

Form 990-PF

Department of the Treasury
Internal Revenue ServiceExtended to November 15, 2018
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
Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

Offutt Family Foundation

Number and street (or P O box number if mail is not delivered to street address)

700 South 7th Street

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

Fargo, ND 58103

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 9,259,287.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

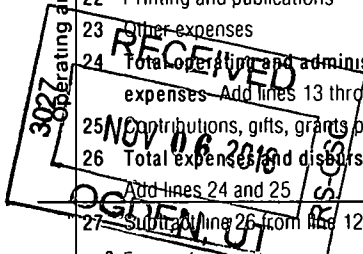
26-6574983

B Telephone number

701-237-6062

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 ☐

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	7,983,106.		N/A	
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	1,758.	1,758.		Statement 1
4	Dividends and interest from securities	11,269.	11,269.		Statement 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	9,609.			
b	Gross sales price for all assets on line 6a	9,609.			
7	Capital gain net income (from Part IV, line 2)		9,609.		
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)				
11	Other income	12,341.	12,341.		Statement 3
12	Total. Add lines 1 through 11	8,018,083.	34,977.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees Stmt 4	2,409.	0.		2,409.
c	Other professional fees				
17	Interest				
18	Taxes Stmt 5	1,485.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	1,773.	0.		1,773.
22	Printing and publications	3,775.	0.		3,775.
23	Other expenses Stmt 6	28,618.	28,064.		554.
24	Total operating and administrative expenses. Add lines 13 through 23	38,060.	28,064.		8,511.
25	Contributions, gifts, grants paid	1,431,578.			1,431,578.
26	Total expenses and disbursements. Add lines 24 and 25	1,469,638.	28,064.		1,440,089.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	6,548,445.			
b	Net investment income (if negative, enter -0-)		6,913.		
c	Adjusted net income (if negative, enter -0-)			N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	663,871.	6,099,467.	6,099,467.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock Stmt 7	41,490.	700,463.	700,463.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	856,958.	1,447,995.	2,459,357.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,562,319.	8,247,925.	9,259,287.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,562,319.	8,247,925.	
	30 Total net assets or fund balances	1,562,319.	8,247,925.	
	31 Total liabilities and net assets/fund balances	1,562,319.	8,247,925.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,562,319.
2	Enter amount from Part I, line 27a	2	6,548,445.
3	Other increases not included in line 2 (itemize) ▶ Unrealized gain	3	137,161.
4	Add lines 1, 2, and 3	4	8,247,925.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,247,925.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 River Oaks Capital gain K-1 Income	P		
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 9,609.			9,609.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			9,609.
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	9,609.
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) If (loss), enter -0- in Part I, line 8 }	3	N/A

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 doesn't 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))
2016	1,303,424.	2,440,030.	.534184
2015	973,605.	305,616.	3.185713
2014	796,158.	98,351.	8.095068
2013	982,015.	166,937.	5.882549
2012	790,138.	61,113.	12.929131

2 Total of line 1, column (d)	2	30.626645
3 Average distribution ratio for the 5 year base period divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	6.125329
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	4,611,856.
5 Multiply line 4 by line 3	5	28,249,135.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	69.
7 Add lines 5 and 6	7	28,249,204.
8 Enter qualifying distributions from Part XII, line 4	8	1,440,089.

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	138.
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	138.
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	138.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	1,760.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments Add lines 6a through 6d	7	1,760.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.	
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	1,622.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ☐ 1,622. Refunded ☐	11	0.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. 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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ 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 C? If "No," attach explanation	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses Stmt 9	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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► <u>Thomas K. Espel</u> Telephone no ► <u>701-526-9644</u> Located at ► <u>700 South 7th Street, Fargo, ND</u> ZIP+4 ► <u>58103</u>		
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 N/A		
16 At any time during calendar year 2017, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here N/A ► ☐	1b	
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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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) 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 ► _____, _____, _____	2b	
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 2017 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 2017.) N/A	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 2017?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ Nob 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
Organizations relying on a current notice regarding disaster assistance, check hereN/A
▶ ☐

5b

c If the answer is "Yes" to question 5a(1), 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).

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?

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

6b

X

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?

N/A

7b

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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.

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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	1,938,748.
b	Average of monthly cash balances	1b	881,133.
c	Fair market value of all other assets	1c	1,862,206.
d	Total (add lines 1a, b, and c)	1d	4,682,087.
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	4,682,087.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	70,231.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,611,856.
6	Minimum investment return Enter 5% of line 5	6	230,593.

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	230,593.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	138.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	138.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	230,455.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	230,455.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	230,455.

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	1,440,089.
b	Program-related investments - total from Part IX-B	1b	0.
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	1,440,089.
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	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,440,089.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				230,455.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2017				
a From 2012	787,082.			
b From 2013	973,670.			
c From 2014	791,242.			
d From 2015	900,702.			
e From 2016	1,183,147.			
f Total of lines 3a through e	4,635,843.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 1,440,089.				
a Applied to 2016, 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 2017 distributable amount				230,455.
e Remaining amount distributed out of corpus	1,209,634.			
5 Excess distributions carryover applied to 2017 (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	5,845,477.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	787,082.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	5,058,395.			
10 Analysis of line 9				
a Excess from 2013	973,670.			
b Excess from 2014	791,242.			
c Excess from 2015	900,702.			
d Excess from 2016	1,183,147.			
e Excess from 2017	1,209,634.			

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				
Cobber Wrestling 901 8th St S Moorhead, MN 56562	None	PC	golf sponsor	1,000.
Moorhead Wrestling 3845 11th Ave. S Moorhead, MN 56560	None	PC	golf scramble	1,000.
Northern Lights Council 4200 19th Ave. S Fargo, ND 58103	None	PC	boy scouts	1,000.
SD FFA Foundation, Inc 39393 133rd St Bath, SD 57427	None	PC	general fund	1,375.
Minnesota FFA Foundation P. O. Box 365 Plainview, MN 55964	None	PC	general fund	1,500.
Total	See continuation sheet(s)			1,431,578.
b Approved for future payment				
None				
Total				0.

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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

Offutt Family Foundation

Employer identification number

26-6574983

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).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

Offutt Family Foundation

26-6574983

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	Ronald D. Offutt PO Box 7160 Fargo, ND 58106-7160	\$ 943,391.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	RD Offutt Company PO Box 7160 Fargo, ND 58106-7160	\$ 7,039,715.	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)

Employer identification number

26-6574983

[illegible]

Name of organization	Employer identification number
Offutt Family Foundation	26-6574983

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 info. once) ▶ \$

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

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ND FFA Foundation P.O. Box 6022 Bismarck, ND 58506-6022	None	PC	general fund	1,500.
Plains Art Museum 704 1st Ave N Fargo, ND 58102	None	PC	spring gala, corporate sponsor	2,500.
CCRI 2903 15th Street South Moorhead, MN 56560	None	PC	internship	3,000.
Aberdeen Christian School 1500 N Hwy 281 Aberdeen, SD 57401	None	PC	gymnasium fund	5,000.
Alice Rural Fire Department 4457 138th Ave SE Alice, ND 58031	None	PC	fire equipment	5,000.
Campbell Volunteer Fire Dept. 502 5th Street Campbell, MN 56522	None	PC	fire equipment	5,000.
Chaska Fire Department 285 Engler Blvd Chaska, MN 55318	None	PC	fire equipment	5,000.
Davenport Fire Department 180 Main Street Davenport, ND 58021	None	PC	fire equipment	5,000.
Fingal Fire Protection District 418 3rd St Fingal, ND 58031	None	PC	fire equipment	5,000.
Hazen Rural Fire Protection 502 7th St Ne Hazen, ND 58545	None	PC	fire equipment	5,000.
Total from continuation sheets				1,425,703.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Home on the Range 16351 I-94 Sentinel Butte, ND 58654	None	PC	new roof	5,000.
Junior Achievement of the Upper Midwest 1800 White Bear Ave. N Maplewood, MN 55109	None	PC	general fund	5,000.
Nevis Lions Club PO Box 74 Nevis, MN 56467	None	PC	playground	5,000.
Rutland-Cayuga Fire Department 13894 94th St SE Rutland, ND 58067	None	PC	fire equipment	5,000.
Trinity Catholic Schools 810 Empire Road Dickinson, ND 58601	None	PC	capital campaign	5,000.
Velva Fire Department 105 1st St W Velva, ND 58790	None	PC	fire equipment	5,000.
Glenburn Rural Fire Protection District PO Box 7 Glenburn, ND 58740	None	PC	fire equipment	6,000.
Frankfort Fire Dept. 510 Jefferson Ave Frankfort, SD 57440	None	PC	fire equipment	7,000.
Strasburg Fire Dept. 713 Main St Strasburg, ND 58573	None	PC	fire equipment	7,000.
Colfax Fire Department PO Box 243 Colfax, ND 58018	None	PC	fire equipment	8,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Lisbon Fire Department 4 5th Ave East Lisbon, ND 58054	None	PC	fire equipment	8,500.
Buda Volunteer Fire Department PO Box 1159 (209 Fm 2770) Buda, TX 78610	None	PC	fire equipment	9,000.
Colton Fire and Rescue PO Box 162 Colton, SD 57018	None	PC	fire equipment	9,675.
Congress Fire District 26733 Santa Fe Rd Congress, AZ 85332	None	PC	fire equipment	10,000.
Doland Fire Department Box 3017 Doland, SD 57436	None	PC	fire equipment	10,000.
WDAY Honor Flight 308 Sheyenne St West Fargo, ND 58078	None	PC	veterans	10,000.
Hawley Area Fire Department 460 5th Street Hawley, MN 56549	None	PC	fire equipment	10,500.
Lynd Fire Department 111 West Railroad Street Lynd, MN 56157	None	PC	fire equipment	12,000.
Casselton Fire Department 121 N. Langer Ave Casselton, ND 58012	None	PC	fire equipment	13,755.
Kindred Fire Fighters PO Box 126 Kindred, ND 58051	None	PC	fire equipment	14,015.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Wilton Fire Protection District 120 Dakota Ave Wilton, ND 58579	None	PC	fire equipment	15,000.
Aberdeen Rural Fire Protection District PO Box 1241 Aberdeen, SD 57402	None	PC	fire equipment	16,500.
Boardman Rural Fire Protection District 300 SW Wilson Lane Boardman, OR 97818	None	PC	fire equipment	16,500.
Bowlus Fire & Rescue 212 Main Street Bowlus, MN 56314	None	PC	fire equipment	16,500.
Brooten Fire Department PO Box 355 Brooten, MN 56316	None	PC	fire equipment	16,500.
Central Fire District 697 Annis Hwy. Rigby, ID 83442	None	PC	fire equipment	16,500.
Christine Community Fire District PO Box 49 Christine, ND 58015	None	PC	fire equipment	16,500.
Dilworth Fire Department 709 1st Ave Dilworth, MN 56559	None	PC	fire equipment	16,500.
Hitterdale Fire Dept. 101 Northern Pacific Ave Hitterdale, MN 56552	None	PC	fire equipment	16,500.
Joliet Volunteer Fire Department 129 N Main Joliet, MT 59041	None	PC	fire equipment	16,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Leonard Fire Department 12 4th St S Leonard, ND 58052	None	PC	fire equipment	16,500.
New Prague Fire Department 505 5th Ave NW New Prague, MN 56071	None	PC	fire equipment	16,500.
Redfield Rural Fire Department PO Box 38 Redfield, SD 57469	None	PC	fire equipment	16,500.
Rothsay Fire and Rescue 455 Center Street Rothsay, MN 56579	None	PC	fire equipment	16,500.
Stanton Fire Protection PO Box 314 Stanton, ND 58571	None	PC	fire equipment	16,500.
St. Charles Fire & Rescue 830 Whitewater Ave St. Charles, MN 55972	None	PC	fire equipment	16,500.
Tacna Volunteer Fire Department 40140 Missouri Ave Tacna, AZ 85352	None	PC	fire equipment	16,500.
Vining Fire & Rescue Department 401 Hoff Ave Vining, MN 56588	None	PC	fire equipment	16,500.
Wahpeton Fire Department 204 5th St S Wahpeton, ND 58074	None	PC	fire equipment	16,500.
Wallace Fire Department PO Box 57 Wallace, SD 57272	None	PC	fire equipment	16,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Zumbro Falls Fire Department PO Box 123 Zumbro Falls, MN 55991	None	PC	fire equipment	16,500.
MSUM Alumni Foundation 203 Owens Hall Moorhead, MN 56563	None	PC	scholarships	20,000.
Wellspring for the World P. O. Box 936 Park Rapids, MN 56470	None	PC	4 wells	20,000.
YMCA of Cass & Clay County 400 1st Ave S Fargo, ND 58103	None	PC	capital campaign	20,000.
Central Cass Public School District #17 802 5th St N Casselton, ND 58012-3346	None	GOV	school/community project	33,334.
Goldberg Charitable Corporation C/O Bay State Milling Company Quincy, MA 02169-0948	None	PC	improve food system	50,000.
JP II Catholic Schools 5600 25th St. S Fargo, ND 58104	None	PC	capital campaign	50,000.
Luther Seminary 2481 Coma Ave St. Paul, MN 55108	None	PC	scholarships	50,000.
Mayo Foundation 200 1st St. Sw Rochester, MN 55905	None	PC	endowment fund	50,000.
Park Rapids Volunteer Fire Dept. 804 Park Avenue S Park Rapids, MN 56470	None	PC	fire equipment	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Sanford Foundation P. O. Box 2010 Fargo, ND 58122-0302	None	PC	Heart center	50,000.
TNT Kid'S Fitness & Gymnastics 2800 Main Ave Fargo, ND 58103	None	PC	general fund	50,000.
Oak Grove Lutheran School 124 N. Terrace Fargo, ND 58102	None	PC	student programs, annual fund	51,000.
Concordia College 901 8th St. S Moorhead, MN 56562	None	PC	stadium, major gifts campaign	378,924.
Total from continuation sheets				

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest Income	1,758.	1,758.	
Total to Part I, line 3	1,758.	1,758.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Merrill Lynch	11,269.	0.	11,269.	11,269.	
To Part I, line 4	11,269.	0.	11,269.	11,269.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Tax Basis Investment Income from K-1	12,341.	12,341.	
Total to Form 990-PF, Part I, line 11	12,341.	12,341.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation Fees	2,409.	0.		2,409.
To Form 990-PF, Pg 1, ln 16b	2,409.	0.		2,409.

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Taxes	1,485.	0.		0.
To Form 990-PF, Pg 1, ln 18	1,485.	0.		0.

Form 990-PF	Other Expenses	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Supplies	554.	0.		554.
Tax Basis Investment Expenses from K-1	28,064.	28,064.		0.
To Form 990-PF, Pg 1, ln 23	28,618.	28,064.		554.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
Merrill Lynch Equities	700,463.	700,463.
Total to Form 990-PF, Part II, line 10b	700,463.	700,463.

Form 990-PF	Other Investments	Statement	8
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Description	Valuation Method	Book Value	Fair Market Value
River Oaks Financial Fund	COST	850,844.	1,862,206.
Sterling Multifamily Trust	COST	174,827.	174,827.
Mutual Funds EFT's - Merrill Lynch	COST	422,324.	422,324.
Total to Form 990-PF, Part II, line 13		1,447,995.	2,459,357.

Form 990-PF	List of Substantial Contributors Part VII-A, Line 10	Statement 9
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Name of Contributor	Address
RD Offutt Company	PO Box 7160 Fargo, ND 58106-7160

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 10
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan	Expense Contrib	Expense Account
Ronald D. Offutt 700 South 7th Street Fargo, ND 58103	Trustee 0.10	0.	0.	0.	0.
Karen Offutt 700 South 7th Street Fargo, ND 58103	Trustee 0.10	0.	0.	0.	0.
Shelly Neal 700 South 7th Street Fargo, ND 58103	Trustee 0.10	0.	0.	0.	0.
Rondi McGovern 700 South 7th Street Fargo, ND 58103	Trustee 0.10	0.	0.	0.	0.
Allan F. Knoll 700 South 7th Street Fargo, ND 58103	Trustee 0.10	0.	0.	0.	0.
Thomas K. Espel 700 South 7th Street Fargo, ND 58103	Trustee/Administrator 0.10	0.	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.	0.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 11

Name of Manager

Ronald D. Offutt
Karen Offutt