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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning FEB 1, 2009, and ending JAN 31, 2010

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 QUIVEY-BAY STATE FOUNDATION		A Employer identification number 47-6024159
	Number and street (or P.O. box number if mail is not delivered to street address) 1515 EAST 20TH STREET		B Telephone number (308) 632-7004
	City or town, state, and ZIP code SCOTTSBLUFF, NE 69361		C If exemption application is pending, check here ☐
	H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,353,215. (Part I, column (d) must be on cash basis)		J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		865.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		101,903.	101,903.		STATEMENT 1
4 Dividends and interest from securities		133,908.	133,908.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		22,797.			
b Gross sales price for all assets on line 6a		496,743.			
7 Capital gain net income (from Part IV, line 2)			22,797.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-24,928.	-24,928.		STATEMENT 3
12 Total. Add lines 1 through 11		234,545.	233,680.		
13 Compensation of officers, directors, trustees, etc.		1,000.	1,000.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		2,585.	2,200.		385.
c Other professional fees					
17 Interest					
18 Taxes		2,263.	2,263.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		1,895.	1,895.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		7,743.	7,358.		385.
25 Contributions, gifts, grants paid		249,900.			249,900.
26 Total expenses and disbursements. Add lines 24 and 25		257,643.	7,358.		250,285.
27 Subtract line 26 from line 12		-23,098.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			226,322.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end of year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash • non-interest-bearing			
	2 Savings and temporary cash investments	97,276.	87,474.	87,474.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	2,198,205.	2,313,138.	3,100,195.
	c Investments - corporate bonds STMT 9	900,391.	683,636.	665,910.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	100,811.	191,468.	483,955.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 11)	17,812.	15,681.	15,681.	
16 Total assets (to be completed by all filers)	3,314,495.	3,291,397.	4,353,215.	
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			
	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	3,583,120.	3,605,917.		
29 Retained earnings, accumulated income, endowment, or other funds	-268,625.	-314,520.	STATEMENT 7	
30 Total net assets or fund balances	3,314,495.	3,291,397.		
31 Total liabilities and net assets/fund balances	3,314,495.	3,291,397.		

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	3,314,495.
2 Enter amount from Part I, line 27a	2	-23,098.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,291,397.
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	3,291,397.

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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 496,743.		473,946.	22,797.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			22,797.

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	22,797.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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	227,212.	4,257,176.	.053372
2007	247,996.	4,907,225.	.050537
2006	236,189.	4,534,328.	.052089
2005	202,750.	4,258,319.	.047613
2004	210,317.	4,323,593.	.048644

2 Total of line 1, column (d)	2	.252255
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	.050451
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,776,217.
5 Multiply line 4 by line 3	5	190,514.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,263.
7 Add lines 5 and 6	7	192,777.
8 Enter qualifying distributions from Part XII line 4	8	250,285.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	2,263.
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-)		2	0.
3 Add lines 1 and 2		3	2,263.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,263.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,080.	
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	3,080.	
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	817.	
11 Enter the amount of line 10 to be credited to 2010 estimated tax ☒ 817. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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		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) ☒ NE		
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 2009 or the taxable year beginning in 2009 (see 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

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 instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ZAC KARP</u> Telephone no ► <u>(308) 632-7004</u> Located at ► <u>P.O. BOX 169, SCOTTSBLUFF, NE</u> ZIP+4 ► <u>69363-0169</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A

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	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c
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?	☐ Yes ☒ No	
If "Yes," list the years ► _____ , _____ , _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____ , _____ , _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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)?

☐ 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

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(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 12		0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Form 990-PF (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,577,526.
b	Average of monthly cash balances	1b	238,319.
c	Fair market value of all other assets	1c	17,878.
d	Total (add lines 1a, b, and c)	1d	3,833,723.
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	3,833,723.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	57,506.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,776,217.
6	Minimum investment return. Enter 5% of line 5	6	188,811.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	188,811.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,263.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,263.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	186,548.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	186,548.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	186,548.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	250,285.
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	250,285.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,263.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	248,022.

Note The amount on line 6 will be used in Part V, column (b) in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI line 7				186,548.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			34,680.	
b Total for prior years:		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 ▶ \$ 250,285.				
a Applied to 2008, but not more than line 2a			34,680.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				186,548.
e Remaining amount distributed out of corpus	29,057.			
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				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	29,057.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	29,057.			
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	29,057.			

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

N/A

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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))

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc , Programs:**

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

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

TED CANNON, 1515 EAST 20TH ST, SCOTTSBLUFF, NE 69361

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

LETTER DISCLOSING PROPOSED USE OF GRANT OR CONTRIBUTION

c Any submission deadlines

NONE

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

NONE - PREFERENCE IS GIVEN TO ENTITIES LOCATED IN WESTERN NEBRASKA

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	101,903.	
4 Dividends and interest from securities			14	133,908.	
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			14	-24,928.	
8 Gain or (loss) from sales of assets other than inventory					22,797.
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.		210,883.	22,797.
13 Total. Add line 12, columns (b), (d), and (e)				13	233,680.

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

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

[illegible]

Part XVII

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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
N/A		

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.

Sign Here

Signature of officer or trustee

Date _____

SECRETARY/TREASURER

Title

Preparer's
signature

Date _____

Check if self- employed	
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Preparer's identifying number

Firm's name (or yours if self employed) **FRED A. LOCKWOOD & CO., P.C.**
address and ZIP code **1110 CIRCLE DRIVE, SUITE 100
SCOTTSBLUFF, NE 69361**

EIN ►

Phone no. 308-632-6570

Form **990-PF** (2009)

QUIVEY-BAY STATE FOUNDATION

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	CIT GROUP INC INTERNOTES 6% 12/15/21	P	12/04/07	12/11/09
b	FED NATL MTG ASSN MED NOTED 6% 12/20/21	P	12/11/07	04/13/09
c	CIT GROUP INC INTERNOTES 6.5% 06/15/22	P	06/18/07	12/11/09
d	COUNTRYWIDE BANK NA CD 6.25% 07/25/22	P	07/05/07	02/01/09
e	LEHMAN BR COMMERCIAL BK 6% 06/19/23	P	05/30/08	06/19/09
f	200 SH CATERPILLAR INC	P	02/01/09	08/24/09
g	300 SH CATERPILLAR INC	P	02/01/09	08/24/09
h	500 SH INTEGRYS ENERGY GROUP	P	06/15/92	09/18/09
i	500 SH INTEGRYS ENERGY GROUP	P	06/06/03	09/18/09
j	600 SH INTEGRYS ENERGY GROUP	P	06/16/03	09/18/09
k	270 SH INTEGRYS ENERGY GROUP	P	02/01/04	09/18/09
l	1000 SH WELLS FARGO & CO NEW	P	08/15/91	05/26/09
m	CASH IN LIEU ON ESC MIRANT CORP MERGER	P		09/18/09
n				
o				

(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 50,000.		50,000.	0.
b 100,000.		100,000.	0.
c 40,000.		40,000.	0.
d 96,000.		96,000.	0.
e 96,000.		96,000.	0.
f 9,222.		8,146.	1,076.
g 13,834.		9,922.	3,912.
h 17,738.		11,007.	6,731.
i 17,738.		21,910.	-4,172.
j 21,285.		26,211.	-4,926.
k 9,578.		12,490.	-2,912.
l 25,149.		2,260.	22,889.
m 199.			199.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			0.
c			0.
d			0.
e			0.
f			1,076.
g			3,912.
h			6,731.
i			-4,172.
j			-4,926.
k			-2,912.
l			22,889.
m			199.
n			
o			

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	22,797.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BUCKEYE PARTNERS, LP	576.
CHANGE IN AND ACCRUED INTEREST RECEIVED	-2,306.
CITIGROUP SMITH BARNEY MONEY MARKET-503-31892	401.
CITIGROUP SMITH BARNEY MONEY MARKET-503-31893	154.
CITIGROUP SMITH BARNEY-503-31893	101,901.
ENTERPRISE PRODUCTS PARTNERS, LP	14.
FIRST STATE BANK	36.
KINDER MORGAN ENERGY PARTNERS, LP	1,127.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	101,903.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BUCKEYE PARTNERS, LP	396.	0.	396.
CITIGROUP SMITH BARNEY	133,421.	0.	133,421.
ENTERPRISE PRODUCTS PARTNERS LP	1.	0.	1.
KINDER MORGAN ENERGY PARTNERS, LP	90.	0.	90.
TOTAL TO FM 990-PF, PART I, LN 4	133,908.	0.	133,908.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BUCKEYE PARTNERS, LP	2,224.	2,224.	
BUCKEYE PARTNERS, LP-SECTION 1231	-6.	-6.	
KINDER MORGAN ENERGY PARTNERS, LP	-25,345.	-25,345.	
KINDER MORGAN ENERGY PARTNERS, LP-SECTION 1231	-81.	-81.	
MISCELLANEOUS	0.	0.	
ENTERPRISE PRODUCTS PARTNERS, LP	-1,674.	-1,674.	
ENTERPRISE PRODUCTS PARTNERS, LP-SECTION 1231	-46.	-46.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-24,928.	-24,928.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	2,585.	2,200.		385.	
TO FORM 990-PF, PG 1, LN 16B	2,585.	2,200.		385.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	2,263.	2,263.		0.	
TO FORM 990-PF, PG 1, LN 18	2,263.	2,263.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS	1,895.	1,895.		0.	
TO FORM 990-PF, PG 1, LN 23	1,895.	1,895.		0.	

FORM 990-PF	OTHER FUNDS		STATEMENT	7
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR		
ENDOWMENT FUND	-268,625.	-314,520.		
TOTAL TO FORM 990-PF, PART II, LINE 29	-268,625.	-314,520.		

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	2,313,138.	3,100,195.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,313,138.	3,100,195.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	683,636.	665,910.
TOTAL TO FORM 990-PF, PART II, LINE 10C	683,636.	665,910.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BUCKEYE PARTNERS, LP	COST	29,617.	163,350.
KINDER MORGAN ENERGY PARTNERS, LP	COST	151,116.	304,900.
ENTERPRISE PRODUCTS PARTNERS, LP	COST	10,735.	15,705.
TOTAL TO FORM 990-PF, PART II, LINE 13		191,468.	483,955.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	16,115.	14,864.	14,864.
EXCISE TAXES RECEIVABLE	1,697.	817.	817.
TO FORM 990-PF, PART II, LINE 15	17,812.	15,681.	15,681.

FORM 990-PF . PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
TED CANNON 1515 EAST 20TH STREET SCOTTSBLUFF, NE 69361	SECRETARY 5.00	0.	0. 0.
ZAC KARPf P.O. BOX 169 SCOTTSBLUFF, NE 693630169	TREASURER 5.00	0.	0. 0.
JOHN KOENIG 25 REGENCY COURT SCOTTSBLUFF, NE 69361	DIRECTOR 1.00	0.	0. 0.
JERRY WILLIAMS 709 MARIAN STREET KIMBALL, NE 69145	DIRECTOR 1.00	0.	0. 0.
GARY KELLEY 2407 CIRCLE DRIVE SCOTTSBLUFF, NE 69361	DIRECTOR 1.00	0.	0. 0.
STEVE OLSEN 2101 4TH AVENUE SCOTTSBLUFF, NE 69361	DIRECTOR 1.00	0.	0. 0.
CHARLES RICHARDSON 3101 PRIMROSE DRIVE SCOTTSBLUFF, NE 69361	DIRECTOR 1.00	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0. 0.

FORM 990-PF , SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 13

ACTIVITY ONE

QUIVEY-BAY STATE FOUNDATION PROVIDES GRANTS TO NOT-FOR-PROFIT AND CHARITABLE ORGANIZATIONS. DURING THE FISCAL YEAR ENDED JANUARY 31, 2010, \$249,900 WAS AWARDED TO 49 ENTITIES.

EXPENSES

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

0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
GUADE LUPE COMMUNITY CENTER			5,000.
CAMP SCOTT SUMMER HANDICAPPED PROGRAM			3,000.
REGIONAL WEST FOUNDATION FESTIVAL OF HOPE			4,000.
THEATER WEST			1,500.
AMERICAN RED CROSS			1,150.

QUIVEY-BAY STATE FOUNDATION	47-6024159
BANNER COUNTY HISTORICAL SOCIETY	1,000.
BOY SCOUTS OF AMERICA	5,000.
CAMPUS HOUSE INC	10,000.
CAPSTONE	2,000.
CASA	6,000.
CHADRON STATE COLLEGE FOUNDATION	10,000.
CHILD SAVINGS INSTITUTE	1,500.
CHRISTIAN RECORD	1,150.
CIRRUS HOUSE	5,000.
FARM & RANCH MUSEUM	10,000.

FEDERATED CHURCHES

15,000.

FEDERATED CHURCH - MITCHELL

1,500.

FELLOWSHIP OF CHRISTIAN ATHLETES

2,300.

FIRST PRESBYTERIAN CHURCH

150.

FRIENDS OF THE MIDWEST THEATER

4,000.

FRIENDS OF THE MITCHELL LIBRARY

10,000.

FRIENDS OF THE LIBRARY EXPANSION

10,000.

FRIENDS OF THE MORRILL LIBRARY

1,500.

FIELD OF DREAMS

5,000.

LEADERSHIP SCOTTS BLUFF INC

500.

. QUIVEY-BAY STATE FOUNDATION	47-6024159
MASONIC EASTERN STAR HOME	3,000.
MITCHELL HIGH SCHOOL FOUNDATION	1,500.
MITCHELL MINISTERIAL ASSOCIATION	2,500.
MORRILL HIGH SCHOOL FOUNDATION	1,500.
NATIONAL JEWISH CENTER	2,300.
NEBRASKA CHILDREN'S HOME	1,500.
NEBRASKA INDEPENDENT COLLEGE FOUNDATION	22,550.
NEBRASKA KIDNEY FOUNDATION	2,000.
NORTH PLATTE VALLEY HISTORICAL ASSOCIATION	3,000.
PANHANDLE HUMANE SOCIETY	10,000.

QUIVEY-BAY STATE FOUNDATION

47-6024159

REGIONAL WEST FOUNDATION

11,500.

SCOTTS BLUFF COUNTY AG SOCIETY

2,500.

SCOTTSBLUFF HIGH SCHOOL
FOUNDATION

1,000.

SCOTTSBLUFF PUBLIC LIBRARY
FOUNDATION

10,000.

SCOTTSBLUFF SCHOOLS FOUNDATION

5,000.

SHRINE HOSPITAL

2,000.

SIOUX COUNTY FOUNDATION

3,000.

SIOUX COUNTY HISTORICAL SOCIETY

2,300.

SUMMIT CHRISTIAN COLLEGE

3,000.

VALLEY VOICES

1,500.

QUIVEY-BAY STATE FOUNDATION
WESTERN NEBRASKA ARTS CENTER

47-6024159

1,500.

WESTERN NEBRASKA COMMUNITY
COLLEGE

20,500.

YMCA

15,000.

YMCA TRAILS WEST CAMP

5,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

249,900.