of Contributors? | X | |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> | | X |
| 4 | Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> | | X |
| 5 | Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> | | |
| 6 | Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> | X | |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> | | X |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> | | X |
| 9 | Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> | X | |
| 10 | Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> | X | |
| 11 | If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. | | |
| a | Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> | X | |
| b | Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> | | X |
| c | Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> | | X |
| d | Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> | | X |
| e | Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> | | X |
| f | Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> | X | |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> | X | |
| b | Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i> | | X |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | | X |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? | | X |
| b | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i> | | X |
| 15 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i> | | X |
| 16 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i> | | X |
| 17 | Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> | | X |
| 18 | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> | | X |
| 19 | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> | | X |
| 20a | Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i> | | X |
| b | If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions) | | |

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|---|-----|----|
| 21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> | X | |
| 22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> | | X |
| 23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> | | X |
| 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> | | X |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | | |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | | |
| 25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> | | X |
| b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> | | X |
| 26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> | | X |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> | | X |
| 28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions): | | |
| a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | X | |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | | X |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | | X |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | | X |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> | | X |
| 34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> | | X |
| 35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? | | X |
| a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | | X |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> | | X |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? | X | |

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Input box for Schedule O response

Main table with columns for question ID, question text, and Yes/No columns. Includes rows 1a-14b with various tax-related questions.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

| | | Yes | No |
|-----------|---|-----|----|
| 1a | Enter the number of voting members of the governing body at the end of the tax year | | 19 |
| 1b | Enter the number of voting members included in line 1a, above, who are independent | | 19 |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | | X |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | | X |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | X |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | | X |
| 6 | Does the organization have members or stockholders? | | X |
| 7a | Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? | | X |
| 7b | Are any decisions of the governing body subject to approval by members, stockholders, or other persons? | | X |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| 8a | The governing body? | X | |
| 8b | Each committee with authority to act on behalf of the governing body? | X | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | X |

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

| | | Yes | No |
|------------|--|-----|----|
| 10a | Does the organization have local chapters, branches, or affiliates? | | X |
| 10b | If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? | | |
| 11a | Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? | X | |
| 11b | Describe in Schedule O the process, if any, used by the organization to review this Form 990. | | |
| 12a | Does the organization have a written conflict of interest policy? If "No," go to line 13 | X | |
| 12b | Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | X | |
| 12c | Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done | X | |
| 13 | Does the organization have a written whistleblower policy? | X | |
| 14 | Does the organization have a written document retention and destruction policy? | X | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| 15a | The organization's CEO, Executive Director, or top management official | X | |
| 15b | Other officers or key employees of the organization | X | |
| | If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.) | | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | | X |
| 16b | If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? | | |

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **WI, MN**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **MARGI MILLER - (715) 386-9490**
516 SECOND STREET, NO. 214, HUDSON, WI 54016

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

| (A) Name and Title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|--|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| CHARLES ARNASON BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| C. ANN BROOKMAN BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| CHRIS GALVIN BOARD MEMBER/TREASURER | 2.00 | X | | X | | | 0. | 0. | 0. | |
| DAVID PALMER BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| GRETCHEN BELL BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| GRETCHEN STEIN BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| JEFF HEEGAARD BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| DAVID WETTERGREN BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| ANDY KASS BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| JIM LUTIGER BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| MARK VANASSE BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| MARTHA HARDING BOARD MEMBER/VICE CHAIR | 2.00 | X | | | | | 0. | 0. | 0. | |
| MIKE JOHNSON BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| NATE JACKSON BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| PATTY DRAXLER BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| SHANNON HOOLEY ENRIGHT BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| STEVE WILCOX BOARD MEMBER/CHAIR | 2.00 | X | | X | | | 0. | 0. | 0. | |

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

| (A) Name and title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| SUZANN BROWN BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| WILLIAM CAMPBELL BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| TODD GILLINGHAM BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| JANE STEVENSON PRESIDENT | 40.00 | | | X | | | | 89,935. | 0. | 14,060. |
| 1b Sub-total | | | | | | | | 89,935. | 0. | 14,060. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 0. | 0. | 0. |
| d Total (add lines 1b and 1c) | | | | | | | | 89,935. | 0. | 14,060. |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **0**

| | Yes | No |
|--|-----|----|
| 3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> | | X |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> | | X |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> | | X |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. **NONE**

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

Part VIII Statement of Revenue

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 | | |
|--|---|--|-------------------------------|---|---|--|----------|--|
| Contributions, gifts, grants and other similar amounts | 1 a | Federated campaigns | 1a | | | | | |
| | b | Membership dues | 1b | | | | | |
| | c | Fundraising events | 1c | | | | | |
| | d | Related organizations | 1d | | | | | |
| | e | Government grants (contributions) | 1e | | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above | 1f | 2,316,773. | | | | |
| | g | Noncash contributions included in lines 1a-1f: \$ | | 641,904. | | | | |
| | h | Total. Add lines 1a-1f | | 2,316,773. | | | | |
| | Program Service Revenue | 2 a | ADMINISTRATIVE CHARGES | Business Code 525990 | 95,476. | 95,476. | | |
| b | | CONVERSATIONS OF THE V | 900099 | 13,269. | 13,269. | | | |
| c | | | | | | | | |
| d | | | | | | | | |
| e | | | | | | | | |
| f | | All other program service revenue | | | | | | |
| g | | Total. Add lines 2a-2f | | 108,745. | | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | | 296,282. | | | 296,282. | |
| | 4 | Income from investment of tax-exempt bond proceeds | | | | | | |
| | 5 | Royalties | | | | | | |
| | 6 a | Gross Rents | (i) Real | 18,469. | | | | |
| | | | (ii) Personal | | | | | |
| | | | b | Less: rental expenses | | | | |
| | | | c | Rental income or (loss) | 18,469. | | | |
| | d | Net rental income or (loss) | | 18,469. | | | 18,469. | |
| | 7 a | Gross amount from sales of assets other than inventory | (i) Securities | 3355206. | | | | |
| | | | (ii) Other | | | | | |
| | | | b | Less: cost or other basis and sales expenses | 3374293. | | | |
| | | | c | Gain or (loss) | -19,087. | | | |
| | d | Net gain or (loss) | | -19,087. | | | -19,087. | |
| | 8 a | Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 | a | | | | | |
| | b | Less: direct expenses | b | | | | | |
| c | Net income or (loss) from fundraising events | | | | | | | |
| 9 a | Gross income from gaming activities. See Part IV, line 19 | a | | | | | | |
| b | Less: direct expenses | b | | | | | | |
| c | Net income or (loss) from gaming activities | | | | | | | |
| 10 a | Gross sales of inventory, less returns and allowances | a | | | | | | |
| b | Less: cost of goods sold | b | | | | | | |
| c | Net income or (loss) from sales of inventory | | | | | | | |
| Miscellaneous Revenue | | | Business Code | | | | | |
| 11 a | | | | | | | | |
| b | | | | | | | | |
| c | | | | | | | | |
| d | All other revenue | | | | | | | |
| e | Total. Add lines 11a-11d | | | | | | | |
| 12 | Total revenue. See instructions. | | | 2,721,182. | 108,745. | 0. | 295,664. | |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
 All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (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. See Part IV, line 21 | 1,299,070. | 1,299,070. | | |
| 2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 104,968. | 48,339. | 40,445. | 16,184. |
| 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 | 142,156. | 65,322. | 54,807. | 22,027. |
| 8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | 6,507. | 2,928. | 2,668. | 911. |
| 9 Other employee benefits | 14,510. | 6,885. | 5,398. | 2,227. |
| 10 Payroll taxes | 19,182. | 8,814. | 7,396. | 2,972. |
| 11 Fees for services (non-employees): | | | | |
| a Management | | | | |
| b Legal | 721. | 721. | | |
| c Accounting | 9,391. | | 9,391. | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | 37,123. | 37,123. | | |
| g Other | 30,105. | 7,178. | 22,927. | |
| 12 Advertising and promotion | 3,712. | 2,202. | 1,478. | 32. |
| 13 Office expenses | 23,442. | 9,079. | 10,377. | 3,986. |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | 51,619. | 24,359. | 21,624. | 5,636. |
| 17 Travel | 3,853. | 2,437. | 931. | 485. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 9,851. | 7,057. | 868. | 1,926. |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 1,964. | 927. | 823. | 214. |
| 23 Insurance | 2,409. | 1,137. | 1,009. | 263. |
| 24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.) | | | | |
| a FUND PROJECT EXPENSES | 14,593. | 14,593. | | |
| b CONVERSATIONS OF THE VA | 14,357. | 14,357. | | |
| c EQUIPMENT RENTAL AND MA | 10,012. | 4,725. | 4,194. | 1,093. |
| d DUES AND SUBSCRIPTIONS | 829. | | 736. | 93. |
| e | | | | |
| f All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24f | 1,800,374. | 1,557,253. | 185,072. | 58,049. |
| 26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation | | | | |

Part X Balance Sheet

| | | (A) Beginning of year | | (B) End of year | |
|---|--|--------------------------|-------------|--------------------|-------------------|
| Assets | 1 Cash - non-interest-bearing | 32,207. | 1 | 29,746. | |
| | 2 Savings and temporary cash investments | 411. | 2 | | |
| | 3 Pledges and grants receivable, net | | 3 | 74,507. | |
| | 4 Accounts receivable, net | | 4 | | |
| | 5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | | |
| | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) | | 6 | | |
| | 7 Notes and loans receivable, net | | 7 | | |
| | 8 Inventories for sale or use | | 8 | | |
| | 9 Prepaid expenses and deferred charges | 2,364. | 9 | 2,480. | |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 39,185. | | | |
| | b Less: accumulated depreciation | 10b 37,090. | | | |
| | | | | 1,897. | 10c 2,095. |
| | 11 Investments - publicly traded securities | 16,831,790. | 11 | 21,736,866. | |
| | 12 Investments - other securities. See Part IV, line 11 | | 12 | | |
| | 13 Investments - program-related. See Part IV, line 11 | | 13 | | |
| | 14 Intangible assets | | 14 | | |
| 15 Other assets. See Part IV, line 11 | | 15 | | | |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 16,868,669. | 16 | 21,845,694. | | |
| Liabilities | 17 Accounts payable and accrued expenses | 35,939. | 17 | 36,434. | |
| | 18 Grants payable | | 18 | 111,761. | |
| | 19 Deferred revenue | | 19 | | |
| | 20 Tax-exempt bond liabilities | | 20 | | |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | 5,193,639. | 21 | 7,439,531. | |
| | 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | | |
| | 25 Other liabilities. Complete Part X of Schedule D | | 25 | | |
| | 26 Total liabilities. Add lines 17 through 25 | 5,229,578. | 26 | 7,587,726. | |
| Net Assets or Fund Balances | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | | |
| | 27 Unrestricted net assets | -598,702. | 27 | -75,406. | |
| | 28 Temporarily restricted net assets | 1,934,635. | 28 | 2,846,233. | |
| | 29 Permanently restricted net assets | 10,303,158. | 29 | 11,487,141. | |
| | Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34. | | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | | |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | | 31 | | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | | |
| | 33 Total net assets or fund balances | 11,639,091. | 33 | 14,257,968. | |
| 34 Total liabilities and net assets/fund balances | 16,868,669. | 34 | 21,845,694. | | |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

| | | | |
|---|--|---|-------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 2,721,182. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 1,800,374. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 920,808. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 11,639,091. |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | 1,698,069. |
| 6 | Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | 14,257,968. |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

| | | Yes | No |
|----|---|-----|----|
| 1 | Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O. | | |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? | | X |
| 2b | Were the organization's financial statements audited by an independent accountant? | X | |
| 2c | If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | X | |
| d | If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | X |
| 3b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits. | | |

Form 990 (2010)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization **ST. CROIX VALLEY FOUNDATION** Employer identification number **41-1817315**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

| | Yes | No |
|--|-----|----|
| (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? | | |
| (ii) A family member of a person described in (i) above? | | |
| (iii) A 35% controlled entity of a person described in (i) or (ii) above? | | |
- h Provide the following information about the supported organization(s).

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization in col. (i) listed in your governing document? | | (v) Did you notify the organization in col. (i) of your support? | | (vi) Is the organization in col. (i) organized in the U.S.? | | (vii) Amount of support |
|------------------------------------|----------|---|---|----|--|----|---|----|-------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | |

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 6071699. | 3277434. | 1392641. | 2720130. | 2316773. | 15778677. |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 4 Total. Add lines 1 through 3 | 6071699. | 3277434. | 1392641. | 2720130. | 2316773. | 15778677. |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | 4182138. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 11596539. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|--|--------------------------|----------|----------|----------|----------|-----------|
| 7 Amounts from line 4 | 6071699. | 3277434. | 1392641. | 2720130. | 2316773. | 15778677. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 401,367. | 477,517. | 276,791. | 282,967. | 314,751. | 1753393. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | 3,176. | | 3,176. |
| 11 Total support. Add lines 7 through 10 | | | | | | 17535246. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 457,084. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | <input type="checkbox"/> | | | | | |

Section C. Computation of Public Support Percentage

| | | | |
|---|-------------------------------------|-------|---|
| 14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) | 14 | 66.13 | % |
| 15 Public support percentage from 2009 Schedule A, Part II, line 14 | 15 | 66.94 | % |
| 16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | <input checked="" type="checkbox"/> | | |
| b 33 1/3% support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | | |
| 17a 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | | |
| b 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | | |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | <input type="checkbox"/> | | |

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support (Add lines 9, 10c, 11, and 12.) | | | | | | |

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|---|
| 15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2009 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|--|-----------|---|
| 17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2009 Schedule A, Part III, line 17 | 18 | % |

19a 33 1/3% support tests - 2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2010

Name of the organization

ST. CROIX VALLEY FOUNDATION

Employer identification number

41-1817315

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private 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, aggregate 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 aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA 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) (2010)

| | |
|--|---|
| Name of organization ST. CROIX VALLEY FOUNDATION | Employer identification number 41-1817315 |
|--|---|

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|-----------------------------------|--------------------------------|--|
| <u>1</u> | _____ _____ _____ | \$ <u>187,250.</u> | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| <u>2</u> | _____ _____ _____ | \$ <u>687,164.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| <u>3</u> | _____ _____ _____ | \$ <u>72,861.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| <u>4</u> | _____ _____ _____ | \$ <u>73,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| <u>5</u> | _____ _____ _____ | \$ <u>293,682.</u> | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| <u>6</u> | _____ _____ _____ | \$ <u>50,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

| | |
|--|---|
| Name of organization ST. CROIX VALLEY FOUNDATION | Employer identification number 41-1817315 |
|--|---|

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|-------------------------|-----------------------------------|--------------------------------|--|
| 7 | <hr/> <hr/> <hr/> <hr/> | \$ 55,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 8 | <hr/> <hr/> <hr/> <hr/> | \$ 60,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 9 | <hr/> <hr/> <hr/> <hr/> | \$ 65,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| <hr/> <hr/> <hr/> <hr/> | <hr/> <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| <hr/> <hr/> <hr/> <hr/> | <hr/> <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| <hr/> <hr/> <hr/> <hr/> | <hr/> <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

| | |
|--|---|
| Name of organization ST. CROIX VALLEY FOUNDATION | Employer identification number 41-1817315 |
|--|---|

Part II Noncash Property (see instructions)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|--|--|----------------------|
| 1 | 4,585 SHARES OF VARIOUS STOCK _____ _____ _____ | \$ 187,250. | 12/08/10 |
| 5 | 2,553 SHARES OF 3M STOCK _____ _____ _____ | \$ 219,490. | 09/15/10 |
| | _____ _____ _____ | \$ _____ | _____ |
| | _____ _____ _____ | \$ _____ | _____ |
| | _____ _____ _____ | \$ _____ | _____ |
| | _____ _____ _____ | \$ _____ | _____ |

| | |
|------------------------------------|---------------------------------------|
| Name of organization | Employer identification number |
| ST. CROIX VALLEY FOUNDATION | 41-1817315 |

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. 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.) ▶ \$

| (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 | |
| | | | |

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

ST. CROIX VALLEY FOUNDATION

Employer identification number

41-1817315

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

| | (a) Donor advised funds | (b) Funds and other accounts |
|--|-------------------------|------------------------------|
| 1 Total number at end of year | 89 | |
| 2 Aggregate contributions to (during year) | 935,227. | |
| 3 Aggregate grants from (during year) | 554,286. | |
| 4 Aggregate value at end of year | 4,865,671. | |

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

| | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items

(check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

| | Amount |
|---------------------------------|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | 9,580,087. | 7,251,449. | 8,105,662. | | |
| b Contributions | 1,183,983. | 1,603,359. | 537,079. | | |
| c Net investment earnings, gains, and losses | 1,789,155. | 881,541. | -1,152,804. | | |
| d Grants or scholarships | 333,917. | 152,969. | 131,137. | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | 2,576. | 3,293. | 107,351. | | |
| g End of year balance | 12,216,732. | 9,580,087. | 7,251,449. | | |

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment 100.00 %
- c Term endowment _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

| | Yes | No |
|---|-------------------------------------|-------------------------------------|
| (i) unrelated organizations | <input checked="" type="checkbox"/> | |
| (ii) related organizations | | <input checked="" type="checkbox"/> |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | | |

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

| Description of investment | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | | 39,185. | 37,090. | 2,095. |
| e Other | | | | |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 2,095. |

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|--|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| (3) Other | | |
| (A) | | |
| (B) | | |
| (C) | | |
| (D) | | |
| (E) | | |
| (F) | | |
| (G) | | |
| (H) | | |
| (I) | | |
| Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶ | | |

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

| (a) Description of investment type | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|--|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| (10) | | |
| Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶ | | |

Part IX Other Assets. See Form 990, Part X, line 15.

| (a) Description | (b) Book value |
|--|----------------|
| (1) | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶ | |

Part X Other Liabilities. See Form 990, Part X, line 25.

| 1. (a) Description of liability | (b) Amount |
|--|------------|
| (1) Federal income taxes | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| (11) | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶ | |

FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

| | | | |
|----|--|----|------------|
| 1 | Total revenue (Form 990, Part VIII, column (A), line 12) | 1 | 2,721,182. |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | 2 | 1,800,374. |
| 3 | Excess or (deficit) for the year. Subtract line 2 from line 1 | 3 | 920,808. |
| 4 | Net unrealized gains (losses) on investments | 4 | 1,698,069. |
| 5 | Donated services and use of facilities | 5 | |
| 6 | Investment expenses | 6 | |
| 7 | Prior period adjustments | 7 | |
| 8 | Other (Describe in Part XIV.) | 8 | |
| 9 | Total adjustments (net). Add lines 4 through 8 | 9 | 1,698,069. |
| 10 | Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9 | 10 | 2,618,877. |

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

| | | | |
|---|---|----|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | 4,419,251. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | |
| a | Net unrealized gains on investments | 2a | 1,698,069. |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIV.) | 2d | |
| e | Add lines 2a through 2d | 2e | 1,698,069. |
| 3 | Subtract line 2e from line 1 | 3 | 2,721,182. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIV.) | 4b | |
| c | Add lines 4a and 4b | 4c | 0. |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | 5 | 2,721,182. |

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

| | | | |
|---|--|----|------------|
| 1 | Total expenses and losses per audited financial statements | 1 | 1,800,374. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | |
| a | Donated services and use of facilities | 2a | |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIV.) | 2d | |
| e | Add lines 2a through 2d | 2e | 0. |
| 3 | Subtract line 2e from line 1 | 3 | 1,800,374. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIV.) | 4b | |
| c | Add lines 4a and 4b | 4c | 0. |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | 5 | 1,800,374. |

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART IV, LINE 2B: THE FOUNDATION HAS ESTABLISHED A LIABILITY FOR FUNDS

FROM DONORS WHICH THE FOUNDATION IS AN AGENT. THE FOUNDATION HAS

AGREEMENTS WITH ALL ORGANIZATIONS IN WHICH IT IS ACTING AS AN AGENT.

PART V, LINE 4: THE FOUNDATIONS ENDOWMENTS CONSIST OF FUNDS

ESTABLISHED TO PROVIDE PROGRAM SUPPORT SUCH AS ARTS, MUSIC, AND SCIENCE AS

WELL AS GENERAL OPERATIONS.

Part XIV Supplemental Information (continued)

PART X, LINE 2:

THE FOUNDATION IS EXEMPT FROM FEDERAL AND STATE INCOME TAXES UNDER SEC 501(C)(3) OF THE INTERNAL REVENUE CODE. U.S. GAAP REQUIRES MANAGEMENT TO EVALUATE TAX POSITIONS TAKEN BY THE FOUNDATION AND RECOGNIZE A TAX LIABILITY IF THE FOUNDATION HAS TAKEN AN UNCERTAIN POSITION THAT MORE LIKELY THAN NOT WOULD NOT BE SUSTAINED UPON EXAMINATION BY THE INTERNAL REVENUE SERVICE. MANAGEMENT HAS ANALYZED THE TAX POSITIONS TAKEN BY THE FOUNDATION AND HAS CONCLUDED THAT AS OF JUNE 30, 2011, THERE ARE NO UNCERTAIN POSITIONS TAKEN OR EXPECTED TO BE TAKEN THAT WOULD REQUIRE RECOGNITION OF A LIABILITY OR DISCLOSURE IN THE FINANCIAL STATEMENTS. THE FOUNDATION IS SUBJECT TO ROUTINE AUDITS BY TAXING JURISDICTIONS; HOWEVER, THERE ARE CURRENTLY NO AUDITS FOR ANY TAX PERIODS IN PROGRESS. THE FOUNDATION BELIEVES IT IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS FOR YEARS PRIOR TO 2008.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

**Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.**

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

ST. CROIX VALLEY FOUNDATION

**Employer identification number
41-1817315**

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

| 1 (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|----------------|--------------------------------------|---------------------------------|--|--|---|---|
| ARCOLA MILLS HISTORIC FOUNDATION PO BOX 313 STILLWATER, MN 55082 | 41-1724662 | 501 (3)(C) | 50,000. | 0. | | | GENERAL OPERATING |
| CROIXDALE 2845 HAMLIN AVENUE NORTH ROSEVILLE, MN 55113 | 41-0843106 | 501 (3)(C) | 66,005. | 0. | | | TO FUND RENT AND CARE NEEDS FOR THOSE UNABLE TO AFFORD STANDARD CHARGES |
| FAMILY PATHWAYS 1575 FIRST AVE EEAST CAMBRIDGE, MN 55008 | 41-1332828 | 501 (3)(C) | 9,561. | 0. | | | GENERAL OPERATING |
| FIRST CONGREGATIONAL UNITED CHURCH OF CHRIST - 110 NORTH THIRD STREET - RIVER FALLS, WI 54022 | 39-6064207 | 501 (3)(C) | 7,500. | 0. | | | GENERAL OPERATING |
| HILL MURRAY SCHOOL 2625 LARPEN TEUR AVE EAST ST. PAUL, MN 55109 | 41-0829754 | 501 (3)(C) | 20,000. | 0. | | | JOHNSON FAMILY SCHOLARSHIP FUND |
| HOPE ACADEMY 2300 CHICAGO AVENUE SOUTH MINNEAPOLIS, MN 55404 | 41-1962874 | 501 (3)(C) | 5,800. | 0. | | | STUDENT SCHOLARSHIPS |

- 2** Enter total number of section 501(c)(3) and government organizations
- 3** Enter total number of other organizations

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2010)

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

| (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|---|
| HSI 7066 STILLWATER BOULEVARD NO. OAKDALE, MN 55128 | 41-0955577 | 501 (3)(C) | 13,410. | 0. | | | SOFTWARE PURCHASE |
| JOSHUA CHARITABLE FOUNDATION 4848 TRAMWAY RIDGE NE SUITE 120 ALBUQUERQUE, NM 87111 | 85-0394683 | 501 (3)(C) | 62,500. | 0. | | | GENERAL OPERATIONS, CHILDREN'S SERVICES, SUBSTANCE ABUSE |
| LAKEVIEW FOUNDATION 927 CHURCHILL STREET STILLWATER, MN 55082 | 41-1386635 | 501 (3)(C) | 16,800. | 0. | | | HALF TO GENERAL OPERATING, HALF TO LAKEVIEW HOSPICE |
| MDA 7401 METRO BOULEVARD SUITE 300 EDINA, MN 55439 | 13-1665552 | 501 (3)(C) | 20,000. | 0. | | | GENERAL PURPOSES |
| PLANNED PARENTHOOD OF MINNESOTA, NORTH DAKOTA AND SOUTH DAKOTA - 1200 LAGOON AVENUE - MINNEAPOLIS, MN 55402 | 41-1709702 | 501 (3)(C) | 7,500. | 0. | | | CAPITAL CAMPAIGN |
| SALVATION ARMY/ST. PAUL CITADEL CORPS - 401 WEST 7TH STREET - ST. PAUL, MN 55102 | 41-0698597 | 501 (3)(C) | 13,750. | 0. | | | YOUTH PROGRAMMING EXPENSES |
| ST. ANDREW'S LUTHERAN CHURCH 900 STILLWATER ROAD MAHTOMEDI, MN 55115 | 41-0880458 | 501 (3)(C) | 9,000. | 0. | | | GENERAL OPERATING OR PROJECT OR SPECIAL MISSIONS WHERE NEEDED |
| ST. CROIX RIVER ASSOCIATION P.O. BOX 655 ST. CROIX FALLS, WI 54024 | 26-3025933 | 501 (3)(C) | 152,261. | 0. | | | DEVELOPMENT DIRECTOR FOR THE ST. CROIX RIVER ASSOCIATION |
| ST. PAUL LUTHERAN CHURCH 609 SOUTH 5TH STREET STILLWATER, MN 55082 | 41-0988378 | 501 (3)(C) | 20,000. | 0. | | | GENERAL OPERATING EXPENSES |

LHA

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

| (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|------------|-------------------------------|--------------------------|-----------------------------------|---|--|---|
| THE RETREAT 1221 WAYZATA BLVD. EAST WAYZATA, MN 55391 | 41-1701950 | 501 (3)(C) | 20,000. | 0. | | | GENERAL OPERATING |
| U. S. GEOLOGICAL SURVEY 8505 RESEARCH WAY MIDDLETON, WI 53562 | 53-0196958 | 501 (3)(C) | 11,428. | 0. | | | TO OPERATE THE STREAM FLOW & TEMPERATURE MONITORING GAGE (USGS SITE ID 05331833) ON THE |
| UNITED WAY OF WASHINGTON COUNTY - EAST - P. O. BOX 305 - STILLWATER, MN 55082 | 41-0855267 | 501 (3)(C) | 7,000. | 0. | | | GENERAL OPERATIONS |
| XCEL ENERGY 16048 ELECTRIC AVENUE HAYWARD, WI 54843 | 39-0508315 | 501 (3)(C) | 256,930. | 0. | | | REMOVE ELECTRIC DISTRIBUTION LINES FROM VIEW OF THE NAMEKAGON RIVER TO MITIGATE IMPACT |
| YOUNG LIFE ST. CROIX VALLEY 1151 PARKWOOD LANE STILLWATER, MN 55082 | 84-0385934 | 501 (3)(C) | 21,003. | 0. | | | GENERAL OPERATIONS |
| HUDSON DAYBREAK ROTARY P.O. BOX 48 HUDSON, WI 54016 | 39-1692800 | 501 (3)(C) | 6,700. | 0. | | | GENERAL OPERATING |
| DAKOTA COUNTY TECHNICAL COLLEGE 1300 145TH STREET EAST ROSEMOUNT, MN 55068 | 41-1488605 | 501 (3)(C) | 10,000. | 0. | | | SCHOLARSHIP FOR JOSHUA ROBERT KIRSCH |
| FAMILY RESOURCE CENTER ST. CROIX VALLEY, INC. - 857 MAIN STREET - BALDWIN, WI 54002 | 39-1943404 | 501 (3)(C) | 8,500. | 0. | | | HUDSON PLAY AND LEARN GROUP |
| HOPE LUTHERAN CHURCH P O BOX 287 RIVER FALLS, WI 54022 | 72-1603482 | 501 (3)(C) | 10,220. | 0. | | | OPERATIONS |

LHA

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

| (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|------------|-------------------------------|--------------------------|-----------------------------------|---|--|--|
| HUDSON HOSPITAL 405 STAGELINE ROAD HUDSON, WI 54016 | 39-0804125 | 501 (3)(C) | 7,500. | 0. | | | ST. CROIX COUNTY CHIP HEALTH & WELLNESS YOUTH PROGRAM |
| HUDSON HOSPITAL FOUNDATION 405 STAGELINE ROAD HUDSON, WI 54016 | 39-1279567 | 501 (3)(C) | 8,000. | 0. | | | HUDSON HIGH SCHOOL SCHOLARSHIP PROGRAM DISTRIBUTION - |
| NORTHERN STAR COUNCIL/BSA 393 MARSHALL AVENUE ST. PAUL, MN 55102 | 20-3000282 | 501 (3)(C) | 5,300. | 0. | | | CAPITAL CAMPAIGN |
| UNITED WAY ST. CROIX VALLEY 516 SECOND ST., SUITE 214B HUDSON, WI 54016 | 39-1372545 | 501 (3)(C) | 12,460. | 0. | | | \$2,614 WAS DONOR DESIGNATED FOR THE UNITED WAY OF POLK COUNTY, \$9,846 WAS GENEAREL |
| UNIV OF MN -DULUTH 1049 UNIVERSITY DRIVE DULUTH, MN 55812 | 41-1406587 | 501 (3)(C) | 7,000. | 0. | | | SCHOLARSHIPS |
| UNIVERSITY OF ST. THOMAS 2115 SUMMIT AVENUE ST. PAUL, MN 55105 | 41-0693970 | 501 (3)(C) | 7,750. | 0. | | | SCHOLARSHIPS |
| WINONA STATE UNIVERSITY P O BOX 5838 WINONA, MN 55987 | 41-1687554 | 501 (3)(C) | 7,000. | 0. | | | SCHOLARSHIPS |
| | | | | | | | |
| | | | | | | | |

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| | | | | | |
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: STAFF PERFORMS DUE DILIGENCE TO CONFIRM THAT GRANT RECIPIENTS ARE 501(C)(3) ORGANIZATIONS. THEY ARE REVIEWED BY THE GRANTS ADMINISTRATOR, THE PRESIDENT AND THE ACCOUNTANT. WITH COMPETITIVE GRANTS, FINAL REPORTS ARE REQUIRED FROM THE RECIPIENTS TO EXPLAIN HOW THE GRANT FUNDS WERE SPENT AND THE RESULTS ACHIEVED WITH THE GRANTS. STAFF FOLLOW UP WITH ALL COMPETITIVE GRANT RECIPIENTS TO GET THESE REPORTS.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: U. S. GEOLOGICAL SURVEY

Part IV Supplemental Information

(H) PURPOSE OF GRANT OR ASSISTANCE: TO OPERATE THE STREAM FLOW & TEMPERATURE MONITORING GAGE (USGS SITE ID 05331833) ON THE NAMEKAGON RIVER AT LEONARDS, WI FOR ONE YEAR

NAME OF ORGANIZATION OR GOVERNMENT: XCEL ENERGY

(H) PURPOSE OF GRANT OR ASSISTANCE: REMOVE ELECTRIC DISTRIBUTION LINES FROM VIEW OF THE NAMEKAGON RIVER TO MITIGATE IMPACT OF ARROWHEAD TO WESTON LINE

NAME OF ORGANIZATION OR GOVERNMENT: UNITED WAY ST. CROIX VALLEY

(H) PURPOSE OF GRANT OR ASSISTANCE: \$2,614 WAS DONOR DESIGNATED FOR THE UNITED WAY OF POLK COUNTY, \$9,846 WAS GENEARL OPERATIONS

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

Name of the organization **ST. CROIX VALLEY FOUNDATION** Employer identification number **41-1817315**

Part I Types of Property

| | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|--|----------------------------|---|--|---|
| 1 Art - Works of art | | | | |
| 2 Art - Historical treasures | | | | |
| 3 Art - Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | | | | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities - Publicly traded | X | 40 | 641,904. | |
| 10 Securities - Closely held stock | | | | |
| 11 Securities - Partnership, LLC, or trust interests | | | | |
| 12 Securities - Miscellaneous | | | | |
| 13 Qualified conservation contribution - Historic structures | | | | |
| 14 Qualified conservation contribution - Other | | | | |
| 15 Real estate - Residential | | | | |
| 16 Real estate - Commercial | | | | |
| 17 Real estate - Other | | | | |
| 18 Collectibles | | | | |
| 19 Food inventory | | | | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other () | | | | |
| 26 Other () | | | | |
| 27 Other () | | | | |
| 28 Other () | | | | |

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

| | Yes | No |
|---|-----|----|
| 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? | | X |
| b If "Yes," describe the arrangement in Part II. | | |
| 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? | | X |
| 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? | X | |
| b If "Yes," describe in Part II. | | |
| 33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II. | | |

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2010)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33.
Also complete this part for any additional information.

SCHEDULE M, LINE 32B: ALL STOCK DONATIONS ARE RECEIVED IN AN
FOUNDATION INVESTMENT ACCOUNT ADMINISTERED BY A THIRD PARTY. ALL STOCK
DONATIONS ARE SOLD UPON RECEIPT.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

ST. CROIX VALLEY FOUNDATION

Employer identification number

41-1817315

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

THE MISSION OF THE ST. CROIX VALLEY COMMUNITY FOUNDATION IS TO ENHANCE
THE QUALITY OF LIFE IN THE ST. CROIX VALLEY BY: ENCOURAGING CHARITABLE
GIVING IN THE VALLEY - BUILDING PERMANENT FUNDS THAT WILL PROVIDE
RESOURCES FOR THE NEEDS OF TODAY AND TOMORROW. CONNECTING PEOPLE AND
PROGRAMS - BRINGING TOGETHER PEOPLES CHARITABLE INTERESTS AND THE
FUNDING NEEDS TO PROGRAMS AND ORGANIZATIONS. FACILITATING PROGRESSIVE
APPROACHES - FORMING PARTNERSHIPS AND PROVIDING SERVANT LEADERSHIP
THROUGH PROGRAMS THAT ENHANCE THE QUALITY OF LIFE IN OUR REGION'S
DISTINCT COMMUNITIES.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

THE MISSION OF THE ST. CROIX VALLEY COMMUNITY FOUNDATION IS TO ENHANCE
THE QUALITY OF LIFE IN THE ST. CROIX VALLEY BY: ENCOURAGING CHARITABLE
GIVING IN THE VALLEY - BUILDING PERMANENT FUNDS THAT WILL PROVIDE
RESOURCES FOR THE NEEDS OF TODAY AND TOMORROW. CONNECTING PEOPLE AND
PROGRAMS - BRINGING TOGETHER PEOPLES CHARITABLE INTERESTS AND THE
FUNDING NEEDS TO PROGRAMS AND ORGANIZATIONS. FACILITATING PROGRESSIVE
APPROACHES - FORMING PARTNERSHIPS AND PROVIDING SERVANT LEADERSHIP
THROUGH PROGRAMS THAT ENHANCE THE QUALITY OF LIFE IN OUR REGION'S
DISTINCT COMMUNITIES.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

PHILANTHROPIC SERVICES: THESE ACTIVITIES INCLUDE WORKING WITH DONOR
PROSPECTS, WITH PROFESSIONAL FINANCIAL ADVISORS AND AGENCIES WHO WANT

| | |
|---|--|
| Name of the organization ST. CROIX VALLEY FOUNDATION | Employer identification number 41-1817315 |
|---|--|

TO ESTABLISH A FUND WITH THE FOUNDATION.

EXPENSES \$ 18,586. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION B, LINE 11: THE 990 RETURN IS PRESENTED TO THE BOARD OF DIRECTORS AND OUR TREASURER. THE BOARD OF DIRECTORS REVIEWS AND APPROVES THE FORM 990.

FORM 990, PART VI, SECTION B, LINE 12C: THE POLICY IS REVEIWD AND DISCUSSED ANNUALLY BEFORE THE BOARD MEMBERS SIGN THE CONFLICT OF INTEREST FORM AND DISCLOSE ANY CONFLICTS THEY MAY HAVE. CONFLICTS, IF ANY, ARE MONITORED BY MANAGEMENT THROUGHOUT THE YEAR.

FORM 990, PART VI, SECTION B, LINE 15: THE FOUNDATION BOARD PERIODICALLY REVIEWS THE JOB DESCRIPTION OF THE PRESIDENT AND EVALUATES HIS/HER PERFORMANCE ON A REGULAR BASIS.

COMPENSATION OF THE PRESIDENT IS SET AND APPROVED BY THE FULL BOARD, THE EXECUTIVE OR THE AUDIT COMMITTEE.

NO BOARD OR COMMITTEE MEMBERS WILL TAKE PART IN SETTING THE COMPENSATION OF THE PRESIDENT IF THEY HAVE ANY CONFLICT OF INTEREST. THE PRESIDENT WILL NOT BE PRESENT DURING THE DISCUSSION OF COMPENSATION.

THE RESPONSIBLE COMMITTEE WILL REPORT FULLY TO THE ENTIRE BOARD.

THE EXCESS BENEFIT TRANSACTION RULES (I.E. BASING THE DECISION ON COMPARABLE DATA READILY AVAILABLE TO THE BOARD COMMITTEE AND RECORDING THE PROCESS AND DECISIONS IN THE MINUTES), CREATE A PRESUMPTION OF

Name of the organization

ST. CROIX VALLEY FOUNDATION

Employer identification number

41-1817315

REASONABLENESS FOR COMPENSATION.

THE RESPONSIBLE COMMITTEE MAY USE COMPENSATION SURVEYS BY INDEPENDENT CONSULTANTS, COMPENSATION PACKAGES OFFERED AT SIMILARLY SIZED FOUNDATIONS, AND WRITTEN OFFERS FROM SIMILAR INSTITUTIONS COMPETING FOR THE SERVICES OF THE PRESIDENT.

THE RESPONSIBLE COMMITTEE WILL DOCUMENT THE BASIS FOR ITS DETERMINATIONS OF THE COMPENSATION PACKAGE, WITH THE IMPLEMENTATION OF THE DETERMINATION (WITHIN 60 DAYS OF THE DECISION, OR THE NEXT MEETING OF THE FULL BOARD OF DIRECTORS, WHICHEVER IS LATER).

THE DOCUMENTATION WILL INCLUDE:

- THE TERMS OF THE TRANSACTION AND THE DATE IT WAS APPROVED.
- THE MEMBERS OF THE COMMITTEE WHO DISCUSSED THE COMPENSATION AND THE NAMES OF THE MEMBERS WHO APPROVED IT.
- THE COMPARABILITY DATA USED, AND HOW IT WAS OBTAINED.
- THE ACTION TAKEN TO CONSIDER THOSE WHO HAD A CONFLICT OF INTEREST WITH RESPECT TO THE DECISION ON THE COMPENSATION PACKAGE.

FORM 990, PART VI, SECTION C, LINE 19: THE FOUNDATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS: 1,698,069.