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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: BAKKEN FAMILY WRC FOUNDATION

A Employer identification number: 41-1796283

Number and street (or P O box number if mail is not delivered to street address): 90 SOUTH 7TH STREET, SUITE 5300

Room/suite:

B Telephone number (see instructions): 612- 343-6561

City or town, state, and ZIP code: MINNEAPOLIS, MN 55402

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 18,321,438.

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

Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
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	514,046.	514,046.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,124,694.			
b	Gross sales price for all assets on line 6a 5,850,927.				
7	Capital gain net income (from Part IV, line 2)		1,124,694.		
8	Net short-term capital gain				
9	Income modifications				
10 a	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	1,638,740.	1,638,740.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 2	60,094.	42,066.		18,028.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	37,830.	15,858.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 4	813.	788.		25.
24	**Total operating and administrative expenses** Add lines 13 through 23	98,737.	58,712.	NONE	18,053.
25	Contributions, gifts, grants paid	646,000.			646,000.
26	**Total expenses and disbursements** Add lines 24 and 25	744,737.	58,712.	NONE	664,053.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	894,003.			
b	**Net investment income** (if negative, enter -0-)		1,580,028.		
c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
MAY 06 2013
OGDEN, UT
IRS-OSC

POSTMARK DATE
ENVELOPE
MAY 02 2013

SCANNED MAY 09 2013

JSA **For Paperwork Reduction Act Notice, see instructions.**
2E1410 1 000

Form **990-PF** (2012)

II2168 501D 04/01/2013 18:24:06

INE

		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,159,760.	396,328.	396,328.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) STMT 5	1,952,013.	1,262,109.	1,311,260.
	b	Investments - corporate stock (attach schedule) STMT 6	9,020,206.	11,142,891.	14,033,677.
	c	Investments - corporate bonds (attach schedule) STMT 10	290,050.	2,496,547.	2,580,173.
	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)	14,422,029.	15,297,875.	18,321,438.
Liabilities	17	Accounts payable and accrued expenses			
	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)		NONE	
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	14,422,029.	15,297,875.	
	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)	14,422,029.	15,297,875.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	14,422,029.	15,297,875.	

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	14,422,029.
2	Enter amount from Part I, line 27a	2	894,003.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,316,032.
5	Decreases not included in line 2 (itemize) ▶ TIMING DIFF OF INCOME POSTINGS	5	18,157.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,297,875.

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	PUBLICLY TRADED SECURITIES			
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	5,850,927.		4,726,233.	1,124,694.
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				1,124,694.
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	1,124,694.
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))
2011	449,601.	17,410,602.	0.025823
2010	623,944.	14,885,935.	0.041915
2009	450,181.	11,665,453.	0.038591
2008	1,016,380.	8,351,716.	0.121697
2007	1,039,336.	9,342,352.	0.111250

2	**Total** of line 1, column (d)	2	0.339276
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	0.067855
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,488,213.
5	Multiply line 4 by line 3	5	1,186,663.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,800.
7	Add lines 5 and 6	7	1,202,463.
8	Enter qualifying distributions from Part XII, line 4	8	664,053.

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	31,601.
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	31,601.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	31,601.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	44,755.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	44,755.
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	13,154.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 13,154. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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		X
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		X
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		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		X
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	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ WELLS FARGO DBA ABBOT DOWNING Telephone no ▶ (612)316-3901 Located at ▶ 90 S. 7TH STREET, STE 5100, MINNEAPOLIS, MN ZIP+4 ▶ 55402			
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 2012, 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		X
	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 2012?	1c		X
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
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) STMT 11	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
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 2012 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 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
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 2012?	4b		X

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** X

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
SEE STATEMENT 12		-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 . . . . ▶

41-1796283

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
WELLS FARGO DBA ABBOT DOWNING MINNEAPOLIS, MN	CUSTODIAL/INVESTMENT	
Total number of others receiving over $50,000 for professional services . . . . ▶		

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 NONE	
2	
3	
4	

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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	16,566,855.
b	Average of monthly cash balances	1b	1,187,676.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	17,754,531.
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	NONE
3	Subtract line 2 from line 1d	3	17,754,531.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	266,318.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,488,213.
6	**Minimum investment return.** Enter 5% of line 5	6	874,411.

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	874,411.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	31,601.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	31,601.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	842,810.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	842,810.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	842,810.

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	664,053.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	664,053.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	664,053.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					842,810.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				NONE	
b	Total for prior years 20____, 20____, 20____			NONE		
3	Excess distributions carryover, if any, to 2012					
a	From 2007	537,067.				
b	From 2008	609,566.				
c	From 2009	NONE				
d	From 2010	NONE				
e	From 2011	NONE				
f	**Total** of lines 3a through e		1,146,633.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 664,053.					
a	Applied to 2011, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2012 distributable amount					664,053.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		178,757.			178,757.
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		967,876.			
b	Prior years' undistributed income Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		358,310.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		609,566.			
10	Analysis of line 9					
a	Excess from 2008	609,566.				
b	Excess from 2009	NONE				
c	Excess from 2010	NONE				
d	Excess from 2011	NONE				
e	Excess from 2012	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 2/3 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))

CONSTANCE BAKKEN

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

N/A

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 or e-mail 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*				
SEE STATEMENT 19				646,000.
Total . . . . ▶ 3a				646,000.
b *Approved for future payment*				
NONE				
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			14	514,046.	
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			18	1,124,694.	
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)				1,638,740.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 1,638,740.

(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.)
	NOT APPLICABLE

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

▶ Signature of officer or trustee | 4-24-13 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
JEFFREY E. KUHLIN		04/01/2013		P00353001

Firm's name ▶ KPMG LLP

Firm's EIN ▶ 13-5565207

Firm's address ▶ 2020 N CENTRAL AVE, STE 700
PHOENIX, AZ 85004

Phone no 602-776-4738

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,673.	1,673.
FOREIGN DIVIDENDS	126,136.	126,136.
DOMESTIC DIVIDENDS	203,735.	203,735.
OTHER INTEREST	26,354.	26,354.
CORPORATE INTEREST	5,750.	5,750.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	15,228.	15,228.
U.S. GOVERNMENT INTEREST - FEDERAL & STA	5,250.	5,250.
OID INCOME ON USGI	4,594.	4,594.
NONQUALIFIED FOREIGN DIVIDENDS	55,238.	55,238.
NONQUALIFIED DOMESTIC DIVIDENDS	70,088.	70,088.
TOTAL	514,046.	514,046.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAN & MANAGEMENT FEES (A	60,094.	42,066.	18,028.
TOTALS	60,094.	42,066.	18,028.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	15,858.	15,858.
FED TAX CURR YR	21,972.	
TOTALS	37,830.	15,858.

BAKKEN FAMILY WRC FOUNDATION 41-1796283

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MINN ST FILING FEE	25.		25.
MISC INVEST FEES	788.	788.	
TOTALS	813.	788.	25.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FED NATL MTG ASSN 9/20/17	200,000.	200,644.
US TREAS INFL INDX NT 4/15/14	107,182.	112,684.
US TREAS INFL INDX NT 7/15/19	108,026.	131,858.
MILWAUKEE CNTY WIS 12/1/13	216,274.	206,598.
OSHKOSH WIS 3/15/17	202,704.	216,698.
WAUWATOSA WIS BAB 12/1/17	127,923.	141,804.
FED NATL MTG ASSN 4/3/2020	200,000.	200,164.
ALEXANDRIA MINN 2/1/14	100,000.	100,810.
TOTALS	1,262,109.	1,311,260.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BHP BILLITON LIMITED	116,565.	215,263.
ROCK-TENN CO	37,694.	52,293.
STEEL DYNAMICS INC	45,828.	50,938.
ABB LTD - ADR	105,170.	135,135.
CSX CORP	56,900.	54,928.
GRACO INC	24,404.	45,466.
ILLINOIS TOOL WORKS INC	52,742.	74,310.
MASTEC INC	44,240.	46,993.
ORBITAL SCIENCES CORP	61,348.	62,874.
PRECISION CASTPARTS CORP	42,170.	64,403.
TRANSDIGM GROUP INC	38,565.	56,726.
UNITED PARCEL SERVICE	99,247.	99,904.
UNITED TECHNOLOGIES CORP	33,756.	94,065.
WASTE MANAGEMENT INC	115,484.	121,801.
3M CO	154,509.	197,121.
TELEFONICA SA	166,640.	108,864.
VODAFONE GROUP PLC	169,953.	155,170.
ALLISON TRANSMISSION HLDGS	43,502.	44,107.
GENTEX CORP	81,879.	76,720.
MCDONALDS CORP	50,459.	81,682.
MORNINGSTAR INC	24,565.	43,039.
NIKE INC	28,429.	68,422.
NORDSTROM INC	69,071.	99,136.
STAPLES INC	102,078.	94,768.
STARWOOD HOTELS & RESORTS	66,039.	83,574.
TUPPERWARE BRANDS CORP	43,473.	43,268.
V F CORP	41,249.	49,971.
WILEY JOHN & SONS INC	23,779.	29,587.
COLGATE PALMOLIVE CO	102,052.	171,341.

BAKKEN FAMILY WRC FOUNDATION 41-1796283

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DIAGEO PLC	211,713.	363,147.
HEINZ H J CO	136,083.	155,505.
NESTLE S A REG SHS	167,358.	354,525.
PEPSICO INC	64,849.	77,600.
SPECTRUM BRANDS HOLDINGS	44,993.	48,255.
WAL MART STORES INC	95,060.	122,678.
APACHE CORP	53,297.	66,411.
CHEVRON CORP	138,515.	187,190.
CLOUD PEAK ENERGY INC	27,936.	26,559.
CNOOC - CHINA NATL OFFSHOR	123,761.	158,400.
FMC TECHNOLOGIES INC	31,565.	64,416.
OCEANEERING INTL INC	10,292.	46,797.
OIL STATES INTL INC	47,002.	50,436.
SCHLUMBERGER LTD	110,395.	94,800.
TRANSOCEAN LTD	237,028.	157,873.
AFLAC INC	175,597.	221,245.
AMERICAN EXPRESS CO	87,048.	117,949.
BERKSHIRE HATHAWAY INC	91,712.	101,271.
BLACKROCK INC	60,392.	80,824.
CAPITAL ONE FINANCIAL CORP	62,166.	65,635.
GOLDMAN SACHS GROUP INC	82,070.	86,613.
HSBC - ADR	202,489.	213,607.
INTERCONTINENTAL EXCHANGE INC	80,274.	78,867.
JPMORGAN CHASE & CO	62,719.	82,222.
MARKEL HOLDINGS	34,087.	60,245.
PNC FINANCIAL SERVICES GROUP	78,644.	77,552.
TCF FINANCIAL	41,602.	44,226.
ABBOTT LABS	118,288.	159,820.
BAXTER INTL INC	92,839.	115,122.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DENTSPLY INTL INC	41,273.	49,116.
JOHNSON & JOHNSON	159,064.	181,209.
MCKESSON CORP	98,045.	116,061.
MEDNAX INC	42,278.	69,739.
MEDTRONIC INC	1,433.	367,416.
PERRIGO CO	48,474.	60,025.
THERMO FISHER SCIENTIFIC	67,912.	98,859.
VCA ANTECH INC	61,510.	58,961.
ACCENTURE PLC	32,817.	91,571.
AMPHENOL CORP	74,808.	100,026.
ANSYS INC	15,061.	40,269.
APPLE INC	41,261.	98,452.
EBIX INC	50,694.	47,087.
GLOBAL PMTS INC	51,531.	54,722.
METTLER-TOLEDO INTL INC	20,419.	57,603.
MICROSOFT CORP	39,717.	40,973.
NEUSTAR INC	29,553.	59,247.
PAYCHEX INC	139,384.	156,029.
QUALCOMM INC	110,197.	132,380.
SAP AG - ADR	141,951.	269,273.
TAIWAN SEMICONDUCTOR MFG	134,433.	267,010.
TEXAS INSTRUMENTS INC	50,275.	49,764.
WEX INC	13,194.	55,322.
ZEBRA TECHNOLOGIES CORP	39,227.	62,739.
EDISON INTL	107,975.	165,350.
UGI CORP	30,951.	44,453.
KOMATSU JPY	134,421.	182,596.
RECKITT BENCKISER PLC	139,167.	261,355.
TESCO PLC	132,413.	138,099.

BAKKEN FAMILY WRC FOUNDATION 41-1796283

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABERDEEN EMERG MKTS INST FD	500,000.	575,054.
AMEX ENERGY SELECT SPDR	348,939.	380,883.
AMEX MATERIALS SPDR	261,689.	277,421.
ISHARES DOW JONES SEL DIV	43,653.	45,906.
ISHARES MSCI ALL CTRY ASIA	204,818.	213,030.
ISHARES MSCI EAFE	80,594.	82,163.
JP MORGAN ALERIAN MLP INDEX	386,931.	372,677.
SCHWAB FUND US LG CO INDEX	511,972.	555,023.
SCHWAB FUNDAMENTAL INTL SM CO	258,442.	273,963.
SCHWAB FUNDAMENTSAL US SM CO	553,108.	551,451.
SPDR BARCLAYS CONV SEC ETF	323,704.	336,021.
SPDR DJ WILSHIRE INTL RE ETF	324,275.	372,150.
SPDR S & P 500 ETF	53,133.	56,537.
VANGUARD MSCI EMERG MKTS ETF	246,949.	370,044.
WISDOMTREE JAPAN HEDGED EQ FD	183,682.	193,989.
TOTALS	11,142,891.	14,033,677.

BAKKEN FAMILY WRC FOUNDATION 41-1796283

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NUCOR CORP 12/1/17	102,360.	119,964.
ISHARES BARCLAYS 1-3 YR TREAS	29,005.	29,125.
SPDR BARCLAYS HI YLD ETF	170,112.	180,915.
SPDR BARCLAYS INTER CRED BD FD	330,540.	333,870.
PIMCO EMERG LOCAL BD FD	306,495.	324,059.
PRINCIPAL PREF SEC FD	536,086.	543,338.
TEMPLETON GLOBAL BD FD	615,399.	643,952.
VANGUARD ST BOND ETF	406,550.	404,950.
TOTALS	2,496,547.	2,580,173.

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
==

OFFICER NAME:
CONSTANCE L BAKKEN
ADDRESS:
5050 EXCELSIOR BLVD
MINNEAPOLIS, MN 55416
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
JEFFREY BAKKEN
ADDRESS:
5050 EXCELSIOR BLVD
MINNEAPOLIS, MN 55416
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
WENDY K WATSON
ADDRESS:
5050 EXCELSIOR BLVD
MINNEAPOLIS, MN 55416
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
BRADLEY BAKKEN
ADDRESS:
5050 EXCELSIOR BLVD
MINNEAPOLIS, MN 55416
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
==

OFFICER NAME:
PAMELA C PETERSMEYER
ADDRESS:
5050 EXCELSIOR BLVD
MINNEAPOLIS, MN 55416
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
HAMLINE UNIVERSITY
ADDRESS:
1536 HEWITT AVENUE
ST. PAUL, MN 55104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 26,000.

RECIPIENT NAME:
KINSHIP OF GREATER MPLS
ADDRESS:
3210 OLIVER AVENUE NORTH
MINNEAPOLIS, MN 55412
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FIRST LUTHERAN CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 150,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
PRIOR LAKE SAVAGE GRAD
CELEBRATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
COLUMBIA HEIGHTS HIGH SCHOOL
SCHOLARSHIP FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
ST. LOUIS PARK SUNRISE
ROTARY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
PAVEK MUSEUM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 75,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
NORTH MEMORIAL FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
METRO KIDS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
ARC GREATER TWIN CITIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 165,000.

RECIPIENT NAME:
DODOMA TANZANIA HEALTH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
GILLETTE CHILDRENS FDN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SOUTHERN VALLEY ALLIANCE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 28,000.

RECIPIENT NAME:
LUTHERAN YOUTH ENCOUNTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
KTIS RADIO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 9,000.

BAKKEN FAMILY WRC FOUNDATION 41-1796283

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
TRINITY LUTHERAN CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
NORTHERN STAR COUNCIL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CHILDREN FIRST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SHEPHERD OF THE LAKE LUTHERAN
CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 70,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE BAKKEN MUSEUM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
RIVER VALLEY YMCA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

TOTAL GRANTS PAID: 646,000.

1L-148

NP Amend
Restate Art
Bus Name

48348080002

ARTICLES OF AMENDMENT
OF
THE WHITNEY ARCEE FOUNDATION

The Board of Directors of The Whitney ARCEE Foundation, a Minnesota nonprofit corporation, at a duly held meeting, adopted pursuant to Minnesota Statutes, Chapter 317A, the attached Amended and Restated Articles of Incorporation of the corporation, which amend and restate in their entirety the Articles of Incorporation of the corporation The corporation has no members with voting rights.

Pamela C Petersmeyer

Pamela C Petersmeyer, President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAKKEN FAMILY WRC FOUNDATION

ARTICLE I
NAME

The name of the corporation shall be Bakken Family WRC Foundation.

ARTICLE II
REGISTERED OFFICE

The registered office of the corporation shall be located at 90 South Seventh Street, Suite 5300, Minneapolis, Minnesota 55402

ARTICLE III
PURPOSES

The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Code. The corporation is not organized for profit and shall not be operated for profit

The corporation shall have only such powers as are required by and are consistent with the foregoing purposes and as are afforded to it by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended Notwithstanding any other provisions of these Articles, the corporation shall not engage, other than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Code, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code

No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV
NO PRIVATE INUREMENT OR BENEFIT

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors or officers, and no part of the net income or net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons; provided, however, that the corporation may pay reasonable compensation for services rendered, and make payments and distributions, in furtherance of its tax exempt purposes The corporation shall not lend any of its assets to any director or officer of the corporation, nor guaranty to any other person the payment of a loan to a director or officer of the corporation

ARTICLE V
DURATION

The duration of the corporation shall be perpetual.

ARTICLE VI
NO CAPITAL STOCK

The corporation shall have no capital stock.

ARTICLE VII
NO MEMBERS

The corporation shall not have any members.

ARTICLE VIII
DIRECTORS

The business and affairs of the corporation shall be managed by or under the direction of its Board of Directors, who shall be elected in the manner provided in the Bylaws of the corporation The number, qualifications, terms of office and other conditions for directors also shall be as provided in the Bylaws.

ARTICLE IX
DIRECTORS AND OFFICERS NOT LIABLE

No director or officer of the corporation, as such, shall have personal liability to any extent for the acts, debts, liabilities or obligations of the corporation. Each director and officer of the corporation shall receive indemnification from the corporation against certain liabilities and expenses in the manner provided in the Bylaws of the corporation

ARTICLE X
WRITTEN ACTION BY DIRECTORS

Any action required or permitted to be taken at a Board meeting may be taken by written action signed by all of the directors.

ARTICLE XI
DISTRIBUTION OF ASSETS UPON LIQUIDATION, DISSOLUTION, OR WINDING UP OF THE CORPORATION

In the event of liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining assets of the corporation shall be distributed to one or more funds, foundations, or corporations organized and operated exclusively for one or more of the exempt purposes described in Section 501(c)(3) of the Code, or to the federal government, or to one or more state or local governments for a public purpose, all as the directors of the corporation shall determine is best suited to carry out the purposes of the corporation No officer or director of the corporation shall be entitled to share in the distribution of the corporate assets

ARTICLE XII
AMENDMENT OF ARTICLES

A majority of the directors may amend these Articles of Incorporation.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR [illegible] 2012 NK

Mark Ritchie
Secretary of State

AMENDED AND
RESTATED BYLAWS
OF
BAKKEN FAMILY WRC FOUNDATION

This instrument constitutes the Amended and Restated Bylaws of Bakken Family WRC Foundation, a nonprofit corporation duly organized under the laws of the State of Minnesota.

BOARD OF DIRECTORS

Bylaw 1. Responsibilities; Number. The property, funds, affairs and business of the corporation shall be under the general authority of the Board of Directors (the "Board"), which shall consist of not fewer than three (3) nor more than nine (9) persons. The exact number of directors shall be determined from time to time by resolution adopted by a majority of all the directors All directors shall be natural persons who are adults

Bylaw 2. Election; Term. Except for the first directors, who shall be elected by the incorporator, the directors shall be elected by the Board Directors shall be elected for a term of three (3) years, and shall hold office until expiration of the term and until a successor is elected and qualified. or until the earlier death, resignation. removal or disqualification of the director

Bylaw 3. Meetings. Meetings of the Board may be held at any time upon request of the President or any director of the corporation The request shall specify the purpose or purposes of the meeting At each meeting of the Board, a chair, chosen by a majority of the directors. shall preside. The secretary of the corporation, or in his or her absence any person whom the chair shall appoint, shall act as secretary of the meeting. The Board shall meet annually for the purpose of electing directors, if necessary, appointing officers, and conducting other business of the corporation.

Bylaw 4. **Action Without A Meeting.** Any action required or permitted to be taken at a Board meeting may be taken by written action signed by all of the directors.

Bylaw 5. **Notice.** Written notice of each meeting of the Board, stating the time, date and place of the meeting, shall be mailed or delivered to each of the directors at least five, but not more than thirty, days in advance of the meeting. Notice may be waived before, at or after a meeting, orally or in writing. Attendance by a director at a meeting is a waiver of notice of that meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Bylaw 6. **Quorum; Proxies.** At any meeting of the Board, a majority of the directors then holding office shall be necessary and sufficient to constitute a quorum for the transaction of business Except where otherwise required by statute or provided in these Bylaws, the affirmative vote of a majority of the directors present at a meeting at which there is a quorum is sufficient for any action. Directors shall not appoint a personal proxy or vote by proxy.

Bylaw 7. **Adjournments.** Any meeting of the Board may be adjourned from time to time or day to day, or both, upon the consent of a majority of directors present If the date, time and place of the adjourned meeting appear in the minutes of the original meeting, no further notice as to the date, time and place of the adjourned meeting need be given. At any adjourned and reconvened meeting at which a quorum of the directors is present, any business may be transacted which might have been transacted at the original meeting.

Bylaw 8. Removal; Vacancy. A director may be removed, with or without cause, by the vote of a majority of the Board eligible to elect the director to be removed, provided that such action shall be taken at a meeting of the Board called for that purpose Vacancies due to removal or resignation or other cause may be filled by the remaining directors, and a director so elected shall fill the unexpired term of the director who is being replaced

Bylaw 9. Committees. The Board may designate one or more committees from time to time, adopting such regulations as it deems advisable with respect to the membership, authority and procedures of such committees

Bylaw 10. Meetings by Means of Remote Communication Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting required by Bylaw 5, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting. A director may participate in a Board meeting by means of conference telephone or, if authorized by the Board, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

Bylaw 11. Other Powers. In addition to the powers and authority conferred upon it by these Bylaws, the Board shall have the power to do all acts necessary and expedient to the conduct of the business of the corporation

OFFICERS

Bylaw 12. Appointment of Officers. The officers of the corporation shall be appointed by the Board each year at its annual meeting. The officers shall include a President, a Secretary and a Treasurer Officers shall be natural persons who are adults The same person may hold two or more offices An officer need not be a director of the corporation.

Bylaw 13. Other Officers. The Board may appoint such other officers and agents as it shall deem appropriate, who shall hold their offices for such terms, exercise such powers. and perform such duties as shall be determined by the Board.

Bylaw 14. Removal. Any officer appointed by the Board may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a meeting at which there is a quorum and for which notice stating the purpose of the meeting has been given.

Bylaw 15. Vacancy. If any office of the corporation becomes vacant by reason of death, resignation, retirement. disqualification. removal from office or otherwise, the Board may appoint a successor.

Bylaw 16. **President.** The President shall be the chief executive officer of the corporation and shall be responsible for the active management of the day-to-day business of the corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation.

Bylaw 17. **Vice President.** If the Board appoints a Vice President, the Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board may prescribe.

Bylaw 18. **Secretary.** The Secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings of the Board in a book kept for that purpose, and shall perform like duties for any committee of the Board when required The Secretary shall also give notice of all meetings of the Board, as required, and shall perform such other duties as may be prescribed by the Board or the President

Bylaw 19. **Treasurer.** The Treasurer shall be the chief financial officer of the corporation and have the custody of the corporate funds and securities, if any The Treasurer shall keep full and accurate account of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the Board The Treasurer shall disburse the funds of the corporation in such name as may be designated by the Board, making the proper vouchers for such disbursements, and shall render to the President and the Board, at the annual meeting of the Board, or whenever it may require, an account of the financial condition of the corporation.

OTHER MATTERS

Bylaw 20. Maintenance and Inspection of Records. Correct and complete copies of the Articles of Incorporation, Bylaws, accounting records and minutes of meetings of the Board and of committees of the corporation shall be kept at the registered office of the corporation A director, or agent or attorney of a director, may inspect all books and records of the corporation for any proper purpose at any reasonable time.

Bylaw 21. Amendments to Bylaws These Bylaws may be amended or repealed by the affirmative vote of a majority of the Board present at a meeting at which there is a quorum and for which notice stating the purpose of the meeting has been given.

Bylaw 22. Indemnification of Persons. To the full extent permitted by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended, or by other provisions of law, each person who is a party or is threatened to be made a party to any proceeding, wherever and by whosoever brought (including any proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or that he or she is or was serving at the specific request of the Board as a director, officer. employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against all reasonable expenses, including attorneys' fees and disbursements, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise The indemnification provided by this Bylaw shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person and his or her heirs, executors and administrators, with respect to activities of such person during the period he or she acted as a director, officer, employee or agent of the corporation, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Bylaw.

CERTIFICATE

The foregoing Amended and Restated Bylaws of Bakken Family WRC Foundation were adopted by the Board of Directors of the corporation effective the 11th day of April, 2012.

J Bakken

Jeffrey T Bakken, Secretary

070025/311001/1452533_1