Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: **Northern Plains Heritage Foundation**

A Employer identification number: **20-2045851**

Number and street (or P O box number if mail is not delivered to street address): **401 West Main Street** — Room/suite:

B Telephone number (see instructions): **701-663-4758**

City or town, state, and ZIP code: **Mandan, ND 58554**

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☑ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 11,589.49

J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) ____________ *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	36,613			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	36,613			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	25,434			
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	621			
	22	Printing and publications	880			
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	26,935			
	25	Contributions, gifts, grants paid				
	26	**Total expenses and disbursements.** Add lines 24 and 25	26,935			
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	9,678			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	1,911.88	11,589.49	11,589.49
2	Savings and temporary cash investments			
3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
5	Grants receivable	10,250.55	7,196	7,196
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment: basis ▶ Less. accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	12,162.43	18,785	18,785
Liabilities				
17	Accounts payable and accrued expenses	11,273.94	16,817	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	11,273.94	16,817	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	1,911.88	1,968	
31	**Total liabilities and net assets/fund balances** (see instructions)	12,162.43	18,785	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,911
2	Enter amount from Part I, line 27a	2	9,678
3	Other increases not included in line 2 (itemize) ▶ **Accounts receivable**	3	7,196
4	Add lines 1, 2, and 3	4	18,785
5	Decreases not included in line 2 (itemize) ▶ **Accounts payable**	5	16,817
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,968

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010			
2009			
2008			
2007			
2006			

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter. ____________ **(attach copy of letter if necessary—see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be. **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	✓	
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ **North Dakota**			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ northernplainsheritage.org

14 The books are in care of ▶ Fort Abraham Lincoln Foundation Telephone no. ▶ 701-663-4758

Located at ▶ 401 West Main, Mandan, ND ZIP+4 ▶ 58554-3164

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		✓
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		✓

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
David Borlaug, 232 Coulee Drive, Washburn, ND 58577	President, 8 hours	0	0	0
Signe Snortland, 110 W. Ave A, Bismarck, ND 58501	Vice-President, 6 hrs.	0	0	0
Sarah Vogel, 1203 N. 4th St., Bismarck, ND 58501	Past President, 4 hrs.	0	0	0
Keith Ulmer, 403 Birchwood Dr., Bismarck, ND 58504	Secretary, 4 hours	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Extended cooperative agreement with National Park Service.	1,500
2 Inaugurated grant program, received and reviewed 13 grant applications; proposed funding of 9; dealt with NPS	14,000
3 Produced draft management plan for National Heritage Area for review by NPS and public	10,000
4 *Meeting and travel expense*	1,435

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	
6	**Minimum investment return.** Enter 5% of line 5	6	

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

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2011 from Part VI, line 5 2a		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII **Qualifying Distributions** (see instructions)

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

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				
2	Undistributed income, if any, as of the end of 2011.				
a	Enter amount for 2010 only				
b	Total for prior years. 20___,20____,20____				
3	Excess distributions carryover, if any, to 2011:				
a	From 2006				
b	From 2007				
c	From 2008				
d	From 2009				
e	From 2010				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2011 distributable amount				
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2007				
b	Excess from 2008				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . ▶ **March 9, 2007**

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

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter. **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter ⅔ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Total . . . . ▶ **3a**				
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 ______

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		
	(2) Other assets	1a(2)		
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
	(3) Rental of facilities, equipment, or other assets	1b(3)		
	(4) Reimbursement arrangements	1b(4)		
	(5) Loans or loan guarantees	1b(5)		
	(6) Performance of services or membership or fundraising solicitations	1b(6)		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Tony Potts | 5-22-12 | ▶ ADMINISTRATOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Part VII 1a, Details of Lobbying Activities:

The following may not qualify as "lobbying activities," but are detailed in the interests of full disclosure.

There were two bills filed in the North Dakota Legislature in 2011 which addressed the operations of the Northern Plains National Heritage Area. The President of the Northern Plains Heritage Foundation testified on one of those bills in that capacity and as President of the Lewis and Clark Fort Mandan Foundation; and the executive director of the entity providing administrative services testified on both.

Copies of testimony are attached.

Testimony of David Borlaug in Opposition to SB 2204
House Government and Veterans Affairs Committee
Thursday, March 17, 2011

With apologies for my absence from this hearing today (I am in Fargo fundraising all this week), please accept this brief testimony in opposition to Senate Bill 2204.

As president of the Northern Plains Heritage Foundation, I urge you not to concur with the Senate's view that State agencies and lands should not benefit from the National Heritage Area designation. This program is an economic development opportunity to promote tourism in our region, and we would certainly want our State's attractions, including the Heritage Center, Cross Ranch and Fort Abraham Lincoln State Parks, benefitting. The requirement to secure legislative approval would make grants virtually impossible to administer, given the every-other-year legislative schedule.

As president of the Lewis & Clark Fort Mandan Foundation, I must speak very directly to the negative impact this bill, as currently stated, has on my foundation, which is entirely responsible for the operation, maintenance and programming of the North Dakota Lewis & Clark Interpretive Center at Washburn. As my testimony before the Senate committee stated, this facility is owned by the people of North Dakota and operated by our non profit in a wonderful public-private partnership.

That partnership puts the great financial burden on our non profit foundation, and while the vast majority of our support comes from private contributions, we are grateful for any support we may get from state and federal sources. This requirement for legislative approval to have our Interpretive Center receive any grants through the National Heritage Area flies in the face of the long term agreement we have with North Dakota Parks and Recreation.

Non profits like ours need all the help we can get to meet our financial obligations, in this case, operating a State-owned facility. Our work is done on behalf of the people of North Dakota. Please do not hinder our fundraising efforts in this way.

Thank you for your consideration, and I will be happy to meet with you upon my return.

The Northern Plains National Heritage Area - National Recognition of North Dakota's Legends Testimony of Tracy Potter, Executive Director of the Fort Abraham Lincoln Foundation in regard to SB 2204.

The cliché, "No man's life, liberty or property is safe while the Legislature is in session," is at least 150 years old. The first recorded use of the phrase was from New York Judge Gideon Tucker in1866. Tucker called it a common saying at the time.

North Dakota Senate Bill 2204 reminded me of the cliché. The bill attempts to prevent both state agencies and non-profits like the Fort Abraham Lincoln Foundation and the Lewis and Clark Fort Mandan Foundation from receiving federal matching funds through the Northern Plains National Heritage Area. This unnecessary legislative over-reach has zero potential positive effect, but would be extremely damaging to these organizations and heritage tourism in North Dakota.

National Heritage Areas are places or regions where natural, cultural or historic landscapes are of national significance. They are recognized by Congress and are basically a marketing designation of the National Park Service. They have no regulatory authority. The entire state of Tennessee, for example, has been a National Heritage Area since 1996 and people in Tennessee go one conducting their lives just as they did before designation.

The Northern Plains National Heritage Area is the region where the Mandan and Hidatsa pioneered agriculture along the Missouri River; where Lewis and Clark met Sheheke and Sacagawea; where George Custer and the 7th Cavalry were posted as the U.S. military occupied the Northern Plains and confined Sitting Bull and the Lakota Indians to reservation life. Those stories and the sites remembering them made the area qualify to be a National Heritage Area.

The Northern Plains National Heritage Area was designated by Congress and signed into law by the President, March 30, 2009. The law named the nonprofit Northern Plains Heritage Foundation as the entity to cooperate with the National Park Service on directing the investment of federal matching funds to heritage tourism sites and events in the area.

As recommended by a Herald editorial (July 18, 2009) no private land is included in the Area, and none can be without the written application of the landowner. All public land is presumed to be part of the Area unless it opts-out. If a site is opted-out, there is no provision for re-admission.

The designation of the National Heritage Area has no regulatory effect, no zoning, no preservation requirements of any kind. All it does is provide an annual matching grant program, lasting 15 years, to improve, sustain and market the attractions and events of this region. Currently the amount of federal money is $150,000 per year. It could advance to $300,000 or so, per year. This is federal money that, if not used in North Dakota, will be spent in other states to promote their tourism attractions instead of ours.

Listening to the testimony in favor of SB 2204, I was struck by how badly misinformed the proponents were about National Heritage Areas. Not quite two years ago wildly-inaccurate propaganda created hysteria in the area, with claims of a 4.7 million acre federal "land grab."

Ignoring the facts and the actual legislation, the claims were picked up and repeated, repeatedly in the blogosphere, until many people were frightened. Now, even though the fears are completely unfounded, the fact that people are frightened is used as justification for legislation that doesn't even mention private property. Now, that's frightening.

The only real argument against the National Heritage Area is that it involves federal spending. It's a fine and easy thing to take a stance against federal spending, but this session of the North Dakota legislature will stick hundreds of millions of federal dollars, matched by North Dakota dollars, into its budget for highways, Medicaid payments, public schools and much more. To single out our heritage and sites like Fort Lincoln, Fort Mandan, the state Heritage Center and others as being unworthy of federal help is not the way to fix a trillion dollar deficit, particularly since the money will still be spent, just spent in other states. SB 2204 deserved its hearing. Now it deserves a NO vote in the state Senate.

— THE NPS — OPPOSED EVERY — HAS ITS VIEW — IT IS NOT CONGRESS' VIEW.

MUCH OF WHAT SEN. SITTE SAID IS INCORRECT. HOWEVER — ONE THING WAS COMPLETELY CORRECT — TOURISM PROMOTION SHOULD NOT AFFECT — PRIVATE PROPERTY RIGHTS AND IT DOESN'T.

House Government and Veterans Affairs Committee, Senate Bill 2204
Testimony of Tracy Potter

THERE IS NO CONTRADICTION BETWEEN CARING ABOUT PRESERVATION & HAVING NO PROPERTY RIGHTS IMPLICATIONS IF EVERY PRESERVATION EFFORT IS STRICTLY VOLUNTARY BECAUSE OF INCENTIVES

Chairman Grande, Honorable Members, for the record my name is Tracy Potter. I am the President and Executive Director of the Fort Abraham Lincoln Foundation and the President of Missouri Riverboat, Inc., which operates the Lewis and Clark Riverboat. I am on the Executive Committee of the Tourism Alliance Partnership and am a registered unpaid lobbyist for that organization. The Tourism Alliance Partnership has taken a policy position in opposition to SB 2204.

The North Dakota Tourism Division promotes North Dakota as *Legendary*, recognizing the marketing value of the names of legends of American history like George Armstrong Custer and Sitting Bull, like Meriwether Lewis, William Clark, and Sacagawea.

The stories of these fabled characters, each among the most famous people of the 19th Century, all intersect in a compact region along the Missouri River in central North Dakota. Because of those stories, this region has been recognized by Congress as the Northern Plains National Heritage Area.

Along with the national recognition comes the authorization for up to $10 million in matching federal funds that may be invested in heritage tourism over a 15 year period. **And that is all that comes with the designation** of the National Heritage Area – recognition of our stories and financial help in telling them. There is no regulation, no zoning, no land acquisition, nothing but recognition and funding.

IS GEARED TO THE ... GOVERNMENT — THE FACT IS

I have been involved in the Northern Plains National Heritage Area since before it had a name. At Fort Lincoln, after the Custer House was built with private donations, four other military buildings and six Mandan Indian earthlodges have been reconstructed. None of them were built with state money, although the North Dakota National Guard did provide the labor for our 7th Cavalry stable. They called it a "vertical project." The funds for these reconstructions came from federal earmarks obtained through Senator Dorgan. When earmarks became a four-letter word, Senator Dorgan suggested a way to make this kind of help for our heritage tourism infrastructure continue would be through the National Heritage Area program.

I investigated the program and agreed. I was especially pleased that what it did, and all that it did, was provide incentives for local people to work together on heritage tourism projects – that it was all carrot and no stick. That it had no

THE BUDGET FOR HERITAGE AREAS IS $17 M. — WHICH WILL BE SPENT, WHETHER OR NOT ND RECEIVES ANY OF IT —

THIS IS HOW SOME OF IT COMES BACK.

regulatory impact or regulatory component, or land-use restrictions or anything of the kind. It was simply a matter of recognizing the historical importance of an area and of providing a structure for improving the heritage tourism infrastructure through competitive, matching federal grants.

There are currently 49 National Heritage Areas. The City of Pittsburgh is in one that covers 5,000 square miles. The entire state of Tennessee is a National Heritage Area, focused on the Civil War battle sites in that state. There are heritage areas along the Erie Canal and others that involve multiple states. Freedom's Frontier NHA includes 12 counties in Missouri and 29 in Kansas. The Silos and Smokestacks NHA takes up a large portion of Iowa. That National Heritage Area is supported financially by the Iowa Farm Bureau. In all these cases, both public and private land is included in the heritage area and life goes on just at it did before, only better. People farm their land, put up wind turbines, repaint their houses, and when they die, they can give their land and houses to their children, all of which opponents have said we can't do if we are in a heritage area. It's all nonsense. In fact, all of the supposed controversy over this heritage area is a string of complete fabrications. No proponent of this bill can point to something bad that can actually happen because of a heritage area. I appreciate your patience in letting me straighten this matter out. I'd also like to take the time to answer each point raised by the proponents of the bill and will be glad to answer any questions you might have, but at this point I'd like to focus on the bill in front of you.

I can read legislation and know the heritage area program quite well, but I still can't tell you what this bill does. I wonder if anyone can.

There are three operative clauses.

First, it says that state money can't be used FOR the heritage area without legislative approval. As you know, no state money can ever be expended without legislative approval. So that's just redundant. It also twists the point. No one spends anything FOR the heritage area. Instead, they will apply for matching federal funds to support their sites, businesses or projects WITHIN the heritage area.

Second, state lands, water, property, or facilities may not be included IN the heritage area. What does that mean? When promoting visitation to this national heritage area, is it the intention of this bill to make it illegal to mention that there is a Fort Lincoln State Park? Can we tell them the 7th Cavalry was posted in the area, but not exactly where? And another point – if the Fort Abraham Lincoln

Foundation received a grant to help repair the buildings we've built at Fort Lincoln, would this legislation prevent us from spending it in that way? If it doesn't mean that, what does it mean?

Thirdly, there is the clause about further lands, etc., and future designations requiring legislative approval. I believe the Attorney General has already spoken out on this provision in reference to a similar statement in HB 1290, Rep. Kasper's bill – a much better bill than this one – which the House rejected earlier in the Session.

To summarize: the first clause is meaningless; the third clause is unconstitutional and the second clause is indecipherable.

The conclusion of my testimony focuses on that second clause.

You will see in front of you three colored maps. The first is from the Feasibility Study presented to Congress. It lists a number of sites in the region, the totality of which, clustered together, make this a tremendous tourism destination. This is where the paths of several legends of American history crossed.

The second map indicates what would be removed from this map if the meaning of the second clause is to hide state lands, facilities, etc. from heritage area visitors. We'd lose highways 1804, 1806, 25, the Sakakawea Scenic Byway, ND 200A … Fort Lincoln State Park, the Lewis and Clark Interpretive Center, the State Capitol Grounds and Heritage Center … the Former Governor's Mansion, Cross Ranch, and several state historic sites would all vanish.

As you can see from the list in my testimony, of fifteen of the most important sites in the area, eleven of them are state-owned. If they were to be removed from the maps and brochures and advertising promoting visits to the area, where would visitors go to learn more about the stories?

The third map then shows what would be left. Not much. But the heritage area would still exist – the federal funds would still be expended – but the prime sites in the area would not be promoted … if that's what the bill means.

The Board of Directors of the Northern Plains Heritage Foundation includes representatives of the Fort Abraham Lincoln Foundation, Lewis and Clark Fort Mandan Foundation, the Farmers Union, the Stockmen's Association, the Bismarck-Mandan Chamber of Commerce, and the Burleigh County Commission, among others. Its mission is a completely noble one – to encourage through incentives the preservation of our heritage, the development of our tourism infrastructure, and the teaching of our children about those who came before them.

(point out the incorrect apostrophe preceding?)

The great thing about heritage tourism is that it gives us the economic justification to do the things we want to do anyway. While I don't know what this bill does, I know that it does nothing positive. On behalf of the members and supporters of the Fort Abraham Lincoln Foundation and the Tourism Alliance Partnership, and, on behalf of our great-grandchildren, who will want both a healthy tourism economy and knowledge of their heritage, I urge you to give this bill a do-not-pass. Thank you.

The Legends of American History from the Northern Plains National Heritage Area

include: George Armstrong Custer and Libbie; The 7th U.S. Cavalry with Keogh, Reno, Benteen, and the brave horse Comanche; Sitting Bull, Rain-in-the-Face, Gall and the Lakota warriors who defeated Custer; Captains Meriwether Lewis and William Clark;

Sacagawea and her baby Jean Baptiste Charbonneau; and, Sheheke, the only North Dakotan to ever meet Thomas Jefferson.

Key Sites in the Northern Plains National Heritage Area

North Dakota Heritage Center (**State**)
North Dakota Capitol (**State**)
Fort Mandan (Private)
Fort Mandan Overlook State Historic Site (**State**)
Lewis and Clark Interpretive Center (**State**)
Fort Abraham Lincoln State Park (**State**)
Knife River Indian Villages National Historic Site (Federal)
Huff Indian Villages National Landmark and State Historic Site (Federal and **State**)
Cross Ranch State Park (**State**)
Double Ditch State Historic Site (**State**)
Fort Clark State Historic Site (**State**)
North Dakota State Railroad Museum (private)
Bismarck-Mandan Convention and Visitors Bureau Visitors Center (private)
Former Governor's Mansion (**State**)
North Dakota Veteran's Cemetery (**State**)

Dear Senator,

Last Friday you heard SB 2004, the bill attacking several of our state's leading non-profit heritage tourism organizations for no apparent reason.

While the opposition testimony from tourism organizations was clear and consistent, [private land is not involved, there is no regulatory authority, it's all about matching federal grants for developing and promoting our heritage tourism economy] you may have noticed that testimony from supporters of the bill was not consistent, and much of it was contradictory.

The prime sponsor defined "quasi-agency nonprofit organizations" as groups that are *perceived* by some people as state entities, and therefore she intends them to be ineligible to receive any federal grants through the National Heritage Area. A co-sponsor saw the bill completely differently, that is, that the Heritage funding should be directed *at* non-profits to the exclusion of the state agencies. Another speaker on behalf of the bill said that *all* of the Heritage Area money should go *to* state agencies. And then there were the people who spoke about their fears that private land would be somehow regulated by the Heritage Area and that the Heritage Area will grow over time, both of which would require a future act of Congress and neither of which would be affected by SB 2204.

The confusion of the proponents about what the legislation means mirrors a broader misunderstanding of what the National Heritage Area is and does. This is a great recognition for our area and it provides some federal financial support to help great foundations like Lewis and Clark and Fort Lincoln work together, and to support the railroad museum and state historic sites and state Heritage Center and events like United Tribes International Pow-Wow, the Fur Traders Rendezvous at Washburn or the Northern Great Plains Culture Fest in Stanton.

The Tourism Alliance Partnership has studied this subject and is in opposition to SB 2204. Your do-not-pass recommendation will be much appreciated.

Part VIII, 1. List of officers & directors continued:

No form of compensation for any,

Paul Trauger, 2395 Hwy `10, Mandan, ND 58554	**Treasurer, 4 hours**
Brian Bitner, 751 80th St. SE, Bismarck, ND 58504	**Director, 1 hour**
Dr. Kermit Lidstrom, 630 Remington Dr., Bismarck, ND 58503	**Director, 1 hour**
Rose Laning, 4121 78th Ave., NE, Bismarck, ND 58503	**Director, 1 hour**
Richard C. Tokach, 5520 County Rd. 81, St. Anthony, ND 58566	**Director, 1 hour**
Elwood Barth, 2599 County Rd 135, Solen, ND 58570	**Director, 1 hour**
Kelvin Hullet, 1514 N. 23rd St., Bismarck, ND 58501	**Director, 1 hour**
Wallace Joersz, Pirates Loop SE, Mandan, ND 58554	**Director, 1/2 hours**
Melanie Luger, Mandan, ND 58554	**Director, 1/2 hours**

Line 16 C: Schedule of Professional Fees paid:

Payments of $25,434 were made to the Fort Abraham Lincoln Foundation, a 501(c)(3) organization providing contracted administrative services to the Northern Plains Heritage Foundation.

The competitive contract awarded calls for payments of $4239 per month for office rent, equipment use, and professional staff services. Reductions from that amount in payments made reflect an in-kind contribution from the Fort Abraham Lincoln Foundation to the NPHF through a reduction in contract claims.

Payments were made during calendar 2011 of:

$10,000.00 on March 18, reflecting work done in calendar 2010
$25,434.00 on August 25, reflecting work done in first two quarters of calendar 2011.