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

**2011**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2011 or tax year beginning , and ending**

Name of foundation <b>Susan Scott Heyneman Foundation</b>		<b>A Employer identification number</b> 74-2364561
Number and street (or P O box number if mail is not delivered to street address) PO Box 7113		<b>B Telephone number (see instructions)</b> 406-255-5368
City or town, state, and ZIP code Billings MT 59103		<b>C If exemption application is pending, check here</b> <input type="checkbox"/>
<b>G Check all that apply</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1. Foreign organizations, check here</b> <input type="checkbox"/> <b>2. Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/>
<b>H Check type of organization:</b> <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		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$</b> 492,185		<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>
<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	0	0		
	<b>4</b> Dividends and interest from securities	15,998	15,998		
	<b>5 a</b> Gross rents		0		
	<b>b</b> Net rental income or (loss)	0			
	<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	9,585			
	<b>b</b> Gross sales price for all assets on line 6a	47,016			
	<b>7</b> Capital gain net income (from Part IV, line 2)		9,585		
	<b>8</b> Net short-term capital gain			0	
	<b>9</b> Income modifications				
	<b>10 a</b> Gross sales less returns and allowances	0			
<b>b</b> Less Cost of goods sold	0				
<b>c</b> Gross profit or (loss) (attach schedule)	0				
<b>11</b> Other income (attach schedule)	781	0		0	
<b>12 Total.</b> Add lines 1 through 11	26,364	25,583		0	
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	4,970	2,485		2,485
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16 a</b> Legal fees (attach schedule)	0	0		0
	<b>b</b> Accounting fees (attach schedule)	635	500		135
	<b>c</b> Other professional fees (attach schedule)	0	0		0
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	220	99		0
	<b>19</b> Depreciation (attach schedule) and depletion	0	0		0
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	130	130		0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	5,955	3,214		2,620
	<b>25</b> Contributions, gifts, grants paid	24,900			24,900
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	30,855	3,214		27,520	
<b>27 Subtract line 26 from line 12</b>					
<b>a Excess of revenue over expenses and disbursements</b>	-4,491				
<b>b Net investment income</b> (if negative, enter -0-)		22,369			
<b>c Adjusted net income</b> (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		4,608	7,425	7,425
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)		9,610	0	0
	b	Investments—corporate stock (attach schedule)		290,351	292,814	455,901
	c	Investments—corporate bonds (attach schedule)		30,160	30,395	28,859
	11	Investments—land, buildings, and equipment basis ▶	0			
	Less accumulated depreciation (attach schedule) ▶	0	0	0	0	
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		0	0	0	
14	Land, buildings, and equipment basis ▶	0				
	Less accumulated depreciation (attach schedule) ▶	0	0	0	0	
15	Other assets (describe ▶)		0	0	0	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)		334,729	330,634	492,185	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ▶)		0	0	
23	<b>Total liabilities</b> (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		334,729	330,634	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b> (see instructions)		334,729	330,634		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		334,729	330,634		

**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	334,729
2	Enter amount from Part I, line 27a	2	-4,491
3	Other increases not included in line 2 (itemize) ▶ Unlocated reconciliation adjustment	3	396
4	Add lines 1, 2, and 3	4	330,634
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	330,634

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Schedule			
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 47,016	0	37,431	9,585
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 0	0	0	9,585
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	9,585
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

**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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	21,515	476,437	0.045158
2009	24,099	417,309	0.057749
2008	26,343	512,752	0.051376
2007	26,916	609,593	0.044154
2006	25,140	534,341	0.047049

2 Total of line 1, column (d)	2	0.245486
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049097
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	516,362
5 Multiply line 4 by line 3	5	25,352
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	224
7 Add lines 5 and 6	7	25,576
8 Enter qualifying distributions from Part XII, line 4 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	8	27,520

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

1 a	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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	224	
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	224	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	224	
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	0	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	550	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7	550	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	326	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 326 Refunded <input type="checkbox"/>	11	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
b		X
c		X
2		X
3		X
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		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 ► <u>Not Applicable</u>	13	X	
14	The books are in care of ► <u>Scott Family Services, Inc</u> Telephone no ► <u>(406) 255-5024</u> Located at ► <u>401 North 31st, Suite 700 Billings MT</u> ZIP+4 ► <u>59101</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		<input type="checkbox"/>
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 <input type="checkbox"/>	1b	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?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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 ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

	<b>5b</b>	N/A
<b>5b</b>	N/A	X
<b>6b</b>		X
<b>7b</b>		

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
First Interstate Bank PO Box 30918 Billings MT 59116	Trustee 00	4,970	0	0
Susan Scott Heyneman Bench Ranch Fishtail MT 59028	Trustee 1.00	0	0	0
John Heyneman Jr 4100 Big Horn Avenue Sheridan WY 82801	Trustee 1 00	0	0	0
.....	.....	0	0	0

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

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

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
<b>Total number of others receiving over \$50,000 for professional services</b>		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 Not Applicable	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
1 Not Applicable		
2		
3 All other program-related investments See instructions		
<b>Total. Add lines 1 through 3</b>		0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	519,832
<b>b</b>	Average of monthly cash balances	<b>1b</b>	4,393
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	524,225
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	524,225
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	7,863
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	516,362
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	25,818

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

<b>1</b>	Minimum investment return from Part X, line 6		<b>1</b>	25,818
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	224	
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI )	<b>2b</b>	0	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	224	
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	25,594	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b>	Add lines 3 and 4	<b>5</b>	25,594	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>		
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	25,594	

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	<b>1a</b>	27,520
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	27,520
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	224
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	27,296

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				25,594
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only			20,316	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006	0			
<b>b</b> From 2007	0			
<b>c</b> From 2008	0			
<b>d</b> From 2009	0			
<b>e</b> From 2010	0			
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ <u>27,520</u>				
<b>a</b> Applied to 2010, but not more than line 2a			20,316	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)	0			
<b>d</b> Applied to 2011 distributable amount				7,204
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				0
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				18,390
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007	0			
<b>b</b> Excess from 2008	0			
<b>c</b> Excess from 2009	0			
<b>d</b> Excess from 2010	0			
<b>e</b> Excess from 2011	0			

**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(j)(3) or  4942(j)(5)

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>b</b> 85% of line 2a	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0	0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0	0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

**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) )

Susan Scott Heyneman

**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

Susan Scott Heyneman Bench Ranch Fishtail MT 59028

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

See Statement #1

**c** Any submission deadlines

None

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

See Statement #1

**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
<b>a</b> <i>Paid during the year</i> Community Congregational Church		501(c)(3)	Operating Support	1,000
Absarokee MT 59001 Humanities Montana		501(c)(3)	Operating Support	1,000
Billings MT 59812 Yellowstone Art Museum		501(c)(3)	Operating Support	2,500
Billings MT 59101 Shakespeare in the Park		501(c)(3)	Operating Support	2,000
Bozeman MT 59717 Billings Symphony		501(c)(3)	Operating Support	1,000
Billings MT 59101 Red Cross		501(c)(3)	Operating Support	5,000
Billings MT 59101 Montana Rescue Mission		501(c)(3)	Operating Support	3,000
Billings MT 59103 Big Sky Hospice (Stillwater County)		501(c)(3)	Operating Support	2,000
Billings MT 59107 Mental Health Center HUB		501(c)(3)	Operating Support	1,500
Billings MT 59103 Absarokee Volunteer Ambulance		501(c)(3)	Operating Support	1,000
Absarokee MT 59001 KS&A (Kleinfelter's Syndrome Assoc )		501(c)(3)	Operating Support	1,000
Aurora CO 80046				
<b>Total</b> . . . See Attached Statement			▶ <b>3a</b>	<b>24,900</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . .			▶ <b>3b</b>	<b>0</b>



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All amounts are 0.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

Signature block containing: Sign Here, Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee, Date, Title, Preparer's signature, Date, Firm's name, Firm's address, Firm's EIN, Phone no, PTIN.

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

The Land Institute

Street

City	State	Zip Code	Foreign Country
Salina	KS	67401	

Relationship	Foundation Status
	501(c)(3)

Purpose of grant/contribution	Amount
Operating Support	2,500

Name

Headwaters

Street

City	State	Zip Code	Foreign Country
Billings	MT	59101	

Relationship	Foundation Status
	501(c)(3)

Purpose of grant/contribution	Amount
Operating Support	1,000

Name

Child Advocacy Services of the Big Horn

Street

City	State	Zip Code	Foreign Country
Big Horn	WY	82836	

Relationship	Foundation Status
	501(c)(3)

Purpose of grant/contribution	Amount
Operating Support	400

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

**Line 11 (990-PF) - Other Income**

		781	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Partnership Distribution	781	0	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	



**Line 16b (990-PF) - Accounting Fees**

		635	500	0	135
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Scott Family Services, Inc	635	500		135
2					
3					
4					
5					
6					
7					
8					
9					
10					

**Line 18 (990-PF) - Taxes**

		220	99	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Taxes withheld	99	99		
2	Tax on investment income	121			
3	Income tax				
4					
5					
6					
7					
8					
9					
10					

**Line 23 (990-PF) - Other Expenses**

		130	130	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Commissions	130	130		
2					
3					
4					
5					
6					
7					
8					
9					

**Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations**

		9,610	0	10,646	0				
	Description	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	Check "X" if Federal Obligation	Check "X" if State/ Local Obligation		
1	See attached schedule	9,610	0	10,646	0	X			
2									
3									
4									
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16									
17									

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

		290,351	292,814	465,408	455,901
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
1	See attached schedule	290,351	292,814	465,408	455,901
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					

**Part II, Line 10c (990-PF) - Investments - Corporate Bonds**

						30,160	30,395	31,636	28,859
						Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	See attached schedule					30,160	30,395	31,636	28,859
2									
3									
4									
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16									
17									

# Account Holdings As Of

Filtered By Account = 321159 Susan Scott Heyneman Foundation

Sorted By Account Number

Date Run 11/01/2012

Account Name : Susan Scott Heyneman Foundation

As Of: 12/31/2011

Time Printed 9 40 48 AM

Account Number : 321159

Shares	Asset Description	Cost	Market	Unr Gain Loss	Est Ann Income	Yield
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Prices As Of: 12/31/2011

## Taxable Money Market Funds

1,647.43	Northern Institutional Gov Select	01%	1,647.43	0.00	0.16	0.01%
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### Sub Total

\$	1,647.43	1,647.43	0.00	0.16	0.01%
----	----------	----------	------	------	-------

## Corporate Bonds

10,000	Morgan Stanley Dean Witter	5.300% 03/01/13	10,122.40	-294.90	530.00	5.24%
10,000	American Express Credit Corp	5.875% 05/02/13	10,511.55	759.05	587.50	5.59%

### Sub Total

\$	20,169.80	20,633.95	464.15	1,117.50	5.42%
----	-----------	-----------	--------	----------	-------

## Corporate Bonds-Variable Rate

10,000	Morgan Stanley Fltg Rate	10.000% 09/30/29	8,225.00	-2,000.00	1,000.00	12.16%
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### Sub Total

\$	10,225.00	8,225.00	-2,000.00	1,000.00	12.16%
----	-----------	----------	-----------	----------	--------

## Common Stock

200	3M Company		4,725.96	11,620.04	440.00	2.69%
165	Air Products & Chemicals		5,683.99	8,372.36	382.80	2.72%
600	Altria Group Inc		9,720.33	8,069.67	984.00	5.53%
435	AT&T Inc		13,019.64	134.76	765.60	5.82%
165	Baker Hughes Inc		9,847.89	-1,822.29	99.00	1.23%
250	Boeing Company		8,821.62	9,515.88	440.00	2.40%
400	Bristol Myers Squibb Company		4,978.63	9,117.37	544.00	3.86%
185	Deere & Company		14,951.36	-641.61	303.40	2.12%
600	General Electric Company		14,604.77	-3,858.77	408.00	3.80%
342	JP Morgan Chase & Company		4,570.10	6,801.40	342.00	3.01%
200	Kimberly Clark Corporation		10,892.41	3,819.59	560.00	3.81%
400	Medtronic Inc		14,458.70	841.30	388.00	2.54%
600	Microsoft Corporation		221.99	15,354.01	480.00	3.08%
200	NextEra Energy Inc		4,128.33	8,047.67	440.00	3.61%
365	Nordic Amer Tanker Shipping		12,693.27	-8,316.92	438.00	10.01%
200	Pepsico Inc		2,072.13	11,197.87	412.00	3.10%
245	Philip Morris International		8,558.73	10,668.87	754.60	3.92%

# Account Holdings As Of

Filtered By Account = 321159 Susan Scott Heyneman Foundation  
 Sorted By Account Number  
 Date Run . 11/01/2012

Account Name : Susan Scott Heyneman Foundation

As Of : 12/31/2011

Time Printed 9 40 48 AM

Account Number : 321159

Shares	Asset Description	Cost	Market	Unr Gain Loss	Est Ann Income	Yield
Prices As Of: 12/31/2011						
200	Schlumberger Limited	1,649.75	13,662.00	12,012.25	200.00	1.46%
300	Sempra Energy Inc	5,034.73	16,500.00	11,465.27	576.00	3.49%
230	United Technologies Corporation	6,039.46	16,810.70	10,771.24	441.60	2.63%
375	Unitedhealth Group Inc	15,974.20	19,005.00	3,030.80	243.75	1.28%
120	WYNN Resorts LTD	8,499.20	13,258.80	4,759.60	240.00	1.81%
	<b>Sub Total</b>	<b>\$ 181,147.19</b>	<b>312,107.55</b>	<b>130,960.36</b>	<b>9,882.75</b>	<b>3.17%</b>
<u>Foreign Common Stock</u>						
350	Honda Motors Co Limited Sponsored ADR	9,242.97	10,692.50	1,449.53	241.79	2.26%
300	Ingersoll- Rand PLC	11,559.00	9,141.00	-2,418.00	192.00	2.10%
175	Nestle SA- Sponsored ADR	10,054.59	10,105.87	51.28	309.16	3.06%
200	Royal Dutch Shell PLC-ADR A	10,609.38	14,618.00	4,008.62	571.20	3.91%
400	Vale SA - Sp ADR	11,059.14	8,580.00	-2,479.14	11.33	0.13%
656	Vodafone Group PLC-SP ADR	8,052.31	18,387.68	10,335.37	946.56	5.15%
	<b>Sub Total</b>	<b>\$ 60,577.39</b>	<b>71,525.05</b>	<b>10,947.66</b>	<b>2,272.04</b>	<b>3.18%</b>
<u>US Large Cap Equity Funds</u>						
485.115	Invesco Equally-Weighted S&P 500 Fund- A	9,306.16	14,568.00	5,261.84	250.17	1.72%
	<b>Sub Total</b>	<b>\$ 9,306.16</b>	<b>14,568.00</b>	<b>5,261.84</b>	<b>250.17</b>	<b>1.72%</b>
<u>ETF - Equity Funds</u>						
400	Claymore S&P Global Water ETF	10,013.67	7,496.00	-2,517.67	164.40	2.19%
	<b>Sub Total</b>	<b>\$ 10,013.67</b>	<b>7,496.00</b>	<b>-2,517.67</b>	<b>164.40</b>	<b>2.19%</b>
<u>ETF - US Large Cap Equity Fund</u>						
300	MFC Powershares QQQ Trust Unit Series 1	7,894.18	16,749.00	8,854.82	138.76	0.83%
	<b>Sub Total</b>	<b>\$ 7,894.18</b>	<b>16,749.00</b>	<b>8,854.82</b>	<b>138.76</b>	<b>0.83%</b>
<u>ETF - Alternative Investment</u>						
300	Mid-America Apartment Communities REIT	14,910.05	18,765.00	3,854.95	792.00	4.22%
	<b>Sub Total</b>	<b>\$ 14,910.05</b>	<b>18,765.00</b>	<b>3,854.95</b>	<b>792.00</b>	<b>4.22%</b>



# Account Holdings As Of

Filtered By Account = 321159 Susan Scott Heyneman Foundation  
 Sorted By Account Number  
 Date Run 11/01/2012

Time Printed 9 40 48 AM  
 Account Number : 321159

As Of : 12/31/2011

Account Name : Susan Scott Heyneman Foundation

Shares Asset Description Cost Market Unr Gain Loss Est Ann Income Yield

Prices As Of: 12/31/2011

## Limited Partnerships

200	Plains All American Pipeline, LP	8,966.40	14,690.00	5,723.60	796.00	5.42%
<b>Sub Total</b>		<b>8,966.40</b>	<b>14,690.00</b>	<b>5,723.60</b>	<b>796.00</b>	<b>5.42%</b>
<b>Grand Total</b>		<b>\$ 324,857.27</b>	<b>486,406.98</b>	<b>161,549.71</b>	<b>16,413.78</b>	<b>3.37%</b>

Principal Cash: 50,392.11

Income Cash: -50,392.11

Invested Income: 0.00

**Susan Scott Heyneman Foundation**  
**Form 990PF**  
**Part XV**  
**Question #2**

**The Susan Scott Heyneman Foundation is operated exclusively for religious, educational, environmental, or other charitable purposes. Limitations are not placed on geographical areas, charitable fields, or amounts requested.**

# Application for Extension of Time To File an Exempt Organization Return

(Rev. January 2012)

OMB No 1545-1709

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)**

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only   
*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

<b>Type or print</b> <small>File by the due date for filing your return. See instructions</small>	Name of exempt organization or other filer, see instructions <b>Susan Scott Heyneman Foundation</b>	<small>Employer identification number (EIN) or</small> <input checked="" type="checkbox"/> <b>74-2364561</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>PO Box 7113</b>	<small>Social security number (SSN)</small> <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>Billings MT 59103</b>	
	<small>Enter filer's identifying number, see instructions</small>	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
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

- The books are in the care of ▶ Scott Family Services, Inc.
- Telephone No ▶ (406) 255-5024 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.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶  calendar year 2011 or

▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**2** If the tax year entered in line 1 is for less than 12 months, check reason  Initial return  Final return  Change in accounting period

<b>3a</b> 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	<b>3a</b>	\$	224
<b>b</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.	<b>3b</b>	\$	
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	550

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- 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  File by the due date for filing your return See instructions	Name of exempt organization <b>Susan Scott Heyneman Foundation</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>74-2364561</b>
	Number, street, and room or suite no If a P O box, see instructions <b>PO Box 7113</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>Billings MT 59103</b>	

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

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.**

- The books are in the care of  **Scott Family Services, Inc.**  
Telephone No.  **(406) 255-5024** 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.

- I request an additional 3-month extension of time until 11/15/2012
- For calendar year 2011, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension Additional time is required to acquire all information necessary to complete and file an accurate return

<b>8a</b> 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.	<b>8a</b>	\$	<b>224</b>
<b>b</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.	<b>8b</b>	\$	<b>550</b>
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	<b>8c</b>	\$	<b>0</b>

**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  Title  Date

**Tax Worksheet**

( 01/01/2011 To 12/31/2011 )

Tax ID : 74-2364561

Generation Skipping : N/A

Account Name Susan Scott Heyneman Foundation

Administrator : Cynthia Reierson

Account Number 321159

Accountant : Tim Leuthold

State of Domicile : Montana

Scott Family Services

Billings MT 59103

\* \* Schedule D \* \*

Shares/PV	Asset Sold	Date Acquired	How Acq	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/ Loss
2.730	Morgan Stanley China A Share Fund	02/14/2011	R	11/11/2011	Short	61.69	72.86	-11.17
10,000	Coca-Cola Company Bonds 5.750% 03/15/11	08/07/2001	P	03/15/2011	Long	10,000.00	9,990.30	9.70
80	Philip Morris International	07/11/2002	S	03/11/2011	Long	4,984.70	1,894.41	3,090.29
75	Schlumberger Limited	01/16/1987	P	02/16/2011	Long	6,891.96	618.65	6,273.31
10,000	U S Treas Notes 4.000% 11/15/12	05/22/2006	P	09/13/2011	Long	10,424.62	9,610.17	495.21
* * * The Above Asset Has Discount Market Income Of 319.24 Which Is Not Treated As A Gain * * *								
30	WYNN Resorts LTD	03/14/2006	P	07/15/2011	Long	4,648.42	2,124.80	2,523.62
238.950	Morgan Stanley China A Share Fund	12/15/2006	P	11/11/2011	Long	5,407.47	6,182.35	-774.88
0.730	Morgan Stanley China A Share Fund	12/15/2006	P	03/08/2011	Long	18.04	18.78	-0.74
4.490	Morgan Stanley China A Share Fund	07/13/2007	R	11/11/2011	Long	101.61	189.20	-87.59
1.490	Morgan Stanley China A Share Fund	07/13/2007	R	11/11/2011	Long	33.72	62.64	-28.92
51.790	Morgan Stanley China A Share Fund	02/20/2008	R	11/11/2011	Long	1,172.02	2,243.25	-1,071.23
24.920	Morgan Stanley China A Share Fund	07/15/2008	R	11/11/2011	Long	563.95	903.15	-339.20
8.530	Morgan Stanley China A Share Fund	07/15/2008	R	11/11/2011	Long	193.04	309.13	-116.09
25.630	Morgan Stanley China A Share Fund	02/04/2009	R	11/11/2011	Long	580.01	556.94	23.07
2.420	Morgan Stanley China A Share Fund	02/05/2009	R	11/11/2011	Long	54.77	52.68	2.09
37.010	Morgan Stanley China A Share Fund	03/26/2010	R	11/11/2011	Long	837.52	992.95	-155.43
20.190	Morgan Stanley China A Share Fund	08/25/2010	R	11/11/2011	Long	456.90	541.68	-84.78
14.320	Morgan Stanley China A Share Fund	10/22/2010	R	11/11/2011	Long	324.02	413.94	-89.92
11.540	Morgan Stanley China A Share Fund	10/22/2010	R	11/11/2011	Long	261.11	333.57	-72.46
						47,015.57		9,584.88
							37,111.45	

' denotes Asset may qualify for Five-Year Gain Rule

How Acquired: F - Free Receipt, B - Beginning Inventory, C - Call, G - Gift,  
L - Payment Made (Liability), P - Purchase, R - Reinvestment, S - Spinoff, U - Undetermined

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**Tax Worksheet**

( 01/01/2011 To 12/31/2011 )

Tax ID : 74-2364561

Generation Skipping . N/A

Account Name: Susan Scott Heyneman Foundation

Administrator · Cynthia Reierson

Account Number 321159

Accountant · Tim Leuthold

State of Domicile : Montana

Scott Family Services

Billings MT 59103

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**Gain/Loss Summary**

	Short Term GL
Gains From Sales :	0.00
Losses From Sales :	-11.17
Common Funds .	0.00
Short Term Gains :	<u>0.00</u>
Short Term Losses .	<u>-11 17</u>
Net Short Term G/L:	<u><u>-11.17</u></u>
Capital Gain Dist :	0.00

	Long Term GL
Gains From Sales :	12,417.29
Losses From Sales :	-2,821.24
Common Funds :	0.00
Long Term Gain :	<u>12,417.29</u>
Long Term Losses :	<u>-2,821.24</u>
Net Long Term G/L :	<u><u>9,596.05</u></u>
Capital Gain Dist .	0.00