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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2009

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

G

Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE BENTLEY FOUNDATION		A Employer identification number 20-5692692	
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 3319 JACK BURKE LN		B Telephone number (see page 10 of the instructions) (406) 652-9208	
	City or town, state, and ZIP code BILLINGS, MT 59106		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 ☐	
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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,857,653		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	47,691	47,691		
	4 Dividends and interest from securities.	26,810	26,810		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-51,174			
	b Gross sales price for all assets on line 6a _____ 345,734				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	5,030	5,030		
	12 Total. Add lines 1 through 11	28,357	79,531		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,610	1,610		0
	c Other professional fees (attach schedule)	159	159		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,621	868		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,547	1,547		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	4,937	4,184		0
	25 Contributions, gifts, grants paid	92,000			92,000
	26 Total expenses and disbursements. Add lines 24 and 25	96,937	4,184		92,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-68,580			
	b Net investment income (if negative, enter -0-)		75,347		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,203		
	2	Savings and temporary cash investments	197,835	237,612	241,971
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		627	627
	10a	Investments—U S and state government obligations (attach schedule)	311,611	 226,793	224,202
	b	Investments—corporate stock (attach schedule)	998,917	 980,231	820,118
	c	Investments—corporate bonds (attach schedule).	482,459	 477,929	476,264
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	104,194	 105,922	93,401
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 2,545	 1,070	 1,070	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,098,764	2,030,184	1,857,653	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	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	2,098,764	2,030,184	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,098,764	2,030,184	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,098,764	2,030,184	

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)	12,098,764
2	Enter amount from Part I, line 27a	2,-68,580
3	Other increases not included in line 2 (itemize) ▶ _____	3,0
4	Add lines 1, 2, and 3	4,2,030,184
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	6,2,030,184

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
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	-51,174
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2008	63,953	1,872,999	0 034145
2007	36,740	1,995,110	0 018415
2006	0	324,256	0 0
2005			
2004			

2	Total of line 1, column (d).	2	0 052560
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 017520
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	1,654,289
5	Multiply line 4 by line 3.	5	28,983
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	753
7	Add lines 5 and 6.	7	29,736
8	Enter qualifying distributions from Part XII, line 4.	8	92,000

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 on page 18

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

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b

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

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-)

3

Add lines 1 and 2.

4

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

5

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

6

Credits/Payments

a

2009 estimated tax payments and 2008 overpayment credited to 2009

6a

1,380

b

Exempt foreign organizations—tax withheld at source

6b

c

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

6c

d

Backup withholding erroneously withheld

6d

7

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

7

1,380

8

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

8

9

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

9

10

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

10

627

11

Enter the amount of line 10 to be Credited to 2010 estimated tax 627 Refunded

11

0

Part VII-AStatements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for 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.

c

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

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.

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a

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

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.

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?

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

8a

Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MT

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 .

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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV

10

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

Yes

No

1a

No

1b

No

1c

No

2

No

3

No

4a

No

4b

5

No

6

Yes

7

Yes

8b

Yes

9

No

10

Yes

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Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address n/a	13	Yes	
14	The books are in care of STEVEN D DURRETT Telephone no (406) 652-9208 Located at 3319 JACK BURKE LANE BILLINGS MT ZIP+4 59106			
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		

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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	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 2009?.	1c		No
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?. If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		☐ Yes	☐ No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes	☒ No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b No		
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes	☒ No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEVEN D DURRETT 3319 JACK BURKE LANE BILLINGS, MT 59106	PRESIDENT/SECRETARY/TREASURER 1 00	0	0	0
JULIE L DURRETT 3319 JACK BURKE LANE BILLINGS, MT 59106	VICE PRESIDENT 1 00	0	0	0
JOSEPH O ROY 32 OAK FORREST CIRCLE DENTON, TX 76210	DIRECTOR 1 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,429,967
b	Average of monthly cash balances.	1b	228,825
c	Fair market value of all other assets (see page 24 of the instructions).	1c	20,689
d	Total (add lines 1a, b, and c).	1d	1,679,481
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	1,679,481
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	25,192
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,654,289
6	Minimum investment return. Enter 5% of line 5.	6	82,714

Part XI

Distributable Amount (see page 25 of the 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	82,714
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	753
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	753
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	81,961
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	81,961
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	81,961

Part XII

Qualifying Distributions (see page 25 of the 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	92,000
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	92,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	753
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	91,247
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				81,961
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			91,050	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004.				
b From 2005.				
c From 2006.				
d From 2007.				
e From 2008.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 92,000				
a Applied to 2008, but not more than line 2a			91,050	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2009 distributable amount.				950
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 (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:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 page 27 of the instructions . . .		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				81,011
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2005.				
b Excess from 2006.				
c Excess from 2007.				
d Excess from 2008.				
e Excess from 2009.				

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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) 2009	(b) 2008	(c) 2007	(d) 2006	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

See Additional Data Table

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

STEVEN D DURRETT
3319 JACK BURKE LANE
BILLINGS, MT 59106
(406) 294-5990

b

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

CONTACT FOUNDATION

c

Any submission deadlines

CONTACT FOUNDATION

d

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

NONE

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	92,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	47,691	
4 Dividends and interest from securities.			14	26,810	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	5,030	
8 Gain or (loss) from sales of assets other than inventory			18	-51,174	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).		0		28,357	0
13 Total. Add line 12, columns (b), (d), and (e).			13		28,357

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

*****	2010-03-05	*****
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only	Preparer's Signature  Darrell E Ehrlick CPA	Date	Check if self-employed 	Preparer's identifying number (see Signature on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code	Anderson ZurMuehlen & Co PC 1601 Lewis Ave Ste 105 Billings, MT 59102	EIN 	Phone no (406) 245-5136

Form 990PF Part XV Line 1a - 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).

STEVEN D DURRETT
JULIE L DURRETT

TY 2009 Substantial Contributors Schedule

Name: THE BENTLEY FOUNDATION

EIN: 20-5692692

Name	Address
STEVEN D JULIE L DURRETT	3319 JACK BURKE LANE BILLINGS,MT 59106

Additional Data

Software ID: 09000028

Software Version: 2009.03000

EIN: 20-5692692

Name: THE BENTLEY FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
BASF SE SP ADR	P	2008-01-01	2009-12-17
BLDRS EMERGIN MKTS	P	2008-01-01	2009-12-17
CAROLIN 1SR BK CD	P	2009-12-07	2009-12-14
CITIGROUP INC	P	2008-01-01	2009-12-31
DISCOVER BANK	P	2006-12-14	2009-01-28
DWS DREMAN VAL INC	P	2008-01-01	2009-12-31
EUROPEAN INV BANK	P	2008-02-22	2009-09-29
FHLB	P	2008-04-23	2009-10-05
FHLMC MTN	P	2008-01-22	2009-06-04
FHR	P	2006-12-07	2009-12-31
GNMA POOL 003890	P	2006-12-07	2009-12-31
GNMA POOL 004072	P	2008-02-06	2009-12-31
SOUTHERN COPPER CORP	P	2006-12-08	2009-11-11
TENN VAL AUTH MTN	P	2006-12-14	2009-03-19
WASHINGTON MUTUAL	P	2006-12-13	2009-05-11
Amazon Com inc	P	2008-02-22	2009-12-17
FFCB	P	2008-12-25	2009-03-02
ffcB	P	2008-11-25	2009-04-13
GNMA	P	2009-09-29	2009-12-31
GNMA POOL 004072	P	2008-02-06	2009-01-20
Accrued Interest Sold	P	2009-12-31	2009-12-31
LTCG - Plum Creek	P	2008-01-01	2009-06-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,652		9,800	2,852
11,813		10,223	1,590
50,000		50,000	0
21,046		46,866	-25,820
19,995		19,654	341
6,215		22,862	-16,647
24,763		26,294	-1,531
50,000		50,000	0
12,000		11,975	25
6,662		6,712	-50
14,235		14,755	-520
13,954		14,604	-650
10,470		5,642	4,828
20,000		19,405	595
24,995		48,213	-23,218
12,802		7,111	5,691
15,000		15,005	-5
15,000		14,512	488
2,164		2,216	-52
952		996	-44
		63	-63
1,016			1,016

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,852
			1,590
			0
			-25,820
			341
			-16,647
			-1,531
			0
			25
			-50
			-520
			-650
			4,828
			595
			-23,218
			5,691
			-5
			488
			-52
			-44
			-63
			1,016

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Friendship House3123 8th Ave South Billings, MT 59101	n	501(C)(3)	PHILANTHROPIC PURPOSES	37,000
SPECIAL K RANCH34 SPECIAL K LN COLUMBUS, MT 59019	N	501(C)(3)	PHILANTHROPIC PURPOSES	2,500
MSU BILLINGS FOUNDATION1500 University Drive billings, MT 59101	n	501(C)(3)	PHILANTHROPIC PURPOSES	5,000
Cumberland Childrens Hospital9407 Cumberland Road New Kent, VA 23124	n	501(C)(3)	PHILANTHROPIC PURPOSES	2,500
Grace Montessori125 25th street west billings, MT 59102	n	501(C)(3)	PHILANTHROPIC PURPOSES	25,000
Young Life2590 Holman Ave Billings, MT 59102	n	501(C)(3)	PHILANTHROPIC PURPOSES	5,000
habitat for humanity201 north 15th street billings, MT 59101	n	501(C)(3)	PHILANTHROPIC PURPOSES	10,000
interfaith hospitality network40 10th street west billings, MT 59102	n	501(C)(3)	PHILANTHROPIC PURPOSES	5,000
Total  3a				92,000

TY 2009 Accounting Fees Schedule

Name: THE BENTLEY FOUNDATION

EIN: 20-5692692

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
A Z & CO	1,610	1,610		0

**TY 2009 Investments Corporate
Bonds Schedule****Name:** THE BENTLEY FOUNDATION**EIN:** 20-5692692

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CITIGROUP INC	0	0
ENTERGY LOUISIANA LLC - 50,000	48,636	50,038
ERUOPEAN INV BANK	0	0
EUROPEAN INV BANK - 13,000	25,591	22,195
GENERAL ELEC CAP CORP - 250,000	24,394	18,458
GENERAL ELECTRIC CAPITAL COPR (GECC) SER A - 35,000	24,302	25,522
NEW JERSEY BELL TELEPHONE CO - 50,000	58,615	55,221
SCHERING PLOUGH CORP - 50,000	50,917	54,953
SLM CORP SER A - 50,000	47,484	38,436
WEYERHAEUSER CO DEBENTURE - 50,000	52,720	51,752
MS CPI LINKED - 25000	25,005	22,438
MORGAN STANLEY - 25000	25,005	24,715
KREDITANSTALT FUER WIEDERAUFBAU - 45,000	26,005	25,789
GENERAL ELEC CAP CORP - 100,000	69,255	86,747

TY 2009 Investments Corporate
Stock Schedule

Name: THE BENTLEY FOUNDATION
EIN: 20-5692692

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY - 280	22,616	23,148
ABBOTT LABORATORIES - 435	22,624	23,486
ALTRAIA GROUP INC - 1,000	21,773	19,630
AQUA AMER INC - 1,015	23,146	17,773
AT&T INC - 615	22,840	17,238
BANK OF AMERICA CORP - 550	24,892	8,283
BASF SE SP ADR - 205	12,334	12,731
BLDRS EMERGING MKTS 50 ADR - 300	13,023	13,239
CATERPILLAR INC - 335	23,239	19,092
CHEVRON CORP - 305	23,544	23,482
CITIGROUP INC	0	0
COSTCO WHOLESALE CORP NEW - 410	22,682	24,260
DOW CHEMICAL CO - 540	22,918	14,920
DWS DREMAN VALUE INC EDGE FUND	0	0
EXELON CORP - 345	23,148	16,860
GENERAL ELECTRIC CO - 645	23,280	9,759
GOLDMAN SACHS GRP INC - 110	22,574	18,572
INGERSOLL RAND CO CL A - 510	22,835	18,227
ISHARE MSCI EAFE FUND - 300	22,862	16,584
ISHARES DJ US RL EST INDEX - 285	23,487	13,087
ISHARES SP SMALLCAP 600 INDEX - 340	23,194	18,605
LIBERTY PROPERTY TRUST SBI - 480	22,771	15,365
MAGELLAN MIDSTREAM PARTNERS LP - 550	23,519	23,832
MDU RES GROUP INC - 815	22,313	19,234
MERCK & CO - 490	22,971	17,905
PLUM CREEK TIMBER CO INC REI - 605	23,469	22,845
POWER SHARES INTL DIV ACH - 1,165	22,711	16,275
POWERSHARES WATER RES PRF - 1,100	23,577	18,546
POWERSHARES HI YLD EQ DIV - 1,460	22,834	11,169
POWERSHARES QQQ TR - 520	23,407	23,790
PROCTER & GAMBLE - 368	23,114	22,312
SOUTHERN COPPER CORP - 960	17,215	21,721
STANDARD & POORS MIDCAP 400 - 160	24,809	21,078
UNITED TECHNOLOGIES CORP - 335	22,604	23,252
WASTE MGMT INC - 635	23,357	21,469
AMAZON COM INC - 100	7,111	13,452
CLAYMORE S&P GLOBAL WATER - 600	14,192	11,052
DIAGEO PLC SPON ADR NEW - 175	13,838	12,147
EQT CORPORATION COM NEW - 550	13,866	24,156
FRONTIER COMMUNICATIONS CORP - 1605	23,478	12,535
JOHNSON & JOHNSON - 225	14,273	14,492
PETROLEO BRAS SA ADS - 250	30,110	11,920
PHILIP MORRIS INTL INC - 305	14,291	14,698
TENARIS S.A. - 350	14,511	14,928
VAN ECK GLBL ALTERNATIVE ENGY - 480	24,491	12,000
XENOPORT, INC - 275	14,502	5,099
NORDIC AMERICAN TNKR SHIPPING - 500	14,860	15,000
PLAINS ALL AMERICAN PIPLIN - 335	14,927	17,705
VANGUARD REIT ETF - 250	9,595	11,185
WINDSTREAM CORP - 2000	20,504	21,980

TY 2009 Investments - Other Schedule**Name:** THE BENTLEY FOUNDATION**EIN:** 20-5692692

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PIMCO HIGH YIELD FND CL A - 4,171.506	AT COST	41,087	36,709
MS PRIME INCOME TRUST - 5,042.438	AT COST	44,146	36,003
Myers No. 21-7 Big Gully Field (Oil Interest)	AT COST	20,689	20,689

TY 2009 Other Assets Schedule

Name: THE BENTLEY FOUNDATION

EIN: 20-5692692

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
accrued interest receivable	2,545	1,070	1,070

TY 2009 Other Expenses Schedule

Name: THE BENTLEY FOUNDATION

EIN: 20-5692692

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charit able Purposes
Miscellaneous Expense	1,547	1,547		0

TY 2009 Other Income Schedule

Name: THE BENTLEY FOUNDATION

EIN: 20-5692692

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
Distribution from a limited partnership	2,173	2,173	2,173
Cardinal Oil Inc	2,857	2,857	2,857

TY 2009 Other Professional Fees Schedule

Name: THE BENTLEY FOUNDATION

EIN: 20-5692692

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AAA ANNUAL SERVICE FEE	159	159		0

TY 2009 Taxes Schedule**Name:** THE BENTLEY FOUNDATION**EIN:** 20-5692692

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IRS Taxes 2008 990-PF	753	0		0
Production Taxes	534	534		0
Foreign Taxes	334	334		0