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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation DAKOTA CHARITABLE FOUNDATION INC		A Employer identification number 46-0422869	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 8303		B Telephone number (see instructions) (605) 341-3620	
City or town, state or province, and ZIP or foreign postal code RAPID CITY, SD 57709		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) ☒ \$ 70,708,095		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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)	2,545			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	44,221	44,221		
	4 Dividends and interest from securities.	615,722	615,722		
	5a Gross rents	509,485	509,485		
	b Net rental income or (loss) <u>-101,440</u>				
	6a Net gain or (loss) from sale of assets not on line 10	1,419,863			
	b Gross sales price for all assets on line 6a <u>3,957,082</u>				
	7 Capital gain net income (from Part IV, line 2) . . .		1,419,863		
	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)	7,390	7,390		
	12 Total. Add lines 1 through 11	2,599,226	2,596,681		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	66,000	13,200		52,800
	14 Other employee salaries and wages	124,373	124,373		
	15 Pension plans, employee benefits	1,756	1,756		
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	11,955	5,977		5,978
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	171,539	158,115		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	951,948	950,848		1,100
	24 Total operating and administrative expenses. Add lines 13 through 23	1,327,571	1,254,269		59,878
	25 Contributions, gifts, grants paid	6,514,000			6,514,000
	26 Total expenses and disbursements. Add lines 24 and 25	7,841,571	1,254,269		6,573,878
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-5,242,345			
	b Net investment income (if negative, enter -0-)		1,342,412		
	c Adjusted net income (if negative, enter -0-)				

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	588,982	687,785	687,785
	2	Savings and temporary cash investments	843,320	2,842,200	2,842,200
	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 ▶ _____			
	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)	23,489,333	16,470,436	33,788,784
	c	Investments—corporate bonds (attach schedule).	7,888,393	6,638,938	6,570,349
	11	Investments—land, buildings, and equipment basis ▶ _____ 25,580,688 Less accumulated depreciation (attach schedule) ▶ _____ 1,652,841	22,890,854	23,927,847	25,580,688
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,345,435	1,238,289	1,238,289
	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)	57,046,317	51,805,495	70,708,095	
Liabilities	17	Accounts payable and accrued expenses	4,974	3,073	
	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 ▶ _____)	2,802	6,226	
	23	Total liabilities (add lines 17 through 22)	7,776	9,299	
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	57,038,541	51,796,196	
	30	Total net assets or fund balances (see instructions)	57,038,541	51,796,196	
31	Total liabilities and net assets/fund balances (see instructions) . . .	57,046,317	51,805,495		

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 57,038,541
2	Enter amount from Part I, line 27a	2 -5,242,345
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 51,796,196
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 51,796,196

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)
1 a	JP MORGAN	P	2013-12-31	2014-12-31
b	JP MORGAN	P	2013-12-31	2014-12-31
c	JP MORGAN	P	2013-12-31	2014-12-31
d	JP MORGAN	P	2013-12-31	2014-12-31
e	CAPITAL GAIN DISTRIBUTIONS	P	2013-12-31	2014-12-31

(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 1,619,334		1,422,501	196,833
b 579,722		424,511	155,211
c 126,399		89,523	36,876
d 984,266		600,684	383,582
e 647,361			647,361

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			196,833
b			155,211
c			36,876
d			383,582
e			647,361

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	1,419,863
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 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))
2013	5,034,304	67,678,292	0 074386
2012	2,965,104	44,799,021	0 066187
2011	3,064,328	30,377,858	0 100874
2010	3,379,996	30,651,339	0 110272
2009	2,562,427	29,153,439	0 087895

2	Total of line 1, column (d).	2	0 439614
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 087923
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	68,635,938
5	Multiply line 4 by line 3.	5	6,034,678
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	13,424
7	Add lines 5 and 6.	7	6,048,102
8	Enter qualifying distributions from Part XII, line 4.	8	6,573,878

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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)

1

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

2

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-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5

Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6

Credits/Payments

a

2014 estimated tax payments and 2013 overpayment credited to 2014

6a

7,198

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868)

6c

20,000

d

Backup withholding erroneously withheld

6d

7

Total credits and payments Add lines 6a through 6d.

8

Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2015 estimated tax 13,675 Refunded

13,424

13,424

13,424

27,198

99

13,675

Part VII-AStatements Regarding Activities

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

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?

1b

No

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.

1c

No

c

Did the foundation file Form 1120-POL for this year?

1c

No

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 \$

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?

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

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b

If "Yes," has it filed a tax return on Form 990-T for this year?

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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

Yes

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

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)

SD

8b

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

Yes

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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)?

9

No

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

10

No

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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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of RAY HILLENBRAND Telephone no (605) 341-3620 Located at PO BOX 8303 RAPID CITY SD ZIP+4 57709			
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		
16	At any time during calendar year 2014, 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	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2014?.	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. 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 2014 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 2014.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2014?	4b		No

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 4945(d)(4)(A)? (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

No

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

No

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
RAY HILLENBRAND	MANAGER	66,000	0	0
P O BOX 8303 RAPID CITY,SD 57709	20 00			
MARGARET HILLENBRAND	DIRECTOR	0	0	0
P O BOX 8303 RAPID CITY,SD 57709	1 00			
HEIDI HILLENBRAND	DIRECTOR	0	0	0
P O BOX 8303 RAPID CITY,SD 57709	1 00			
GRETCHEN HILLENBRAND	DIRECTOR	0	0	0
P O BOX 8303 RAPID CITY,SD 57709	1 00			

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.

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Part VIII

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

NONE

Total number of others receiving over \$50,000 for professional services. ▶

Part IX-A

Expenses

1

Part IX-B

Amount

1 N/A

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	44,134,367
b	Average of monthly cash balances.	1b	668,329
c	Fair market value of all other assets (see instructions).	1c	24,878,459
d	Total (add lines 1a, b, and c).	1d	69,681,155
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	69,681,155
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,045,217
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	68,635,938
6	Minimum investment return. Enter 5% of line 5.	6	3,431,797

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	3,431,797
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	13,424
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	13,424
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,418,373
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,418,373
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	3,418,373

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	6,573,878
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	6,573,878
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	13,424
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,560,454

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				3,418,373
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.	1,004,693			
b From 2010.	1,855,795			
c From 2011.	1,557,043			
d From 2012.	725,487			
e From 2013.	1,669,813			
f Total of lines 3a through e.	6,812,831			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 6,573,878				
a Applied to 2013, 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 2014 distributable amount.				3,418,373
e Remaining amount distributed out of corpus	3,155,505			
5 Excess distributions carryover applied to 2014 (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:	9,968,336			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	1,004,693			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	8,963,643			
10 Analysis of line 9				
a Excess from 2010. . . .	1,855,795			
b Excess from 2011. . . .	1,557,043			
c Excess from 2012. . . .	725,487			
d Excess from 2013. . . .	1,669,813			
e Excess from 2014. . . .	3,155,505			

Part XIVPrivate 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 2014, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 XVSupplementary Information (Complete this part only if the organization 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))

RAY HILLENBRAND

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 or email address 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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	6,514,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

l. 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)	Yes
	(2) Other assets.	1a(2)	No
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
	(3) Rental of facilities, equipment, or other assets.	1b(3)	No
	(4) Reimbursement arrangements.	1b(4)	No
	(5) Loans or loan guarantees.	1b(5)	No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No

[illegible]

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
CORPORATION	501(C)(6)	COMMON BOARD MEMBER

***** 2015-11-11 *****

 Signature of officer or trustee Date Title

Print/Type preparer's name F PETER BERGMAN CPA	Preparer's Signature	Date 2015-11-11	Check if self-employed ☒	PTIN P00086292
Firm's name ☒ KETEL THORSTENSON LLP			Firm's EIN ☒ 46-0257538	
Firm's address ☒ PO BOX 3140 RAPID CITY, SD 577093140			Phone no (605) 342-5630	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ALLIED ARTS FUND P O BOX 4080 RAPID CITY,SD 57709		PC	COMMUNITY EVENTS	2,000
BLACK HILLS POW WOW ASSOC P O BOX 8131 RAPID CITY,SD 57709		PC	NATIVE AMERICAN	10,000
BOLINAS MUSEUM 48 WHARF RD BOLINAS,CA 94924		PC	MUSEUM SPONSOR	5,000
CATHOLIC DIOCESE OF RAPID P O BOX 678 RAPID CITY,SD 57709		PC	RELIGIOUS	310,000
CATHOLIC SOCIAL SERVICES 918 5TH ST RAPID CITY,SD 57701		PC	COUNSELING FOR NEEDY	220,000
CITY OF RAPID CITY 300 6TH STREET RAPID CITY,SD 57701		GOV	CHARITABLE	25,000
CRAZY HORSE MEMORIAL FOUNDATION 12151 AVENUE OF THE CHIEF CRAZY HORSE,SD 57730		PC	CHARITABLE	25,000
CULVER EDUCATIONAL FOUND 1300 ACADEMY RD 153 CULVER,IN 46511		PC	EDUCATIONAL	20,000
DAKOTA FIELDS PO BOX 9151 RAPID CITY,SD 57709		PC	SUPPORT LOCAL SPORTING	200,000
DESTINATION RAPID CITY 606 MAIN STREET RAPID CITY,SD 57701		NC	COMMUNITY IMPROVEMENT	4,340,000
FELLOWSHIP OF CATHOLIC UNIVERSITY S PO BOX 18710 GOLDEN,CO 80402		PC	RELIGIOUS	1,000
FIRST PEOPLES FUND PO BOX 2977 RAPID CITY,SD 57709		PC	CHARITABLE	50,000
FRIENDS OF SD PUBLIC BROADCASTING PO BOX 5000 BROOKINGS,SD 57706		PC	CHARITABLE	2,000
GREENWOOD SCHOOL 17 BUENA VISTA AVE MILL VALLEY,CA 94941		PC	EDUCATIONAL	25,000
HABITAT FOR HUMANITY 48 WHARF ROAD BOLINAS,CA 94924		PC	CHARITABLE	10,000
Total ▶ 3a				6,514,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HOLY CROSS CATHOLIC CHURCH PO BOX 70 TIMBER LAKE,SD 57656		PC	RELIGIOUS	17,000
JUNIOR ACHIEVEMENT TOTAL PO BOX 402 RAPID CITY,SD 57709		PC	EDUCATIONAL	1,000
LAKOTA COUNCIL OF TRIBES 1412 WOOD ST SPRINGFIELD,SD 57062		PC	CHARITABLE	500
MARIN COUNTY 4H PONY PO BOX 219 BOLINAS,CA 94924		PC	EDUCATIONAL	5,000
MARIN COUNTY FOUNDATION PO BOX 367 STINSON BEACH,CA 94970		PC	CHARITABLE	3,500
NORTH MIDDLE SCHOOL 1501 N MAPLE AVE RAPID CITY,SD 57701		GOV	EDUCATIONAL	2,000
OGLALA LOKOTA NATION EDUCATION COLA PO BOX 500 KYLE,SD 57752		PC	EDUCATIONAL	5,000
SAN FRANCISCO WALDORF SCH 293 WASHINGTON ST SAN FRANCISCO,CA 94115		PC	EDUCATIONAL	95,000
SOUTH DAKOTA SM&T 501 EAST ST JOSEPH ST RAPID CITY,SD 57701		PC	EDUCATIONAL	1,000,000
UNITED WAY OF THE BLACK H 621 6TH ST SUITE300 RAPID CITY,SD 57701		PC	CHARITABLE	125,000
WESTERN SD CATHOLIC FOUNDATION PO BOX 678 RAPID CITY,SD 57701		PC	RELIGIOUS	5,000
YMCA 815 KANSAS CITY ST RAPID CITY,SD 57701		PC	SUPPORT YMCA	10,000
Total  3a				6,514,000

TY 2014 Accounting Fees Schedule

Name: DAKOTA CHARITABLE FOUNDATION INC

EIN: 46-0422869

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,955	5,977		5,978

TY 2014 Investments Corporate Bonds Schedule

Name: DAKOTA CHARITABLE FOUNDATION INC

EIN: 46-0422869

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS-J P MORGAN INVESTMENT MGMT	6,638,938	6,570,349

TY 2014 Investments Corporate Stock Schedule

Name: DAKOTA CHARITABLE FOUNDATION INC

EIN: 46-0422869

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES-J P MORGAN INVESTMENT MGMT	16,470,436	33,788,784

TY 2014 Investments - Land Schedule

Name: DAKOTA CHARITABLE FOUNDATION INC

EIN: 46-0422869

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	25,580,688	1,652,841	23,927,847	25,580,688

TY 2014 Investments - Other Schedule

Name: DAKOTA CHARITABLE FOUNDATION INC

EIN: 46-0422869

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
NOTE RECEIVABLE-UNRELATED	FMV	1,238,289	1,238,289

TY 2014 Other Expenses Schedule

Name: DAKOTA CHARITABLE FOUNDATION INC

EIN: 46-0422869

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LAND & BUILDINGS				
INVESTMENT DEPRECIATION	610,925	610,925		
EXPENSES				
MISC EXPENSE	1,679	1,679		
INSURANCE	2,200	1,100		1,100
ADVERTISING-RENTAL	18,278	18,278		
INSURANCE-RENTAL	28,144	28,144		
OFFICE EXPENSES-RENTAL	47,806	47,806		
REPAIRS & MAINTENANCE-RENTAL	63,858	63,858		
UTILITIES-RENTAL	137,181	137,181		
INVESTMENT MANAGEMENT FEES	30,719	30,719		
MISC RENTAL EXPENSE	11,158	11,158		

TY 2014 Other Income Schedule

Name: DAKOTA CHARITABLE FOUNDATION INC

EIN: 46-0422869

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	7,390	7,390	

TY 2014 Other Liabilities Schedule**Name:** DAKOTA CHARITABLE FOUNDATION INC**EIN:** 46-0422869

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE	2,802	6,226

TY 2014 Taxes Schedule**Name:** DAKOTA CHARITABLE FOUNDATION INC**EIN:** 46-0422869

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	6,557	6,557		
USE TAX	20,116	20,116		
EXCISE TAX	13,424			
REAL ESTATE TAXES-RENTAL	131,442	131,442		