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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

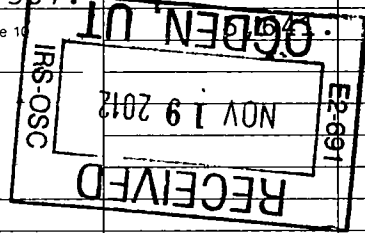
For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE GEORGE W GILLEMOT FOUNDATION		A Employer identification number 43-2058994
Number and street (or P.O. box number if mail is not delivered to street address) 4814 OLD US HIGHWAY 395		B Telephone number (775) 841-1557
City or town, state, and ZIP code WASHOE VALLEY, NV 89704		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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) ▶ \$ 773,801. (Part I, column (d) must be on cash basis)		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		0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		26.	26.		STATEMENT 1
4 Dividends and interest from securities		11.	11.		STATEMENT 2
5a Gross rents		2,587.			STATEMENT 3
b Net rental income or (loss)		2,587.			
6a Net gain or (loss) from sale of assets not on line 10					STATEMENT 4
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		19,193.	0.		STATEMENT 5
12 Total Add lines 1 through 11		27,458.	37.		
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 6		4,034.	0.		0.
b Accounting fees STMT 7		3,662.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 8		<48.>	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 9		94.	0.		0.
24 Total operating and administrative expenses Add lines 13 through 23		7,742.	0.		0.
25 Contributions, gifts, grants paid		99,664.			99,664.
26 Total expenses and disbursements Add lines 24 and 25		107,406.	0.		99,664.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<79,948.>			
b Net investment income (if negative, enter -0-)			37.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	178,429.	119,078.	119,078.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons		2,067.	2,067.
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	68.	116.	116.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	273,948.	250,639.	652,540.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	452,445.	371,900.	773,801.
	17 Accounts payable and accrued expenses	597.		
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	597.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	451,848.	371,900.		
30 Total net assets or fund balances	451,848.	371,900.		
31 Total liabilities and net assets/fund balances	452,445.	371,900.		

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	451,848.
2 Enter amount from Part I, line 27a	2	<79,948.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	371,900.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	371,900.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<div style="border: 1px solid black; padding: 2px;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		<div style="border: 1px solid black; padding: 2px;"> { If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 </div>		3

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	15,898.	787,194.	.020196
2009	30,041.	585,582.	.051301
2008	40,020.	659,238.	.060706
2007	30,029.	599,292.	.050107
2006	30,036.	570,842.	.052617
2 Total of line 1, column (d)			2 .234927
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 .046985
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 835,645.
5 Multiply line 4 by line 3			5 39,263.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0.
7 Add lines 5 and 6			7 39,263.
8 Enter qualifying distributions from Part XII, line 4			8 99,664.

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)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	68.	
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	68.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	68.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c 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 <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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) <input type="checkbox"/> NV		
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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BILL W. JOHNSON C/O DAVID & JOHNSON</u> Telephone no. ► <u>(775) 588-5672</u> Located at ► <u>P.O. BOX 1968, ZEPHYR COVE, NV</u> ZIP+4 ► <u>89448</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" 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	N/A	
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?	1b	
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))	1c	X
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 ►		
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	
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	
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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, 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
GEORGE W. GILLEMOT	PRESIDENT/TRUSTEE			
4814 OLD US HIGHWAY 395	0.00	0.	0.	0.
WASHOE VALLEY, NV 89704				
THOMAS J. HALL	V.P./SECRETARY/TRUSTEE			
4000 OLD RANCH ROAD	0.00	0.	0.	0.
WASHOE VALLEY, NV 89704				
WILLIAM W. JOHNSON	TREASURER/TRUSTEE			
P.O. BOX 1968	0.00	0.	0.	0.
ZEPHYR COVE, NV 89448				
G. BARTON MOWRY	TRUSTEE			
4295 CUTTING HORSE CIRCLE	0.00	0.	0.	0.
RENO, NV 89519				

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
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

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	
All other program-related investments. See instructions	
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	692,917.
b	Average of monthly cash balances	1b	155,454.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	848,371.
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	848,371.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,726.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	835,645.
6	Minimum investment return Enter 5% of line 5	6	41,782.

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	41,782.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	41,782.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	41,782.
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	41,782.

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	99,664.
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	99,664.
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	99,664.

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.

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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				41,782.
2 Undistributed income, if any, as of the end of 2011				
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				421.
d From 2009				764.
e From 2010				
f Total of lines 3a through e	1,185.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$				99,664.
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				41,782.
e Remaining amount distributed out of corpus	57,882.			
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	59,067.			
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)	0.			
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	59,067.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				421.
c Excess from 2009				764.
d Excess from 2010				
e Excess from 2011				57,882.

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

- 3 Subtract line 2d from line 2
Complete 3a, b, or c for the
alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

GEORGE W. GILLEMOT

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*

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
BOYS & GIRLS CLUBS OF WESTERN NEVADA 673 SOUTH STEWART STREET CARSON CITY, NV 89701			SUPPORT THE CONTINUANCE AND GROWTH OF THE PROGRAMS DESIGNED TO ENHANCE THE QUALITY OF LIFE	4,354.
DIOCESE OF RENO, OFFICE OF THE BISHOP 290 S. ARLINGTON AVE. RENO, NV 89501-1713			SUPPORT THE CONTINUANCE AND GROWTH OF THE CATHOLIC COMMUNITY OF NORTHERN NEVADA	50,000.
THUNDERBIRD LODGE PRESERVATION P.O. BOX 6812 INCLINE VILLAGE, NV 89450			SUPPORT THE PRESERVATION AND PROTECTION OF THE THUNDERBIRD LODGE AND ARTIFACTS AS A	8,500.
CATHOLIC CHARITIES OF NORTHERN NEVADA 500 E. FOURTH ST. RENO, NV 89512			SUPPORT THE CONTINUANCE AND GROWTH OF THE PROGRAMS DESIGNED TO FEED AND CLOTH THE LESS	10,000.
BOYS & GIRLS CLUBS OF WESTERN NEVADA 673 SOUTH STEWART STREET CARSON CITY, NV 89701			SUPPORT THE CONTINUANCE AND GROWTH OF THE PROGRAMS DESIGNED TO ENHANCE THE QUALITY OF LIFE	4,250.
Total	SEE CONTINUATION SHEET(S)			99,664.
b Approved for future payment				
NONE				
Total				0.

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

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

[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
BILL W. JOHNSON	<i>Bill W Johnson</i>	11/02/12		P00175595
Firm's name ▶ DAVID & JOHNSON, LTD.			Firm's EIN ▶ 88-0168251	
Firm's address ▶ P.O. BOX 1968 ZEPHYR COVE. NV 89448			Phone no (775) 588-5672	

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
BOYS & GIRLS CLUBS OF WESTERN NEVADA 673 SOUTH STEWART STREET CARSON CITY, NV 89701			SUPPORT THE CONTINUANCE AND GROWTH OF THE PROGRAMS DESIGNED TO ENHANCE THE QUALITY OF LIFE	1,500.
BOYS & GIRLS CLUBS OF WESTERN NEVADA 673 SOUTH STEWART STREET CARSON CITY, NV 89701			SUPPORT THE CONTINUANCE AND GROWTH OF THE PROGRAMS DESIGNED TO ENHANCE THE QUALITY OF LIFE	1,000.
CATHOLIC CHARITIES OF NORTHERN NEVADA 500 E. FOURTH ST. RENO, NV 89512			SUPPORT THE CONTINUANCE AND GROWTH OF THE PROGRAMS DESIGNED TO FEED AND CLOTH THE LESS	10,000.
SOCIETY OF OUR LADY OF THE MOST HOLY TRINITY C/O FATHER ANTONIO ANDERSON 3816 CO. ROAD 61, P.O. BOX 152 ROBSTOWN, TX 78380			SUPPORT THE EVANGELICAL COUNSELING, DIST FOOD & CLOTHING	10,000.
FERRELLGAS PARTNERS, L.P. PASSTHROUGH CHARITABLE CONTRIBUTION ONE LIBERTY PLAZA LIBERTY, MO 64068			CHARITABLE CONTRIBUTION PASSTHROUGH PARTNERSHIP INVESTMENT	60.
Total from continuation sheets				22,560.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BOYS & GIRLS CLUBS OF WESTERN NEVADA

SUPPORT THE CONTINUANCE AND GROWTH OF THE PROGRAMS DESIGNED TO ENHANCE
THE QUALITY OF LIFE FOR CARSON CITY AND CARSON VALLEY CHILDREN

NAME OF RECIPIENT - THUNDERBIRD LODGE PRESERVATION

SUPPORT THE PRESERVATION AND PROTECTION OF THE THUNDERBIRD LODGE AND
ARTIFACTS AS A HISTORICAL SITE OF NATIONAL SIGNIFICANCE

NAME OF RECIPIENT - CATHOLIC CHARITIES OF NORTHERN NEVADA

SUPPORT THE CONTINUANCE AND GROWTH OF THE PROGRAMS DESIGNED TO FEED AND
CLOTH THE LESS FORTUNATE PEOPLE OF NORTHERN NEVADA

NAME OF RECIPIENT - BOYS & GIRLS CLUBS OF WESTERN NEVADA

SUPPORT THE CONTINUANCE AND GROWTH OF THE PROGRAMS DESIGNED TO ENHANCE
THE QUALITY OF LIFE FOR CARSON CITY AND CARSON VALLEY CHILDREN

NAME OF RECIPIENT - BOYS & GIRLS CLUBS OF WESTERN NEVADA

SUPPORT THE CONTINUANCE AND GROWTH OF THE PROGRAMS DESIGNED TO ENHANCE
THE QUALITY OF LIFE FOR CARSON CITY AND CARSON VALLEY CHILDREN

NAME OF RECIPIENT - BOYS & GIRLS CLUBS OF WESTERN NEVADA

SUPPORT THE CONTINUANCE AND GROWTH OF THE PROGRAMS DESIGNED TO ENHANCE
THE QUALITY OF LIFE FOR CARSON CITY AND CARSON VALLEY CHILDREN

NAME OF RECIPIENT - CATHOLIC CHARITIES OF NORTHERN NEVADA

SUPPORT THE CONTINUANCE AND GROWTH OF THE PROGRAMS DESIGNED TO FEED AND
CLOTH THE LESS FORTUNATE PEOPLE OF NORTHERN NEVADA

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

SOURCE	AMOUNT
WELLS FARGO ADVISORS-MONEY MARKET	26.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	26.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FERRELLGAS PARTNERS, L.P.-INTEREST INCOME	11.	0.	11.
TOTAL TO FM 990-PF, PART I, LN 4	11.	0.	11.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FERRELLGAS PARTNERS, L.P.-RENTAL INCOME	1	2,587.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,587.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 4

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FERRELLGAS PARTNERS, L.P.-S/T CAPITAL GAIN	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	0.	0.	15.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FERRELLGAS PARTNERS, L.P.-L/T CAPITAL GAIN	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	0.	0.	3.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FERRELLGAS PARTNERS, L.P.-L/T 1231 GAIN	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	0.	0.	5,623.

NET GAIN OR LOSS FROM SALE OF ASSETS	5,641.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	5,641.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FERRELLGAS PARTNERS, L.P.-ORD BUSINESS INCOME	<5,048.>	0.	
BP PRUDHOE BAY ROYALTY TRUST-SEE ATTACHED STATEMENT FOR DETAILS	24,241.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	19,193.	0.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,034.	0.		0.
TO FM 990-PF, PG 1, LN 16A	4,034.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,662.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,662.	0.		0.

FORM 990-PF	TAXES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX REFUND	<48.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<48.>	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FERRELLGAS PARTNERS, L.P.-NONDEDUCTIBLE EXPENSES	93.	0.		0.
FERRELLGAS PARTNERS, L.P.-FOREIGN TAXES PAID	1.	0.		0.
TO FORM 990-PF, PG 1, LN 23	94.	0.		0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
10,000 SHS FERRELL GAS PARTNERS, LP	FMV	52,091.	189,700.	
4,000 UTS BP PRUDHOE BAY ROYALTY TRUST	FMV	191,548.	455,840.	
1977 CADILLAC SEVILLE AUTOMOBILE	FMV	7,000.	7,000.	
TOTAL TO FORM 990-PF, PART II, LINE 13		250,639.	652,540.	

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization or other filer, see instructions
File by the due date for filing your return See instructions	Employer identification number (EIN) or
	<input checked="" type="checkbox"/> 43-2058994
	Number, street, and room or suite no. If a P.O. box, see instructions.
	4814 OLD US HIGHWAY 395
	Social security number (SSN)
	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.
	FRANKTOWN, NV 89704

Enter the Return code for the return that this application is for (file a separate application for each return)

01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BILL W. JOHNSON C/O DAVID & JOHNSON

• The books are in the care of ☒ P.O. BOX 1968 - ZEPHYR COVE, NV 89448

Telephone No. ☒ (775) 588-5672

FAX No ☐

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

THE INFORMATION NECESSARY TO COMPLETE THE RETURN HAS NOT YET BEEN PROVIDED. WE, THEREFORE, RESPECTFULLY REQUEST AN ADDITIONAL EXTENSION OF TIME TO FILE THE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ Bill W Johnson Title ☒ CPA

Date ☒ 8/10/12

Form 8868 (Rev. 1-2012)

THE GEORGE & DOROTHY GILLEMOT FOUNDATION

43-2058994

BP Prudhoe Bay Royalty Trust
Income and Expense Worksheet
12/31/2011

		NUMBER OF UNITS <u>OWNED</u>	<u>TOTAL</u>
TRUST INCOME PER UNIT	22 24336	4,000 00	88,973 44
TRUST ADMIN EXPENSE PER UNIT	-12 84664	4,000 00	(51,386 56)
% DEPLETION	-0 15	4,000 00	<u>(13,346 02)</u>
			<u>24,240 86</u>
			TO STMT 5

**AMENDED AND RESTATED
BYLAWS
OF
THE GEORGE W. GILLEMOT FOUNDATION
[Effective on February 28, 2011]**

A Nevada Nonprofit Corporation

The AMENDED AND RESTATED BYLAWS OF THE GEORGE W. GILLEMOT FOUNDATION, previously known as The George and Dorothy Gillemot Foundation, a Nevada nonprofit corporation formed under Chapter 82 of the Nevada Revised Statutes, duly adopted by the Board of Trustees are as follows:

**ARTICLE I
BOARD OF TRUSTEES**

SECTION 1. The members of the Board of Trustees shall constitute the governing body of The George W. Gillemot Foundation ("Foundation"). The current Board of Trustees includes four (4) persons whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
George W. Gillemot	4814 Old U.S. Highway 395 Franktown, Nevada 89704
William W. Johnson	1530 Desert Gold Court Gardnerville, Nevada 89410
Thomas J. Hall	4000 Old Ranch Road Franktown, Nevada 89704
G. Barton Mowry	4295 Cutting Horse Circle Reno, Nevada 89519

SECTION 2. The members of the Board of Trustees shall elect from among their number a Chairman (who shall also serve as President), one (1) Vice President, a Secretary and a Treasurer. The Board of Trustees may also elect an Assistant Secretary, an Assistant Treasurer or such one or more additional officers as the Board determines appropriate. No less than ten (10) days prior to any annual meeting the members of the Board of Trustees may individually submit to the Secretary the names of any eligible nominee or nominees for Board membership, and the Secretary shall forward the names of said nominees thus submitted to all the members of the Board of Trustees at least five (5) days prior to said annual meeting. Additional nominations may be made at the meeting by members of the Board of Trustees holding no fewer than two (2) votes. The Board shall have power from time to time at any regular or special

meeting to increase or reduce the members of the Board of Trustees as it shall deem desirable. The number of Trustees of the Foundation shall not be less than three (3) nor more than five (5) unless otherwise changed by the vote of the Trustees, and at such time that George W. Gillemot is no longer serving as a Trustee, the number of Trustees shall always be an odd number. The Board shall have the authority to fill by election any vacancies which may occur. The same nomination and election procedure above indicated shall be used to subsequently elect new members of the Board of Trustees. The Board may also specify the term for which new Members of the Board shall serve.

If for any reason all of the members of the Board of Trustees fail to qualify or cease to serve, the successors nominated by the Board of Trustees shall automatically become members of the Board of Trustees upon the written consent of each to serve. If for any reason all of the members of the Board of Trustees fail to qualify or cease to serve and no other successor members of the Board of Trustees have been nominated pursuant to the foregoing, the individuals whose names are set forth on Exhibit "B" attached hereto shall act as a "Nominating Committee" with respect to the Foundation and shall have the authority to act in place and stead of the Board of Trustees for the purposes of nominating one or more successor members of the Board of Trustees. It is desired that such Nominating Committee Members shall not be required to become members of the Board of Trustees in order to make such nominations, however, to the extent required by law, the Nominating Committee members shall immediately become members of the Board of Trustees, upon the written consent of each to serve and they shall serve only until they have completed the appointment of such additional members of the Board of Trustees as they determine reasonable or appropriate. It is desired, but not required, that the Nominating Committee give consideration to the selection of individuals who form the Nominating Committee when appointing additional members of the Board of Trustees.

NOTWITHSTANDING ANY PROVISION HEREOF TO THE CONTRARY, at no time and under no circumstances shall :

A. Any "Family Member" of George W. Gillemot or Dorothy Gillemot, or any Spouse of any such Family Member serve as a member of the Board of Trustees. For purposes of these Bylaws, "Family Member" shall mean any member of the issue of either George W. Gillemot or Dorothy Gillemot; and

B. Any individual not residing within one hundred (100) miles of Reno, Nevada become or be elected to serve as a member of the Board of Trustees.

SECTION 3. Annual meetings of the Board of Trustees shall be held at a place and time designated by the Chairman, unless and until a majority of the Board of Trustees shall determine otherwise. Special meetings may be called at any time by the Chairman or upon the written request of Board members holding no fewer than (2) votes submitted to the Secretary. Written notice of the annual meeting of the Foundation and of any special meeting shall be mailed to each of the members of the Board of Trustees at their respective last known addresses, ten (10) days before such meeting. Any member of the Board of Trustees may waive notice of any meeting by a writing signed

by him, or his duly authorized attorney, either before or after the meeting.

SECTION 4. Members of the Board of Trustees holding a majority of the voting power of the Board shall constitute a quorum, and the acts of a majority of the voting power of the Board of Trustees present at any meeting at which a quorum is present shall be the acts of the Board of Trustees. Presence or voting by proxy shall be allowed at meetings of the Board of Trustees. However, should a quorum not be present, the corporate action proposed may be submitted by letter to the Board of Trustees for decision and, if a majority of the voting power of the Board of Trustees consent in writing to any action proposed to be taken by the Foundation, such action shall constitute valid corporate action to the same extent as if it had been authorized at a meeting of the Board of Trustees.

SECTION 5. So long as George W. Gillemot is living and serving as a member of the Board of Trustees, each member of the Board of Trustees other than George W. Gillemot shall be entitled to one (1) vote, and George W. Gillemot shall be entitled to that number of votes equal to the number of members of the Board of Trustees as constituted from time to time. If George W. Gillemot for any reason ceases to serve as a member of the Board of Trustees, each member of the Board of Trustees shall thereafter possess one (1) vote. No member of the Board of Trustees shall be liable for any dues or assessments at any time or of any type, but all members of the Board of Trustees shall in other respects be subject to all laws of the State of Nevada relating to Trustees of nonprofit corporations.

SECTION 6. The Board of Trustees shall manage all affairs of the Foundation and exercise all of its corporate powers and shall have authority to delegate any such authority. However, no part of the property, real or personal, of the Foundation, nor any portion of the income therefrom, shall inure to the benefit of any of the members of the Board of Trustees or any private individual, except that reasonable compensation may be paid to any person for services rendered to or for the Foundation in carrying out one or more of its purposes. No member of the Board of Trustees or any private individual shall be entitled to share in the distribution of any of the corporate assets of the Foundation upon its dissolution.

SECTION 7. The Board of Trustees may, by an affirmative vote of a majority of its voting power, impeach or remove any person then serving as a member of said Board of Trustees for failure to attend meetings or to reasonably fulfill his or her obligations as a member of said Board, or for any other reason which may reasonably cause not less than a majority of the voting power of the Board of Trustees to conclude that impeachment or removal of any member of said Board would materially enhance the continued conduct and affairs of the Foundation. Any office vacated by such impeachment or removal may be filled by election by the Board of Trustees for the balance of the term vacated, after which it shall be filled by nomination and election in the manner provided in Section 2 of this Article.

///

ARTICLE II
OFFICERS

SECTION 1. The officers of the Foundation shall be a Chairman (President), a Vice President, a Secretary, a Treasurer and such one or more additional officers as the Board of Trustees determines appropriate. A person may hold more than one office simultaneously. The officers shall be elected for terms of one (1) year each by a vote of Members of the Board of Trustees holding a majority of the voting power at the annual meeting, the officers shall hold office until the conclusion of the annual meeting at the end of their terms of office, and the qualification of their respective successors. A vacancy in any office may be filled for the balance of the current term by a majority of the voting power of the Board of Trustees. In lieu of such action at a meeting, a nomination may be submitted by letter by a member of the Board of Trustees to the Secretary. Upon receipt of the written nomination, the Secretary shall forward it to the members of the Board of Trustees for a decision to be rendered in writing in the manner provided in Article I, Section 2 of these Bylaws.

SECTION 2. The President shall preside at all meetings of the Board of Trustees, shall exercise general supervision and control of the affairs of the Foundation, shall have all powers incident to the office of the President of a nonprofit corporation and not inconsistent with the Articles of Incorporation or the Bylaws of this Foundation, shall perform generally the duties customarily required of such office, and shall be the chief officer thereof, subject, however, to the direction of the Board of Trustees.

SECTION 3. In the absence of the President, the Vice President or such other officer as determined by the Board of Trustees shall have the power to discharge all the duties of the President.

SECTION 4. The Secretary shall keep all corporate records, shall cause minutes to be kept of all meetings of the Board of Trustees, shall have custody of all minute books of the Foundation, shall send out all notices, and shall make such reports and perform such other duties as are incident to his office or may be required of him by the Board of Trustees.

SECTION 5. The Treasurer shall keep books and accounts reflecting all financial matters relevant to the Foundation. The Treasurer shall prepare annually a report indicating the receipt and disposition of all funds and property of the Foundation and shall himself report to the Board of Trustees on and make recommendations with respect to the finances of the Foundation. The Treasurer shall further perform all duties usually incident to such office or which may be delegated to him by the Board of Trustees.

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ARTICLE III **COMMITTEES**

The Board of Trustees may at any annual or special meeting create a committee and appoint any members of the Board of Trustees or other persons to serve on any committee the Board may desire to form to facilitate the accomplishment of the purposes and objectives of the Foundation as stated in its Articles and Bylaws.

ARTICLE IV **AMENDMENTS**

SECTION 1. The Board of Trustees shall have the power to make, alter, amend, and repeal the Bylaws of the Foundation by affirmative vote of a majority of the voting power of the Board of Trustees at any regular or special meeting, provided that the proposed action is inserted in the notice of such meeting and the written assent of a majority of the voting power of the Board of Trustees shall serve to repeal or amend any Bylaws or to adopt additional Bylaws.

SECTION 2. Bylaws of the Foundation may not be made, altered, amended, or repealed by any means other than that stipulated in Section 1 of this Article, and no amendment shall cause the operation of the Foundation to be for purposes other than as set forth in the Articles of Incorporation.

ARTICLE V **CONTRACTS**

The Board of Trustees, except as otherwise provided under Nevada law or in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general, or confined to a special instance; and unless so authorized by the Board of Trustees, no officer nor any agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credits or render it pecuniarily liable for any purpose or for any amount.

ARTICLE VI **PROHIBITION AGAINST PARTICIPATING IN AND** **DISTRIBUTION OF CORPORATE ASSETS OR EARNINGS**

No trustee, officer, employee of, agent of, or person connected in any way with the Foundation shall receive or have inure to his benefit at any time any portion of the net earnings or assets of the Foundation during its existence or upon its dissolution or in any way profit from the operations or activities of the Foundation; provided, however, that this shall not prevent the payment of reasonable compensation to any person for services rendered to the Foundation in carrying out its purposes, as shall be fixed by the Board of Trustees. Upon the dissolution or winding up of the affairs of the Foundation, whether voluntarily or involuntarily, the assets of the Foundation, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over

exclusively to an organization, selected by the Board of Trustees, described in Section 501(c)(3) of the Internal Revenue Code of 1986 or successor provisions of any subsequent federal law ("Code") to be used solely for charitable, educational, scientific or literary purposes or for the prevention of cruelty to children or animals as defined in Section 501(c)(3) of the Code. Moreover, the income of the Foundation shall be distributed as directed by the Board of Trustees solely for said purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE VII

INVESTMENTS

The Foundation shall have the right to retain all or any part of property or funds acquired by it, and to deposit, invest and reinvest same according to the judgment of the Board of Trustees. No action shall be taken by or on behalf of the Foundation if such action is a prohibited transaction or would result in the denial of the tax exemption under any applicable section of the Code and its regulations as they now exist, or as they may hereafter be amended. In setting investment policy, the Board of Trustees shall be mindful of the Foundation's purposes.

ARTICLE VIII

EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Trustee, officer, employee, agent or representative of this Foundation shall take any action or carry on any activity by or on behalf of the Foundation which is not permitted to be taken or carried on by an organization exempt from taxation under any applicable section of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under the Code and its regulations as they now exist or as they may hereafter be amended, or any action or activity which for any reason whatsoever would result in the loss of tax exempt status by the Foundation under any of the provisions of the Code or regulations as they now exist or may hereafter be amended. Specific exempt, charitable activities of the Foundation shall include, but shall not necessarily be limited to, those activities set forth on Exhibit "A" attached hereto and as amended from time to time pursuant to these Bylaws.

ARTICLE IX

INDEMNIFICATION

SECTION 1. For the purposes of this Article IX, "agent" means any person who is or was a Trustee, officer, employee, or other agent of the Foundation or is or was serving at the request of the Foundation as a director, Trustee, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, Trustee, officer employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Foundation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees

and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article IX

SECTION 2. The Foundation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Foundation to procure a judgment in its favor, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Foundation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Foundation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Foundation or that the person had reasonable cause to believe that the person's conduct was unlawful

SECTION 3. The Foundation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Foundation, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Foundation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Foundation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3 of this Article IX:

(a) In respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Foundation in the performance of such person's duty to the Foundation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

SECTION 4. To the extent that an agent of the Foundation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article

IX or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

SECTION 5. Except as provided in Section 4 of this Article IX, any indemnification under this Article IX shall be made by the Foundation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article IX, by:

(a) A majority vote of a quorum consisting of Trustees who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the Foundation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Foundation.

SECTION 6. Expenses incurred in defending any proceeding may be advanced by the Foundation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article IX.

SECTION 7. No provision made by the Foundation to indemnify its or its subsidiary's directors, Trustees or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of directors, Trustees, an agreement or otherwise, shall be valid unless consistent with this Article IX. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such directors, Trustees and officers may be entitled by contract or otherwise.

SECTION 8. No indemnification or advance shall be made under this Article IX, except as provided in Sections 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 9. To the fullest extent permitted by Chapter 82 of the Nevada Revised Statutes, as now in effect or as may hereafter be amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer Trustee or volunteer executive officer of a nonprofit corporation, caused by the Trustee's negligent act or omission in the performance of that person's duties as a Trustee or officer, provided that the person's act or omission was (1) within the scope of the Trustee's or

executive officer's duties, performed in good faith and not reckless, wanton, intentional or grossly negligent, and (2) either the damages are covered by liability insurance or the Trustee or executive officer and the Board of Trustees had made all reasonable efforts in good faith to obtain available liability insurance.

SECTION 10. The Foundation shall have, to the fullest extent permitted by Chapter 82 of the Nevada Revised Statutes, the power to purchase and maintain insurance on behalf of any agent of the Foundation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Foundation would have the power to indemnify the agent against such liability under the provisions of this Article IX.

SECTION 11. This Article IX does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Foundation as defined in Section 1 of this Article IX. The Foundation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by the Nevada Revised Statutes


SECTION 12. In no case, however, shall the Foundation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time the Foundation is deemed to be a private foundation within the meaning of Section 509 of the Code, then during such time no payment shall be made under this Article if such payment should constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) or 4945(d), respectively, of the Code.

If any part of this Article IX shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE X INTERPRETATION OF BYLAWS

All questions of interpretation of these Bylaws shall be decided by members of the Board of Trustees holding a majority of the voting power, and such decisions shall be final.

Dated as of February 28, 2011.



George W. Gillemot

William W Johnson
William W. Johnson

Thomas J Hall
Thomas J. Hall

G. Barton Mowry
G. Barton Mowry

EXHIBIT "A"

A. GRANTS TO OTHER 501(C)(3) ORGANIZATIONS

The Foundation will make grants to other organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") as determined by the Board of Trustees.

The Foundation will exercise expenditure responsibility with respect to grants to 501(c)(3) organizations other than those specified in paragraph 1, 2 or 3 of section 509(a) by seeing that the grant is spent solely for the exempt purpose for which it is made, by obtaining full and complete reports from the grantee organization on how the funds are spent and by making full and detailed reports with respect to the expenditures to the Internal Revenue Service.

If grants are made to an institution other than of a type specified in paragraphs 1, 2 or 3 of section 509(a), which the grantee organization uses to make payment to an individual for a qualified grant or scholarship the Foundation will not earmark the use of the grant for any named individual and there will not exist any agreement, oral or written, by which the Foundation may cause the selection of the individual benefitted by the scholarship or grant awarded by the grantee organization.

These grants will commence in the first year of the Foundation's existence. The determination as to the amount of the grant and identity of the grantee organization will be made by the Foundation's Board of Trustees.

B. GRANTS OF SCHOLARSHIPS TO INDIVIDUALS.

The Foundation may make grants of scholarships (within the meaning of section 117 of the Code) to individuals for educational purposes. Such grants will be made on the basis of objective and nondiscriminatory criteria. The procedure through which scholarship recipients will be selected (and for which the Foundation now seeks advance approval) is as follows:

1. The Foundation's Board of Trustees will review scholarship applications received by the Foundation ("Scholarship Committee"). The Foundation will communicate the availability of the Foundation's scholarships to potential recipients through elementary, secondary and post secondary educational institutions in the geographic locations selected by the Board of Trustees, as well as through the scholarship and placement offices of identified universities and colleges and trade and vocational schools or institutes.
2. The criteria which will be considered by the Scholarship Committee in awarding scholarships on an objective and nondiscriminatory basis will include, but will not necessarily be limited to, the

following:

- a. prior academic performance,
- b. performance on tests designed to measure ability and aptitude for the chosen course of study,
- c. recommendations from instructors;
- d. financial need, and
- e. the conclusions drawn by the Scholarship Committee from written responses to essay questions formulated by the Foundation or from personal interviews and/or performances, as to the potential recipient's motivation, character, ability and potential.

The Foundation may award scholarships for attendance at primary, secondary, college, university or other qualified educational institutions, including trade or vocational schools, on an annual basis, subject to renewal by the Board of Trustees. Annual renewals will be based on objective and nondiscriminatory criteria including, but not necessarily limited to a review of the recipient's annual academic and scholastic reports which will be obtained by the Foundation

The Foundation's scholarship procedure will include an objective and nondiscriminatory selection process which is reasonably calculated to result in performance by the scholarship recipients of the educational activities the scholarships are intended to finance and the Foundation plans to obtain reports to determine whether the grantees have performed the activities that the grants are intended to finance. The Foundation will take all appropriate steps to recover scholarship funds which have not been used for the purposes for which the scholarship was awarded.

C. GRANTS TO INDIVIDUALS; PRIZES AND AWARDS.

The Foundation may make grants to individuals with the purpose of achieving specific scientific, literary, musical, or artistic objectives or to improve or enhance a literary, artistic, musical, scientific or teaching skill or talent. Such grants will be made on the basis of objective and nondiscriminatory criteria. The procedure through which individual grant recipients will be selected (and for which the Foundation now seeks advance approval) is as follows:

1. The Foundation's Board of Trustees will review applications received by the Foundation ("Grant Committee"). The Foundation will communicate the availability of the Foundation's individual grants to potential recipients through professors teaching in the areas which the Foundation supports as well as through associations and journals, the focus of which are the disciplines

supported by the Foundation.

2. The criteria that will be considered by the Grant Committee in awarding individual grants on an objective and nondiscriminatory basis will include, but will not necessarily be limited to, the following
 - a. prior academic performance;
 - b. prior work and professional reputation in the field;
 - c. recommendations from professionals in the field; and
 - d. the conclusions drawn by the Grant Committee from written responses to essay questions formulated by the Foundation or from personal interviews, recitals or performances which indicate the potential recipient's motivation, character, ability and potential;

The Foundation's grant making procedures will include an objective and nondiscriminatory selection process which is reasonably calculated to result in performance by the grant recipients of the activities the grants are intended to finance and the Foundation plans to obtain reports to determine whether the grantees have performed the activities that the grants are intended to finance. The Foundation will take all appropriate steps to recover research grant funds which have not been used for the purposes for which the grant was awarded.

D. RESEARCH GRANTS TO INDIVIDUALS

The Foundation may also make grants to individuals who are scientists or others whose fields of expertise and/or interest involve those which the Foundation intends to support as more particularly described in Section A. above.

In future years, the Foundation may expand the range of scientific disciplines with respect to which grants may be awarded. The Foundation will communicate the availability of such grants to the class of potential grant recipients by providing educational institutions and scientific, aeronautic and aerospace organizations with information concerning the existence of the Foundation's programs and the criteria upon which grants may be awarded.

All such grants will be made on the basis of objective and nondiscriminatory criteria. Grants will be made for the recipient to achieve a specific scientific objective. The specific objective will be determined based on the applicant's written proposal and through consultation with the Foundation's Grant Committee. The procedure through which research grant recipients will be selected (and for which the Foundation now seeks advance approval) is as follows:

- 1 The Foundation's Grant Committee will review grant requests received by the Foundation.
2. The criteria that will be considered by the Grant Committee in awarding grants on an objective and nondiscriminatory basis will include, but will not necessarily be limited to, the following.
 - a. prior academic performance;
 - b. prior articles and professional reputation in the field;
 - c. recommendations from professionals in the field;
 - d. the conclusions drawn by the Grant Committee from written grant requests and proposed goals formulated by the Applicant, and
 - e. written responses to questions presented to applicants by the Grant Committee or responses from personal interviews, as to the potential recipient's motivation, character, ability and potential

The Foundation intends to award grants on an annual basis, subject to renewal by the Board of Trustees. Annual renewals will be based on objective and nondiscriminatory criteria including, but not necessarily limited to, a review of the recipient's progress toward achievement of the goal.

The reports are to be factual in nature and are not to be used to promote or promulgate a specific agenda. None of the Foundation's efforts in this area will be directed at influencing legislation or legislative bodies. Code Section 4911 will not be violated.

The Foundation's grant making procedures will include an objective and nondiscriminatory selection process which is reasonably calculated to result in performance by the grant recipients of the activities the grants are intended to finance and the Foundation plans to obtain reports to determine whether the grantees have performed the activities that the grants are intended to finance. The Foundation will take all appropriate steps to recover research grant funds which have not been used for the purposes for which the grant was awarded.

EXHIBIT "B"

Preferred Successor Trustees

The following is a list of people that George W. Gillemot desires be considered as possible Successor Trustees.

Shelly Aldean, Business woman, Carson City
Barbara Vucanovich, Retired Congresswoman, Reno
Joe N. Crowley, Former UNR President, Reno
Clark Russell, Business man, Carson City
John Williamson, MD, Reno
John M. Kelly, Mgr , El Aero, Carson City
Jack Harrington, Dentist, Glenbrook
David Berry, MD, Reno
Ken Cavin, Business man, Carson City