



[Robina Foundation](#)

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Gordon Lamore



Jane K. Mauer
President

4542 IDS Tower
80 South 8th Street
Minneapolis
Minnesota 55402
jmauer@tartaninv.com
612-349-2800
Fax 341-3501

Preliminary
ROBINA FOUNDATION
STATEMENT OF FINANCIAL POSITION
JUNE 30, 2006

ASSETS

Investments, at fair value:	
Cash Equivalents (money market)	\$ 9,934,119
Accrued Interest and Dividends	38,318
Prepaid Expenses & Other Assets	4,142
TOTAL ASSETS	\$ 9,976,579

LIABILITIES AND NET ASSETS

Payables and Accrued Expenses	\$ 102,167
Total Liabilities	\$ 102,167
Unrestricted Net Assets	9,874,412
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 9,976,579</u>

Preliminary
ROBINA FOUNDATION
STATEMENT OF ACTIVITIES
SIX MONTHS ENDING JUNE 30, 2006

INVESTMENT INCOME & EXPENSE

Interest	\$ 212,116
Dividends	-

Net Investment Income	<u>\$ 212,116</u>
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EXPENSES

Grants	\$ -
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Operating expenses:

Professional and Consulting Fees	\$ 140,847
Other Administrative	3,577
Federal Excise Tax	4,000

Total Expenses	<u>\$ 148,424</u>
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CHANGE IN UNRESTRICTED NET ASSETS

<u><u>\$ 63,692</u></u>

Preliminary
ROBINA FOUNDATION
STATEMENT OF CASH FLOWS
SIX MONTHS ENDING JUNE 30, 2006

CASH FLOWS FROM OPERATING ACTIVITY

Increase (decrease) in unrestricted net assets	\$ 63,692
Adjustments to reconcile change in unrestricted net assets to net cash used in operating activities:	
Change in operating assets and liabilities:	
Accrued interest and dividends receivable	(5,889)
Prepaid expenses	(2,270)
Payables and accrued expenses	74,898
Net cash used in operating activity	<u>130,430</u>

NET DECREASE IN CASH 130,430

CASH, BEGINNING OF YEAR 9,803,689

CASH, END OF YEAR \$ 9,934,119

Preliminary
 ROBINA FOUNDATION BOARD
 DETAILED STATEMENT OF ACTIVITIES
 FOR THE SIX MONTHS ENDING JUNE 30, 2006

INVESTMENT INCOME & EXPENSE

Interest	\$ 212,116
Dividends	-
Net Investment Income	<u>\$ 212,116</u>

EXPENSES

Grants	
Subtotal	<u>\$ -</u>

Operating expenses:

Professional and Consulting Fees	
Legal Fees	\$ 137,447
Accounting Fees	3,400
Consulting Fees	-
Subtotal	<u>\$ 140,847</u>

Other Administrative	
Directors Compensation	\$ -
Travel and meetings	-
Insurance	2,982
Other	595
Subtotal	<u>\$ 3,577</u>

Federal Excise Tax	\$ 4,000
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Total Expenses	<u>\$ 148,424</u>
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CHANGE IN UNRESTRICTED NET ASSETS

<u><u>\$ 63,692</u></u>

ROBINA FOUNDATION
STATEMENT OF FINANCIAL POSITION
DECEMBER 31, 2005

ASSETS

Investments, at fair value:	
Cash Equivalents (money market)	\$ 9,803,689
Accrued Interest and Dividends	32,429
Prepaid Expenses & Other Assets	1,872
TOTAL ASSETS	<u>\$ 9,837,990</u>

LIABILITIES AND NET ASSETS

Payables and Accrued Expenses	\$ 27,269
Total Liabilities	<u>\$ 27,269</u>
Unrestricted Net Assets	9,810,720
TOTAL LIABILITIES AND NET ASSETS	<u><u>\$ 9,837,990</u></u>

ROBINA FOUNDATION
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2005

INVESTMENT INCOME & EXPENSE

Interest	\$	34,425
Dividends		251,260

Net Investment Income	\$	<u>285,684</u>
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EXPENSES

Grants	\$	150,000
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Operating expenses:

Professional and Consulting Fees	\$	291,761
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Other Administrative		39,818
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Federal Excise Tax		6,881
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Total Expenses	\$	<u>488,461</u>
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CHANGE IN UNRESTRICTED NET ASSETS

	\$	<u><u>(202,776)</u></u>
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ROBINA FOUNDATION
STATEMENT OF CASH FLOWS
YEAR ENDED DECEMBER 31, 2005

CASH FLOWS FROM OPERATING ACTIVITY

Increase (decrease) in unrestricted net assets	\$ (202,776)
Adjustments to reconcile change in unrestricted net assets to net cash used in operating activities:	
Change in operating assets and liabilities:	
Accrued interest and dividends receivable	(17,401)
Prepaid expenses	(1,872)
Payables and accrued expenses	(3,297)
Net cash used in operating activity	<u>(225,347)</u>

NET DECREASE IN CASH (225,347)

CASH, BEGINNING OF YEAR 10,029,036

CASH, END OF YEAR \$ 9,803,689

ROBINA FOUNDATION BOARD
DETAILED STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2005

INVESTMENT INCOME & EXPENSE

Interest	\$ 34,425
Dividends	251,260
Net Investment Income	<u>\$ 285,684</u>

EXPENSES

Grants

University of Minnesota Foundation/Law School	\$ 75,000
Abbott Northwestern Hospital Foundation	75,000
Subtotal	<u>\$ 150,000</u>

Operating expenses:

Professional and Consulting Fees	
Legal Fees	\$ 252,549 ?
Accounting Fees	5,500
Consulting Fees	33,713
Subtotal	<u>\$ 291,761</u>

Other Administrative

Directors Compensation	\$ 30,000
Travel and meetings	6,539
Insurance	1,971
Other	1,309
Subtotal	<u>\$ 39,818</u>

Federal Excise Tax	\$ 6,881
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Total Expenses	<u>\$ 488,461</u>
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CHANGE IN UNRESTRICTED NET ASSETS

	<u><u>\$ (202,776)</u></u>
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ROBINA FOUNDATION
STATUS AND OUTSTANDING ITEMS
AS OF SEPTEMBER 28, 2006

10/3/06

I. OPERATIONAL

- A. GRANTS: 2006 grants to be determined and paid
- B. DIRECTORS FEES: 2006 Directors fees to be determined and paid

II. ADMINISTRATIVE

A. Invoices Currently Payable

- Oppenheimer #741573
 - Oppenheimer #744271
- + Perry Plant Nearly 11,000 +*

B. Cash Activity

- Last JP Morgan bank/investment statement received: August 31, 2006
- Transaction register updated and reconciled through August 31, 2006

III. ACCOUNTING & TAX

A. Financial Statements

- Last quarterly financial statements completed: June 30, 2006 ✓

B. Tax

- Quarterly estimated taxes up-to-date through third quarter 2006 ✓

ROBINA FOUNDATION
OPERATING FUNCTIONS
PROVIDED BY JANE K. MAUER, PRESIDENT
THROUGH SEPTEMBER 28, 2006

10/3/06

I. OPERATIONAL

- A. Contact and meetings with McDermott Will & Emery and JP Morgan Trust
- B. Contact and meetings with named institutions
- C. Contact and meetings with Minnesota Council on Foundations

II. ADMINISTRATIVE

- A. Accounts Payable
 - Obtain proper approvals
 - Request and receive checks through JP Morgan account
 - Make payments and maintain files
- B. Cash Activity
 - Maintain transaction register
 - Receive and review monthly bank/investment account statements
 - Update records and reconcile
 - Resolve issues as necessary

III. ACCOUNTING & TAX

- A. Financial Statements
 - Review transaction register and prepare quarterly financial statements
 - Prepare estimates and special schedules as needed or requested
 - Prepare annual accrual basis financial statements
- B. Tax
 - Monitor operating activities and status of required distributions
 - Determine appropriate quarterly tax estimate payments
 - Make estimate payments through bank
 - Engage external CPA firm for tax preparation and related services
 - Prepare year-end tax information and Form 990-PF Return of Private Foundation in coordination with external CPA firm
- C. Other Filings and Records
 - Required annual filings with MN Attorney General and Secretary of State
 - Maintain public disclosure files

**MINUTES OF A MEETING OF
THE BOARD OF DIRECTORS OF
ROBINA FOUNDATION**

A meeting of the Board of Directors of Robina Foundation (the "Foundation") was convened by teleconference on February 4, 2005, at 2:00 p.m. (Central Time). Notice of the meeting was waived by each of the directors of the Foundation.

All of the Foundation's directors participated in the meeting, namely, L. D. DeSimone, Steven A. Schroeder, Gordon M. Aamoth and Jane K. Mauer. Neil T. Kawashima also participated in the meeting as a guest of the Board of Directors. Mr. Kawashima acted as recording secretary for the meeting.

Mr. Kawashima made introductory comments regarding the mission of the Foundation as contemplated by the Foundation's founder, James H. Binger, the expansion of the Board of Directors and the need for an in-person meeting to discuss the commencement of the Foundation's charitable activities. Mr. Kawashima then invited Ms. Mauer to preside at the meeting.

The Directors discussed the need to elect a President of the Foundation in light of Mr. Binger's death on November 3, 2004.

Upon motion duly made, seconded and approved, and which was unanimously approved and adopted by the Directors of the Foundation:

RESOLVED, that Jane K. Mauer is elected President of the Foundation, to serve for the term described in the Foundation's bylaws; and

RESOLVED FURTHER, that L. D. DeSimone is elected Treasurer of the Foundation to serve for the term provided in the Foundation's bylaws.

The directors discussed expanding the Board of Directors by an additional one to three members. The Directors agreed that it is important to expand the Board, but concluded that this

issue should be discussed at the first in-person meeting of the Board. President Mauer indicated that Mr. Binger maintained a list of possible candidates for director that he reviewed prior to his death. President Mauer indicated that she would circulate that list prior to the first in-person Board meeting.

The directors also discussed the function of committees, executive director and staff for purposes of conducting the Foundation's activities. The Board did not take any action in this regard.

President Mauer raised the possibility of utilizing the staff of Tartan Investment Company as paid employees of the Foundation. The directors agreed that the Foundation would ultimately require clerical and office staff. Mr. Kawashima informed the Board that Internal Revenue Service rules prohibiting "self-dealing" must be considered before the Foundation enters into an employment arrangement with Tartan Investment Company and/or its employees.

President Mauer suggested that the Foundation consider retaining KPMG in Chicago to ^{\$35,000 per} review the Foundation's staff needs, budget and compensation issues and make a report to the Foundation regarding those matters. The Board agreed that President Mauer should approach KPMG to discuss those issues.

President Mauer also suggested that the Foundation consider retaining Peter Karoff of the Philanthropic Institute of Boston, Massachusetts, to advise the Board about governance issues and commencement of its charitable activities. The Board agreed that President Mauer should approach the Philanthropic Institute about retaining its services.

President Mauer discussed the need for the Foundation to purchase directors and officers liability insurance. The Board agreed that insurance is necessary and agreed that President Mauer should make appropriate inquiries regarding this issue.

President Mauer requested an update regarding the Foundation's legal issues. Mr. Kawashima discussed the necessity of convening a meeting to discuss the Foundation's charitable mission and activities, distributions required under federal tax law, and relationships with charities named in the Foundation's mission statement. Mr. Kawashima informed the Board that both McDermott Will & Emery LLP and J.P. Morgan Trust Company, N.A., would like the opportunity to make presentations to the Board of Directors at their first in-person meeting.

Upon motion duly made, seconded, and approved, and which was unanimously approved and adopted by the Directors of the Foundation:

RESOLVED, that the President of the Foundation is authorized to initiate discussion with KPMG and the Philanthropic Institute regarding their respective services, and to retain one or both of those firms as the President determines to be in the best interests of the Foundation; and

RESOLVED FURTHER, that the President of the Foundation is authorized to make expenditures that she believes to be reasonable and necessary for the Foundation's activities, provided, however, that no one expenditure may exceed \$20,000 without approval of the Board.

The Directors discussed dates for the first in-person meeting of the Board, as well as possible agenda items for that meeting. President Mauer indicated that she would send notice regarding the meeting, to occur in April on a date to be finalized.

There being no further business of the Foundation, upon motion duly made, seconded and approved, the meeting was adjourned at approximately 3:20 PM.

**MINUTES OF THE
APRIL 11, 12, 2005
MEETING OF THE
ROBINA FOUNDATION
BOARD OF DIRECTORS
4542 IDS TOWER
MINNEAPOLIS, MN 55402**

April 11,12, 2005 meeting of the Robina Board of directors was called to order by President Jane K. Mauer. All members, Gordon A. Aamoth, L.D. DeSimone, Steven A. Schroeder, and Jane K. Mauer, were present.

Minutes of the February 4, 2005 meeting were unanimously approved.

Resignation of McDermott Will & Emery was unanimously accepted.

This being the first in- person meeting of the Board, time was devoted to an autobiographical sketch by each Member of the Board.

The initial estimate of Robina Foundation Expense and Distribution Requirements for years ended 2004, 2005, 2006 and 2007 were reviewed. Asset allocation, a description of assets held, and money manager performance were reviewed and discussed. The Board is satisfied with assets in the portfolio, the asset allocation and present money mangers.

McDermott Will & Emery (MWE) proposed liquidation of all marketable securities, set forth in correspondence dated March 29, 2005, was reviewed and discussed.

Upon motion duly made, seconded and unanimously approved and adopted by the Board of Directors:

RESOLVED, that the Board of Directors rejects MWE proposal of liquidation of all marketable securities.

KPMG Engagement letter covering operational issues, and structure and compliance issues was reviewed and discussed.

Upon motion duly made, seconded and unanimously approved and adopted by the Board of Directors:

RESOLVED, that the President of the Foundation is authorized to execute the Engagement Letter.

pl 35000

An annual fee of \$30,000 payable to Tim Harrison of True North to maintain Robina real estate was discussed.

Upon motion duly made, seconded and unanimously approved and adopted by the Board of Directors:

RESOLVED, that the fee is reasonable and the expenditure is authorized.

The Board discussed annual Board interim compensation of \$10,000 payable quarterly, plus reimbursement of travel and out of pocket expenses.

Upon motion duly made, seconded and unanimously approved and adopted by the Board of Directors:

RESOLVED, that annual Board interim compensation of \$10,000 payable quarterly, plus travel and out of pocket costs is authorized.

Oppenheimer Wolff & Donnelly attorneys, David Potter and Tom Lund introduced themselves and their firm to the Board. David Potter and Tom Lund discussed the status of the James H. Binger Will contest.

Upon motion duly made, seconded and unanimously approved and adopted by the Board of Directors:

RESOLVED, the Board of Directors engage Oppenheimer Wolff & Donnelly LLP. An Engagement Letter was signed by the Board.

The Board will be kept informed of the status of the Will contest by attorneys Potter and Lund.

The Board discussed moving forward with the work of the Foundation in light of the Will contest. A decision was made, based upon discussion with David Potter and Tom Lund, to move cautiously forward.

Upon motion duly made, seconded and unanimously approved and adopted by the Board of Directors:

RESOLVED, President Mauer will draft correspondence to the named institutions informing them of a delay in fully funding Robina.

A short term grant strategy was discussed and tabled until the summer meeting.

Gerald Fisher, President of the University of Minnesota Foundation had scheduled a meeting on April 21st with Jane K Mauer. The Board decision was that Ms Mauer meet Mr. Fisher as scheduled.

A Board Policy for interaction with the named institutions was discussed. The idea of working with the institutions on a one to one basis, on a collaborative basis, and/or a combination of the two was discussed. All Board members are in agreement, the institutions have a broad zone in which to work with creative, innovative ideas that are likely to have a long term horizon. The Board will be focused on benchmarks and performance for all projects. The topic will continue to be discussed in future meetings.

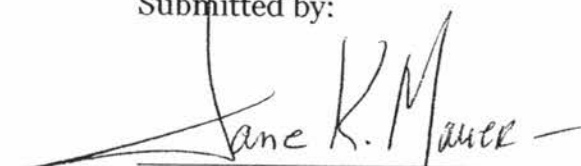
A mission statement for consideration, drafted by the Board, is as follows:
To stimulate creative approaches for the betterment of humanity.

Goal for the Foundation for consideration, drafted by the Board, is as follows:
To make life-improvement changes locally, regionally and nationally and globally by encouraging innovation and creativity, with emphasis on forward-thinking projects.

Next meeting of Robina will be summer 2005.

There being no further business of the Foundation, upon motion duly made, seconded and approved, the meeting was adjourned at approximately 11:30 AM April 12, 2005.

Submitted by:


Jane K. Mauer, President

April 2005
BoFDmeetings
RobinaFdn

McDermott Will & Emery

Boston Brussels Chicago Dusseldorf London Los Angeles Miami Milan
Munich New York Orange County Rome San Diego Silicon Valley Washington, D.C.

Richard L. Dees
Attorney at Law
rdees@mwe.com
312.984.7613

March 17, 2005

VIA FEDERAL EXPRESS
CONFIDENTIAL

Jane Mauer
2950 Dean Parkway
Unit 2202
Minneapolis, MN 55416

Gordon M. Aamoth, M.D.
Parkside Professional Center
825 South 8th Street, Suite 550
Minneapolis, MN 55404

Steven A. Schroeder, M.D.
333 California Street, Suite 430
San Francisco, CA 94143-1211

L. D. De Simone
9850 Hidden Glade Ave. North
White Bear Lake, MN 55110

Re: **Robina Foundation - Withdrawal of Counsel**

Dear Directors:

On Thursday March 10, I informed Jane Mauer, as president of Robina Foundation (the "Foundation"), that McDermott Will & Emery LLP was withdrawing as counsel for the Foundation. This withdrawal was precipitated by the Board's decision authorizing Jane to investigate the reasonableness of the fee proposed by J.P. Morgan Trust Company, N.A. ("JPM") for acting as executor of Mr. Binger's estate and trustee of his revocable trust. As you know, we represent JPM in those capacities and are unable to advise the Foundation on that issue. Both JPM and the Foundation should be comfortable that their interests are being avidly pursued and that comfort is not possible when an actual conflict arises.

When we withdrew, it appeared to be a convenient time for the Foundation as we had prepared and filed all organization documents, obtained the Foundation's determination letter from the IRS and organized the first meeting of the Board.

While acting as counsel to the Foundation, we received notice for the Foundation that JPM had filed a petition asking that Mr. Binger's will be admitted to probate and that JPM be named personal representative of his estate. A copy of that notice is enclosed. Last Friday, we were informed that Mr. Binger's children and grandchildren objected to the admission of the will and were seeking to have Ted Saryk (the husband of Mr. Binger's granddaughter) named as a special administrator instead of JPM. Copies of the petition and objection filed by Mr. Binger's

Robina Foundation Board of Directors

March 17, 2005

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children and grandchildren are enclosed. As we are no longer counsel to the Foundation, we thought it important that we pass on these documents to each Board Member.

You can see from these documents that it is important that the Foundation obtain separate independent counsel quickly so that it can protect its interests in these proceedings. We strongly encourage you to promptly retain counsel. When counsel has been retained, let us know so that we can forward the Foundation's files to him or her.

Very truly yours,

By Not done



Richard L. Dees

RLD/jas
Enclosures

CHI99 4445071-1 071212.0012

OPPENHEIMER

OPPENHEIMER WOLFF & DONNELLY LLP

Plaza VII, Suite 3300
5 South Seventh Street
Minneapolis, MN 55402-1609
www.oppenheimer.com

Direct: (612) 607-7412
Main: (612) 607-7000
Fax: (612) 607-7100
E-Mail: dpotter@oppenheimer.com

April 11, 2005

Robina Foundation
c/o Jane K. Mauer, President
Tartan Investment Company
4542 IDS Center
Minneapolis, MN 55402

Steven A. Schroeder, M.D.
Director, Robina Foundation
333 California Street, Suite 430
San Francisco, CA 94143-1211

Gordon M. Aamoth, M.D.
Director, Robina Foundation
Parkside Professional Center
825 South 8th Street, Suite 550
Minneapolis, MN 55404

L.D. De Simone
Director, Robina Foundation
9850 Hidden Glade Avenue North
White Bear Lake, MN 55110

Re: Robina Foundation/Estate of James H. Binger

Gentlemen and Ms. Mauer:

This will confirm that Robina Foundation wishes to engage our Firm to represent it.

We bill on a monthly basis, detailing costs advanced and legal services rendered. Payment is due within thirty (30) days. Our bills will be for the reasonable value of the legal services rendered, based on the factors set forth in the relevant Code of Professional Responsibility governing lawyers. These factors include the time and labor expended, the novelty and difficulty of the questions involved, the skill required to perform these services, the nature of the claim involved, the results obtained, the time limitations imposed, and our customary hourly billing rates. For your information, my current hourly rate is \$410.00. The current hourly rate for Tom Lund is \$380.00, and the current hourly rate for Andrew Hansen is \$250.00. We bill disbursements at the Firm's cost as outlined in the enclosed Client Expense and Disbursement Policy.

Unless you require some different procedure, we will send you an itemized invoice indicating the full description of our services. In the event that reimbursement for costs advanced or services rendered is delinquent, we reserve the right to withdraw our representation.

We are proud of the clients we represent and may from time to time disclose our engagement by you as we market our services. For example, we may list your company as a client on our web site and in the Firm's marketing materials, and describe in general terms the nature of the Firm's

Robina Foundation

April 11, 2005

Page 2

work on your behalf. In some circumstances, the Firm may also wish to use your company's logo when it lists some of its prominent clients. We will of course comply at any time with your request not to use your name for these purposes.

If you approve of the above terms, would each of you please sign this letter in the space indicated below and return the original to me. I have enclosed a duplicate copy of this letter for each of your records.

In closing, we look forward to working with you towards a successful resolution of your concerns, and appreciate the opportunity to be of service.

Very truly yours,

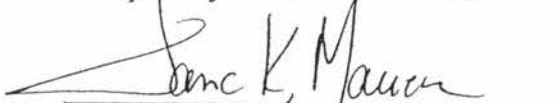
Oppenheimer Wolff & Donnelly LLP

David B. Potter

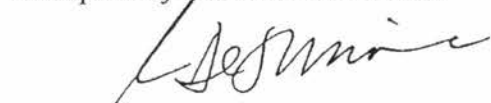
DBP/jam

Enclosures

Accepted by Robina Foundation:


Jane K. Mauer

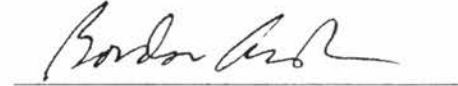
Accepted by Robina Foundation:


L.D. De Simone

Accepted by Robina Foundation:


Steven A. Schroeder

Accepted by Robina Foundation:


Gordon M. Aamoth

Minneapolis

April 8, 2005

Completed by : Julie Menk / 7216

CLIENT EXPENSE & DISBURSEMENT POLICY

Oppenheimer Wolff & Donnelly LLP's engagement letter sets forth that we will bill you for "costs" or "expenses" incurred for your account. Below is an outline of those items that are considered to be part of our ordinary cost of doing business and included in our charges for professional services as well as those items that are charged to clients.

Oppenheimer does not bill separately for:

Secretarial and word processing services, including those regularly performed during evenings and on weekends	Insurance, including professional liability coverage
Library costs	Conference rooms
Office supplies	Stationery and routine postage
Office rent and related costs	Local telephone charges
	General accounting and data processing costs

Clients are charged for:

Copy charges	\$0.15/page
Outgoing facsimiles:	
Local	\$0.50/page
Domestic long distance	\$0.75/page
International long distance	\$1.25/page

The following items are billed at direct cost:

Local courier	Computer research
Special duplication service	Document preparation
Legal process services	Filing fees
Long distance telephone	Court reporters
Special postage	Expert witnesses

Air travel is generally economy/coach class; certain circumstances may warrant other travel arrangements, as agreed to by the client.

For certain special projects that are performed on our premises we will charge for costs and overhead, as agreed to by the client.

There may be costs that may be incurred that do not fit within the foregoing descriptions; for example, costs incurred for litigation support that would include such things as the purchase or lease of computer or copying equipment; extensive copying activities; data base maintenance; document analysis and storage; and related activities. We may be asked to prepare and mail financial documents, annual reports and proxy statements involving reproduction and mailing costs beyond the ordinary costs incurred for clients. In cases such as these we generally reach agreement with the client in advance on the appropriate charges. Charges would be related to the actual costs of the activity plus an amount generally related to the increased costs of performing the activity.

These charges may be modified from time to time to reflect increased costs.

Please contact our Chief Financial Officer at (612) 607-7000 if you have any questions regarding the above information.

OPPENHEIMER

OPPENHEIMER WOLFF & DONNELLY LLP

Plaza VII, Suite 3300
45 South Seventh Street
Minneapolis, MN 55402-1609
www.oppenheimer.com

Direct: (612) 607-7412
Main: (612) 607-7000
Fax: (612) 607-7100
E-Mail: dpotter@oppenheimer.com

VIA ELECTRONIC MAIL

June 28, 2005

Robina Foundation
c/o Jane K. Mauer, President
Tartan Investment Company
4542 IDS Center
Minneapolis, MN 55402

Steven A. Schroeder, M.D.
Director, Robina Foundation
333 California Street, Suite 430
San Francisco, CA 94143-1211

Gordon M. Aamoth, M.D.
Director, Robina Foundation
Parkside Professional Center
825 South 8th Street, Suite 550
Minneapolis, MN 55404

L.D. De Simone
Director, Robina Foundation
9850 Hidden Glade Avenue North
White Bear Lake, MN 55110

Re: Robina Foundation/Estate of James H. Binger

Gentlemen and Ms. Mauer:

Attached is a settlement offer to Robina Foundation from the Binger family members who are objecting to the June 9, 2004 Will and Trust (the "Objectors"). This settlement offer deserves serious consideration by Robina.

Robina's consideration of the Objectors' settlement offer creates, for the first time, a conflict of interest between Robina and Jane Mauer. Therefore, as previously discussed, it is necessary for Robina to observe special corporate procedures involving interested director transactions as to this settlement offer.

Because Jane Mauer must be considered an "interested" director for purposes of the Objectors' settlement proposal, Robina needs to form a special committee to consider and decide whether to accept or reject the Objectors' proposal. This committee will consist of all Robina directors except Jane Mauer. I have attached a Unanimous Written Consent form forming the special committee to be executed by each director. Please sign it and return it as soon as possible.

OPPENHEIMER

OPPENHEIMER WOLFF & DONNELLY LLP

Robina Foundation

June 28, 2005

Page 2

Once the special committee is formed, we will set up a conference call with the special committee to consider the Objectors' settlement offer.

Please call me with any questions.

Very truly yours,



David B. Potter

DBP:jam

Enclosure

cc: Andrew Hansen

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF MEETING OF
THE BOARD OF DIRECTORS OF
ROBINA FOUNDATION**

WHEREAS, on June 28, 2005, Robina Foundation ("Robina") have received a settlement offer from the persons objecting to James H. Binger's June 9, 2004 Will (the "Objectors") in relation to In Re: Estate of James H. Binger, Court File No. 27-PA-05-279 and No. 27-PA-PR-371 ("Binger litigation");

WHEREAS, the settlement offer, if accepted, requires Robina to assign any claims that it may have relating to Mr. Binger's estate;

WHEREAS, such assignment would involve potential claims against and/or involving Jane K. Mauer;

WHEREAS, because Jane K. Mauer is a director of Robina, the Board of Directors has decided to appoint a special committee to consider and respond to the above-referenced settlement proposal.

NOW, THEREFORE BE IT RESOLVED that pursuant to its authority, the Board of Directors consents to the adoption of the following resolution by unanimous written consent in lieu of a meeting and waives all notice in connection therewith.

RESOLVED, that pursuant to Article V of Robina's Bylaws, the Board of Directors hereby forms a Special Litigation Committee to review, consider, accept, reject or further negotiate the above-referenced settlement offer and/or to take other action in relation to the Binger litigation. The Special Litigation Committee will have the full authority of Robina to settle and resolve all claims and potential claims involving Robina in the Binger litigation and to

execute any documents relating to any such settlement and resolution, and to hereafter direct Robina's actions in the Binger litigation. The Special Litigation Committee shall consist of the following individuals:

L.D. DeSimone

Steven. A. Schroeder, M.D.

Gordon M. Aamoth, M.D.

FURTHER RESOLVED, that this action may be executed in any number of counterparts, each of which shall be deemed an original, and all of which together shall constitute one instrument.

IN WITNESS WHEREOF, the undersigned directors have executed this Unanimous Written Consent as of the ____ day of June, 2005.

Jane K. Mauer

Steven A. Schroeder, M.D.

L.D. DeSimone

Gordon M. Aamoth, M.D.

ROBINA FOUNDATION

Minutes of the Meeting of the

Board of Directors

October 6, 2005

The Board of Directors of Robina Foundation met by telephone conference at 1:00 p.m. October 6, 2005. Ms. Jane Mauer, Dr. Steven Schroeder, and Dr. Gordon Aamoth, all of the members of the Board participated. The following items were discussed and the following action taken.

1. Michael Prins, insurance broker, informed the Board, of the Directors and Officers Liability insurance policy purchased by Robina from Chubb Insurance Company. The policy provides \$2,000,000 aggregate coverage for each liability event. The policy does not provide coverage for private foundation excise tax liabilities. Dr. Aamoth moved to increase the coverage amount to \$5,000,000 and the motion was approved unanimously.
2. Thomas Lund, attorney with Oppenheimer Wolff & Donnelly LLP, informed the Board that per prior Board resolutions, members of the Special Litigation Committee had been and would be updated by Robina's litigation counsel as to the status of the litigation involving the estate of James H. Binger.

Mr. Lund informed the Board that Robina does not have a basis for requesting early distribution of the estate funds as long as its entitlement to the residue of the estate and the revocable trust has not been confirmed by settlement or court decision. If the proposed settlement is approved, Robina can request JPMorganChase to distribute a significant portion of the estate assets, but has no legal right to receive the funds before the administration of the estate, including the federal and state estate tax proceedings, have been concluded.

Mr. Lund further informed the Board that Robina's distribution obligations under the Internal Revenue Code private foundation rules will not take the James H. Binger estate and trust assets into account until they have been distributed to Robina. Robina will have more than a year to make distributions required by the receipt of the estate and trust assets. Robina's current distribution obligation is based on the funds Mr. Binger contributed in September, 2004. Robina will need to distribute approximately \$150,000 by the end of 2005 to avoid the penalty tax.

3. Dr. Aamoth reported that Abbott Northwestern Hospital is beginning the process of planning the application of Robina grants. He stated that the institution would be incurring expenses in the planning process and believed it would be appropriate for Robina to grant seed money to Abbott Northwestern Hospital and the other designated institutions for this purpose. Dr. Schroeder stated that he believed this would be an appropriate use of Robina's current funds, but that probably only Abbott Northwestern Hospital and the University of Minnesota Law School would need such assistance.

4. Ms. Mauer recalled for the Board the proposal that Robina lease up to 1000 square feet of office space adjoining the Tartan Investments Offices in the IDS Center. She informed the Board that the prospective subtenant now seemed reluctant to take part of the space but stated she believed that the lease would still be a reasonable option for Robina at an initial annual cost of approximately \$32,000. The Board unanimously approved entering into the lease.
5. Dr. Aamoth expressed concern about the small size of the Board and stated that his preference would be to add two Board members by the first of the year. The Board agreed to defer a search for additional members until the estate litigation has ceased to be a Board issue.

There being no further items of business, the meeting was adjourned.

Board Minutes Submitted by Jane K. Mauer, President

UNANIMOUS WRITTEN CONSENT
IN LIEU OF MEETING
OF THE INCORPORATORS
OF
ROBINA FOUNDATION

WHEREAS, Richard L. Dees and Neil T. Kawashima, as incorporators (the "Incorporators"), caused articles of incorporation for Robina Foundation (the "Foundation") to be filed with the Office of the Secretary of State for the State of Minnesota on May 21, 2004; and

WHEREAS, Section 317A.171 of the Minnesota Nonprofit Corporation Act (the "Act") provides that the Incorporators may elect initial directors of the Foundation; and

WHEREAS, the Incorporators have determined it to be in the best interests of the Foundation to elect directors of the Foundation;

NOW, THEREFORE BE IT RESOLVED that pursuant to the authority reserved to the Incorporators under the Act, the Incorporators do hereby consent to the adoption of the following resolutions by unanimous written consent in lieu of a meeting and waive all notice in connection therewith:

FIRST, the following individuals are hereby elected director to serve until the 2004 annual meeting of the board of directors of the Foundation:

James H. Binger

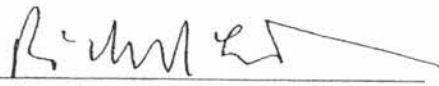
Jane K. Mauer

Gordon M. Aamoth, M.D.

SECOND, effective immediately, the Incorporators hereby resign as incorporators and submit their resignations to the board of directors.

This Unanimous Written Consent may be executed in any number of counterparts.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Incorporators of the Foundation as of the 8th day of June, 2004.


Richard L. Dees


Neil T. Kawashima

THE ABOVE BEING ALL OF THE INCORPORATORS OF THE FOUNDATION

UNANIMOUS WRITTEN CONSENT
IN LIEU OF MEETING
OF THE BOARD OF DIRECTORS
OF
ROBINA FOUNDATION

WHEREAS, Richard L. Dees and Neil T. Kawashima, as Incorporators (the "Incorporators"), caused articles of incorporation for Robina Foundation (the "Foundation") to be filed with the Office of the Secretary of State for the State of Minnesota on May 21, 2004; and

WHEREAS, the Incorporators elected directors of the Foundation by action taken as of June 8, 2004; and

WHEREAS, the Incorporators resigned as incorporators as of June 8, 2004; and

WHEREAS, Section 317A.239 of the Minnesota Nonprofit Corporation Act (the "Act") provides that any action which may be taken at a meeting of directors of a nonprofit corporation, may be taken without a meeting if a unanimous consent in writing is signed by all directors; and

WHEREAS, the directors have determined it to be in the best interests of the Foundation to adopt initial resolutions pertaining to the organization of the Foundation without the necessity of convening a meeting of the directors;

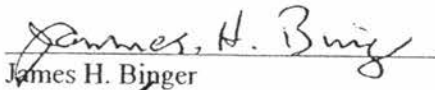
NOW, THEREFORE BE IT RESOLVED that pursuant to the authority reserved to the directors under the Act, the directors do hereby consent to the adoption of the following resolutions by unanimous written consent in lieu of meeting and waive all notice in connection therewith:

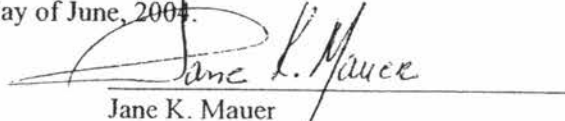
FIRST, the Bylaws in the form attached hereto as EXHIBIT A, are hereby adopted, and, consequently, James H. Binger shall be sole member of the Foundation.

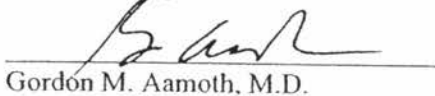
SECOND, all actions taken by the Directors of the Foundation or their duly authorized agents as reflected in the books and records of the Foundation for the period from the time of the incorporation of the Foundation through the date hereof, in all respects, are hereby confirmed, ratified and approved.

This Unanimous Written Consent may be executed in any number of counterparts.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Directors of the Foundation as of the 9 day of June, 2004.


James H. Binger


Jane K. Mauer


Gordon M. Aamoth, M.D.

THE ABOVE BEING ALL OF THE DIRECTORS OF THE FOUNDATION

6/9/04

BYLAWS OF ROBINA FOUNDATION

ARTICLE I

Objectives, Purposes and Mission Statement

Section 1. Charitable Purposes. Robina Foundation (the "Corporation") is organized and operated exclusively for the purposes described in the Corporation's Articles of Incorporation, and all of the Corporation's activities described herein are subject to those purposes. Consistent with the purposes described in the Corporation's Articles of Incorporation, and to the extent permitted under applicable federal tax, state and local law, the Corporation may engage in direct or indirect charitable activities, including, without limitation, the awarding of grants; the conduct of direct charitable activities; joint ventures with other organizations; and the making of so-called "program-related investments."

Section 2. Mission Statement on Charitable Goals. The Corporation was founded to fulfill the various charitable goals of James H. Binger (the "Founder"). The Founder's charitable goals are divided into three broad categories described as follows, not in any order of priority:

(a) Support of Yale University and University of Minnesota Law School. The Founder intends the Corporation to engage in activities that support the educational activities of Yale University ("Yale"), of New Haven, Connecticut, and the University of Minnesota Law School ("U of MN"), of Minneapolis, Minnesota. For purposes of this Mission Statement, the term "educational activities" should be broadly construed to include, without limitation, the support of academic research by students and faculty; undergraduate, graduate and professional school teaching and training; scholarships, fellowships and academic prizes; the improvement of student life; libraries; laboratories; conferences and symposia; journals; faculty endowments; and building projects and capital campaigns related to any of the foregoing.

(b) Support of Abbott Northwestern Hospital. The Founder intends the Corporation to engage in activities that support medical research, treatment and patient care at Abbott Northwestern Hospital ("Abbott Hospital"), of Minneapolis, Minnesota. The Founder also intends to support the philanthropic activities of Abbott Northwestern Hospital Foundation, of Minneapolis, Minnesota, which for purposes of this Mission Statement shall be included within the definition of "Abbott Hospital." For purposes of this Mission Statement, the terms "medical research, treatment and patient care" should be broadly construed to include, without limitation, research into the causes, cure and treatment of diseases and disorders affecting the human body and mind; the teaching and training of medical students, physicians, and other medical personnel; the acquisition and upkeep of medical equipment; laboratories; medical journals; scholarships, fellowships and prizes; conferences and symposia; and building projects and capital campaigns related to any of the foregoing.

(c) Support of the Council on Foreign Relations. The Founder intends the Corporation to engage in International Relations Activities that support the Council on Foreign Relations ("CFR"), of New York, New York. For purposes of this Mission Statement, the term "International Relations Activities" includes, without limitation, research and scholarship into the history of world affairs, political and geopolitical theory, diplomacy, international organizations or relations, war and the causes of war, terrorism, nuclear proliferation and political economy; the promotion of international cooperation and language education; cultural exchanges; conferences and symposia on any of these subjects, scholarships, fellowships and prizes; lectures and journals concerning these subjects; and building projects and capital campaigns related to any of the foregoing.

(d) Named Institutions. Yale, U of MN, Abbott Hospital, and CFR are each referred to below as a "Named Institution" and collectively as "Named Institutions."

Section 3. Mission Statement on Charitable Activities. The Corporation's Articles of Incorporation and this Mission Statement contemplate a broad range of charitable activities in which the Corporation may engage in furtherance of the Founder's charitable goals. The Corporation's Board of Directors (sometimes referred to herein as the "Board") retains ultimate authority to determine the exact manner in which the Corporation conducts its charitable activities. The Founder acknowledges that the Board of Directors has the ultimate responsibility for determining the Corporation's activities. However, the Founder requests that the Board consider the following principles when conducting the Corporation's activities:

(a) Encourage Innovation and Creativity. The Board should support charitable activities that evince innovative thinking and creativity or that promote innovation and creativity in furtherance of the Founder's charitable goals.

(b) Emphasis on Forward-Thinking Projects and Initiatives. The Founder encourages the Board to support projects and initiatives that are aimed at furthering the Founder's charitable goals in the near- and long-term future. Accordingly, the Board should seriously consider supporting proposals that are forward-thinking and futuristic, even though the benefits from such projects may not be fully appreciated and may not come to fruition until the future.

(c) Emphasis on Major Projects and Initiatives. The Founder anticipates that the Corporation will be funded with significant assets. Accordingly, the Founder believes that the most productive use of the Corporation's assets will be to support major projects and initiatives related to the Founder's charitable goals, as opposed to awarding grants to support the day-to-day operations of charitable donees or to fund general operating budgets.

(d) Methods of Proceeding. The Board periodically should invite for consideration a proposal for a project from each of the Named Institutions for major projects and initiatives that are intended to have a significant and positive

long-term impact consistent with the Founder's charitable goals. The Founder intends that the Board will select from among these proposals one or more projects to fund. No Named Institution may propose more than one project at a time. The Board also may fund "think tank" activities at, or in conjunction with, each Named Institution to develop proposals or ideas for future proposals. The Founder is interested in having the Corporation fund only those projects that have long-term objectives, that look to the future, that otherwise might not be funded due to the pressing nature of a Named Institution's immediate needs. [However, a proposal is not forward-looking solely because it is futuristic or fanciful; the Founder intends to encourage projects funded that are practical and in the long-term promise a significant benefit to the Named Institutions.]

(e) Board Member Qualities and Cooperation. The Founder anticipates that the Board will include individuals that are associated with the Named Institutions (either formally or informally at any time), and that the interests of the Named Institutions may at times diverge or even conflict. The Founder intends that the individual members of the Board act as peers cooperating to further the Founder's charitable goals, rather than as advocates for each of the Named Institutions. Accordingly, the Founder intends the members of the Board to be individuals capable of looking beyond the specific needs of the Named Institution with which he or she might be connected so that the directors will cooperate in a manner that will maximize the Corporation's ability to further the Founder's charitable goals. The members of the Board should each evince qualities that the Founder believes will promote the success of the Foundation. These qualities include an inquiring and critical mind, the ability for long-term strategic thought, creativity, open-mindedness, and respect for unconventional ideas and notions of futurism. The Founder does not request or encourage the Board to divide the Corporation's resources equally among the Founder's charitable goals or the Named Institutions. Rather, the Board should consider the merit of each project proposal in light of the Founder's charitable goals, without regard to whether a charitable goal or Named Institution has received a proportionate share of the Corporation's resources. By following this procedure, the Board will ensure that it receives from the Named Institutions the best and most thoughtful proposals. Although the Founder has confidence in the Named Institutions, he believes that the Corporation is likely to have the most impact by funding the most-worthy projects gleaned from the best proposals.

(f) Intended Duration of Charitable Activities. The Founder acknowledges that the Corporation is incorporated as a nonprofit corporation of perpetual duration under Minnesota law, and that following the Founder's death, the Board will have sole authority to continue the Corporation's activities, or alternatively, to dissolve the Corporation in a manner consistent with applicable federal tax, state and local law. The Founder, however, believes that the Board will be able to satisfy the Corporation's charitable goals within approximately 20 years of the Founder's death. Accordingly, the Founder requests that the Board pursue a charitable program for the Corporation that will continue until roughly

the 20th anniversary of the Founder's death, and that the Board consider this intended timeline in formulating a strategy that will maximize the impact of the Corporation's activities in furtherance of the Founder's charitable goals.

Section 4. Change to Mission Statement. The Founder, so long as the Founder is a Member of the Corporation, shall have the right to approve any change in this Mission Statement (including any addition or removal of a Named Institution from this Mission Statement). At such time as when there are no Members of the Corporation, the Board of Directors shall have the sole authority to change this Mission Statement in any manner that it determines appropriate pursuant to a change in these Bylaws described below. While the Founder acknowledges that the Board will have the authority to change this Mission Statement at such time as when there is no Member then acting, the Founder requests the Board to adhere to the terms of the last Mission Statement approved by the Founder, unless circumstances significantly change such that compliance with the Mission Statement becomes impossible or impracticable. Nonetheless, the Founder does not anticipate that circumstances will change in a manner that will require any change to the Founder's charitable goals. However, the Founder acknowledges that the policies, goals, practices or activities of any of the Named Institutions could change in a way that the Founder would not approve. If the Board determines that any of the Named Institutions has changed in a manner that the Founder would not approve, the Board should change the Named Institutions to reflect the Founder's charitable goals.

ARTICLE II

Offices

The principal office for the transaction of the business of the Corporation shall be located in Minneapolis, Minnesota, or such other location as may be determined by the Board of Directors. The Corporation may also have an office or offices within or without the State of Minnesota as the Board of Directors may from time to time establish.

ARTICLE III

Membership

Section 1. Sole Member. The Corporation shall have a sole Member. The Member shall be the Founder.

Section 2. Election of Successor Member. The Member may, but is not required to, elect a successor Member. In the event that the Member fails or ceases to act as Member, such Member's successor shall become sole Member. In the event that the Member fails or ceases to act without electing a successor Member, the Corporation shall cease to have Members, subject to the amendment of these Bylaws by the Board of Directors as provided below. The Member shall at all times maintain his correct address with the Secretary. >

Section 3. Voting. The Member shall vote upon each matter submitted to the Member for a vote at a meeting of the Board of Directors and the Member of the Corporation. At all meetings of the Board of Directors and the Member, the Member may vote in person or by proxy executed in writing by the Member or by his duly authorized attorney in fact.

Section 4. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 5. Resignation and Removal. A Member may resign at any time by written notice filed with the President or Secretary of the Corporation. The Founder may be removed as the Member by the Board only if a physician with whom the Founder has consulted within the prior three years has certified as to such consultation and also as to the Founder's lack of physical or mental capacity to manage his financial affairs.

Section 6. Meetings. The annual meeting of the Member shall be held in conjunction with the annual meeting of the Board of Directors, either within or without the State of Minnesota, with such notice as required under applicable law. Special meetings of the Member may be held at any time on the call of the President or as determined by the Member, with such notice as required under applicable law. Special meetings shall be held at the office of the Corporation, or at such other place, either within or without the State of Minnesota, as may be specified in the notice of the meeting.

Section 7. Waiver of Notice. Whenever any notice is required to be given under statute or under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 8. Quorum. The Member shall constitute a quorum for the transaction of business.

Section 9. Informal Action. Any action required to or which may be taken at a meeting of the Member may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Member with respect to the subject matter thereof.

ARTICLE IV

Board of Directors

Section 1. Powers. Subject to any limitations contained in the Corporation's Articles of Incorporation or these Bylaws, and the limitations of the Minnesota Nonprofit Corporation Act, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Number of Directors. The authorized number of Directors of the Corporation shall be no fewer than three (3) and no more than seven (7), as determined by the Member, if any, otherwise by resolution of the Board.

Section 3. Qualification of Directors. Each Director must be an individual at least 18 years old [and, except for the Member, no more than age 79 at the time he or she is elected to the Board]. A Director need not be a resident of Minnesota. While the Mission Statement contained

in Article I of these Bylaws contemplates that the Founder's charitable goals and the interests of certain named charitable organizations will be considered by the Board, there is no requirement that any Director be formally affiliated with any of the charitable organizations specifically identified herein.

Section 4. Election and Term of Office of Directors. The Member, or if there is no Member then acting, the Board of Directors, shall elect one or more Directors at the annual meeting of the Board of Directors and the Member (if any), in any year in which a vacancy in a Directorship occurs. Each Director, including any Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. The term of office for a Director shall be three (3) years and there is no limitation on the number of times that an individual may be elected Director; however, I believe that the Directors (other than the Member) will be more productive if they serve no more than three terms. The terms of the Directors shall be staggered.

Section 5. Vacancies.

(a) A vacancy or vacancies in the Board shall be deemed to exist (i) in case of the death, resignation, or removal of any Director, or (ii) if the authorized number of Directors is increased. Vacancies on the Board of Directors with respect to a seat held by Director or caused by an increase in the authorized number of Directors shall be filled by election of the Member, or if there is no Member then acting, the Board of Directors. Each Director so elected to fill a vacancy shall hold office for the remainder of the predecessor's unexpired term and until the election of a successor by the Member, or if there is no Member then acting, the Board.

(b) The Member, or if there is no Member then acting, the Board of Directors, may elect additional Directors in excess of the number of Directors permitted under Section 2 of this Article IV at any time after an amendment of these Bylaws is duly adopted authorizing an increase in the number of Directors.

(c) Any Director may resign effective upon giving written notice to (i) the Member, if any, and (ii) the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If a Director resigns by giving notice specifying that such resignation shall be effective at a future time, a successor may be elected before such time to take office when the resignation becomes effective.

(d) No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 6. Removal of Directors. The Member may remove any Director from office at any time, with or without cause. At any time when there is no Member acting, the Board may remove a Director from office at any time, with or without cause. The Board vote to remove a Director must be by affirmative vote of two-thirds or more of the Directors excluding the Director whose removal is being voted on.

Section 7. Place of Meetings. All meetings of the Directors shall be held at any place within or without the State of Minnesota as designated by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 8. Annual Meeting. The Board of Directors of the Corporation shall hold an annual meeting as determined by resolution. The purpose of the annual meeting is for organization, election of Directors, appointment of officers and the transaction of such other business as may properly be brought before the meeting. The Member of the Corporation shall attend and be permitted to participate at any annual meeting of the Board, though shall not be permitted to vote on any matter to be voted on by the Board.

Section 9. Regular Meetings. Regular meetings of the Board of Directors shall be held as frequently as necessary, at such dates, times and places as the Board of Directors shall specify; provided, however, that should said day fall upon a holiday observed by the Corporation at its principal office, then said meeting shall be held at the same time on the next day thereafter which is a full business day. The Member shall be permitted to attend and participate at any regular meeting of the Board, though shall not be permitted to vote on any matter to be voted on by the Board.

Section 10. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Member, any officer, or any two (2) Directors of the Corporation. The Member shall be permitted to attend and participate at any special meeting of the Board, though shall not be permitted to vote on any matter to be voted on by the Board.

Section 11. Notice of Regular, Annual and Special Meetings. Regular meetings of the Board of Directors shall be held without notice at a designated time and place agreed to by a majority of the Board. Annual and Special meetings of the Board of Directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally, by overnight mail, telephone, facsimile or electronic mail. Any such notice shall be addressed or delivered to the Member and each Director at his or her address, telephone or facsimile number or electronic mail address, as the case may be, appearing on the books of the Corporation, or at such other address, telephone or facsimile number or electronic mail address, as the case may be, as may be supplied by said Member, Director for the purpose of notice. In the case of special meetings, the notice shall state the business to be transacted at the special meeting and no business other than that so stated shall be transacted at any such meeting. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a courier for overnight deliver or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 12. Consent to Meetings; Waiver of Notice. The transaction of business at any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present.

and if, either before or after the meeting, the Member and each of the Directors entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of such meeting or an approval of the minutes of the meeting. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to the Member and any Director who attends the meeting without protesting the lack of notice to the Member or such Director prior to, or at the commencement of, the meeting.

Section 13. Quorum; Act of Directors. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business except (a) to remove a Director as provided in Section 6 of Article IV or (b) to adjourn as provided in Section 16 of this Article IV. The act of a majority of the Directors present at any time at which there is a quorum shall be the act of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation or these Bylaws. Notwithstanding the previous provisions of this Section 13, a meeting at which a quorum initially is present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 14. Action By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 15. Participation in Meetings by Conference Telephone. The Member and Directors may participate in a meeting through use of conference telephone or similar communications equipment, as long as all individuals participating in such meeting can hear one another. Participation in a meeting in accordance with this Section 15 shall constitute presence in person at that meeting.

Section 16. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given a reasonable time prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 17. Rights of Inspection. The Member and every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind, and to inspect the physical properties of the Corporation.

Section 18. Fees and Compensation. The Member, Directors and members of committees shall not receive any salary, wages, bonus, dividends or other compensation or expense reimbursement by virtue of serving as the Member, a Director or committee member unless such compensation or expense reimbursement is specifically disclosed to and approved by the Board of Directors.

ARTICLE V

Committees

Section 1. Committees Generally.

(a) The Board of Directors may, by resolution duly adopted by a majority of the Directors then in office, establish one or more committees. Members of all committees shall be appointed by the Board of Directors. Committees are of two kinds, those having legal authority to act for the Corporation, known as committees of the Board, and those that do not have that authority, known as advisory committees. Committees may be either standing or special. Members of all committees shall serve at the pleasure of the Board. The President, by virtue of his office, shall be an ex-officio member of all committees. The Board may delegate to its committees all legal authority of the Board except with respect to:

- (i) The approval of any action for which applicable law or these Bylaws require approval of a majority of Directors;
- (ii) The filling of vacancies on the Board of Directors or on any committee;
- (iii) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (iv) The amendment or repeal of Bylaws or the adoption of new bylaws;
- (v) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (vi) The appointment of other committees of the Board of Directors.

(b) The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless these Bylaws, the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provisions of Article IV applicable to meetings and actions of the Board of Directors. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board from time to time, as the Board of Directors may require.

Section 2. Committees of the Board. Only the Member and Directors may be appointed to committees of the Board. Each committee of the Board shall consist of two (2) or more Directors. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee.

Section 3. Standing Committees. Standing committees shall consist of such committees as the Board may authorize from time to time. Each such committee shall stand discharged when a new committee is appointed for the same task. Except as otherwise provided in this Article and under applicable statute, standing committee membership may consist of the Member and Directors only, the Member, Directors and nondirectors, or nondirectors only, and also may include nonvoting members and alternate members. Members of standing committees shall be appointed by the Board of Directors. Each such committee shall establish its rules for the conduct of its affairs, shall establish its duties and purposes, and shall perform such other duties as the Board may prescribe from time to time.

Section 4. Advisory Committees. The Board of Directors may appoint one or more advisory committees. Advisory committee membership may consist of the Member and Directors only, the Member, Directors and nondirectors, or nondirectors only, and also may include nonvoting members and alternate members. The chairman and members of advisory committees shall be appointed by the Board of Directors of the Corporation. Advisory committees shall have no legal authority to act for the Corporation, but shall report their findings and recommendations to the Board of Directors.

Section 5. Term of Office. The chairman and each member of a standing committee shall serve until the next election of Directors and until his or her successor is appointed, or until such committee is sooner terminated, or until he or she is removed, resigns, or otherwise ceases to qualify as a member of the committee. The chairman and each member of a special committee shall serve for the life of the committee unless they are sooner removed, resign, or cease to qualify as members of such committee.

Section 6. Quorum; Meetings. A majority of the members of the committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties.

Section 7. Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

ARTICLE VI

Officers

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as shall be deemed necessary by the Board.

Section 2. Election and Term of Office. The President, the Secretary and the Treasurer shall be elected by the Board of Directors at its annual meeting. Except as otherwise provided in these Bylaws, officers shall serve at the pleasure of the Board and shall hold office until their successors shall be elected and qualified to serve or until they shall resign or shall be removed or disqualified to serve. Any two or more offices may be held by the same person.

Section 3. Other Officers. The Board of Directors may elect or authorize the appointment of such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time prescribe.

Section 4. President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the Corporation. The President shall have such other authority and duties as are usually vested in the office of President of a corporation and as from time to time may be prescribed by the Board and these Bylaws.

Section 5. Vice President. The Vice President (if any) shall have such authority and perform such duties as the Board of Directors may determine from time to time.

Section 6. Secretary. The Secretary shall send or cause to be sent appropriate notices and prepare or cause to be prepared agendas for all meetings of the Board of Directors, shall act as custodian of all records and reports, and shall be responsible for keeping and reporting of adequate records of all meetings of the Board of Directors. The Secretary shall have such other authority and duties as are usually vested in the office of the Secretary and as may be prescribed from time to time by the Board of Directors and these Bylaws.

Section 7. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and shares. The books of account shall at all reasonable times be open to inspection by the Member and any Director. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to be dispersed the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Directors or the Bylaws.

Section 8. Removal and Resignation.

(a) Any officer may be removed, either with or without cause, by the majority vote of the Board of Directors at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment.

(b) Any officer may resign at any time by giving written notice to the Board, but without prejudice to the rights, if any, of the Board under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VII

General Provisions

Section 1. Voting Shares. The Corporation may vote any and all shares or memberships held by it in any other corporation by such officer, agent or proxy as the Board of Directors may appoint, or, in the absence of any such appointment, by the President, the Secretary or the Treasurer and, in such case, such officers or any of them similarly may appoint a proxy to vote said shares.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Corporation and any and all securities owned or held by the Corporation shall be signed or endorsed by such person or persons and in such manner as may from time to time be determined by the Board of Directors.

Section 3. Inspection of Corporate Records. The accounting books and records and minutes of proceedings of the Board and committees of the Board shall be open to inspection upon written demand on the Corporation of the Member, any Director at any reasonable time for a purpose reasonably related to the Member or such Director's interests. The Corporation shall keep in its principal office in the State of Minnesota the original or a copy of its Articles of Incorporation and a copy of these Bylaws, as amended to date, which shall be open to inspection by the Member and Directors at all reasonable times during office hours. In no event shall the right of inspection of the Corporation's Member and Directors be construed to extend to the right to inspect employee personnel records or confidential patient records or any of the Corporation's documents related thereto.

Section 4. Endorsement of Documents; Contracts. Any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the President, the Secretary, or the Treasurer, shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Any such instrument may be signed by any other officers, agents or employees and in such manner as shall from time to time be determined by the Board of Directors and, unless so authorized by the Board of Directors no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the Minnesota Nonprofit Corporation Act shall govern the construction of these Bylaws.

Section 6. No Corporate Seal. The Corporation shall not have a corporate seal.

ARTICLE VIII

Indemnification and Insurance

Section 1. Action Not By or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a Member, Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for-profit or not-for-profit, against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 2. Action By or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact the person is or was a Member, Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation,

business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses, including actual and reasonable attorneys' fees and amounts paid in settlement incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the Corporation, unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Section 3. Expenses. To the extent that a Member, Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 1 or 2 or in defense of any claim, issue or matter in the action, suit or proceeding, the successful party shall be indemnified against expenses, including actual and reasonable attorneys' fees, incurred in connection with the action, suit or proceeding and in any action, suit, or proceeding brought to enforce the mandatory indemnification provided in this Article VIII.

Section 4. Approval of Indemnification. Any indemnification under Section 1 or 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Member, Director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, then by a majority vote of a committee of the Board, none of the members of which are parties to the action, or (iii) by independent legal counsel in a written opinion. If a person is entitled to indemnification under Section 1 or 2 for a portion of expenses, including attorneys' fees, judgment, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 5. Reimbursement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or 2 may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Member, Director, officer, employee or agent to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified as authorized in this Article VIII. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 6. Continuation of Indemnification. The indemnification provided by this Article VIII shall continue as to a person who has ceased to be a Member, Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Member, Director, officer, employee or agent of the

Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power or duty to indemnify the person against such liability under the provisions of this Article VIII.

Section 8. References. For purposes of this Article VIII, reference to the Corporation includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation or business corporation, so that a person who was or is a director, officer, employee or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation or business corporation as the person would if the person had served the resulting or surviving corporation in the same capacity.

Section 9. Contract Rights Not Affected. Nothing contained in this Article VIII shall affect any rights to indemnification or advancement of expenses to which persons may be entitled by contract or otherwise by law. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 10. Private Foundation Excise Taxes. In connection with the defense of a judicial proceeding under Chapter 42 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law, no person shall under any circumstances be indemnified for taxes, penalties or expenses of correction and further no person shall be indemnified for other expenses in connection with such judicial proceedings unless: (i) such other expenses are reasonably incurred by the person in connection with such proceeding; (ii) the person is successful in such defense, or such proceeding is terminated by settlement and the person has not acted willfully or without reasonable cause with respect to the act or failure to act which led to liability for tax under said Chapter 42. Notwithstanding the foregoing, the Corporation shall not indemnify any Member, Director, officer, employee or agent of the corporation if such indemnification shall constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law.

ARTICLE IX

Amendments

Section 1. Amendments. These Bylaws, the Articles of Incorporation of the Corporation and any part thereof may be amended or repealed, and new Bylaws may be adopted only by the affirmative vote of the Member, or if there is no Member then acting, by two-thirds of the Board of Directors of the Corporation at a duly called meeting at which a quorum is present, or by the written consent of all of the Directors.

Section 2. Record of Amendments. Whenever a new Bylaw or amendment thereto is adopted, it shall be included in the corporate minute book with the original Bylaws. If any Bylaw or amendment thereto is repealed, the fact of repeal with the date of the meeting or action by written consent when said repeal was adopted shall be stated in a writing placed in the corporate minute book with the original Bylaws.

CH99 4306969-4.071212.0011

UNANIMOUS WRITTEN CONSENT
IN LIEU OF MEETING
OF THE MEMBER
OF
ROBINA FOUNDATION

WHEREAS, the directors of Robina Foundation (the "Foundation") adopted bylaws for the Foundation as of the date hereof, having the effect, among other things, of nominating and installing James H. Binger as member of the Foundation; and

WHEREAS, the Foundation's bylaws authorize the member to elect all directors of the Foundation; and

WHEREAS, the Member has determined it to be in the best interests of the Foundation to elect directors of the Foundation pursuant to the Foundation's bylaws;

NOW, THEREFORE BE IT RESOLVED that pursuant to the authority reserved to the Member under the Minnesota Nonprofit Corporation Act and the Foundation's bylaws, the Member hereby consents to the adoption of the following resolution by unanimous written consent in lieu of a meeting and waives all notice in connection therewith:

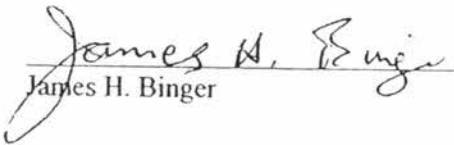
RESOLVED, the following individuals are hereby elected director to serve until the 2007 annual meeting of the board of directors of the Foundation:

James H. Binger

Jane K. Mauer

Gordon M. Aamoth, M.D..

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent of the Member of the Foundation as of the 9 day of June, 2004.


James H. Binger

THE ABOVE BEING THE SOLE MEMBER OF THE FOUNDATION

UNANIMOUS WRITTEN CONSENT
IN LIEU OF ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS
OF
ROBINA FOUNDATION

WHEREAS, the initial board of directors of Robina Foundation (the "Foundation") adopted bylaws (the "Bylaws") for the Foundation as of the date hereof, having the effect, among other things, of nominating and installing James H. Binger as sole member of the Foundation (the "Member"); and

WHEREAS, the Member elected directors of the Foundation pursuant to the Bylaws as of the date hereof; and

WHEREAS, Section 317A.239 of the Minnesota Nonprofit Corporation Act (the "Act") provides that any action which may be taken at a meeting of directors of a nonprofit corporation, may be taken without a meeting if a unanimous consent in writing is signed by all directors entitled to vote; and

WHEREAS, the directors have determined it to be in the best interests of the Foundation to adopt initial resolutions pertaining to the organization of the Foundation without the necessity of convening a meeting of the directors;

NOW, THEREFORE BE IT RESOLVED that pursuant to the authority reserved to the directors under the Act and the Bylaws, the directors do hereby consent to the adoption of the following resolutions by unanimous written consent in lieu of an organizational meeting and waive all notice in connection therewith:

FIRST, the following individuals are hereby elected to the offices shown opposite their names, to serve for the term provided in the Bylaws:

<u>Officer</u>	<u>Office</u>
James H. Binger	President
Jane K. Mauer	Treasurer
Gordon M. Aamoth, M.D.	Secretary

SECOND, the Secretary of the Foundation is hereby directed to insert (1) a copy of the articles of incorporation; (2) a copy of the Bylaws; (3) a copy of the Incorporators' unanimous written consent; (4) a copy of the directors' unanimous written consent; (5) a copy of the member's unanimous written consent; and (5) a copy of this unanimous written consent, into the minute book of the Foundation and to insure that copies of such documents are kept at the principal office of the Foundation.

THIRD, the officers of the Foundation are hereby authorized to hire employees and engage independent contractors in furtherance of, and to carry out, the Foundation's lawful activities.

under such terms and conditions as the officers deem appropriate, and are hereby directed to comply with any legal requirements related to such employment or engagement.

FOURTH, the President of the Foundation is hereby authorized and directed, in the name of the Foundation and in any name under which it is doing business, to designate any bank or banks lawfully doing business as depositories in which funds of the Foundation may be deposited from time to time and is authorized to appoint any officer or employee of the Foundation to sign any and all checks, drafts and orders against any funds standing to the Foundation's credit with such bank or banks. In connection with the designation of such bank or banks as depositories of the Foundation, the officers are hereby authorized to take such action from time to time on behalf of the Foundation as such persons may deem proper in order to effect such designation. Any standard form of corporate banking resolution required by such bank or banks in connection with such designation shall be certified by the President or Secretary of the Foundation as having been adopted by the directors pursuant to this resolution with the same force and effect as if presented to the directors and adopted thereby on the date of these resolutions, and shall be included in the minute book of the Foundation.

FIFTH, the President is hereby expressly authorized to (1) purchase or otherwise acquire stocks, bonds, securities and other investments on behalf of the Foundation; and (2) sell, transfer, or otherwise dispose of any of the corporation's assets at a time and for a consideration that the President deems appropriate.

SIXTH, the disbursements of the funds of the Foundation shall be made in accordance with such rules, limitations and procedures as shall be established by the President.

SEVENTH, the President is authorized to prescribe rules or limitations with respect to the authority of the officers and employees of the Foundation to make or authorize the making of expenditures of funds of the Foundation, and the making of commitments of a contractual nature on behalf of the Foundation.

EIGHTH, disbursements of the funds of the Foundation may be made by checks, drafts, or other instruments signed on behalf of the Foundation by the President, Treasurer, or Secretary, or any representative thereof designated by the Secretary and approved by the President.

NINTH, the officers of the Foundation are authorized to obtain for the Foundation and its officers and directors, any and all insurance as is needed from time to time in the discretion of the officers for the conduct of the business of the Foundation.

TENTH, the fiscal year of the Foundation shall end on December 31 of each year.

ELEVENTH, the officers of the Foundation are authorized and directed (1) to make (or cause to be made) such filings, registrations and applications; (2) to execute and deliver (or cause to be executed and delivered) such documents and instruments; and (3) to do (or cause to be done) such acts and other things as the officers deem appropriate to obtain such licenses, authorizations, registrations and permits as are appropriate for the Foundation's business. Furthermore, the officers of the Foundation are authorized and directed to fulfill (or cause to be fulfilled) such legal requirements as are applicable to the Foundation or its business or to complete the organization of the Foundation, including, without limitation, authorizing the attorneys for the Foundation, McDermott, Will & Emery, to apply for federal and state tax-exempt status on behalf of the

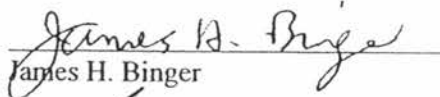
Foundation, and to complete and file any documents necessary to preserve the good standing and tax-exempt status of the Foundation under state or federal law.

TWELFTH, the officers of the Foundation are authorized to do (or cause to be done) any and all such acts and things, and execute and deliver (or cause to be executed and delivered) any and all documents and papers as they may deem necessary or appropriate to carry out the purposes of the foregoing resolutions.

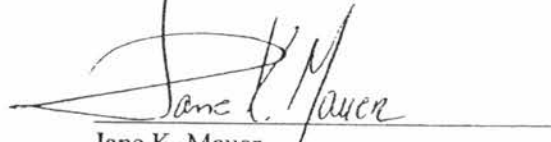
THIRTEENTH, all actions taken by the officers or directors of the Foundation or their duly authorized agents as reflected in the books and records of the Foundation for the period from the time of the incorporation of the Foundation through the date hereof, in all respects, are hereby confirmed, ratified and approved, including, without limitation, such actions as may have been performed by the Incorporator and aforementioned attorneys for the Foundation related to the organization of the Foundation and application for tax-exempt private foundation status.

This Unanimous Written Consent may be executed in any number of counterparts.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Directors of the Foundation as of the 9 day of June, 2004.


James H. Binger

Gordon M. Aamoth, M.D.


Jane K. Mauer

THE ABOVE BEING ALL OF THE DIRECTORS OF THE FOUNDATION

CH99 4311285-1.071212.0011

UNANIMOUS WRITTEN CONSENT
IN LIEU OF MEETING
OF THE MEMBER
OF
ROBINA FOUNDATION

WHEREAS, James H. Binger is the sole member of the Foundation; and

WHEREAS, the bylaws of Robina Foundation (the "Foundation") authorize the member to elect all directors of the Foundation; and

WHEREAS, the member has determined it to be in the best interests of the Foundation to elect directors of the Foundation pursuant to the Foundation's bylaws;

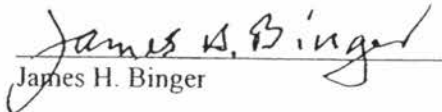
NOW, THEREFORE BE IT RESOLVED that pursuant to the authority reserved to the member under the Minnesota Nonprofit Corporation Act and the Foundation's bylaws, the member hereby consents to the adoption of the following resolution by unanimous written consent in lieu of a meeting and waives all notice in connection therewith:

RESOLVED, the following individuals are hereby elected director to serve until the 2007 annual meeting of the board of directors of the Foundation:

Steven A. Schroederer

L.D. "Desi" DeSimone

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent of the Member of the Foundation as of the 23 day of September, 2004.


James H. Binger

THE ABOVE BEING THE SOLE MEMBER OF THE FOUNDATION

ROBINA FOUNDATION

C/O FAEGRE & BENSON LLP
2200 WELLS FARGO CENTER, #32006
90 SOUTH SEVENTH STREET
MINNEAPOLIS, MINNESOTA 55402-3901

DR. GORDON M. AAMOTH, PRESIDENT
TELEPHONE: (612) 766-7989
FACSIMILE: (612) 766-1600
C/O CARMELA GIARDINA
E-MAIL: GAAMOTH@MSN.COM

December 26, 2006

Richard C. Levin Ph.D.
President
Yale University
157 Church Street
New Haven, CT 06510-2100

Dear President Levin:

Enclosed is a check in the amount of \$50,000 from Robina Foundation. The grant is subject to the terms of this letter.

Robina Foundation focuses its grant making on several organizations, including Yale University, and seeks to support major projects and initiatives that are forward-thinking, innovative, and creative. The Foundation requires that the enclosed grant be used for such a project. The grant may not be used to support general operating expenses.

If Yale University has a project that you believe would appropriately be supported with this grant, please send me a description of the project, an explanation of the features of the project that are forward-thinking, innovative and creative, and a budget for the project. I will then let you know whether the Foundation agrees to support the project. Alternatively, you may use this grant to plan a project that meets Robina Foundation's funding criteria and to develop a proposal for further funding from the Foundation. This grant may not be spent until you inform Robina Foundation of the planned use of the funds and the Foundation has agreed to that use.

Robina Foundation is pleased to support the work of Yale University. If you have any questions or would like to discuss this grant further, please do not hesitate to contact me.

Very truly yours,

ck # 1011

Gordon M. Aamoth, M.D.
President

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1119334
1123618

STATE OF MINNESOTA)
) SS.
COUNTY OF HENNEPIN)

AFFIDAVIT OF TRUSTEE

Anita Medina Tyson, being first duly sworn on oath, says that:

1. Affiant is the Vice President of J. P. Morgan Trust Company, N.A., the trustee named in that certain Certificate of Trust dated June 21, 2006, which relates to real property in Hennepin County, Minnesota legally described on Exhibit A attached hereto and made a part hereof.

2. The name and address of the trustee empowered by the Trust Instrument to act at the time of the execution of this Affidavit is as follows:

J. P. Morgan Trust Company, N.A.
345 Park Avenue 4th Floor
New York, NY 10154-1002

3. The trustee who has executed that certain instrument relating to the real property described above between J. P. Morgan Trust Company, N.A., as Trustee of the James H. Binger Revocable Trust, Grantor, and Robina Foundation, a Minnesota non-profit corporation, Grantee, dated June 21, 2006:

- (a) is empowered by the provisions of the trust to sell, convey, pledge, mortgage, lease, or transfer title to any interest in real property held in trust; and

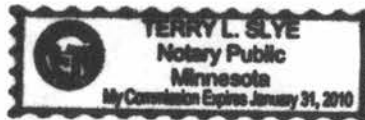
4346024

Metro Legal Services Inc.
Box 401

- (b) is the requisite number of trustees required by the provisions of the trust to execute and deliver such an instrument.
4. The Trust has not terminated and has not been revoked.
5. There has been no amendment to the Trust which limits the power of trustee to execute and deliver the instrument described in paragraph 3.
6. The Trust is not supervised by any court.
7. Affiant does not have actual knowledge of any facts indicating that the Trust is invalid.

Mike Melvin Tyson, Vice President
Affiant

Subscribed and sworn to
before me this 21 day
of JUNE, 2006.



Terry L. Slye
Notary Public

THIS INSTRUMENT DRAFTED BY:
Briggs and Morgan, P.A. (AMB)
2200 First National Bank Building
332 Minnesota Street
St. Paul, Minnesota 55101
(651) 808-6600

EXHIBIT A
(Legal Description)

Parcel 1:

Par 1: The Southwest Quarter of the Southeast Quarter, Section 8, Township 118, Range 24.

(PIN NO. 08-118-24-43-0001)

Parcel 2:

Par 2: That part of the Southeast Quarter of the Southwest Quarter of Section 8, Township 118, Range 24, lying Northerly of the Northerly line of Great Northern Railway except the North 475.00 feet thereof;

That part of Government Lot 3, Section 8, Township 118, Range 24, lying Easterly of the centerline of travel of the town road; and lying Northerly of the Northerly line of Great Northern Railway, and lying South of a line drawn parallel with and distant 475.00 feet South of the North line of the Southeast Quarter of the Southwest Quarter of said Section 8 extended West.

(PIN NO. 08-118-24-34-0002)

Parcel 3:

Par 3: That part of the Northeast Quarter of the Northwest Quarter of Section 17, Township 118, Range 24, lying Northerly of the Northerly right-of-way line of the Great Northern Railway Company.

(PIN NO. 17-118-24-21-0001)

Parcel 4:

That part of Government Lot 3, Section 8, Township 118, Range 24, lying Southerly of the Southerly line of Great Northern Railway and Easterly of the centerline of the town road.

(PIN NO. 08-118-24-33-0002)

Parcel 5:

Government Lot 4 of Section 8, Township 118, Range 24;

(PIN NO. 08-118-24-44-0001)

Parcel 6:

Government Lot 1 of Section 9, Township 118, Range 24;

(PIN NO. 09-118-24-33-0001)

Parcel 7:

That part of the West Half of the Northeast Quarter, the Southeast Quarter of the Northeast Quarter and Government Lot 1, all in Section 17, Township 118, Range 24, lying Northerly of the Northerly right-of-way line of the Burlington Northern Santa Fe Railway;

(PIN NO. 17-118-24-12-0001)

Parcel 8:

That part of Government Lot 5 of Section 16, Township 118, Range 24, lying Northerly of the Northerly right-of-way line of the Burlington Northern Santa Fe Railway; and

(PIN NO. 16-118-24-23-0001)

Parcel 9:

Government Lot 1, Section 16, Township 118, Range 24.

(PIN NO. 17-118-24-11-0002)

Subj: **Lake Robina Property Tax ID Numbers**
Date: 5/14/2007 11:46:43 AM Central Daylight Time
From: Nosde2
To: CGears@threeriversparkdistrict.org

Below is the list of ID numbers for the Lake Robina property:

17-118-24 11 0002
17-118-24 12 0001
17-118-24 21 0001
16-118-24 23 0001
09-118-24 33 0001
08-118-24 33 0002
08-118-24 34 0002
08-118-24 43 0001
08-118-24 44 0001

Nancy Gilberg
Assistant to Gordon Aamoth
Phone: 612-333-2313

See what's free at AOL.com.

① 1119333
1119334
1123618

CERTIFICATE OF TRUST

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Anita Medina Tyson, being first duly sworn, on oath says:

1. The Name of the Trust is: James H. Binger Revocable Trust.
2. The date of the Trust Instrument is: December 14, 1993, restated in its entirety on November 30, 2001 and restated in its entirety on June 9, 2004.
3. The name of the Settlor is: James H. Binger.
4. The name of the original Trustee is: James H. Binger.
5. The name and address of the Trustee empowered to act under the Trust Instrument at the time of the execution of this Certificate of Trust is:

J. P. Morgan Trust Company, N.A.
345 Park Avenue 4th Floor
New York, NY 10154-1002

6. The Trustee is authorized by the Trust Instrument to sell, convey, pledge, mortgage, lease, or transfer title to any interest in real property or personal property except as limited by the following (if none, so indicate): None.
7. Any other Trust provisions the undersigned wishes to include: NONE.
8. The Trust Instrument has not been revoked.
9. The statements contained in this Certificate of Trust are true and correct and there are no other provisions in the Trust Instrument or amendments to it that limit the

4341023

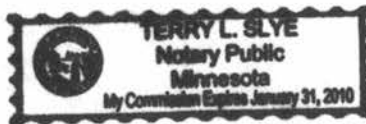
powers of the Trustee to sell, convey, pledge, mortgage, lease, or transfer title to interests in real or personal property.

10. She is the Vice President of J. P. Morgan Trust Company, N.A.,
a national banking association, which is the Trustee
of the Trust.

Arta Medina Tyron, Vice President

Subscribed and sworn to before me
this 21 day of June, 2006.

Terry L. Slye
Notary Public



THIS INSTRUMENT WAS DRAFTED BY:

Briggs and Morgan, P.A. (AMB)
2200 First National Bank Building
332 Minnesota Street
St. Paul, Minnesota 55101
(651) 808-6600

BRIMO SIP
A. LEMKE





Doc No 4341023 12/27/2006 02:00 PM
Certified filed and or recorded on above date:

Office of the Registrar of Titles
Hennepin County, Minnesota
Michael H. Cuniff, Registrar of Titles
TransID 279454

New cert

Cert

1119333

1119334

1123618

Deputy 58

Fees

\$1.50 AF

\$10.50 STATEFEE

\$34.00 TDOCFEE

\$0.00 TSUR

\$40.00 REFIFEE

\$86.00 Total