Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: DAKOTA FOUNDATION DTD 122797

A Employer identification number: 36-7213554

Number and street (or P O box number if mail is not delivered to street address): C/O JANET L HOLADAY - BOX 1535 | Room/suite

B Telephone number (see instructions): (701)252-3420

City or town, state or province, country, and ZIP or foreign postal code: JAMESTOWN, ND 58402-1535

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)* ▶ $ 13,115,868

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

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

SCANNED MAY 2 2017

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)	440,000			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	68	68		
4	Dividends and interest from securities	238,236	238,236		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	221,813			
b	Gross sales price for all assets on line 6a 226,006				
7	Capital gain net income (from Part IV, line 2)		221,813		
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) STM106	6,198	5,913		
12	**Total.** Add lines 1 through 11	906,315	466,030		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	7,513	1,488		6,025
14	Other employee salaries and wages	1,611			1,611
15	Pension plans, employee benefits	351			351
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STM110	300			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	27,002			27,002
22	Printing and publications				
23	Other expenses (attach schedule) STM103	181,310	442		3,805
24	**Total operating and administrative expenses.** Add lines 13 through 23	218,087	1,930		38,794
25	Contributions, gifts, grants paid	118,000			118,000
26	**Total expenses and disbursements.** Add lines 24 and 25	336,087	1,930		156,794
27	Subtract line 26 from line 12.				
a	**Excess of revenue over expenses and disbursements**	570,228			
b	**Net investment income** (if negative, enter -0-)		464,100		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	78,363	410,474	410,474
	2	Savings and temporary cash investments	1,008,099	856,685	856,685
	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	14,173	7,848	7,848
	10a	Investments - U.S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STM137	4,413,516	4,607,974	10,982,610
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment. basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STM118	268,667	61,424	61,424
	14	Land, buildings, and equipment. basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ STM120)	363,458	796,827	796,827
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,146,275	6,741,232	13,115,868
Liabilities	17	Accounts payable and accrued expenses	14,173	7,848	
	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)	14,173	7,848	
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	6,132,102	6,733,384	
	30	**Total net assets or fund balances** (see instructions)	6,132,102	6,733,384	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,146,275	6,741,232	

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	6,132,102
2	Enter amount from Part I, line 27a	2	570,228
3	Other increases not included in line 2 (itemize) ▶ STM115	3	31,159
4	Add lines 1, 2, and 3	4	6,733,489
5	Decreases not included in line 2 (itemize) ▶ STM116	5	105
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,733,384

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	See STM134			
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	226,006		4,193	221,813
b				
c				
d				
e				

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				221,813
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 — 221,813

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))
2015	590,706	11,406,699	0.051786
2014	289,760	10,876,597	0.026641
2013	78,749	6,372,920	0.012357
2012	95,725	5,128,875	0.018664
2011	18,537	5,000,468	0.003707

2	**Total** of line 1, column (d)	2	0.113154
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	0.022631
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	11,571,374
5	Multiply line 4 by line 3	5	261,872
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,641
7	Add lines 5 and 6	7	266,513
8	Enter qualifying distributions from Part XII, line 4	8	615,794

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	4,641
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	0
3	Add lines 1 and 2	3	4,641
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,641
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 7,848		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	7,848
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	3,207
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 3,207 **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) ▶ IL ND			
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 2016 or the taxable year beginning in 2016 (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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶ WWW.DAKOTAFOUNDATION.ORG

14 The books are in care of ▶ JANET L HOLADAY Telephone no. ▶ 701-252-3420

Located at ▶ BOX 1535, JAMESTOWN, ND ZIP+4 ▶ 58402-1535

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 2016, 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 FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		X
	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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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.)	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. ▶ ______, ______, ______, ______			
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 2016 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 2016.)*	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 2016?	4b		X

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

			Yes	No
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		
	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 990 OFOV				
JANET L HOLADAY BOX 1535, JAMESTOWN, ND 58402-1535	SECRETARY-TREAS 2.50	7,513	0	0
A. BART HOLADAY BOX 1535, JAMESTOWN, ND 58402-1535	CHAIRMAN 8.00	0	0	0
T. JUSTIN BRONDER BOX 1535, JAMESTOWN, ND 58402-1535	ADVISORY COMMIT 1.00	0	0	0
ERIN FINGER BOX 1535, JAMESTOWN, ND 58402-1535	ADVISORY COMMIT 1.00	0	0	0

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

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

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

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

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

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

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	
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 BLUE STAR RECYCLERS - TRUCK, SHREDDER	59,000
2 DISCOVER GOODWILL - NEW BUILDING	350,000
All other program-related investments See instructions 3 STM142	50,000
Total. Add lines 1 through 3 ▶	459,000

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	11,620,832
b	Average of monthly cash balances	1b	126,756
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	11,747,588
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	0
3	Subtract line 2 from line 1d	3	11,747,588
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	176,214
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,571,374
6	**Minimum investment return.** Enter 5% of line 5	6	578,569

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	578,569
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,641		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,641
3	Distributable amount before adjustments Subtract line 2c from line 1			3	573,928
4	Recoveries of amounts treated as qualifying distributions			4	54,230
5	Add lines 3 and 4			5	628,158
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	628,158

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	156,794
b	Program-related investments - total from Part IX-B	1b	459,000
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	615,794
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	4,641
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	611,153

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 2015	(c) 2015	(d) 2016
1	Distributable amount for 2016 from Part XI, line 7				628,158
2	Undistributed income, if any, as of the end of 2016:				
a	Enter amount for 2015 only			611,378	
b	Total for prior years: ______, ______, ______				
3	Excess distributions carryover, if any, to 2016:				
a	From 2011				
b	From 2012				
c	From 2013				
d	From 2014				
e	From 2015				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 615,794				
a	Applied to 2015, but not more than line 2a			611,378	
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 2016 distributable amount				4,416
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount - see instructions				
e	Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				623,742
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 2011 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2012				
b	Excess from 2013				
c	Excess from 2014				
d	Excess from 2015				
e	Excess from 2016				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	(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).)

A BART HOLADAY

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.

NONE

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 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 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*				
AMERICANS FOR OXFORD, INC. 505 FIFTH AVE, 32ND FLR NEW YORK, NY 10110		PC	EDUCATIONAL INTERNSHIP	8,000
UND CENTER FOR INNOVATION 4200 JAMES RAY DRIVE GRAND FORKS, ND 58203		PC	VETERANS ENTREPRENEURSHIP	25,000
VETERANS YOGA PROGRAM 965 SHOREPOINT CT. ALAMEDA, CA 94501		PC	VETERANS RECOVERY PROGRAM	25,000
ALDO LEOPOLD CHARTER SCHOOL 1422 HIGHWAY 180 E SILVER CITY, NM 88061-7837		PC	STUDENT ENTREPRENEUR	25,000
SEEDS COMMUNITY CAFE 320 S WEBER COLORADO SPRINGS, CO 80903		PC	FOOD RECOVERY AND FEEDING HOMELESS	29,700
COLORADO SPRINGS FOOD RECOVERY 427 E COLORADO AVE COLORADO SPRINGS, CO 80903		PC	FOOD RECOVERY AND FEEDING HOMELESS	5,300
Total . . . . ▶ 3a				118,000
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a PRI INTEREST INCOME		6,151	14		
b PRI INT INC - K-1		3	14		
c PRI ORD INC - K-1			14		
d PRI BK VS TAX DIFF					
e K-1		6	14		
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		238,304	14		
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		221,813	18		
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b PTR K1-BK VS TX DIFF		14	14		
c PTR. K-1 INTEREST		24	14		
d					
e					
12 Subtotal Add columns (b), (d), and (e)		466,315			

13 **Total.** Add line 12, columns (b), (d), and (e) 13 466,315

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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: [signature] | Date: 5-11-17 | Title: SECRETARY-TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶
Firm's address ▶ | Phone no

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047
2016

Name of the organization	**Employer identification number**
DAKOTA FOUNDATION DTD 122797	36-7213554

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ______

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
DAKOTA FOUNDATION DTD 122797	36-7213554

Part I **Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	A. BART HOLADAY 5065 BROADLAKE VIEW COLORADO SPRINGS, CO 80906-8642	$ 440,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Federal Supporting Statements

2016 PG01

Name(s) as shown on return: DAKOTA FOUNDATION DTD 122797

Your Social Security Number: 36-7213554

FORM 990PF - PART I - LINE 23 - OTHER EXPENSES SCHEDULE

STATEMENT #103~

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
COMMONS CAPITAL INVESTMENT EXP	272	272	0	0
OFFICE SUPPLIES AND POSTAGE	126	0	0	126
SUSTAINABLE JOBS FUND INV. EXP	46	46	0	0
SUSTAINABLE JOBS FUND BK VS TX	119	0	0	0
WEBSITE MAINTENANCE	0	0	0	0
RESEARCH BOOKS	389	0	0	389
BANK AND BROKERS FEES	324	124	0	200
STATE REGISTRATION FEE	15	0	0	15
DUES	3,075	0	0	3,075
COMMONS CAPTL UNREALIZED LOSS	175,244	0	0	0
SUST JOBS FND UNREALIZED LOSS	1,700	0	0	0
TOTALS	181,310	442	0	3,805

Federal Supporting Statements

2016 PG01

Name(s) as shown on return: DAKOTA FOUNDATION DTD 122797

Your Social Security Number: 36-7213554

FORM 990PF - PART I - LINE 11 - OTHER INCOME SCHEDULE

STATEMENT #106~

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME
ORDINARY INCOME PRI K-1	(265)	(265)	0
BOOK VS TAX DIFF - CC K-1	14	0	0
BOOK VS TAX DIFF - PRI K-1	271	0	0
INTEREST INCOME - PRI	6,151	6,151	0
INTEREST INCOME - PRI K-1	3	3	0
INTEREST INCOME - CC K-1	24	24	0
TOTALS	6,198	5,913	0

PG01

FORM 990PF - PART I - LINE 18 - TAXES SCHEDULE

STATEMENT #110~

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
EXCISE TAX PAID	300	0	0	0
TOTALS	300	0	0	0

Name(s) as shown on return: DAKOTA FOUNDATION DTD 122797

FEIN: 36-7213554

FORM 990PF - PART III - LINE 3

STATEMENT #115

OTHER INCREASES SCHEDULE

REPAYMENT OF GRANT FROM PRIOR YEAR	30,000
STOCK ACQUIRED IN MERGER	1,158
ROUNDING	1
TOTAL	31,159

PG01

FORM 990PF - PART III - LINE 5

STATEMENT #116

OTHER DECREASES SCHEDULE

INV BASIS CHANGE-TRANSF NEW BROKER	105
TOTAL	105

PG01

FORM 990PF - PART II - LINE 13

STATEMENT #118

INVESTMENTS: OTHER SCHEDULE

CATEGORY	BOOK VALUE (BOY)	BOOK VALUE (EOY)	FMV (EOY)
COMMONS CAPITAL LIMITED PARTNERSHIP	268,667	61,424	61,424
TOTAL	268,667	61,424	61,424

PG01

FORM 990PF - PART II - LINE 15

STATEMENT #120

OTHER ASSETS SCHEDULE

DESCRIPTION	BOY BOOK	EOY BOOK	FMV
PROGRAM RELATED INVESTMENTS	363,458	796,827	796,827
TOTAL	363,458	796,827	796,827

Federal Supporting Statements

2016 PG01

Name(s) as shown on return: DAKOTA FOUNDATION DTD 122797

Your Social Security Number: 36-7213554

FORM 990-PF - PART IV - CAPITAL GAINS AND LOSSES INFORMATION (OVERFLOW)

STATEMENT #134~

DESCRIPTION	P-PURCHASE D-DONATION	DATE ACQUIRED	DATE SOLD	SALES PRICE	DEPRECIATION	COST OR OTHER BASIS	GAIN OR LOSS	GAINS MINUS EXCESS OR LOSSES
3800 SH EMC CORPORATION	D	11-19-2013	09-07-2016	91,390		4,191	87,199	87,199
.548 SH DELL TECHNOLOGIES	D	11-19-2013	09-14-2016	26		2	24	24
LTCGD - VANGUARD	P	12-21-2016	12-21-2016	99			99	99
LTCGD - VANGUARD	P	12-23-2016	12-23-2016	488			488	488
COMMONS CAPITAL PARTNERSHIP	P	12-31-2016	12-31-2016	133,548			133,548	133,548
SUSTAINABLE JOBS FUND PARTNERSHIP	P	12-31-2016	12-31-2016	455			455	455
TOTAL				226,006		4,193	221,813	221,813

	Federal Supporting Statements	2016 PG01
Name(s) as shown on return		FEIN
DAKOTA FOUNDATION DTD 122797		36-7213554

FORM 990PF - PART II - LINE 10(B)
INVESTMENTS: CORPORATE STOCK SCHEDULE

STATEMENT #137

CATEGORY	BOY	BOOK VALUE	EOY FMV
VANGUARD TOTAL INT STOCK FUND	999,995	1,000,152	1,624,918
VANGUARD TOTAL BOND MKT INDEX	665,904	665,615	703,952
UBS AG (UDS) ORD NEW			65,814
VANGUARD 500 INDEX FUND	2,487,632	2,487,655	4,132,820
ABBOTT LABORATORIES	6,888	6,889	88,343
ABBVIE, INC.	6,171	6,171	118,978
ACI WOORLDWIDE, INC.	3,077	3,077	81,675
ACUITY BRANDS, INC.	3,400	3,400	253,946
AMAZON.COM, INC.	5,761	5,761	374,935
AMERICAN INTERNATIONAL GROUP,	25,175	25,175	13,062
AMERICAN INTERNATL. GROUP WRNT	1,629	1,629	2,346
AMGEN, INC.	4,042	4,042	175,452
BB&T CORPORATION	2,727	2,727	51,722
FRANKLIN RESOURCES, INC.	17,111	17,110	91,034
BOEING COMPANY	4,102	4,101	108,976
BP PLC	11,869	11,868	100,926
CISCO SYSTEMS, INC.			12,088
CORNING, INC.	24,099	24,100	109,215
DELL TECHONOLOGIES		1,158	23,252
DOLLAR TREE, INC.	34,546	34,547	262,180
EBAY, INC.	2,241	2,241	29,690
EMC CORPORATION	4,191		
ENERGIZER HOLDINGS, INC.	1,084	1,084	31,227
EXPEDIA, INC.	2,978	2,978	192,576
EXPRESS SCRIPTS HOLDING CO.	4,222	4,222	75,669
HULL TACTICAL FUND		197,597	192,095
GENUINE PARTS CO.	1,743	1,743	105,094
HOLLYFRONTIER CORPORATION	3,286	3,287	229,320
JPMORGAN CHASE & CO.	4,133	4,133	120,806
KELLOGG COMPANY	14,021	14,021	117,936
ESTEE LAUDER COMPANIES INC A	5,748	5,748	114,735
MCKESSON CORPORATION	3,634	3,634	140,450
MICROSOFT CORPORATION	15,775	15,776	360,412
ORACLE CORPORATION	5,852	5,851	65,365
PEPSICO, INC.	7,496	7,495	136,019
PFIZER, INC.	5,453	5,453	113,680
POLARIS INDUSTRIES, INC.	6,024	6,024	98,868
PAYPAL HOLDINGS	3,174	3,174	39,470
STATE STREET CORPORATION	6,252	6,252	116,580
SYMANTEC CORPORATION	4,382	4,382	19,112
TRACTOR SUPPLY COMPANY	912	912	144,039
TRIPADVISOR, INC.	3,625	3,626	92,740
EDGEWELL PERSONAL CARE CO.	3,164	3,164	51,093
TOTALS	**4,413,516**	**4,607,974**	**10,982,610**

	Federal Supporting Statements	**2016** PG01
Name(s) as shown on return		FEIN
DAKOTA FOUNDATION DTD 122797		36-7213554

FORM 990PF - PART IX-B - LINE 3
ALL OTHER PROGRAM-RELATED INVESTMENTS

STATEMENT #142

DESCRIPTION	AMOUNT
WOMEN'S BEAN PROJECT	50,000

List of Officers, Directors, Trustees, and Key Employees

1 List all officers, directors, trustees, and key employees for the year even if they were not compensated.

(a) Name and title	(b) Average hours per week devoted to position	(c) Reportable compensation (Form W-2/1099-MISC) (if not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
BRETT HOLADAY ADVISORY BOX 1535, JAMESTOWN, ND 58402-1535	1.00	0	0	0
WILL KUSLER ADVISORY BOX 1535, JAMESTOWN, ND 58402-1535	1.00	0	0	0
ANDREW SELLERS ADVISORY BOX 1535, JAMESTOWN, ND 58402-1535	1.50	0	0	0
PETER VILLELLA ADVISORY BOX 1535, JAMESTOWN, ND 58402-1535	1.00	0	0	0
CATHARINE M HOLADAY VICE CHA BOX 1535, JAMESTOWN, ND 58402-1535	1.00	0	0	0
KELSEY NOLAN ADVISORY BOX 1535, JAMESTOWN, ND 58402-1535	1.00	0	0	0