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

2011

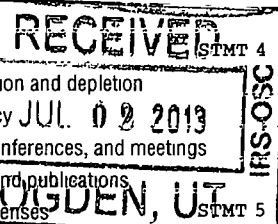
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation DENNIS & PHYLLIS WASHINGTON FOUNDATION		A Employer identification number 36-3606913						
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 16630	Room/suite	B Telephone number (406) 523-1300						
City or town, state, and ZIP code MISSOULA, MT 59808-6630		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input checked="" type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input checked="" type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input checked="" type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 436,814,858. (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

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	78,134,276.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	437.	437.		
4	Dividends and interest from securities	5,645,410.	5,645,410.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	3,331,303.			
b	Gross sales price for all assets on line 6a	751,688,686.			
7	Capital gain net income (from Part IV, line 2)		3,331,303.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	87,111,426.	8,977,150.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 1	3,163.	0.		3,163.
b	Accounting fees STMT 2	81,019.	0.		80,199.
c	Other professional fees STMT 3	704,315.	682,590.		17,732.
17	Interest				
18	Taxes	22,068.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	31,665.	0.		31,665.
22	Printing and publications	12,238.	0.		12,238.
23	Other expenses	409,956.	0.		409,206.
24	Total operating and administrative expenses. Add lines 13 through 23	1,264,424.	682,590.		554,203.
25	Contributions, gifts, grants paid	13,890,770.			20,388,792.
26	Total expenses and disbursements. Add lines 24 and 25	15,155,194.	682,590.		20,942,995.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	71,956,232.			
b	Net investment income (if negative, enter -0-)		8,294,560.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED JUL 02 2013
Operating and Administrative Expenses

6/5

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	600,775.	612,347.	612,347.
	2 Savings and temporary cash investments	98,240,361.	80,186,587.	80,186,587.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 903,583.			
	Less: allowance for doubtful accounts ▶	888,727.	903,583.	903,583.
	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 STMT 6	129,884,410.	150,918,984.	150,918,984.
	b Investments - corporate stock STMT 7	16,913,429.	0.	0.
	c Investments - corporate bonds STMT 8	126,719,275.	202,111,856.	202,111,856.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	0.	2,022,576.	2,022,576.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ EXCISE TAX RECEIVABLE)	0.	58,925.	58,925.	
16 Total assets (to be completed by all filers)	373,246,977.	436,814,858.	436,814,858.	
Liabilities	17 Accounts payable and accrued expenses	40,781.	20,580.	
	18 Grants payable	8,410,564.	1,897,542.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	109,732.	12,725.	
23 Total liabilities (add lines 17 through 22)	8,561,077.	1,930,847.		
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	364,685,900.	434,884,011.	
	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	364,685,900.	434,884,011.		
31 Total liabilities and net assets/fund balances	373,246,977.	436,814,858.		

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	364,685,900.
2 Enter amount from Part I, line 27a	2	71,956,232.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	436,642,132.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	1,758,121.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	434,884,011.

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 PUBLICLY TRADED SECURITIES			
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 751,688,686.		748,357,383.	3,331,303.
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			3,331,303.
b			
c			
d			
e			

2 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>	2	3,331,303.
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))
2010	20,718,865.	309,235,855.	.067000
2009	15,816,872.	249,468,427.	.063402
2008	6,013,636.	200,348,959.	.030016
2007	1,673,316.	38,099,926.	.043919
2006	2,453,714.	19,860,285.	.123549

2 Total of line 1, column (d)	2	.327886
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	.065577
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	371,718,847.
5 Multiply line 4 by line 3	5	24,376,207.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	82,946.
7 Add lines 5 and 6	7	24,459,153.
8 Enter qualifying distributions from Part XII, line 4	8	20,942,995.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	165,891.
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	165,891.
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	165,891.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	224,134.	
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	224,134.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	58,243.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 58,243. Refunded <input type="checkbox"/>	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) <u>MT</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 2011 or the taxable year beginning in 2011 (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

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.DPWFOUNDATION.ORG	13	X	
14	The books are in care of ELOISE JERGSON Telephone no. (406) 523-1300 Located at 101 INTERNATIONAL DRIVE, MISSOULA, MT ZIP+4 59808			
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 2011, 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 Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No 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 checked="" type="checkbox"/> Yes <input 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	1b	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 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	2b	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 2011 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 2011)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	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 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)?

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?

☒ 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?

☐ Yes ☒ 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?

N/A

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 11		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

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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
THE NORTHERN TRUST COMPANY		
50 SOUTH LASALLE STREET, CHICAGO, IL 60675	INVESTMENT FEES	676,059.
WASHINGTON BUSINESS SERVICES		
101 INTERNATIONAL DRIVE, MISSOULA, MT 59808	PROFESSIONAL SERVICES	182,415.

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 ADVENTURES OF THE MIND - PRIMARY PURPOSE OF THE EVENT IS TO INTRODUCE YOUNG ADULTS TO THE DECORATED SCHOLARS OF OUR TIME.	272,016.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	350,497,198.
b	Average of monthly cash balances	1b	26,882,342.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	377,379,540.
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	377,379,540.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,660,693.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	371,718,847.
6	Minimum investment return. Enter 5% of line 5	6	18,585,942.

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	18,585,942.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	165,891.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	165,891.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,420,051.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	18,420,051.
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	18,420,051.

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	20,942,995.
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	20,942,995.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,942,995.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				18,420,051.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009	1,649,702.			
e From 2010	5,360,862.			
f Total of lines 3a through e	7,010,564.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 20,942,995.			0.	
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				18,420,051.
e Remaining amount distributed out of corpus	2,522,944.			
5 Excess distributions carryover applied to 2011 (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	9,533,508.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	7,500.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	9,526,008.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	1,649,702.			
d Excess from 2010	5,360,862.			
e Excess from 2011	2,515,444.			

N/A

- 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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).)

PHYLLIS J. WASHINGTON

- 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:

SEE STATEMENT 12

- 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)				
a Paid during the year				
4H COUNCIL SWEET GRASS COUNTY PO BOX 1744 BIG TIMBER, MT 59011	NONE	170(B)(1)(A)(VI	2011 FAM. SUMMER READING PROG	5,000.
A CAROUSEL FOR MISSOULA FOUNDATION INC 101 CAROUSEL DRIVE MISSOULA, MT 59802	NONE	509(A)(2)	300 SEASON PASSES	5,000.
A VOICE ART VISION & OUTREACH IN COMMUNITY EDUCATION PO BOX 832 PABLO, MT 59855	NONE	170(B)(1)(A)(VI	ARTIST IN CLASSROOM PROJECT	10,000.
ACTION FOR EASTERN MONTANA, INC. PO BOX 1309 GLENDAVE, MT 59330	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	1,000.
ACTION FOR EASTERN MONTANA, INC. 110 SOUTH 1ST WEST MALTA, MT 59538	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	500.
Total SEE CONTINUATION SHEET(S)			3a	20,388,792.
b Approved for future payment				
AMERICAN INDIAN BUSINESS LEADERSHIP GALLAGHER BUSINESS BUILDING, SUITE 366 MISSOULA, MT 59812	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	10,000.
BOYS & GIRLS CLUB OF YELLOWSTONE COUNTY 505 ORCHARD LANE BILLINGS, MT 59101	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	10,000.
BUTTE 4-C'S 101 E. BROADWAY BUTTE, MT 59701	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	5,000.
Total SEE CONTINUATION SHEET(S)			3b	2,020,069.

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.

OMB No 1545-0047

2011

Name of the organization

Employer identification number

DENNIS & PHYLLIS WASHINGTON FOUNDATION

36-3606913

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 Part I, line 2 of its Form 990-PF, to certify that it does not 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) (2011)

Name of organization	Employer identification number
DENNIS & PHYLLIS WASHINGTON FOUNDATION	36-3606913

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DENNIS & PHYLLIS WASHINGTON P.O. BOX 16630 MISSOULA, MT 59808	\$ 75,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ENVIROCON P.O. BOX 16630 MISSOULA, MT 59808	\$ 73,936.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MODERN MACHINERY P.O. BOX 16660 MISSOULA, MT 59808	\$ 99,319.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	MONTANA RAIL LINK P.O. BOX 16624 MISSOULA, MT 59808	\$ 781,442.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	MONTANA RESOURCES 600 SHIELDS AVENUE BUTTE, MT 59701	\$ 2,162,079.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	TROTT FAMILY FOUNDATION P.O. BOX 3016 CHICAGO, IL 60654	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

36-3606913

Part II

[illegible]

Name of organization	Employer identification number
DENNIS & PHYLLIS WASHINGTON FOUNDATION	36-3606913

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO. 1	Grant Amount	Date of Grant	Amount Expended	Verification Date
BUTTE CHAMBER OF COMMERCE 1000 GEORGE STREET BUTTE, MT 59701-3692		750.	12/15/11		
Purpose of Grant FUNDS TO SUPPORT THE CHAMBER OF COMMERCE 100TH ANNIVERSARY					
Date of Reports by Grantee		Divisions by Grantee			
NOT YET RECEIVED		TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED			
Results of Verification					

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO. 2	Grant Amount	Date of Grant	Amount Expended	Verification Date
HOS BROS. CONSTRUCTION, INC. PO BOX 1788 WOODINVILLE, WA 98072		10,000.	12/02/11		
Purpose of Grant FUNDS TO PROVIDE HOLIDAY FOOD FOR MALTBY FOOD BANK.					
Date of Reports by Grantee NOT YET RECEIVED		Diversions by Grantee TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED			
Results of Verification					

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO. 3	Grant Amount	Date of Grant	Amount Expended	Verification Date
MONTANA PRIMARY CARE ASSOCIATION 1805 EUCLID AVENUE HELENA, MT 59601		240,000.	11/14/11	80,000.	
Purpose of Grant DENTAL SCREENING TO LOW INCOME CHILDREN ACROSS THE STATE OF MONTANA. THROUGH MONTANA PRIMARY CARE ASSOCIATION, THE FOUNDATION'S GRANT MONEY WAS DISTRIBUTED TO HEALTH CLINICS IN MISSOULA, BOZEMAN, BILLINGS, GREAT FALLS, LIBBY, BUTTE AND HELENA.					
Date of Reports by Grantee		Diversions by Grantee			
QTRLY REPORTS ON THE GRANTEE'S PROGRESS ARE RECEIVED (LAST REPORT 12/29/11)		TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED			
Results of Verification					

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO. 4	Grant Amount	Date of Grant	Amount Expended	Verification Date
HOS BROS. CONSTRUCTION, INC. - SANTO HOS 7733 W. BOSTIAN ROAD WOODINVILLE, WA 98072		10,000.	12/31/10	10,000.	
Purpose of Grant FUNDS TO PROVIDE FOOD, THROUGH MALTBY FOOD BANK, AND EMERGENCY SHELTER, THROUGH SNOHOMISH COUNTY, TO FAMILIES IN CRISIS.					
Date of Reports by Grantee		Diversions by Grantee			
11/8/2011		TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED			
Results of Venfication					

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
ACTION FOR EASTERN MONTANA, INC. PO BOX 498 CIRCLE, MT 59215	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	500.
AMERICAN HEART ASSOCIATION PO BOX 4002030 DES MOINES, IA 50340-2030	NONE	170(B)(1)(A)(VI	BUY CPR ANYTIME KITS	2,500.
AMERICAN INDIAN BUSINESS LEADERS U OF M GALLAGHER BUSINESS BLDG STE 366 MISSOULA, MT 59812	NONE	170(B)(1)(A)(VI	STUDENT BASED AIBL CHAPTER'S	10,000.
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD. DENVER, CO 80221	NONE	170(B)(1)(A)(VI	TRIBAL COLL. SCHOLAR. PROGRAM	10,000.
AMERICAN NATIONAL RED CROSS & ITS CONSTITUENT CHAPTERS AND BRANCHES 1300 28TH ST. SOUTH, 3RD FLOOR GREAT FALLS, MT 59405	NONE	170(B)(1)(A)(VI	JAPAN EARTHQUAKE RELIEF FUND	10,000.
AMERICAN RED CROSS 1300 28TH ST. SOUTH, 3RD FLOOR GREAT FALLS, MT 59405	NONE	170(B)(1)(A)(VI	2011 DISASTER RELIEF	10,000.
ANACONDA MINISTERIAL PROJECT CARE 709 EAST 3RD ST. ANACONDA, MT 59711	NONE	170(B)(1)(A)(VI	2011 HOLIDAY GIVING GIFT	3,000.
ARLEE CDC THEATER PROJECT PO BOX 452 ARLEE, MT 59821	NONE	509(A)(2)	MOON OVER MISSION DAM	500.
ARLEE COMMUNITY DEVELOPMENT CORPORATION PO BOX 7436 HELENA, MT 59604	NONE	170(B)(1)(A)(VI	ASSIST TO BUY SCHOOL SUPPLIES	3,000.
AWARE INC 616 HELENA AVE. STE. 305 HELENA, MT 59601	NONE	170(B)(1)(A)(VI	HEAD START EARLY START PROGRAM	4,500.
Total from continuation sheets				20,367,292.

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
BEARTOOTH HUMANE ALLIANCE PO BOX 3223 RED LODGE, MT 59068	NONE	170(B)(1)(A)(VI	HOLIDAY GIVING	1,000.
BEAVERHEAD COUNTY FOOD PANTRY INC 131 E. HELENA STREET DILLON, MT 59725	NONE	170(B)(1)(A)(VI	FOOD DISTRIBUTION	5,000.
BELGRADE COMMUNITY LIBRARY FOUNDATION 106 N. BROADWAY STREET BELGRADE, MT 59714	NONE	170(B)(1)(A)(VI	GRANT MATCH	1,000.
BIG BROTHERS SISTERS OF FLATHEAD COUNTY 137 MAIN STREET KALISPELL, MT 59901	NONE	170(B)(1)(A)(VI	PROGRAM SALARY ASSISTANCE	2,500.
BIG BROTHERS & SISTERS OF BUTTE SILVER BOW INC. 605 WEST PARK BUTTE, MT 59703	NONE	170(B)(1)(A)(VI	GENERAL SUPPORT GRANT	2,500.
BIG BROTHERS & SISTERS OF MISSOULA INC 1520 SOUTH RUSSELL MISSOULA, MT 59801	NONE	170(B)(1)(A)(VI	GENERAL SUPPORT MISSOULA CO.	2,500.
BIG BROTHERS BIG SISTERS OF GALLATIN COUNTY 15 S. 8TH AVE. BOZEMAN, MT 59715	NONE	170(B)(1)(A)(VI	GENERAL SUPPORT GRANT	2,500.
BIG BROTHERS BIG SISTERS OF HELENA INC. 34 WEST 6TH AVE., STE 1-C HELENA, MT 59601	NONE	170(B)(1)(A)(VI	ANNUAL SUPPORT GRANT	2,500.
BIG BROTHERS BIG SISTERS OF PARK CO 120 E. PARK ST. LIVINGSTON, MT 59047	NONE	170(B)(1)(A)(VI	GENERAL SUPPORT GRANT	2,500.
BIG BROTHERS BIG SISTERS OF YELLOWSTON COUNTY INC 504 B NORTH 20TH ST. BILLINGS, MT 59101	NONE	170(B)(1)(A)(VI	VOLUNTEER SUPPLIES, TRAINING	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIG HORN COUNTY PUBLIC LIBRARY 419 N CUSTER AVE HARDIN, MT 59034	NONE	170(B)(1)(A)(VI	ONE WORLD, MANY STORIES	2,000.
BIG SKY INSTITUTE ADVANCE. OF NONPROFITS PO BOX 1514 HELENA, MT 59624	NONE	509(A)(2)	EARLY CARE & EDUCATION STUDY	10,000.
BILLINGS FAMILY YMCA INC BILLINGS 402 N 32ND ST. BILLINGS, MT 59101-1273	NONE	509(A)(2)	YMCA FINAN. ASSISTANCE FOR KIDS	5,000.
BILLINGS FOOD BANK INC 2112 4TH AVE. N BILLINGS, MT 59103	NONE	170(B)(1)(A)(VI	HOLIDAY GIVING	10,000.
BILLINGS YOUTH ORCHESTRA PO BOX 80842 BILLINGS, MT 59108	NONE	509(A)(2)	CONDUCTORS EXP.	2,500.
BITTERROOT HUMANE ASSOCIATION 262 FAIRGROUNDS ROAD HAMILTON, MT 59840	NONE	509(A)(3)	HOLIDAY GIVING	1,000.
BITTERROOT THERAPEUTIC RIDING OLSON FARMS 599 POPHAM LANE CORVALLIS, MT 59828	NONE	170(B)(1)(A)(VI	SCHOLARSHIPS	2,500.
BITTERROOT VALLEY CALVARY CHAPEL 700 NORTH 4TH ST. HAMILTON, MT 59840	NONE	CHURCH	2011 HOLIDAY GIVING GIFT	1,000.
BOISE PHILHARMONIC ASSOC. INC. 516 S. 9TH ST. BOISE, ID 83702	NONE	509(A)(2)	ENSEMBLES OF THE SCHOOLS	10,000.
BOX ELDER SCHOOL DISTRICT 13 & G BOX 205 MAIN STREET BOX ELDER, MT 59501	NONE	170(B)(1)(A)(II	21ST CENTURY AFTERSCHOOL PROG	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOY SCOUTS OF AMERICA 1006 SADDLE DR. HELENA, MT 59601	NONE	170(B)(1)(A)(VICAMPOREE SCOUTING 2011		3,500.
BOYS & GIRLS CLUB OF MISSOULA COUNTY 617 S. HIGGINS AVENUE MISSOULA, MT 59801	NONE	170(B)(1)(A)(VIMCT CHRISTMAS PROG. GRANT		1,050.
BOYS & GIRLS CLUB OF MISSOULA COUNTY 617 S HIGGINS MISSOULA, MT 59801	NONE	509(A)(1) OR (A)(2)	CHRISTMAS PROG. MCT	1,700.
BOYS & GIRLS CLUB OF MISSOULA COUNTY 617 S HIGGINS MISSOULA, MT 59801	NONE	509(A)(1) OR (A)(2)	AFTERSCHOOL PROGRAMS	10,000.
BOYS & GIRLS CLUB OF RED LODGE & THE BEARTOOTH FRONT PO BOX 11 RED LODGE, MT 59068	NONE	509(A)(2)	SGPM PROGRAM FINAL CHECK	6,000.
BOYS & GIRLS CLUB OF YELLOWSTONE COUNTY 505 ORCHARD LANE BILLINGS, MT 59101	NONE	170(B)(1)(A)(VIMEALS FOR STUDENTS		10,000.
BOYS AND GIRLS CLUB OF LEWISTOWN 624 W WASHINGTON LEWISTOWN, MT 59457	NONE	170(B)(1)(A)(VI'PROJECT LEARN'		7,192.
BOZEMAN PUBLIC SHOOLS FOUNDATION INC PO BOX 1803 BOZEMAN, MT 59771	NONE	509(A)(2)	THE SPARK GRANT PROGRAM	2,500.
BRADLEY ANGEL HOUSE 4548 N. ALBINA AVE, #101 PORTLAND, OR 97217	NONE	170(B)(1)(A)(VIEMERG. SHELTER YOUTH SVCS PROG		5,000.
BREAD BASKET INC PO BOX 346 RONAN, MT 59864	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	1,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BUTTE CATHOLIC BOARD OF EDUCATION BUTTE CENTRAL HIGH SCHOOL 3440 ANNE'S STREET BUTTE, MT 59701	NONE	170 (B) (1) (A) (I)	ASSIST REFURBISHING GYM	10,000.
BUTTE CHAMBER OF COMMERCE 1000 GEORGE STREET BUTTE, MT 59701-3692	NONE	501(C)(6)	C OF C 100TH ANNIVERSARY	750.
BUTTE EMERGENCY FOOD BANK 1019 EAST 2ND STREET BUTTE, MT 59701	NONE	170(B)(1)(A)(VI)	HOLIDAY GIVING	10,000.
BUTTE FAMILY YMCA 2975 WASHOE ST. BUTTE, MT 59701	NONE	509(A)(2)	MEMBERSHIP GRANTS TO FAMILIES	25,000.
BUTTE FAMILY YMCA 2975 WASHOE STREET BUTTE, MT 59701	NONE	509(A)(2)	YOUTH FUNDS FOR YMCA PROGRAMS	5,000.
BUTTE FOOD BANK 602 E. ALUMINUM BUTTE, MT 59701	NONE	170(B)(1)(A)(VI)	FOOD BANK GRANT	8,000.
BUTTE RESCUE MISSION 1204 E. SECOND ST. BUTTE, MT 59701	NONE	170(B)(1)(A)(VI)	2011 HOLIDAY GIVING GIFT	3,000.
BUTTE RESCUE MISSION 1204 E. SECOND ST. BUTTE, MT 59701	NONE	170(B)(1)(A)(VI)	MEALS FOR HOMELESS PEOPLE	5,000.
BUTTE SYMPHONY ASSOCIATION PO BOX 725 BUTTE, MT 59703	NONE	509(A)(2)	CHILDREN'S CONCERTS	9,405.
CAREER TRAINING INSTITUTE 347 N. LAST CHANCE GULCH HELENA, MT 59601	NONE	170(B)(1)(A)(VI)	INSPIRING YOUNG MINDS CAMP	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CARROLL COLLEGE 1601 NORTH BENTON AVE HELENA, MT 59625	NONE	170(B)(1)(A)(I)	SCHOLARSHIPS	5,000.
CARTER COUNTY FOOD PANTRY PO BOX 504 EKAŁAKA, MT 59324	NONE	170(B)(1)(A)(VI)	2011 HOLIDAY GIVING GIFT	500.
CELEBRITY FIGHT NIGHT FOUNDATION INC. 2111 E. HIGHLAND AVE, STE 135 PHOENIX, AZ 85016	NONE	509(A)(2)	CELEBRITY NIGHT FIGHT	25,000.
CHILD & FAMILY RESOURCE COUNCIL, INC. PO BOX 3805 MISSOULA, MT 59806	NONE	509(A)(2)	CHILD ABUSE PREVENT. PROGRAM	5,000.
CHILDREN'S ONCOLOGY CAMP FOUNDATION PO BOX 1450 MISSOULA, MT 59806	NONE	170(B)(1)(A)(VIC)	CAMP FOR KIDS WITH CANCER	15,000.
CHINOOK FOOD PANTRY INC PO BOX 262 CHINOOK, MT 59523	NONE	170(B)(1)(A)(VI)	2011 HOLIDAY GIVING GIFT	500.
CHOUTEAU COUNTY SEARCH AND RESCUE PO BOX 459 FT. BENTON, MT 59442	NONE	509(A)(1) OR (A)(2)	2011 HOLIDAY GIVING GIFT	500.
CITY OF CUT BANK 113 EAST MAIN CUT BANK, MT 59427	NONE	501(C)(3)	HOLIDAY GIVING	500.
CITY OF THOMPSON FALLS PO BOX 99 THOMPSON FALLS, MT 59873	NONE	GOV'T	PLAYGROUND IMPROVEMENT	10,000.
CLARK FORK COALITION PO BOX 7593 MISSOULA, MT 59807	NONE	509(A)(2)	2011 CLARK FORK RIVER CLEANUP	750.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLSTRIP FOOD BANK PO BOX 543 COLSTRIP, MT 59323	NONE	509(A)(1)	2011 HOLIDAY GIVING GIFT	500.
COLUMBIA FALLS FOOD BANK PO BOX 1081 COLUMBIA FALLS, MT 59912	NONE	170(B)(1)(A)(VI	2011 HOLIDAY GIVING GIFT	1,500.
COMMITTEE FOR SAFE SWIMMING 501 CLAYTON ST PLAINS, MT 59859	NONE	509(A)(1) OR (A)(2)	PLAINS SWIM TEAM ASSISTANCE	10,000.
COMMUNITY CUPBOARD 203 4TH AVENUE NORTH LEWISTOWN, MT 59457	NONE	509(A)(2)	2011 HOLIDAY GIVING GIFT	3,000.
COMMUNITY FOOD BANK OF MINERAL COUNTY PO BOX 46 SUPERIOR, MT 59872	NONE	509(A)(1)	2011 HOLIDAY GIVING GIFT	1,000.
COMMUNITY HARVEST INC PO BOX 314 THOMPSON FALLS, MT 59873	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	1,000.
COMMUNITY HOPE, INC. PO BOX 524 LAUREL, MT 59044	NONE	170(B)(1)(A)(VI	2011 HOLIDAY GIVING GIFT	3,000.
COMMUNITY SERVICES FELLOWSHIP 1419 MONTANA HWY 200 NOXON, MT 59853	NONE	509(A)(1) OR (A)(2)	2011 HOLIDAY GIVING GIFT	500.
COUNTY OF WIBAUX 102 MINGUS ROAD WIBAUX, MT 59353	NONE	170(C)(1)	2011 HOLIDAY GIVING GIFT	500.
CUSTER COUNTY FOOD BANK INC. 210 SOUTH WINCHESTER MILES CITY, MT 59301	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	3,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DAVID FOSTER FOUNDATION, THE 10960 WILSHIRE BLVD, SUITE 2150 LOS ANGELES, CA 90024	NONE	509(A)(2)	FOR GENERAL SUPPORT	100,000.
DEDMAN FOUNDATION 2400 HIGH STREET FORT BENTON, MT 59442	NONE	170(B)(1)(A)(VI)	HOLIDAY GIVING	1,000.
EAGLE MOUNT 6901 GOLDENSTEIN LANE BOZEMAN, MT 59715	NONE	170(B)(1)(A)(VI)	SUMMER CAMP SUPPORT	5,000.
EDUCATION FOUNDATION FOR BILLINGS PUBLIC SCHOOLS 415 N. 30TH ST. BILLINGS, MT 59101	NONE	509(A)(2)	READING ROCKS PROGRAM	5,500.
EQUINOX THEATRE COMPANY 2304 N. 7TH AVE. BOZEMAN, MT 59715	NONE	509(A)(2)	SALARY ASSIST THEATER DIRECTOR	10,000.
EUREKA FOURSQUARE CHURCH PO BOX 1696 EUREKA, MT 59917	NONE	170 (B) (1) (A) (I)	2011 HOLIDAY GIVING GIFT	500.
EVANGELICAL LUTHERAN CHURCH OF AMERICA PO BOX 574 CULBERTSON, MT 59218	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	500.
EVERGREEN KIDS CORNER, INC. 201 S. 8TH ST. HAMILTON, MT 59840	NONE	170(B)(1)(A)(VI)	PRESCHOOL PROGRAMS	1,500.
FACE TO FACE CHRISTIAN MINISTRIES INC 11 MAXVILLE ROAD MAXVILLE, MT 59858	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	1,000.
FAMILY PROMISE, INC. 71 SUMMIT AVENUE SUMMIT, NJ 07901	NONE	170(B)(1)(A)(VI)	INTERFAITH HOSPITAL NETWORK	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FLAGSHIP PROGRAM 1325 WYOMING MISSOULA, MT 59801	NONE	509(A)(1) OR (A)(2)	FLAGSHIP ACTIVITY GRANT	45,000.
FLATHEAD CO. AGENCY ON AGING 160 KELLY ROAD KALISPELL, MT 59901	NONE	GOV'T	BUY LABOR/MAT'LS-HOME REPAIRS	10,000.
FLATHEAD FOOD BANK INC. 105 6TH AVE. WEST KALISPELL, MT 59901	NONE	501(C)(3)	BUY STORE EQUIPMENT	5,000.
FLATHEAD FOOD BANK INC. 105 6TH AVE. WEST KALISPELL, MT 59901	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	7,500.
FLATHEAD LUTHERAN BIBLE CAMP 603 MAIN ST. KALISPELL, MT 59901	NONE	170 (B) (1) (A) (I)	FLATHEAD LUTHERAN BIBLE CAMP	2,500.
FLATHEAD VALLEY COMMUNITY COLLEGE FOUNDATION INC. 777 GRANVIEW DR KALISPELL, MT 59901	NONE	170(B)(1)(A)(V)	STUDENT SCHOLARSHIPS	5,000.
FLORENCE CRITTENTON HOME AND SERVICES 901 NORTH HARRIS HELENA, MT 59601	NONE	509(A)(2)	TEEN MOM ASSISTANCE PROGRAM	10,000.
FRIENDS TO YOUTH INC. 2801 S. RUSSELL ST, STE 32 MISSOULA, MT 59801	NONE	170(B)(1)(A)(V)	MENTAL HEALTH SVCS PROGRAM	10,000.
FRIENDSHIP HOUSE OF CHRISTIAN SERVICE 3123 8TH AVENUE SOUTH BILLINGS, MT 59101	NONE	501(C)(3)	AFTERSCHOOL ENRICHMENT PROGRAM	20,000.
GALLATIN HISTORICAL SOCIETY 37 W MAIN BOZEMAN, MT 59715	NONE	509(A)(2)	PIONEER MUSEUM OPERATIONS	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GARDEN CITY HARVEST PO BOX 205 MISSOULA, MT 59806	NONE	170(B)(1)(A)(VI	YOUTH HARVEST PROJECT	10,000.
GARDEN CITY TENNIS ASSOCIATION PO BOX 5081 MISSOULA, MT 59806	NONE	509(A)(1) OR (A)(2)	YOUTH TENNIS PROGRAM	1,000.
GENERAL COUNCIL OF THE ASSEMBLIES OF GOD PO BOX 767 PLAINS, MT 59859	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	1,500.
GREAT FALLS CHILDREN'S RECEIVING HOME PO BOX 1061 GREAT FALLS, MT 59403	NONE	170(B)(1)(A)(VI	ASSISTANCE TO NEGLECTED CHILDR	6,000.
GREAT FALLS COMMUNITY FOOD BANK INC 1620 12TH AVENUE NORTH GREAT FALLS, MT 59401	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	7,500.
GREAT FALLS RESCUE MISSION 317 2ND AVE. SOUTH GREAT FALLS, MT 59103	NONE	170(B)(1)(A)(VI	2011 HOLIDAY GIVING GIFT	1,500.
GREAT FALLS SYMPHONY ASSOC INC. PO BOX 1078 GREAT FALLS, MT 59403	NONE	170(B)(1)(A)(VI	PROVIDE RESOURCES-GTFALLS SYMP	5,000.
GREATER GALLATIN UNITED WAY INC 1516 WEST BABCOCK #2 BOZEMAN, MT 59715	NONE	170(B)(1)(A)(VI	HEALTH SERVICE PROGRAMS	3,000.
GREATER MISSOULA FAMILY WMCA 3000 S. RUSSELL STREET MISSOULA, MT 59801	NONE	170(B)(1)(A)(VI	PARTNERS FOR YOUTH GRANT	10,000.
HABITAT FOR HUMANITY MID YELLOWSTONE VALLEY 201 N. 15TH ST. BILLINGS, MT 59101	NONE	170(B)(1)(A)(VI	BUILD HOME FOR LOW INC FAMIY	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HABITAT FOR HUMANITY MISSOULA INC 725 W. ALDER ST. #19 MISSOULA, MT 59802-4099	NONE	170(B)(1)(A)(VIGRANT FOR	MATERIALS/SERVICES	10,000.
HABITAT FOR HUMANITY OF RAVALLI CTY PO BOX 2221 HAMILTON, MT 59840	NONE	170(B)(1)(A)(VIBUILDING 5TH HOME IN	COUNTY	5,000.
HANDS ACROSS THE SADDLE PO BOX 552 GREYBULL, WY 82426	NONE	509(A)(2)	SADDLE BROCK COMPETITION	5,000.
HEART OF THE VALLY INC 1549 EAST CAMERON BRIDGE ROAD BOZEMAN, MT 59718	NONE	509(A)(2)	HOLIDAY GIVING	1,000.
HELENA EDUCATION FOUNDATION P.O. BOX 792 HELENA, MT 59624	NONE	509(A)(2)	GREAT IDEAS GRANTS	3,000.
HELENA FOOD SHARE INC 1616 LEWIS ST. HELENA, MT 59601	NONE	501(C)(3)	FOOD DISTRIBUTION	3,000.
HELENA FOOD SHARE INC PO BOX 943 HELENA, MT 59624	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	7,500.
HELPING HANDS IN HARDIN INC PO BOX 125 HARDIN, MT 59034	NONE	509(A)(2)	2011 HOLIDAY GIVING GIFT	1,000.
HOLTER MUSEUM OF ART 12 EAST LAWRENCE HELENA, MT 59601	NONE	170(B)(1)(A)(VIGRANT FOR	HOLTER RAILROAD EXHIBIT	2,000.
HOLTER MUSEUM OF ART 12 EAST LAWRENCE HELENA, MT 59601	NONE	170(B)(1)(A)(VITRANSP FOR KIDS TO	MUSEUM	7,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOMECOMING CLUB OF PONY PO BOX 654 PONY, MT 59747	NONE	509(A)(1) OR (A)(2)	TENNIS/BB COURT CONSTRUCTION	5,500.
HOPA MOUNTAIN 234 E. BABCOCK, SUITE E BOZEMAN, MT 59715	NONE	170(B)(1)(A)(V)	STORYMAKER'S PROJECT GRANT	7,500.
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA ALEXANDRIA, VA 22314	NONE	170(B)(1)(A)(V)	FELLOWSHIP SUPPORT	50,000.
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA ALEXANDRIA, VA 22314	NONE	170(B)(1)(A)(V)	LEO DICAPRIO AWARDS 2011	250,000.
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA ALEXANDRIA, VA 22314	NONE	170(B)(1)(A)(V)	PROGRAM FUNDING	287,500.
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA ALEXANDRIA, VA 22314	NONE	170(B)(1)(A)(V)	DRW ACHIEVEMENT SCHOLARSHIP	10,000,000.
HOS BROS. CONSTRUCTION, INC. PO BOX 1788 WOODINVILLE, WA 98072	NONE	NON EXEMPT ENTITY	FUNDS TO PROVIDE HOLIDAY FOOD FOR MALBY FOOD BANK	10,000.
HUMAN RESOURCE COUNCIL - DISTRICT XII PO BOX 3486 BUTTE, MT 59701	NONE	509(A)(2)	BUTTE XMAS BENEFIT	15,000.
HUMAN RESOURCES DEVELOPMENT COUNCIL OF DISTRICT IX INC 602 BOND STREET BOZEMAN, MT 59715	NONE	501(C)(3)	2-11 HOLIDAY GIVING GIFT	7,500.
HUMAN RESOURCES DEVELOPMENT COUNCIL OF DISTRICT IX INC PO BOX 836 THREE FORKS, MT 59752	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	1,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HUMAN RESOURCES DEVELOPMENT COUNCIL OF DISTRICT IX INC 32 SOUTH TRACY BOZEMAN, MT 59715	NONE	170(B)(1)(A)(VI	2011 HOLIDAY GIVING GIFT	2,500.
HUMANE SOCIETY OF BEAVERHEAD COUNTY 80 LAGOON LANE DILLON, MT 59725	NONE	509(A)(1) OR (A)(2)	HOLIDAY GIVING	1,000.
HUMANE SOCIETY OF NORTHWEST MONTANA PO BOX 221 KALISPELL, MT 59903	NONE	509(A)(2)	HOLIDAY GIVING	1,000.
INTER-MOUNTAIN DEACONESS HOME FOR CHILDREN 500 S. LAMBORN HELENA, MT 59601	NONE	170(B)(1)(A)(VI	FOSTER/ADOPTIVE PARENT PROGRAM	10,000.
IRWIN & FLORENCE ROSTEN FOUNDATION INC. PO BOX 750 DARBY, MT 59829	NONE	509(A)(2)	STUDENT SCHOLARSHIPS	5,000.
JOHN WAYNE CANCER INSTITUTE 1250 FOURTH STREET SANTA MONICA, CA 90401	NONE	170(B)(1)(A)(II	KEVIN WASHINGTON SPONSOR	20,000.
JOLIET COMMUNITY CENTER INC PO BOX 230 JOLIET, MT 59041	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	500.
KEEPING OUR KIDS FIRST 2815 WILSON MILES CITY, MT 59301	NONE	509(A)(1) OR (A)(2)	OUT OF SCHOOL CARE PROGRAM	10,000.
KITTY KEEPERS INC. 600 23RD AVENUE WEST HAVRE, MT 59501	NONE	509(A)(2)	HOLIDAY GIVING	1,000.
KOOTENAI PETS FOR LIFE PO BOX 1454 LIBBY, MT 59935	NONE	509(A)(2)	HOLIDAY GIVING	1,000.
Total from continuation sheets				.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAUREL ELEMENTARY PTA, INC. 410 COLORADO AVE LAUREL, MT 59044	NONE	509(A)(2)	TRANSP TO TECH/AVIATION EVENT	10,000.
LEWIS & CLARK PLAYGROUND FUND 2901 PARK STREET MISSOULA, MT 59801	NONE	GOV'T	HELP WITH PLAYGROUND RENOVAT.	5,000.
LIBBY FOOD PANTRY INC. PO BOX 311 LIBBY, MT 59923	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	3,000.
LILAC SERVICES FOR THE BLIND 1212 N. HOWARD ST. SPOKANE, WA 99201	NONE	509(A)(2)	INDEP. LIVING INSTR. PROGRAM	5,000.
LIVING WATER OF THE EVANGELICAL CHURCH OF NORTH AMERICA 4220 STATE AVENUE #4 BILLINGS, MT 59101	NONE	501(C)(3)	ALL-CITY BIKE CLINIC	5,000.
LIVINGSTON FOOD PANTRY OF PARK COUNTY PO BOX 1646 LIVINGSTON, MT 59047	NONE	170(B)(1)(A)(VI)	2011 HOLIDAY GIVING GIFT	3,000.
LODGE GRASS HIGH SCHOOL JROTC 214 N. GEORGE STREET LODGE GRASS, MT 59050	NONE	GOV'T	YOUNG LIFE/WYLD LIFE CAMPS	7,500.
MAIN STREET UPTOWN BUTTE INC PO BOX 696 BUTTE, MT 59703	NONE	509(A)(2)	MT FOLK FESTIVAL 2011	50,000.
MAIN STREET UPTOWN BUTTE INC PO BOX 696 BUTTE, MT 59703	NONE	509(A)(2)	2011 MT FOLK FESTIVAL	50,000.
MATHCOUNTS FOUNDATION PO BOX 20996 BILLINGS, MT 59104-0996	NONE	509(A)(1) OR (A)(2)	MATH RESOURCE MATERIAL	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MCT, INC. 200 N ADAMS STREET MISSOULA, MT 59802	NONE	170(B)(1)(A)(VI	MCT PERFORMANCE SUPPORT	53,750.
MCT, INC. 200 N ADAMS STREET MISSOULA, MT 59802	NONE	170(B)(1)(A)(VI	NEXTSTEP PREP ENDOWMENT	100,000.
MEAGHER COUNTY NUTRITION COALITION PO BOX 34 WHITE SULPHUR SPRINGS, MT 59645	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	500.
MILE HIGH LITTLE LEAGUE(?) 1741 CLEVELAND AVE. BUTTE, MT 59701	NONE	509(A)(2)	LITTLE LEAGUE FUNDRAISER	500.
MISSION VALLEY FOOD PANTRY INC PO BOX 644 ST. IGNATIUS, MT 59865	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	1,000.
MISSOULA 316 RESCUE MISSION P.O. BOX 16833 MISSOULA, MT 59808	NONE	170(B)(1)(A)(VI	2011 HOLIDAY GIVING GIFT	3,000.
MISSOULA CIVIC SYMPHONY 320 EAST MAIN MISSOULA, MT 59802	NONE	509(A)(2)	YOUTH CONCERT SCHOLARSHIP	5,000.
MISSOULA COUNTY LAW ENFORCEMENT YOUTH CAMP 2340 MULLAN ROAD MISSOULA, MT 59808	NONE	170(B)(1)(A)(V)	MSLA LAW ENFORCE YOUTH CAMP	10,000.
MISSOULA EDUCATION FOUNDATION PO BOX 1775 MISSOULA, MT 59806	NONE	170(B)(1)(A)(VI	CREATIVE CLASSROOM GRANTS PROG	2,500.
MISSOULA EDUCATION FOUNDATION PO BOX 1775 MISSOULA, MT 59806	NONE	170(B)(1)(A)(VI	GLOVES & HATS-MRL	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MISSOULA FAMILY YMCA 3000 RUSSELL STREET MISSOULA, MT 59801	NONE	509(A)(1) OR (A)(2)	ACTIVE 6 PROGRAM	17,000.
MISSOULA FOOD BANK 219 SOUTH 3RD WEST MISSOULA, MT 59801	NONE	170(B)(1)(A)(VI)	2011 HOLIDAY GIVING GIFT	7,500.
MISSOULA FOOD BANK 219 S 3RD STREET W MISSOULA, MT 59801	NONE	170(B)(1)(A)(VI)	2011 HOLIDAY GIVING GIFT	10,000.
MISSOULA SCHOOL DISTRICT #1 215 SOUTH SIXTH WEST MISSOULA, MT 59801	NONE	GOV'T	'GRADUATION MATTERS' DONATION	50,000.
MISSOULA URBAN DEMONSTRATION PROJECT 629 PHILLIPS ST. MISSOULA, MT 59802	NONE	509(A)(2)	EDUCATIONAL DIRECTOR FUNDS	2,500.
MISSOULA YOUNG LIFE 7455 ROSEWOOD CT. MISSOULA, MT 59808	NONE	170(B)(1)(A)(I)	WILD HORSE CANYON CAMP GIFT	10,000.
MISSOULA'S CHALLENGE, INC. 1720 BROOKS ST. MISSOULA, MT 59801	NONE	509(A)(1) OR (A)(2)	START UP EXPENSES ASSISTANCE	2,500.
MONDAK HUMANE SOCIETY INC PO BOX 1572 WILLISTON, ND 58802	NONE	170(B)(1)(A)(VI)	HOLIDAY GIVING	1,000.
MONTANA AMATEUR SPORTS INC BOX 1736 BILLINGS, MT 59104	NONE	509(A)(2)	HEART & SOLE RACE SPONSORSHIP	10,000.
MONTANA BALLET COMPANY 521 EAST PEACH ST. BOZEMAN, MT 59715	NONE	509(A)(2)	CHILDREN'S MATINEE SUPPORT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MONTANA CHILDREN'S HOME & HOSPITAL INC. PO BOX 5539 HELENA, MT 59604	NONE	170(B)(1)(A)(II)	SMART BOARD INTERACTIVE SYSTEM	10,000.
MONTANA COMMITTEE FOR THE HUMANITIES 311 BRANTLY MISSOULA, MT 59812	NONE	170(B)(1)(A)(VI)	2011 MT FESTIVAL OF BOOKS	5,000.
MONTANA CONSERVATION CORPS INC 206 NORTH GRAND AVE BOZEMAN, MT 59715	NONE	170(B)(1)(A)(VI)	FUNDING FOR MT YES EXPEDITION	10,000.
MONTANA COUNCIL OF ECONOMIC EDUCATION 409 LINFIELD HALL BOZEMAN, MT 59717-2920	NONE	509(A)(2)	MT COUNCIL ON ECON. EDUC	2,500.
MONTANA FOOD BANK NETWORK, INC. 5625 EXPRESSWAY MISSOULA, MT 59808	NONE	170(B)(1)(A)(VI)	ANNUAL CHEF'S GALA SPONSORSHIP	2,000.
MONTANA FOOD BANK NETWORK, INC. 5625 EXPRESSWAY MISSOULA, MT 59808	NONE	170(B)(1)(A)(VI)	FOOD BANK	5,000.
MONTANA FOOD BANK NETWORK, INC. 5625 EXPRESSWAY MISSOULA, MT 59808	NONE	170(B)(1)(A)(VI)	2011 HOLIDAY GIVING GIFT	15,000.
MONTANA FOODBANK NETWORK LETTER FROM SECRETARY OF STATE FROM 2006 PO BOX 459 GARDINER, MT 59030	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	500.
MONTANA GAELIC CULTURAL SOCIETY PO BOX 3612 BUTTE, MT 59702	NONE	509(A)(1) OR (A)(2)	RI RAI MT IRISH FESTIVAL	500.
MONTANA HISTORY FOUNDATION 225 NORTH ROBERTS ST. HELENA, MT 59620	NONE	170(B)(1)(A)(VI)	MT RESEARCH STUDENT PRESENTERS	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MONTANA HOPE PROJECT PO BOX 5927 HELENA, MT 59604	NONE	170(B)(1)(A)(VI)	GRANTING DREAMS FOR ILL KIDS	5,000.
MONTANA NON PROFIT ASSOCIATION PO BOX 1744 HELENA, MT 59624	NONE	509(A)(2)	EXPENSE ASSISTANCE	10,000.
MONTANA NONPROFIT ASSOCIATION PO BOX 1744 HELENA, MT 59624	NONE	509(A)(2)	SILVER SPONSOR	1,000.
MONTANA ORAL HEALTH FOUNDATION INC PO BOX 1154 HELENA, MT 59624	NONE	GOV'T	DENTAL FAB'S FEES FOR PATIENTS	2,000.
MONTANA OUTDOOR SCIENCE SCHOOL PO BOX 502 BOZEMAN, MT 59771	NONE	509(A)(2)	PROGRAM COORDINATION	10,000.
MONTANA PRIMARY CARE ASSOCIATION 1805 EUCLID AVE HELENA, MT 59601	NONE	501(C)(3)	3 YR GRANT FOR DENTAL HEALTH	80,000.
MONTANA RESCUE MISSION, INC. PO BOX 3232 BILLINGS, MT 59103	NONE	170(B)(1)(A)(I)	2011 HOLIDAY GIVING GIFT	3,000.
MONTANA RESCUE MISSION, INC. PO BOX 3232 BILLINGS, MT 59103	NONE	170(B)(1)(A)(I)	REACH OUT PROGRAM	5,000.
MONTANA STATE LIBRARY PO BOX 201800 HELENA, MT 59620	NONE	GOV'T	PARENT/CHILD WORKSHOP	10,000.
MONTANA STATE UNIVERSITY BILLINGS FOUNDATION 1500 UNIVERSITY DRIVE BILLINGS, MT 59101	NONE	170(B)(1)(A)(VI)	2011-2012 SCHOLARSHIPS	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MONTANA STATE UNIVERSITY FOUNDATION INC PO BOX 172750 BOZEMAN, MT 59717	NONE	170(B)(1)(A)(IV	2011-2012 SCHOLARSHIPS	10,000.
MONTANA STATE UNIVERSITY FOUNDATION INC PO BOX 172750 BOZEMAN, MT 59717	NONE	170(B)(1)(A)(IV	MSIP SUMMER TOUR FUNDING	10,000.
MONTANA STATE UNIVERSITY FOUNDATION INC PO BOX 172750 BOZEMAN, MT 59717	NONE	170(B)(1)(A)(IV	MSIP SUMMER TOUR FUND	10,000.
MONTANA STATE UNIVERSITY FOUNDATION INC PO BOX 174120 BOZEMAN, MT 59717-4120	NONE	170(B)(1)(A)(IV	PEOPLE'S WAY PROJECT	10,000.
MONTANA STATE UNIVERSITY FOUNDATION INC P.O. BOX 172750 BOZEMAN, MT 59717-4120	NONE	170(B)(1)(A)(IV	GRANDPARENTS RAISING GRANDCHILDREN	10,000.
MONTANA STATE UNIVERSITY-NORTHERN FOUNDATION PO BOX 7751 HAVRE, MT 59501	NONE	170(B)(1)(A)(IV	2011-2012 SCHOLARSHIPS	10,000.
MONTANA TECH FOUNDATION 1300 W. PARK ST. BUTTE, MT 59701	NONE	GOV'T	SEND KIDS TO SCIENCE FAIR	5,000.
MONTANA TECH FOUNDATION 1300 WEST PARK ST. BUTTE, MT 59701-5997	NONE	170(B)(1)(A)(IV	KEVIN SHANNON SCHOLARSHIP CLUB	1,950.
MONTANA TECH FOUNDATION 1300 WEST PARK ST. BUTTE, MT 59701	NONE	170(B)(1)(A)(IV	FRANK & ANN GILMORE RELAT. CENT.	100,000.
MONTANA TECH FOUNDATION 1300 WEST PARK ST. BUTTE, MT 59701	NONE	170(B)(1)(A)(IV	2011-2012 SCHOLARSHIPS	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MT DEPT OF PUBLIC HEALTH & HUMAN SVCS. 1400 BROADWAY HELENA, MT 59620-2951	NONE	GOV'T	WOMENS HEALTH SCREENING GRANT	10,000.
MUSEUM OF THE ROCKIES 600 W. KAGY BLVD. BOZEMAN, MT 59717	NONE	501(C)(3)	MUSEUM PASSES-LOW INC FAM	4,000.
MUSSELSHELL COUNTY FOOD BANK PO BOX 233 ROUNDUP, MT 59072	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	1,500.
NORTH MISSOULA COMMUNITY DEVELOPMENT CORPORATION 819 STODDARD MISSOULA, MT 59802	NONE	170(B)(1)(A)(VI	BURNS ST. SQUARE BOXCAR KITCH.	5,000.
NORTH VALLEY FOOD BANK 311 E. 3RD ST. WHITEFISH, MT 59937	NONE	509(A)(3)	FOOD BANK ASSISTANCE	5,000.
NORTHWEST BURN FOUNDATION 1515 NW 52ND ST STE A SEATTLE, WA 98107	NONE	170(B)(1)(A)(VI	CAMP COST SUPPORT	2,000.
NORTHWEST MONTANA VETERANS STAND DOWN 1349 HIGHWAY 2 EAST KALISPELL, MT 59901	NONE	170(B)(1)(A)(IV	HOLIDAY GIVING	1,500.
NURTURING CENTER, THE 146 THIRD AVENUE WEST KALISPELL, MT 59807	NONE	170(B)(1)(A)(VI	EXPANSION OF PROGRAMS	30,000.
OREGON FOOD BANK INC 718 WEST BURNSIDE PORTLAND, OR 97209	NONE	509(A)(1) OR (A)(2)	FOOD STUFFS	5,000.
OVERCOMERS CHURCH OF WOLF POINT MONTANA INCORPORATED PO BOX 1092 WOLFPOINT, MT 59201	NONE	509(A)(1)	2011 HOLIDAY GIVING GIFT	1,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PARTNERSHIP FOR ANIMAL WELFARE HUMANE SOCIETY 226 VIGILANTE DRIVE DEER LODGE, MT 59722	NONE	509(A)(1) OR (A)(2)	HOLIDAY GIVING	1,000.
PAUL CLARK FAMILY PLACE FOUNDATION 201 S EXCELSIOR BUTTE, MT 59701	NONE	170(B)(1)(A)(VI)	UPGRADE HANDICAP ACCESS ROOM	4,887.
PONDERA FOOD PANTRY INC. 220 SOUTH FRONT CONRAD, MT 59425	NONE	501(C)(3)	2011 HOLIDAY GIVING	1,500.
POVERELLO CENTER INC PO BOX 7644 MISSOULA, MT 59802-4205	NONE	509(A)(2)	2011 HOLIDAY GIVING GIFT	7,500.
POVERELLO CENTER INC 535 RYMAN STREET MISSOULA, MT 59802	NONE	509(A)(2)	BED BUG INFESTATION	2,000.
PROJECT HOPE PO BOX 1443 COLUMBUS, MT 59019	NONE	509(A)(2)	2011 HOLIDAY GIVING GIFT	1,000.
RIALTO COMMUNITY THEATER INC PO BOX 874 DEER LODGE, MT 59722	NONE	170(B)(1)(A)(VI)	RESTORE THEATRE FUNDS	10,000.
RIMROCK HUMANE SOCIETY INC. PO BOX 834 ROUNDUP, MT 59072	NONE	509(A)(2)	HOLIDAY GIVING	1,000.
RIVER DISCOVERY INCORPORATED PO BOX 712 SALMON, ID 83467	NONE	170(B)(1)(A)(VI)	SALMON RIVER TEEN ADVENT. PROG	3,000.
ROCKY MOUNTAIN COLLEGE 1511 POLY DRIVE BILLINGS, MT 59102	NONE	170(B)(1)(A)(II)	2011-2012 SCHOLARSHIPS	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SALVATION ARMY MISSOULA RESIDENCES INC 339 WEST BROADWAY STREET MISSOULA, MT 59807	NONE	509(A)(2)	CLOTHES AND SHOES	10,000.
SALVATION ARMY OF BUTTE 121 E BROADWAY MISSOULA, MT 59701	NONE	509(A)(2)	BACK TO SCHOOL CLOTHING ASSIST	2,000.
SANDERS COUNTY ENVIRONMENTAL HEALTH PO BOX 519 THOMPSON FALLS, MT 59873	NONE	509(A)(1) OR (A)(2)	BACKPACK PROGRAM	10,000.
SAVING AMERICA'S MUSTANGS 2683 VIA DE LA VALLE #G313 DEL MAR, CA 92014	NONE	170(B)(1)(A)(V	SAVE AMERICA'S MUSTANGS	50,000.
SEELEY-SWAN COMMUNITY FOOD BANK INC PO BOX 549 SEELEY LAKE, MT 59868	NONE	170(B)(1)(A)(IV	2011 HOLIDAY GIVING GIFT	500.
SILVER BOW 4-H LIVESTOCK PO BOX 685 BUTTE, MT 59703	NONE	509(A)(3)	PURCHASE HOGS	1,800.
SILVER BOW HUMANE SOCIETY 699 CENTENNIAL BUTTE, MT 59701	NONE	170(B)(1)(A)(VI	HOLIDAY GIVING	1,000.
SITRICT IV HUMAN RESOURCES DEVELOPMENT COUNCIL 2229 5TH AVENUE HAVRE, MT 59501	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	3,000.
SOUTH VALLEY CHILD AND FAMILY CENTER 515 MADISON STREET HAMILTON, MT 59840	NONE	509(A)(2)	FOOD, SUPPLIES, SUPPORT	5,000.
SPECIAL OLYMPICS COLORADO PO BOX 2156 DENVER, CO 80201-2156	NONE	170(B)(1)(A)(VI	PROGRAM SUPPORT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPECIAL OLYMPICS MONTANA INC PO BOX 3507 GREAT FALLS, MT 59403	NONE	170(B)(1)(A)(VI	BASKETBALL TOURN. SPONSORSHIP	1,000.
SPECIAL OLYMPICS MONTANA INC PO BOX 3507 GREAT FALLS, MT 59403	NONE	170(B)(1)(A)(VI	ANNUAL EVENTS GRANT	25,000.
SPECIAL OLYMPICS MONTANA INC 710 FIRST AVE. NORTH GREAT FALLS, MT 59401	NONE	170(B)(1)(A)(VI	MT SPORTS LEGENDS EVENT	2,500.
SPOKANE VALLEY PARTNERS P.O. BOX 141360 SPOKANE, WA 99214-1360	NONE	170(B)(1)(A)(VI	EMERG FOOD/CLOTHES LOW INCOME	5,000.
SPONSOR - THE LITTLE FLOWER PARRISH PO BOX 3003 BROWNING, MT 59417	NONE	501(C)(3)	HOLIDAY GIVING	500.
ST. LUKE COMMUNITY HEALTHCARE FOUNDATION 107 6TH AVE. S.W. RONAN, MT 59864	NONE	509(A)(2)	MAMMOGRAM SCREENINGS	5,000.
ST. PATRICK HOSPITAL FOUNDATION 500 W. BROADWAY MISSOULA, MT 59802	NONE	170(B)(1)(A)(VI	TABLE TALK FUNDS	10,000.
STEVENS YOUTH CENTER PO BOX 843 WHITE SULPHUR SPRINGS, MT 59645	NONE	509(A)(1) OR (A)(2)	STEVENS YOUTH CTR RENOVATION	5,000.
TAMARACK GRIEF RESOURCE CENTER INC. 516 S. ORANGE ST. MISSOULA, MT 59801	NONE	170(B)(1)(A)(VI	GRIEF SUPPORT PROGRAMS	10,000.
TETON COUNTY FOOD PANTRY INC PO BOX 534 CHOTEAU, MT 59422	NONE	170(B)(1)(A)(IV	2011 HOLIDAY GIVING GIFT	500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE AMERICAN LUTHERAN CHURCH PO BOX 402 HARLEM, MT 59526	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	500.
THE FRIENDSHIP CENTER OF HELENA INC. 1430 SANDERS HELENA, MT 59601	NONE	170(B)(1)(A)(VI	SHELTER SUPPORT	1,000.
THE GIRLS WAY INC 2525 PALMER ST., STE. 1 MISSOULA, MT 59808	NONE	170(B)(1)(A)(VI	HEALTH DEVELOPMENT PROGRAM	5,000.
THE JADYN FRED FUND P.O. BOX 235 MISSOULA, MT 59806	NONE	509(A)(2)	PRESCRIPTION DRUG GRANT	10,000.
THE MINERAL COUNTY COMMUNITY FOUNDATION PO BOX 456 ALBERTON, MT 59820	NONE	501(C)(3)	FUND BACK PACK PROGRAM	2,500.
THE MINERAL COUNTY COMMUNITY FOUNDATION PO BOX 456 ALBERTON, MT 59820	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	1,000.
THE WORLD MUSEUM OF MINING PO BOX 33 BUTTE, MT 59701	NONE	170(B)(1)(A)(VI	JR VOLUNTEER/DECENT PROGRAM	8,847.
THRIVE INC PO BOX 4325 BOZEMAN, MT 59772	NONE	170(B)(1)(A)(VI	PARENTING SUPPORT GRANT	10,000.
TOBACCO VALLEY FOOD PANTRY PO BOX 714 EUREKA, MT 59917	NONE	509(A)(2)	2011 HOLIDAY GIVING GIFT	500.
TOWN OF WEST YELLOWSTONE-FOOD BANK PO BOX 626 WEST YELLOWSTONE, MT 59758	NONE	GOV'T	2011 HOLIDAY GIVING GIFT	500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED STATES FUND FOR UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	170(B)(1)(A)(VI)	UNICEF BALL	25,000.
UNITED WAY OF BUTTE AND ANACONDA PO BOX 4447 BUTTE, MT 59702-4447	NONE	170(B)(1)(A)(VI)	HEALTH SERVICE PROGRAMS	3,000.
UNITED WAY OF LEWIS & CLARK AREA INC. PO BOX 862 HELENA, MT 59624	NONE	170(B)(1)(A)(VI)	HEALTH SERVICE PROGRAMS	3,000.
UNITED WAY OF MISSOULA COUNTY PO BOX 7395 MISSOULA, MT 59807-7395	NONE	170(B)(1)(A)(VI)	FLOOD RELIEF PLAN FOR MISSOULA	2,500.
UNITED WAY OF MISSOULA COUNTY PO BOX 7395 MISSOULA, MT 59807-7395	NONE	170(B)(1)(A)(VI)	HEALTH SERVICE PROGRAMS	5,000.
UNITED WAY OF YELLOWSTONE COUNTY 2920 2ND AVE. NORTH BILLINGS, MT 59101	NONE	170(B)(1)(A)(VI)	HEALTH SERVICE PROGRAMS	3,500.
UNIVERSITY OF COLORADO DENVER 1380 LAWRENCE STREET, SUITE 1325 DENVER, CO 80204	NONE	GOV'T	COLLEGE OF LIBERAL ARTS SCHOL.	5,000.
UNIVERSITY OF GREAT FALLS 1301 20TH ST SOUTH GREAT FALLS, MT 59405	NONE	170(B)(1)(A)(II)	ANNUAL SCHOLARSHIP GRANT	5,000.
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA, MT 59807	NONE	170(B)(1)(A)(IV)	CHARLES & HELEN MILLER SCHOLAR	8,055.
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA, MT 59807	NONE	170(B)(1)(A)(IV)	NATIVE AMER. GRADUATE FELLOWSH	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA, MT 59807	NONE	170(B)(1)(A)(IV	2ND YR INTERNSHIP-AOM	10,000.
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA, MT 59812	NONE	170(B)(1)(A)(IV	ODYSSEY OF THE STARS EVENT	10,000.
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA, MT 59807	NONE	170(B)(1)(A)(IV	ANNUAL SCHOLARSHIP GRANT	10,000.
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA, MT 59807	NONE	170(B)(1)(A)(IV	HANDS ON HEALTH	10,000.
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA, MT 59807	NONE	170(B)(1)(A)(IV	FELLOWSHIPS IN HISTORY ENDOW.	25,000.
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA, MT 59807	NONE	170(B)(1)(A)(IV	PRESIDENTIAL SCHOLARSHIP FUND	31,456.
UNIVERSITY OF MONTANA WESTERN FOUNDATION 710 S. ATLANTIC DILLON, MT 59725-3598	NONE	170(B)(1)(A)(IV	SCHOLARSHIP GRANT	5,000.
VALLEY COMMUNITY EMERGENCY FOOD BANK 501 COURT SQUARE BOX 9 GLASGOW, MT 59230	NONE	501(C)(3)	2011 HOLIDAY GIVING GIFT	1,000.
VANESSA BEHAN CRISIS NURSERY 1004 E 8TH AVE SPOKANE, WA 99202	NONE	170(B)(1)(A)(VI	EMERG RESPITE CARE SVCS	5,000.
VIGILANTE PLAYERS, INC. 111 S. GRAND AVE. SUITE 222B BOZEMAN, MT 59715	NONE	170(B)(1)(A)(VI	THEATRICAL PERFORMANCES IN MT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VOLUNTEERS OF AMERICA 2822 3RD AVENUE N. SUITE 206 BILLINGS, MT 59101	NONE	509(A)(1) OR (A)(2)	CAMP POSTCARD	5,000.
WESTSHORE COMMUNITY ASSISTANCE PROGRAM PO BOX 192 LAKESIDE, MT 59922	NONE	509(A)(1)	2011 HOLIDAY GIVING GIFT	1,500.
WOMENS OPPORTUNITY & RESOURCE DEVELOPMENT, INC 2525 PALMER ST., STE 1 MISSOULA, MT 59808	NONE	170(B)(1)(A)(V)	FUTURES PROGRAM	10,000.
WORLD AFFAIRS COUNCIL OF MONTANA 201 W MAIN ST STE 101 MISSOULA, MT 59802	NONE	170(B)(1)(A)(V)	DISTINGUISHED SPEAKERS PROGRAMS	10,000.
WORLD AFFAIRS COUNCIL OF MONTANA 201 W. MAIN, SUITE 101 MISSOULA, MT 59802	NONE	170(B)(1)(A)(V)	ACADEMIC WORLD QUEST	10,000.
YAAK FOOD CUPBOARD - THE REMNANT CHURCH 34 RIVERVIEW DRIVE TROY, MT 59935	NONE	509(A)(1)	2011 HOLIDAY GIVING GIFT	500.
YELLOWSTONE FOOD BANK 2112 FOURTH AVE. N BILLINGS, MT 59103	NONE	509(A)(1) OR (A)(2)	FOOD BANK SUPPLIES	5,000.
YOUNG FAMILIES EARLY HEAD START 1020 COOK AVE. BILLINGS, MT 59102	NONE	170(B)(1)(A)(V)	HEAD START PROGRAM ASSISTANCE	25,000.
YOUNG LIFE PO BOX 547 BOZEMAN, MT 59771	NONE	170(B)(1)(A)(I)	PROGRAM SUPPORT	50,000.
YOUNG LIFE PO BOX 1413 MISSOULA, MT 59806	NONE	170(B)(1)(A)(I)	MSLA YOUNG LIFE CAMP SCHOLAR.	15,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YOUNG LIFE WASHINGTON FAMILY RANCH 1750 SW SKYLINE BLVD #25 PORTLAND, OR 97221	NONE	170(B)(1)(A)(I)	PROGRAM SUPPORT	350,000.
YOUNG LIFE WASHINGTON FAMILY RANCH 1750 SW SKYLINE BLVD #25 PORTLAND, OR 97221	NONE	170(B)(1)(A)(I)	PROGRAM SUPPORT	500,000.
YOUNG LIFE WASHINGTON FAMILY RANCH 1750 SW SKYLINE BLVD #25 PORTLAND, OR 97221	NONE	170(B)(1)(A)(I)	PROGRAM SUPPORT	660,000.
YOUNG LIFE WASHINGTON FAMILY RANCH 1750 SW SKYLINE BLVD #25 PORTLAND, OR 97221	NONE	170(B)(1)(A)(I)	PROGRAM SUPPORT	900,000.
YOUNG LIFE WASHINGTON FAMILY RANCH 1750 SW SKYLINE BLVD #25 PORTLAND, OR 97221	NONE	170(B)(1)(A)(I)	PROGRAM SUPPORT	1,000,000.
YOUNG LIFE WASHINGTON FAMILY RANCH 1750 SW SKYLINE BLVD #25 PORTLAND, OR 97221	NONE	170(B)(1)(A)(I)	PROGRAM SUPPORT	1,100,000.
YOUNG LIFE WASHINGTON FAMILY RANCH 1750 SW SKYLINE BLVD #25 PORTLAND, OR 97221	NONE	170(B)(1)(A)(I)	PROGRAM SUPPORT	1,400,000.
YOUNG LIFE WASHINGTON FAMILY RANCH 1750 SW SKYLINE BLVD #25 PORTLAND, OR 97221	NONE	170(B)(1)(A)(I)	PROGRAM SUPPORT	1,600,000.
YOUNG MEN'S CHRISTIAN ASSOCIATION OF HELENA INC 1200 N LAST CHANCE GULCH HELENA, MT 59601	NONE	509(A)(2)	YOUTH FUNDS FOR YMCA PROGRAMS	5,000.
YOUNG MUSICIANS CLUB PO BOX 4305 BUTTE, MT 59702	NONE	509(A)(2)	MUSIC EDUCATION GRANT	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YOUNG WOMENS CHRISTIAN ASSN OF GREAT FALLS 220 2ND ST. N GREAT FALLS, MT 59401	NONE	170(B)(1)(A)(V)	DIRECT SERVICES ASSISTANCE	10,000.
YOUNG WOMENS CHRISTIAN ASSOC OF MISSOULA 1130 W. BROADWAY MISSOULA, MT 59802	NONE	509(A)(2)	PATHWAYS PROGRAM	10,000.
YOUTH HOMES 550 N. CALIFORNIA MISSOULA, MT 59807	NONE	170(B)(1)(A)(V)	FOSTER FAMILY OUTREACH	5,000.
YOUTH MENTORING PROGRAM BOX 532 LEWISTOWN, MT 59457	NONE	170(B)(1)(A)(V)	MENTOR PROGRAM	1,200.
YWCA OF BILLINGS ENDOWMENT FOUNDATION INC 909 WYOMING AVENUE BILLINGS, MT 59101	NONE	170(B)(1)(A)(V)	CHILDCARE FOR 50 KIDS	10,000.
ZOOTOWN ARTS COMMUNITY CENTER 235 N. 1ST STREET WEST MISSOULA, MT 59802	NONE	509(A)(2)	LITTLE ARTISTS PROGRAM	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (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
CASA OF MONTANA PO BOX 1046 HELENA, MT 59624	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	10,000.
COMMUNITY HEALTH PARTNERS 126 SOUTH MAIN LIVINGSTON, MT 59047	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	43,000.
DAVID FOSTER 10960 WILSHIRE BLVD, SUITE 2150 LOS ANGELES, CA 90024	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	400,000.
EDUCATION FOUNDATION FOR BILLINGS PUBLIC SCHOOLS 415 NORTH 30TH STREET BILLINGS, MT 59101	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	7,500.
HABITAT FOR HUMANITY OF FLATHEAD VALLEY 307 FIRST AVENUE EAST, SUITE 1 KALISPELL, MT 59901	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	10,000.
HORATIO ALGER - MT SCHOLARSHIPS 99 CANAL CENTER PLAZA ALEXANDRIA, VA 22314	NONE	509(A)(1) OR (A)(2)	SCHOLARSHIPS	615,000.
INTERMOUNTAIN OPERA ASSOCIATION PO BOX 37 BOZEMAN, MT 59771	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	5,000.
JADYN FRED FOUNDATION PO BOX 235 MISSOULA, MT 59806	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	10,000.
MASON KANE FOUNDATION, THE 7509 GARDENIA DRIVE MISSOULA, MT 59808	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	5,000.
MCEE 409 LINFIELD HALL BOZEMAN, MT 59717-2920	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	5,000.
Total from continuation sheets				1,995,069.

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (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
MISSOULA COUNTY BOYS AND GIRLS 617 S. HIGGINS MISSOULA, MT 59801	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	10,000.
MONTANA AMATEUR SPORTS INC BOX 7136 BILLINGS, MT 59103	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	20,000.
MONTANA NON PROFIT ASSOCIATION PO BOX 1744 HELENA, MT 59624	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	10,000.
MONTANA PRIMARY CARE ASSOCIATION 1805 EUCLID AVENUE HELENA, MT 59601	NONE	501(C)(6)	PROGRAM SUPPORT	160,000.
MONTANA RESCUE MISSION PO BOX 3232 BILLINGS, MT 59103	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	10,000.
NURTURING CENTER, THE 146 THIRD AVENUE WEST KALISPELL, MT 59807	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	45,000.
OFFICE OF PUBLIC INSTRUCTION P.O. BOX 202501 HELENA, MT 59620-2501	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	450,000.
PARENTING PLACE PO BOX 3805 MISSOULA, MT 59806	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	10,000.
ROCKS 2815 WILSON MILES CITY, MT 59301	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	10,000.
TAMARACK GRIEF RESOURCE CENTER 516 S. ORANGE STREET MISSOULA, MT 59801	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	10,000.
Total from continuation sheets				

3 Grants and Contributions Approved for Future Payment (Continuation)

Total from continuation sheets

FORM 990-PF	LEGAL FEES	STATEMENT	1
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,163.	0.		3,163.
TO FM 990-PF, PG 1, LN 16A	3,163.	0.		3,163.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	81,019.	0.		80,199.
TO FORM 990-PF, PG 1, LN 16B	81,019.	0.		80,199.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	2,250.	0.		2,250.
DATA PROCESSING	19,475.	0.		15,482.
INVESTMENT MANAGEMENT FEES	682,590.	682,590.		0.
TO FORM 990-PF, PG 1, LN 16C	704,315.	682,590.		17,732.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	22,068.	0.		0.
TO FORM 990-PF, PG 1, LN 18	22,068.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PUBLIC RELATIONS	111,033.	0.		111,033.
SPONSORSHIP	20,619.	0.		20,619.
DUES AND MEMBERSHIPS	41,700.	0.		41,700.
FACILITY SERVICES	2,844.	0.		2,844.
PC/NET COSTS	1,175.	0.		1,175.
DIRECT PROGRAM EXPENSES	229,819.	0.		229,819.
MISCELLANEOUS	2,766.	0.		2,016.
TO FORM 990-PF, PG 1, LN 23	409,956.	0.		409,206.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
TREASURY SECURITIES	x		150,918,984.	150,918,984.
TOTAL U.S. GOVERNMENT OBLIGATIONS			150,918,984.	150,918,984.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			150,918,984.	150,918,984.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE EQUITY SECURITIES	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME FUNDS	202,111,856.	202,111,856.
TOTAL TO FORM 990-PF, PART II, LINE 10C	202,111,856.	202,111,856.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INTEREST RECEIVABLE	FMV	2,022,576.	2,022,576.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,022,576.	2,022,576.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	52,849.	12,725.
EXCISE TAXES PAYABLE	56,883.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	109,732.	12,725.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PHYLLIS J. WASHINGTON P.O. BOX 16630 MISSOULA, MT 59808-6630	DIRECTOR 0.30	0.	0.	0.
LAWRENCE R. SIMKINS P.O. BOX 16630 MISSOULA, MT 59808-6630	DIRECTOR/PRESIDENT 1.00	0.	0.	0.
MIKE HALLIGAN P.O. BOX 16630 MISSOULA, MT 59808-6630	EXECUTIVE DIRECTOR/SECRETARY 28.00	0.	0.	0.
BRIAN T. SHERIDAN P.O. BOX 16630 MISSOULA, MT 59808-6630	DIRECTOR 0.30	0.	0.	0.
WILLIAM H. BRODSKY P.O. BOX 16630 MISSOULA, MT 59808-6630	DIRECTOR 0.30	0.	0.	0.
ROLIN ERICKSON P.O. BOX 16630 MISSOULA, MT 59808-6630	DIRECTOR 0.30	0.	0.	0.
PAUL W. KEIPER P.O. BOX 16630 MISSOULA, MT 59808-6630	VICE PRESIDENT 0.30	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DENNIS & PHYLLIS WASHINGTON FOUNDATION
P.O. BOX 16630
MISSOULA, MT 59808-6630

TELEPHONE NUMBER

406-523-1300

FORM AND CONTENT OF APPLICATIONS

STANDARD APPLICATION FORM IS FOUND ON THE INTERNET AT
WWW.DPWFOUNDATION.ORG

ANY SUBMISSION DEADLINES

NONE - THE CONTRIBUTIONS COMMITTEE MEETS QUARTERLY

RESTRICTIONS AND LIMITATIONS ON AWARDS

LIMITED TO 501(C)(3) ORGANIZATIONS WITH AN EMPHASIS ON YOUTH AND EDUCATION
IN GEOGRAPHICAL AREAS IN WHICH THE WASHINGTON COMPANIES OPERATE.

990-PF	INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS	STATEMENT 13
	PART XVII, LINE 1, COLUMN (D)	

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

MONTANA PRIMARY CARE ASSOCIATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

PROGRAM GRANT PAYMENT

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

BUTTE CHAMBER OF COMMERCE

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

PROGRAM GRANT PAYMENT