

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.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0052

**2018**

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation

**HAPPY DANCING TURTLE  
DBA RESILIENT LIVING COUNCIL**

A Employer identification number

**20-4188279**

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

Room/suite

**2331 DANCING WIND ROAD SW****1**

B Telephone number

**(218) 587-2303**

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

**PINE RIVER, MN 56474**C If exemption application is pending, check here ☐

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

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

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

J Accounting method: ☐ Cash☒ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐▶ \$ **9,427,197.** (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))		(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		958,005.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,541.	1,541.	1,541.	STATEMENT 1
4 Dividends and interest from securities		242,590.	242,590.	242,590.	STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		517,638.			
b Gross sales price for all assets on line 6a		1,663,541.			
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain				517,638.	
9 Income modifications					
10a Gross sales less returns and allowances		50.			STATEMENT 3
b Less Cost of goods sold		50.		50.	STATEMENT 4
c Gross profit or (loss)					
11 Other income		24,478.	1,555.	24,478.	STATEMENT 5
12 Total. Add lines 1 through 11		1,744,302.	763,324.	786,297.	
13 Compensation of officers, directors, trustees, etc.		52,950.	0.	0.	52,950.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		9,708.	0.	0.	9,708.
16a Legal fees					
b Accounting fees STMT 6		10,104.	0.	0.	10,104.
c Other professional fees STMT 7		27,080.	27,080.	0.	27,080.
17 Interest					
18 Taxes STMT 8		4,375.	0.	0.	0.
19 Depreciation and depletion		5,430.	0.	0.	
20 Occupancy		556.	0.	0.	556.
21 Travel, conferences, and meetings		15,126.	0.	0.	15,126.
22 Printing and publications					
23 Other expenses STMT 9		489,874.	7,869.	0.	546,494.
24 Total operating and administrative expenses. Add lines 13 through 23		615,203.	34,949.	0.	662,018.
25 Contributions, gifts, grants paid		5,375.			5,375.
26 Total expenses and disbursements. Add lines 24 and 25		620,578.	34,949.	0.	667,393.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,123,724.			
b Net investment income (if negative, enter -0-)			728,375.		
c Adjusted net income (if negative, enter -0-)				786,297.	

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		38,428.	55,403.	55,403.
	2	Savings and temporary cash investments		761,919.	1,545,333.	1,545,333.
	3	Accounts receivable ▶ 907,877.		8,697.	907,877.	907,877.
		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		3,540.	3,540.	3,540.
	10a	Investments - U.S. and state government obligations STMT 10		1,927,589.	1,952,384.	1,952,384.
	b	Investments - corporate stock STMT 11		4,917,971.	3,329,938.	3,329,938.
	c	Investments - corporate bonds STMT 12		250,000.	250,000.	250,000.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 13		1,153,240.	1,355,468.	1,355,468.	
14	Land, buildings, and equipment basis ▶ 84,132.					
	Less accumulated depreciation STMT 14 ▶ 56,878.		19,003.	27,254.	27,254.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		9,080,387.	9,427,197.	9,427,197.	
Liabilities	17	Accounts payable and accrued expenses		60,227.	102,462.	
	18	Grants payable				
	19	Deferred revenue		4,813.	3,816.	
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 15)		11,023.	11,023.	
23	Total liabilities (add lines 17 through 22)		76,063.	117,301.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted		9,004,324.	9,309,896.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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				
30	Total net assets or fund balances		9,004,324.	9,309,896.		
31	Total liabilities and net assets/fund balances		9,080,387.	9,427,197.		

**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	9,004,324.
2	Enter amount from Part I, line 27a	2	1,123,724.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,128,048.
5	Decreases not included in line 2 (itemize) ▶ <b>NET UNREALIZED GAIN ON INVESTMENTS</b>	5	818,152.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,309,896.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a 1,663,541.</b>		<b>1,145,903.</b>	<b>517,638.</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			<b>517,638.</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	<b>517,638.</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	<b>3</b>	<b>517,638.</b>

**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))
2017	732,506.	8,439,769.	.086792
2016	494,809.	8,195,518.	.060376
2015	567,643.	8,439,565.	.067260
2014	511,996.	8,722,629.	.058697
2013	541,995.	8,476,125.	.063944

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.337069</b>
<b>3</b> 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	<b>3</b>	<b>.067414</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	<b>4</b>	<b>8,391,054.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>565,675.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>7,284.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>572,959.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>667,393.</b>

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.

**HAPPY DANCING TURTLE**  
**DBA RESILIENT LIVING COUNCIL**
**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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	7,284.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		3	7,284.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
3 Add lines 1 and 2		5	7,284.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		6a	7,060.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		6b	0.
6 Credits/Payments:		6c	0.
a 2018 estimated tax payments and 2017 overpayment credited to 2018		6d	0.
b Exempt foreign organizations - tax withheld at source		7	7,060.
c Tax paid with application for extension of time to file (Form 8868)		8	12.
d Backup withholding erroneously withheld		9	236.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

**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
b 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. <u>MN</u>		
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	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 2018 or the tax year beginning in 2018? 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	X	

N/A

STMT 16

**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 <b>WWW.HAPPYDANCINGTURTLE.ORG</b>	X	
14 The books are in care of <b>ERIKA O'BRIEN</b> Telephone no. <b>(218) 587-2001</b> Located at <b>2331 DANCING WIND ROAD SW, STE 1, PINE RIVER, MN</b> ZIP+4 <b>56474</b>		
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 2018, 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		X
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 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2018 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 2018.) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2018?		X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year, did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

N/A

Organizations relying on a current notice regarding disaster assistance, check here

N/A

**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).

**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

**8** Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?☐ Yes ☒ No**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 17		52,950.	9,708.	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
HARVEY CHAMBERLIN - 2331 DANCING WIND ROAD SW, STE 1, PINE RIVER, MN	FOOD & WATER	SECURITY	COORDINATOR	
QUINN SWANSON - 2331 DANCING WIND ROAD SW, STE 1, PINE RIVER, MN 56474	SUSTAINABILITY	PROGRAMS	COORDINATOR	
	40.00	63,014.	26,400.	0.
	40.00	60,490.	7,324.	0.

**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	
SEE STATEMENT 18	504,019.
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.

Form 990-PF (2018)

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	6,093,279.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,200,542.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	1,225,016.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	8,518,837.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	8,518,837.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	127,783.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	8,391,054.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	419,553.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2018. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	667,393.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	<b>4</b>	667,393.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	7,284.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	660,109.

**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)

N/A

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only				
<b>b</b> Total for prior years:				
<b>3</b> Excess distributions carryover, if any, to 2018:				
<b>a</b> From 2013				
<b>b</b> From 2014				
<b>c</b> From 2015				
<b>d</b> From 2016				
<b>e</b> From 2017				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4: <b>▶</b> \$				
<b>a</b> Applied to 2017, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)				
<b>d</b> Applied to 2018 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions				
<b>e</b> Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.				
<b>f</b> Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7				
<b>9</b> Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2014				
<b>b</b> Excess from 2015				
<b>c</b> Excess from 2016				
<b>d</b> Excess from 2017				
<b>e</b> Excess from 2018				

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

- 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 2018, enter the date of the ruling

01/19/06

- b** Check box to indicate whether the foundation is a private operating foundation described in section ☒ 4942(j)(3) or ☐ 4942(j)(5)

- 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

Tax year	Prior 3 years			(e) Total
(a) 2018	(b) 2017	(c) 2016	(d) 2015	
419,553.	395,806.	299,812.	325,894.	1,441,065.
356,620.	336,435.	254,840.	277,010.	1,224,905.
667,393.	736,031.	494,809.	570,172.	2,468,405.
0.	0.	0.	0.	0.
667,393.	736,031.	494,809.	570,172.	2,468,405.
				1 X 0.
				0.
279,702.	281,325.	273,184.	281,319.	1,115,530.
				0.
				0.
				0.
				0.

- 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or email address of the person to whom applications should be addressed:

**SEE STATEMENT 19**

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

- c** Any submission deadlines:

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

**Part XV** **Supplementary Information** (continued)

3. Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
BRAINERD LAKES AREA COMMUNITY FOUNDATION 101 7TH AVE S, SUITE 100 SAINT CLOUD, MN 56301		PC	BLACF ANNUAL DINNER CORPORATE SPONSORSHIP	600.
CENTRAL LAKES ROTARY P.O. BOX 587 PEQUOT LAKES, MN 56472		PC	STRIVE SCRAMBLE - \$150 1 HOLE SPONSORSHIP	150.
FIRST NATIONAL BANK OMAHA P.O. BOX 2818 OMAHA, NE 68103-2818		PC	JIM-SUSTAINABLE FARMING DONATION	200.
FIRST NATIONAL BANK OMAHA P.O. BOX 2818 OMAHA, NE 68103-2818		PC	QUINN-RVT-RELAY FOR LIFE DONATION	100.
GOOD SAMARITHAN SOCIETY 518 JEFFERSON AVE PINE RIVER, MN 56474		PC	2018 GOOD SAMARITAN BOWL	250.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>5,375.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

**HAPPY DANCING TURTLE  
DBA RESILIENT LIVING COUNCIL**

20-4188279

**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
KINSHIP PARTNERS, INC. 910 PINE STREET PO BOX 642 BRainerd, MN 56401		PC	2018 TASTE OF THE LAKES TABLE SPONSOR	1,500.
LAKE AREA MUSIC FESTIVAL P.O. BOX 96 BRainerd, MN 56401		PC	MUSIC FESTIVAL CO-SPONSORSHIP	500.
LAKES AREA HABITAT FOR HUMANITY P.O. BOX 234 BRainerd, MN 56401		PC	ANNUAL DINNER SPONSORSHIP- DOOR TO TOMORROW	1,000.
NATIONAL CHILD SAFETY COUNCIL C/O CASS COUNTY SHERIFF'S OFFICE PO BOX 1119 WALKER, MN 56484		PC	SAFETY EDUCATION PROGRAM	75.
PINE RIVER AREA FOUNDATION PO BOX 131 PINE RIVER, MN 56474		PC	2018 LAKE BLUEGRASS FESTIVAL GOLD SPONSOR	500.
PINE RIVER BACKUS SCHOOLS P.O. BOX 610 PINE RIVER, MN 56474		GOV	SPLIT CORP. LOGO SPONSORSHIP	400.
PINE RIVER WATERSHED ALLIANCE P.O. BOX 822 CROSSLAKE, MN 56442		PC	ANNUAL MEMBERSHIP RENEWAL	100.
<b>Total from continuation sheets</b>				4,075.



## Part XVII

### Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 • Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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  
(2) Other assets

- b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) *Performance of services or membership or fundraising solicitations*

- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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, this 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

Date \_\_\_\_\_

Title

May the IRS discuss this return with the preparer shown below? See instr

☒ Yes    ☐ No

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐  
self-employed

PTIN	
------	--

**Paid  
Preparer  
Use Only**

KAREN GRIES

Firm's name ► CLIFTONLARSONALLEN LLP

Firm's address ► 818 SECOND ST. SO., SUITE 320  
WAITE PARK, MN 56387

Firm's EIN ► 41-0746749

Phone no. 320-203-5500

Form **990-PF** (2018)

**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](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2018**

Name of the organization

HAPPY DANCING TURTLE  
DBA RESILIENT LIVING COUNCIL

Employer identification number

20-4188279

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 foundationCheck 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 (entering "N/A" in column (b) instead of the contributor name and address), 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) (2018)

Name of organization <b>HAPPY DANCING TURTLE DBA RESILIENT LIVING COUNCIL</b>	Employer identification number <b>20-4188279</b>
--	---

**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
<b>1</b>	<b>RUTH AND NATHAN TALBOT</b> <b>21523 LAKE FRONT</b> <b>LAGO VISTA, TX 78645</b>	\$ <b>949,803.</b>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
<b>2</b>	<b>STATE OF MINNESOTA</b> <b>658 CEDAR STREET, SUITE 400</b> <b>ST. PAUL, MN 55155-1616</b>	\$ <b>5,000.</b>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Employer identification number

20-4188279

(a) No. from Part I	(b) <b>Description of noncash property given</b>	(c) <b>FMV (or estimate)</b> (See instructions )	(d) <b>Date received</b>
<u>  1  </u>	<u>234 SHARES OF 3M STOCK</u> _____ _____	\$ <u>      50,373.    </u>	<u>   09/20/18   </u>
(a) No. from Part I	(b) <b>Description of noncash property given</b>	(c) <b>FMV (or estimate)</b> (See instructions )	(d) <b>Date received</b>
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) <b>Description of noncash property given</b>	(c) <b>FMV (or estimate)</b> (See instructions )	(d) * <b>Date received</b>
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) <b>Description of noncash property given</b>	(c) <b>FMV (or estimate)</b> (See instructions )	(d) <b>Date received</b>
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) <b>Description of noncash property given</b>	(c) <b>FMV (or estimate)</b> (See instructions )	(d) <b>Date received</b>
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) <b>Description of noncash property given</b>	(c) <b>FMV (or estimate)</b> (See instructions )	(d) <b>Date received</b>
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) <b>Description of noncash property given</b>	(c) <b>FMV (or estimate)</b> (See instructions )	(d) <b>Date received</b>
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization

**HAPPY DANCING TURTLE  
DBA RESILIENT LIVING COUNCIL**

Employer identification number

**20-4188279**

**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


(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


## 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
GRANITE EQUITY INTEREST INCOME	1,277.	1,277.	1,277.
INTEREST INCOME	264.	264.	264.
TOTAL TO PART I, LINE 3	1,541.	1,541.	1,541.

## 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
DIVIDENDS	209,503.	0.	209,503.	209,503.	209,503.
GRANITE EQUITY DIVIDEND INCOME	33,087.	0.	33,087.	33,087.	33,087.
TO PART I, LINE 4	242,590.	0.	242,590.	242,590.	242,590.

FORM 990-PF

INCOME AND COST OF GOODS SOLD  
INCLUDED ON PART I, LINE 10

STATEMENT 3

## INCOME

1. GROSS RECEIPTS . . . . .  
2. RETURNS AND ALLOWANCES . . . . .  
3. LINE 1 LESS LINE 2 . . . . .

4. COST OF GOODS SOLD (LINE 15) . . . . .  
5. GROSS PROFIT (LINE 3 LESS LINE 4). . . . .

6. OTHER INCOME . . . . .

50

7. GROSS INCOME (ADD LINES 5 AND 6) . . . . .

50

## COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR . . . . .  
9. MERCHANDISE PURCHASED. . . . .  
10. COST OF LABOR. . . . .  
11. MATERIALS AND SUPPLIES . . . . .  
12. OTHER COSTS. . . . .  
13. ADD LINES 8 THROUGH 12 . . . . .

14. INVENTORY AT END OF YEAR . . . . .  
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14). . . . .

FORM 990-PF	COST OF GOODS SOLD - OTHER INCOME	STATEMENT	4
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DESCRIPTION	AMOUNT
EARNED REVENUES	50.
TOTAL OTHER INCOME	50.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WELSH/REGENCY HOSPITALITY FUND, LLC			
K-1	0.	1,555.	0.
CLASSES AND EDUCATIONAL EVENTS	24,234.	0.	24,234.
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	244.	0.	244.
TOTAL TO FORM 990-PF, PART I, LINE 11	24,478.	1,555.	24,478.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,104.	0.	0.	10,104.
TO FORM 990-PF, PG 1, LN 16B	10,104.	0.	0.	10,104.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	26,580.	26,580.	0.	26,580.
CONSULTING FEES	500.	500.	0.	500.
TO FORM 990-PF, PG 1, LN 16C	27,080.	27,080.	0.	27,080.

## FORM 990-PF

## TAXES

## STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES - OTHER	4,375.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	4,375.	0.	0.	0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT

9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONTRACTED LABOR	425,222.	0.	0.	425,222.
ADVERTISING	18,707.	0.	0.	18,707.
SUPPLIES	587.	0.	0.	587.
PROGRAM EXPENSES	28,372.	0.	0.	84,992.
TELEPHONE	2,985.	0.	0.	2,985.
POSTAGE AND SHIPPING	521.	0.	0.	521.
REPAIRS AND MAINTENANCE	326.	0.	0.	326.
DUES	1,488.	0.	0.	1,488.
INSURANCE	4,176.	0.	0.	4,176.
SUBSCRIPTIONS	771.	0.	0.	771.
SPECIAL EVENTS	872.	0.	0.	872.
MISCELLANEOUS	5,847.	0.	0.	5,847.
GRANITE EQUITY K-1 EXPENSES	0.	3,461.	0.	0.
WELSH/REGENCY HOSPITALITY FUND, LLC K-1 EXPENSES	0.	4,408.	0.	0.
TO FORM 990-PF, PG 1, LN 23	489,874.	7,869.	0.	546,494.

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT FIXED INCOME	X		1,952,384.	1,952,384.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,952,384.	1,952,384.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,952,384.	1,952,384.

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FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	3,329,938.	3,329,938.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,329,938.	3,329,938.

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FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELSH FIXED INCOME	250,000.	250,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	250,000.	250,000.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GRANITE EQUITY ALTERNATIVE INVESTMENTS	FMV	1,330,569.	1,330,569.
STIFEL MUTUAL FUNDS	FMV	24,899.	24,899.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,355,468.	1,355,468.

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FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT    14

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE AND EQUIPMENT	47,507.	37,162.	10,345.
LEASEHOLD IMPROVEMENTS	36,625.	19,716.	16,909.
TOTAL TO FM 990-PF, PART II, LN 14	84,132.	56,878.	27,254.

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FORM 990-PF      OTHER LIABILITIES      STATEMENT    15

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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FISCAL AGENT LIABILITY	11,023.	11,023.
TOTAL TO FORM 990-PF, PART II, LINE 22	11,023.	11,023.

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FORM 990-PF      LIST OF SUBSTANTIAL CONTRIBUTORS      STATEMENT    16

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PART VII-A, LINE 10

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NAME OF CONTRIBUTOR	ADDRESS
RUTH AND NATHAN TALBOT	21523 LAKE FRONT LAGO VISTA, TX 78645

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LYNN HUNT 2331 DANCING WIND ROAD SW, STE 1 PINE RIVER, MN 56474	CHAIR 20.00	0.	0.	0.
PAUL HUNT 2331 DANCING WIND ROAD SW, STE 1 PINE RIVER, MN 56474	VICE CHAIR 10.00	0.	0.	0.
RYAN HUNT 2331 DANCING WIND ROAD SW, STE 1 PINE RIVER, MN 56474	SECRETARY/TREASURER 10.00	0.	0.	0.
ROBERT MCLEAN 2331 DANCING WIND ROAD SW, STE 1 PINE RIVER, MN 56474	EXECUTIVE DIRECTOR, EX-OFF 25.00	52,950.	9,708.	0.
BERNIE ROBERTS 2331 DANCING WIND ROAD SW, STE 1 PINE RIVER, MN 56474	MEMBER 0.50	0.	0.	0.
CHRIS LINDHOLM 2331 DANCING WIND ROAD SW, STE 1 PINE RIVER, MN 56474	MEMBER 0.50	0.	0.	0.
ERIKA BAILEY JOHNSON 2331 DANCING WIND ROAD SW, STE 1 PINE RIVER, MN 56474	MEMBER 0.50	0.	0.	0.
JENNIFER SMITH 2331 DANCING WIND ROAD SW, STE 1 PINE RIVER, MN 56474	MEMBER 0.50	0.	0.	0.
JOHN POSTON 2331 DANCING WIND ROAD SW, STE 1 PINE RIVER, MN 56474	MEMBER 0.50	0.	0.	0.
JULIE ANDERHOLM 2331 DANCING WIND ROAD SW, STE 1 PINE RIVER, MN 56474	MEMBER 0.50	0.	0.	0.
MOLLY ZINS 2331 DANCING WIND ROAD SW, STE 1 PINE RIVER, MN 56474	MEMBER 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		52,950.	9,708.	0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 18

## ACTIVITY ONE

PROVIDE AWARENESS AND UNDERSTANDING OF SUSTAINABLE LIVING BY  
FOSTERING ECOLOGICAL STEWARDSHIP AND RELATED ECONOMIC  
DEVELOPMENT THROUGH EDUCATION, DEMONSTRATIONS, LITERARY  
WORKS, TRAINING, WORKSHOPS, RESEARCH, AND BUSINESS  
INCUBATION.

## EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

504,019.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 19

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LYNN HUNT (CHAIR)  
2331 DANCING WIND ROAD SW, STE 1  
PINE RIVER, MN 56474

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TELEPHONE NUMBER

(218) 587-2303

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FORM AND CONTENT OF APPLICATIONS

REQUESTS MUST BE SUBMITTED IN WRITTEN FORM (EMAIL IS ACCEPTABLE) INCLUDING:  
CONTACT INFORMATION, PURPOSE AS RELATED TO THE MISSION OF HDT, DOLLAR  
AMOUNT REQUESTED, HOW SUPPORT WILL BE RECOGNIZED, AND POPULATION AND/OR  
GEOGRAPHIC AREA TO BE SERVED

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ANY SUBMISSION DEADLINES

NO SET DEADLINES; APPLICATIONS ACCEPTED ON A ROLLING BASIS

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RESTRICTIONS AND LIMITATIONS ON AWARDS

SPONSORSHIPS & SUPPORT MUST BE ALIGNED WITH THE HAPPY DANCING TURTLE (HDT)  
MISSION OF PROMOTING SUSTAINABLE LIVING. HDT IS PRIMARILY FOCUSED ON  
DIRECT PROGRAMMING, AND COLLABORATIONS WITH OTHERS DOING WORK IN AREAS OF  
SUSTAINABLE LIVING. GIVING/SUPPORT IS GEOGRAPHICALLY FOCUSED IN THE AREA  
SURROUNDING PINE RIVER, MN.