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 ,

BLACK HILLS CORPORATION FOUNDATION
625 NINTH STREET, PO BOX 1400
RAPID CITY, SD 57709-1400

A Employer identification number: 75-2986866

B Telephone number (see instructions): 605-721-2371

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: [X] 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, column (c), line 16*) ► $ 5,803,030.

J Accounting method: [X] 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).)*

	Line	(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)	781,309.			
	2 Check ► [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	46.	46.	46.	
	4 Dividends and interest from securities	177,924.	177,924.	177,924.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	114,460.			
	b Gross sales price for all assets on line 6a 240,460.				
	7 Capital gain net income (from Part IV, line 2)		114,460.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,073,739.	292,430.	177,970.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other professional fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 1	489.	489.	489.	489.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	489.	489.	489.	489.
	25 Contributions, gifts, grants paid Part XV	505,868.			505,868.
	26 **Total expenses and disbursements** Add lines 24 and 25	506,357.	489.	489.	506,357.
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	567,382.			
	b **Net investment income** (if negative, enter -0-)		291,941.		
	c **Adjusted net income** (if negative, enter -0-)			177,481.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	340,731.	542,456.	542,456.
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		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) Statement 2	630,000.	985,309.	1,490,378.
	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) Statement 3	3,497,847.	3,508,195.	3,770,196.
	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)	4,468,578.	5,035,960.	5,803,030.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
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	4,468,578.	5,035,960.	
	30	**Total net assets or fund balances** (see instructions)	4,468,578.	5,035,960.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,468,578.	5,035,960.	

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	4,468,578.
2	Enter amount from Part I, line 27a	2	567,382.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	5,035,960.
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	5,035,960.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	2000 SHARES BH CORPORATION	D	12/01/00	8/12/16
b	2000 SHARES BH CORPORATION	D	12/01/00	9/13/16
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	118,463.		63,000.	55,463.
b	121,997.		63,000.	58,997.
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				55,463.
b				58,997.
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** 114,460.

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** 0.

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	600,948.	4,894,511.	0.122780
2014	243,850.	4,751,014.	0.051326
2013	245,261.	4,283,774.	0.057253
2012	266,545.	3,830,232.	0.069590
2011	331,998.	3,786,145.	0.087688

2	**Total** of line 1, column (d)	2	0.388637
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	0.077727
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	5,278,400.
5	Multiply line 4 by line 3	5	410,274.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,919.
7	Add lines 5 and 6	7	413,193.
8	Enter qualifying distributions from Part XII, line 4	8	506,357.

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)

1 a	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 ► [X] and enter 1% of Part I, line 27b		1	2,919.
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	2,919.
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	2,919.
6	Credits/Payments			
a	2016 estimated tax pmts and 2015 overpayment credited to 2016	6a 2,264.		
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	2,264.
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	655.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ►$ 0. **(2)** On foundation managers ►$ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ►$ 0.			
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
4 a	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	N/A	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► SD			
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 ► N/A

14 The books are in care of ► PERRY KRUSH, TREASURER Telephone no ► 605-721-1700

Located at ► 625 NINTH STREET RAPID CITY SD ZIP + 4 ► 57709-1400

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			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

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

			Yes	No
1 a	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)?	1 b	N/A	
	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?	1 c		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 ► 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)	2 b	N/A	
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__			
3 a	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)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

5 a 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** N/A

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? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945–5(d)

6 a 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: X

If 'Yes' to 6b, file Form 8870

7 a 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? N/A **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 4		0.	0.	0.

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 The Foundation has no direct charitable activities as it merely provides contributions to recipients.	
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ►	0.

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	4,863,748.
b	Average of monthly cash balances		1b	495,034.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	5,358,782.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	5,358,782.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	80,382.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,278,400.
6	**Minimum investment return.** Enter 5% of line 5		6	263,920.

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	263,920.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 2,919.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	2,919.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	261,001.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	261,001.
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	261,001.

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	506,357.
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	506,357.
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	2,919.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	503,438.

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				261,001.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011 146,859.				
b From 2012 78,788.				
c From 2013 38,255.				
d From 2014 9,507.				
e From 2015 359,646.				
f **Total** of lines 3a through e	633,055.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► $ 506,357.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2016 distributable amount				261,001.
e Remaining amount distributed out of corpus	245,356.			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	878,411.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	146,859.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	731,552.			
10 Analysis of line 9:				
a Excess from 2012 78,788.				
b Excess from 2013 38,255.				
c Excess from 2014 9,507.				
d Excess from 2015 359,646.				
e Excess from 2016 245,356.				

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

1 a 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			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a 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))

None

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

See Statement 5

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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 Attached Statement		NP	Scholarship/Capital	505,868.
Total			► **3a**	505,868.
b *Approved for future payment*				
See Statement 6				
Total			► **3b**	583,834.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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			14	46.	
4 Dividends and interest from securities			14	177,924.	
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					114,460.
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)				177,970.	114,460.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 292,430.

(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)
N/A	

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

2 a 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
N/A		

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 | 5·11·2017 Date | President 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
[redacted]	Non-Paid Preparer			[redacted]

Firm's name ► [redacted] Firm's EIN ► [redacted]

Firm's address ► [redacted]

Phone no [redacted]

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, 990-PF) and its instructions is at *www.irs.gov/form990.*	OMB No 1545-0047 **2016**

Name of the organization	**Employer identification number**
BLACK HILLS CORPORATION FOUNDATION	75-2986866

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
- [X] 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

[X] 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
BLACK HILLS CORPORATION FOUNDATION

Employer identification number
75-2986866

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BLACK HILLS SERVICE CO, LLC 625 NINTH STREET RAPID CITY, SD 57709-1400	$ 300,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	BLACK HILLS CORPORATION 625 NINTH STREET RAPID CITY, SD 57709-1400	$ 481,309.	Person [ ] Payroll [ ] Noncash [X] (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)

Name of organization
BLACK HILLS CORPORATION FOUNDATION

Employer identification number
75-2986866

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	8,297 SHARES OF BHC STOCK	$ 481,309.	11/11/16

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
BLACK HILLS CORPORATION FOUNDATION	75-2986866

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ N/A
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Statement 1
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Service Charges	$ 414.	$ 414.	$ 414.	$ 414.
Transaction fee	75.	75.	75.	75.
Total	$ 489.	$ 489.	$ 489.	$ 489.

Statement 2
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
BLACK HILLS CORPORATION	Cost	$ 985,309.	$ 1,490,378.
	Total	$ 985,309.	$ 1,490,378.

Statement 3
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Publicly Traded Securities			
Charles Schwab Investment Portfolio	Cost	$ 3,508,195.	$ 3,770,196.
	Total	$ 3,508,195.	$ 3,770,196.

Statement 4
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Jafar Karim 625 Ninth Street Rapid City, SD 57701	President 0.50	$ 0.	$ 0.	$ 0.
Linden R. Evans 625 Ninth Street Rapid City, SD	Vice President 0.50	0.	0.	0.

Statement 4 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Mark Stege 1301 W 24th Street Cheyenne, WY 82001	Director 0.50	$ 0.	$ 0.	$ 0.
Perry Krush 625 Ninth Street Rapid City, SD 57701	Treasurer 1.00	0.	0.	0.
David Emery 625 Ninth Street Rapid City, SD 57701	Director 0.50	0.	0.	0.
Jeff Sylvester 1600 Windhoek Dr Lincoln, NE 68512	Director 0.50	0.	0.	0.
John Benton 1515 Wynkoop Street, Suite 500 Denver, CO 80202	Director 0.50	0.	0.	0.
Nick Gardner 601 North Iowa Street Lawrence, KS	Director 0.50	0.	0.	0.
Susan Bailey 7060 Allegre Street Fountain, CO 80817	Director 0.50	0.	0.	0.
Todd Jacobs 601 N Iowa St Lawrence, KS 66044	Director 0.50	0.	0.	0.
Vance Crocker 625 Ninth Street Rapid City, SD 57701	Director 0.50	0.	0.	0.
Tracy Peterson 1205 SW 37th Street Grimes, IA 50111	Secretary 0.50	0.	0.	0.
Shirley Welte 1301 West 24th Street Cheyenne, WY	Director 0.50	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	Black Hills Corporation Foundation
Care Of:	Val Simpson
Street Address:	P.O. Box 1400
City, State, Zip Code:	Rapid City, SD 57709-1400
Telephone:	
E-Mail Address:	
Form and Content:	An application for funding must be requested. The application must include general history; purpose of grant; budget; other sources of funding; timeline; copy of recent financial statements.
Submission Deadlines:	None
Restrictions on Awards:	Sponsors must be 501(c)(3) exempt and nonpolitical. No awards are granted to individuals, endowments, memorials, religious organizations for religious purposes, or for advertising purposes.

Statement 6
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Asbury Community Service		NC	Scholarship/Capital	$ 2,500.
Arkansas Childrens Hospital Foundation		NC	Scholarship/Capital	80,000.
Cheyenne Kiwanis Club		NC	Scholarship/Capital	5,000.
Custer State Park		NC	Scholarship/Capital	16,667.
Forest City YMCA		NC	Scholarship/Capital	2,500.
Iowa Valley Marshalltown CC		NC	Scholarship/Capital	4,000.
Laramie County Comm College		NC	Scholarship/Capital	45,000.
Energy Outreach Colorado		NC	Scholarship/Capital	70,000.
Lincoln Public Schools Foundation		NC	Scholarship/Capital	20,000.
Newman University		NC	Scholarship/Capital	5,000.

Statement 6 (continued)
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Northeast Iowa Community College		NC	Scholarship/Capital	$ 4,000.
Rocky Ford PUblic Safety		NC	Scholarship/Capital	12,500.
Weston County Health		NC	Scholarship/Capital	16,667.
Northweest Arkansas Comm College		NC	Scholarship/Capital	100,000.
St. Thomas More		NC	Scholarship/Capital	25,000.
University of Wyo-School of Engineering		NC	Scholarship/Capital	125,000.
Youth and Family Services		NC	Scholarship/Capital	25,000.
Childrens Museum of Cheyenne		NC	Scholarship/Capital	25,000.
			Total	$ 583,834.

BLACK HILLS CORPORATION FOUNDATION
Checks Written 2016

Check Issued To	Amount
American Cancer Society, 4904 S. Technopolis Dr., Sioux Falls, SD 57106	360.00
City of Hickman, 115 Locust St, Hickman, NE 68372	5,000.00
American Cancer Society, 4904 S. Technopolis Dr., Sioux Falls, SD 57106	80.00
Terry and Hazeideane Carpenter Intergenerational Center, 116 Terry Blvd, Gering, NE 69341	8,000.00
Cody Rotary Foundation, PO Box 2215, Cody, WY 82414	15,000.00
Heartland Equine Therapeutic Riding Academy, 10130 S. 222nd Street, Gretna, NE 68028	3,000.00
Lincoln Public Schools Foundation, 5905 O Street, Lincoln, NE 68510	10,000.00
South Dakota Community Foundation, PO Box 296, Pierre, SD 57501	5,000.00
Grand Friends Inc., PO Box 304, Rocky Ford, CO 81067	10,000.00
Platte River Trails, PO Box 1228, Casper, WY 82602	30,000.00
The Depot Foundation, 205 South Broadway, Riverton, WY 82501	10,000.00
Northern Hills Alliance for Children, 753 Main Street, Deadwood, SD 57732	11,500.00
Exploration Place, 300 North McLean Boulevard, Wichita, KS 67203	15,000.00
Dubuque Mercy Health Foundation, Inc. 700 Locust Street, Suite 195, Dubuque, IA 52001	7,500.00
Fresh Start, 6433 Havelock Ave., Lincoln, NE 68507	8,200.00
Tabitha Foundation, 4720 Randolph Street, Lincoln, NE 68510	10,000.00
Salvation Army, PO Box 1656, Pueblo, CO 81002	2,000.00
Boys and Girls Club of Pueblo County, 635 W Corona Avenue, Suite 105, Pueblo CO 81004	10,000.00
Stop Payment made on Salvation Army - Pueblo Check, re-issued check #1798	(2,000.00)
Nebraska Wesleyan University, 5000 St Paul Ave, Lincoln, NE 68504	100.00
Ozark Share & Care, 105 Highway 62-65 Bypass, Harrison, AR 72601	15,000.00
Arkansas Childrens Hospital Foundation, 4093 West Sunset, Suite 102, Springdale, AR 72762	20,000.00
Senior Resource Development Agency, 230 N. Union Ave., Pueblo, CO 81003	25,000.00
Friends of Football, 504 North Grand Ave, Pueblo, CO 81003	12,315.00
Checks Issued 2016	**505,868.01**

BLACK HILLS CORPORATION FOUNDATION
Checks Written 2016

Check Issued To	Amount
Woodland Aquatic Project, PO Box 639, Woodland Park, CO, 80863	5,000.00
SD Parks and Wildlife Foundation, 523 E. Capitol, Pierre, SD 57501	16,666.67
Our Hometown Charitable Foundation, PO Box 442, Burlington, CO 80807	5,000.00
Guadalupe Clinic, 940 S. Saint Francis, Wichita, KS 67211	15,000.00
Cheyenne Kiwanis Club Foundation, PO box 1513, Cheyenne, WY 82003	5,000.00
Cornhusker United Way, PO Box 75, Crete, NE 68333	48.00
CASA, 300 South Carey, Gillette, WY 82716	1,000.00
Weston County Health Services, Box 821, Newcastle, WY 82701	8,333.34
UW Mile High Denver, 711 Park Ave W, Denver, CO 80205	2,923.00
UW of Larimer County, 424 Pine Street, Fort Collins, CO 80524	108.00
Pikes Peak UW, 518 N Nevada Ave, Colorado Springs, CO 80903	5,718.00
UW of Pueblo County, PO Box 11566, Pueblo, CO 81001	6,822.00
UW of Central Iowa, Des Moines, IA 50314	1,159.00
UW Services Inc., 215 W 6th, Dubuque IA 52001	1,368.00
UW of East Central Iowa, 317 7th Ave SE, Suite 401, Cedar Rapids, IA 52401	324.00
UW Jasper County, PO Box 844, Newton, IA 50208-0844	897.00
UW of Dodge City, 2010 1st Ave, Ste A, Dodge City, KS 67801	194.00
Finney County UW, PO Box 1268, Garden City, KS 67846	752.00
UW of Douglas County, 2518 Ridge Ct 200, Lawrence, KS 86046	1,695.00
UW of Seward County, PO Box 273, Liberal, KS 67905-0273	475.00
UW of the Plains, PO Box 47208, Wichita, KS 67201	3,423.00
UW of Greater Kanas City, PO Box 871400, Kanas City, MO 64187-1400	301.00
UW of Yellowstone City, 2173 Overland Ave, Billings, MT 59102	166.00
UW of Gage County, PO Box 395, Beatrice NE 68310	806.00
UW-Columbus, Columbus, NE 68602	774.00
UW of Lincoln and Lancaster Counties, 238 S 13th Street, Lincoln, NE 68508	9,257.00
UW of Norfolk, PO Box 1041, Norfolk, NE 68702-1041	1,209.00
UW of the Midlands-Omaha, 1805 Harney St, Omaha, NE 68102	6,256.00
UW of York, PO Box 295, York, NE 68467	374.00
UW of Northern Hills, 621 6th Street, Suite 100, Rapid City, SD 57701-2745	2,181.00
UW of the Black Hills, 621 6th Street, Suite 100, Rapid City, SD 57701-2745	38,318.00
UW of the Southern Hills, 621 6th Street, Suite 100, Rapid City, SD 57701-2745	1,433.00
UW of the Black Hills-Sturgis, 621 6th Street, Suite 100, Rapid City, SD 57701-2745	1,110.00
UW of Laramie County, 1401 Airport Parkway, Suite 220, Cheyenne, WY 82001	6,437.00
UW of Campbell County, PO Box 2905, Gillette, WY 82717	6,234.00
Weston County UW, PO Box 910, Newcastle, WY 82701	841.00
Forest City Family YMCA, 916 West I Street, Forest City, IA 50436	2,500.00
Community Health Center of the Black Hills, 350 Pine Street, Rapid City, SD 57701	10,000.00
COMEA House and Resource Center, 1504 Stinson Avenue, Cheyenne, WY 82001	5,000.00
Junior Achievement of Lincoln, 285 S 66th Place, Suite 580, Lincoln, NE 68510	1,000.00
Girl Scouts Spirit of Nebraska, 8230 Beechwood Dr, Lincoln, NE 68510	5,000.00
Ranger Field Renovation Committee, PO box 441, Hill City, SD 57745	25,000.00
Converse County Hospital Foundation, PO box 393, Douglas, WY 82633	15,000.00
Jonathon & Shari Fox Family Foundation, 201 Main Street, Fowler, CO 81039	5,000.00
The ARC of Sedgwick County, 2919 W. 2nd Street North, Wichita, KS 67203	2,500.00
Greater Cheyenne Foundation, 121 W 15th Street, Suite 204, Cheyenne, WY 82001	3,750.00
American Cancer Society, 5733 S. 34th Street, Suite 500, Lincoln, NE 68516	40.00
SDSMT Foundation, 306 E. St Joseph Street, Suite, Rapid City, SD 57701	100.00
Marshalltown Community College, 3700 South Center Street, Marshalltown, IA 50158	2,000.00
Newman University, 3100 McCormick, Wichita KS 67213	5,000.00
Energy Outreach Colorado 225 E 16th Ave, Suite 200, Denver CO 80203	35,000.00
Big Brothers/Big Sisters of the BH, 425 Kansas City Street, Rapid City, SD 57701	320.00