

EXHIBIT D

Filed in District Court
State of Minnesota
05/01/2026

STATE OF MINNESOTA

DISTRICT COURT

COUNTY OF KOOCHICHING

NINTH JUDICIAL DISTRICT

Case Type: Civil Other/Miscellaneous

In the Matter of Lundgren Scholarship

Court File No. _____

PROPOSED ORDER

Petitioner, Independent School District No. 363, South Koochiching-Rainy River School District (“Petitioner”), filed a Petition with the Court pursuant to Minn. Stat. § 309.755(b) requesting Modification of Agreement Creating Helen Olson Lundgren (Indus School 1937) Special Fund for the Benefit of Indus School Students and Graduates (“the Agreement”).

Based upon a review of the Petition, supporting declarations, exhibits, and files herein, the Court hereby makes the following:

FINDINGS OF FACT

1. In 1995, Carl Lundgren established the Lundgren Scholarship through an Agreement with Petitioner for the benefit of students attending the Indus School.
2. The Indus School has since been closed by Petitioner, and students eligible to benefit from the Agreement are now attending multiple schools and districts not under the control of Petitioner.

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3. As a result of these changed circumstances, administration of the Lundgren Scholarship in accordance with the original terms of the Agreement has become impracticable.
4. The Agreement designates Kenneth Ashmore, as personal representative of the donor, as the individual authorized to approve modifications following the donor's death.
5. Kenneth Ashmore is deceased, and despite diligent efforts, no successor has been identified.
6. Petitioner and the River Valley Development Association ("the RVDA"), a local 501(c)(3) nonprofit organization, have agreed that the RVDA is a suitable entity to administer the Lundgren Scholarship in a manner consistent with the donor's original charitable intent.
7. Petitioner and the RVDA have executed a proposed addendum to the Agreement reflecting the transfer of administrative responsibilities to the RVDA.
8. The requested modification is necessary to ensure that the Lundgren Scholarship continues to serve its intended charitable purpose.
9. The proposed modification is consistent with the donor's intent and represents a reasonable and prudent means of administering the Lundgren Scholarship under current circumstances.
10. There is no adverse party who contests the requested modification.
11. The arbitration clause contained in the Agreement is not applicable to this action because there is no opposing party and there is no dispute at issue.

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Based upon the foregoing, the Court makes the following:

CONCLUSIONS OF LAW

1. The Court has jurisdiction over this matter pursuant to Minn. Stat. § 309.73, *et seq.*
2. This matter presents a non-adversarial proceeding in which judicial intervention is appropriate due to the absence of any authorized party capable of approving modification of the Agreement.
3. Modification of the Agreement is permitted here because compliance with the original terms has become impracticable.
4. The proposed modification is consistent with the donor's charitable intent.
5. The proposed transfer of responsibility to the RVDA is therefore appropriate and in furtherance of the purposes of the Lundgren Scholarship.

Accordingly, based upon the foregoing Findings of Fact and Conclusions of Law, the Court hereby makes the following:

ORDER

1. Petitioner's Petition for modification of the Agreement is GRANTED.
2. The Agreement is hereby MODIFIED to designate the RVDA as the organization responsible for administration of the Lundgren Scholarship.
3. The proposed addendum to the Agreement executed by the RVDA on November 5, 2025, is hereby APPROVED.
4. The RVDA is authorized to administer the Lundgren Scholarship in a manner consistent with the terms of the modified Agreement and the donor's charitable intent.

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5. Petitioner is authorized to take all actions necessary to transfer administrative responsibility and all associated funds to the RVDA.

LET JUDGMENT BE ENTERED ACCORDINGLY.

Dated: _____



Judge of District Court

Shermoen, Jerrod

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