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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>KARL M JOHNSON FOUNDATION</b>		A Employer identification number <b>74-2554281</b>
Number and street (or P O box number if mail is not delivered to street address) <b>PO BOX 7</b>	Room/suite	B Telephone number <b>(307) 733-2772</b>
City or town, state, and ZIP code <b>JACKSON, WY 83001-0007</b>		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 type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input 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 type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" 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) \$ <b>5,260,704.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				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		1,688.	1,688.		STATEMENT 1
4 Dividends and interest from securities		1,783.	1,783.		STATEMENT 2
5a Gross rents		1,132,475.	1,132,475.		STATEMENT 3
b Net rental income or (loss) <b>328,832.</b>					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		-6,041.			STATEMENT 5
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		-114,658.	-114,658.		STATEMENT 6
12 Total. Add lines 1 through 11		1,015,247.	1,021,288.		
13 Compensation of officers, directors, trustees, etc		15,000.	0.		0.
14 Other employee salaries and wages		167,825.	157,643.		10,182.
15 Pension plans, employee benefits					
16a Legal fees		4,794.	4,794.		0.
b Accounting fees		15,746.	15,746.		0.
c Other professional fees		1,101.	1,101.		0.
17 Interest					
18 Taxes		116,911.	116,912.		0.
19 Depreciation and depletion		278,355.	274,146.		
20 Occupancy					
21 Travel, conferences, and meetings		1,323.	1,323.		0.
22 Printing and publications					
23 Other expenses <b>STMT 11</b>		431,677.	431,678.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		1,032,732.	1,003,343.		10,182.
25 Contributions, gifts, grants paid		385,392.			385,392.
26 Total expenses and disbursements. Add lines 24 and 25		1,418,124.	1,003,343.		395,574.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-402,877.			
b Net investment income (if negative, enter -0-)			17,945.		
c Adjusted net income (if negative, enter -0-)				N/A	

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			175,655.	544,760.	544,760.
	2 Savings and temporary cash investments			45,587.	45,762.	45,762.
	3 Accounts receivable ▶ 234.					
	Less: allowance for doubtful accounts ▶			234.	234.	
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶			381,943.	0.	0.
	8 Inventories for sale or use				1,016,632.	914,969.
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 8,264,829.					
	Less: accumulated depreciation STMT 13 ▶ 4,365,733.			3,656,031.	3,899,096.	3,755,213.
	12 Investments - mortgage loans					
	13 Investments - other STMT 14			60,269.	61,431.	0.
	14 Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶ )			76,495.	46,767.	0.
	16 Total assets (to be completed by all filers)			4,396,214.	5,614,682.	5,260,704.
	17 Accounts payable and accrued expenses			34.	43,199.	
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable				822,614.	STATEMENT 15
	22 Other liabilities (describe ▶ STATEMENT 16)			0.	6,026.	
	23 Total liabilities (add lines 17 through 22)			34.	871,839.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			4,396,180.	4,742,843.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances			4,396,180.	4,742,843.	
	31 Total liabilities and net assets/fund balances			4,396,214.	5,614,682.	

## 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	4,396,180.
2 Enter amount from Part I, line 27a	2	-402,877.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	749,540.
4 Add lines 1, 2, and 3	4	4,742,843.
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	4,742,843.

**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	NONE			
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) 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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter -0- in Part I, line 7 }

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

**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	261,853.	8,025,393.	.032628
2009	340,783.	6,848,787.	.049758
2008	192,433.	6,794,000.	.028324
2007	67,282.	6,613,579.	.010173
2006	113,350.	3,188,477.	.035550

2 Total of line 1, column (d) 2 .156433

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 .031287

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 7,403,649.

5 Multiply line 4 by line 3 5 231,638.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 179.

7 Add lines 5 and 6 7 231,817.

8 Enter qualifying distributions from Part XII, line 4 8 395,574.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	179.
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	179.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	179.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
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		0.
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		179.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <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?		N/A
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"/> NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THOMPSON PALMER & ASSOCIATES PC Telephone no. ► (307) 733-5160 Located at ► PO BOX 4158, JACKSON, WY ZIP+4 ► 83001-4158			
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	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input 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	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☒

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

N/A

☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FLOYD R KING	DIRECTOR			
846 MELVILLE ROAD				
BIG TIMBER, MT 59011	2.00	5,000.	0.	0.
BRET KING	DIRECTOR			
PO BOX 40				
JACKSON, WY 830010040	2.00	5,000.	0.	0.
RICHARD PALMER	DIRECTOR			
PO BOX 4158				
JACKSON, WY 830014158	2.00	5,000.	0.	0.

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

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

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

0

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	38,287.
b Average of monthly cash balances	1b	567,753.
c Fair market value of all other assets	1c	7,732,969.
d Total (add lines 1a, b, and c)	1d	8,339,009.
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	822,614.
3 Subtract line 2 from line 1d	3	7,516,395.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	112,746.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,403,649.
6 Minimum investment return. Enter 5% of line 5	6	370,182.

**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	370,182.
2a Tax on investment income for 2011 from Part VI, line 5	2a	179.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	179.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	370,003.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	370,003.
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	370,003.

**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	395,574.
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	395,574.
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	179.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	395,395.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				370,003.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			388,026.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 395,574.				
a Applied to 2010, but not more than line 2a			388,026.	
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				7,548.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				362,455.
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	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

**N/A**

Form **990-PF** (2011)

**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 Paid during the year</b>				
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 731231718	NONE		DONATION	10,000.
BOY SCOUTS OF AMERICA 970 W BROADWAY JACKSON, WY 83001	NONE		DONATION	7,000.
BRONC BACKERS JHHS PO BOX 568 JACKSON, WY 83001	NONE		DONATION	6,000.
BYU-IDAHO 525 SOUTH CENTER STREET REXBURG, ID 83460	NONE		DONATION	1,680.
CENTRAL MONTANA SKI EDUCATION FOUNDATION 300 4TH STREET NORTH GREAT FALLS, MT 59401	NONE		DONATION	1,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>3a 385,392.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>3b 0.</b>

**Part XVI-A**      **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						1,688.
4 Dividends and interest from securities			14	1,783.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property			16	328,832.		
6 Net rental income or (loss) from personal property						
7 Other investment income	444100	-114,658.				
8 Gain or (loss) from sales of assets other than inventory						-6,041.
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		-114,658.		330,615.		-4,353.
13 Total. Add line 12, columns (b), (d), and (e)					13	211,604.

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

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

[illegible]



**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
COKEVILLE HIGH SCHOOL 300 PINE STREET COKEVILLE, WY 83114	NONE		SCHOLARSHIPS	2,000.
COKEVILLE HONOR SOCIETY 330 PINE STREET COKEVILLE, WY 83114	NONE		SCHOLARSHIP	3,000.
COMMUNITY ENTRY SERVICES PO BOX 4259 JACKSON, WY 83001	NONE		DONATION	10,000.
COMMUNITY RESOURCE CENTER PO BOX 1232 JACKSON, WY 830011232	NONE		DONATION	17,000.
COMMUNITY SAFETY NETWORK 650 HALL AVENUE JACKSON, WY 83001	NONE		DONATION	4,000.
CURRAN SEELEY FOUNDATION 610 WEST BROADWAY JACKSON, WY 83001	NONE		DONATION	8,000.
FAMILY SAFETY NETWORK (DRIGGS ID) PO BOX 302 DRIGGS, ID 83422	NONE		DONATION	6,000.
GOOD SAMARITAN MISSION PO BOX 1218 JACKSON, WY 83001	NONE		DONATION	5,000.
GRAND TETON MUSIC FESTIVAL 4015 W LAKE CREEK DRIVE, SUITE #1 WILSON, WY 83014	NONE		DONATION	5,000.
HABITAT FOR HUMANITY 854 W BROADWAY JACKSON, WY 83001	NONE		DONATION	5,000.
<b>Total from continuation sheets</b>				<b>359,712.</b>

**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
HOBACK FIRE DEPARTMENT STAR ROUTE , BOX 39-I JACKSON, WY 83001	NONE		DONATION	5,000.
JACKSON CUPBOARD PO BOX 1690 JACKSON, WY 83001	NONE		DONATION	15,000.
JACKSON FIRE DEPARTMENT PO BOX 901 JACKSON, WY 83001	NONE		DONATION	5,000.
JACKSON HOLE COMMUNITY COUNCILING SERVICES PO BOX 1868 JACKSON, WY 83001	NONE		DONATION	10,000.
JACKSON HOLE COMMUNITY SCHOOL 1715 HIGH SCHOOL ROAD JACKSON, WY 83001	NONE		DONATION	9,000.
JACKSON HOLE HISTORICAL SOCIETY PO BOX 1005 JACKSON, WY 830011005	NONE		DONATION	3,000.
JACKSON HOLE THERAPUTIC RIDING ASSOCIATION PO BOX 429 TETON VILLAGE, WY 83025	NONE		DONATION	7,000.
JACKSON HOLE YOUTH BASKETBALL 255 E SIMPSON AVENUE JACKSON, WY 83001	NONE		DONATION	4,000.
JACKSON MASONIC LODGE #48 PO BOX 412 JACKSON, WY 830010412	NONE		DONATION	1,000.
JACKSON WILDLIFE FOUNDATION PO BOX 8042 JACKSON, WY 83002	NONE		DONATION	3,000.
Total from continuation sheets				



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JACKSON YOUTH SKATING PO BOX 4733 JACKSON, WY 83001	NONE		DONATION	2,000.
KELLY BRUSH FOUNDATION 7 ASPEN DRIVE SOUTH BURLINGTON, VT 05403	NONE		DONATION	2,000.
KIWANIS OF JACKSON HOLE PO BOX 2855 JACKSON, WY 83001	NONE		DONATION	2,000.
LDS PHILANTHROPIES BYU IDAHO 525 SOUTH CENTER STREET REXBURG, ID 83460	NONE		DONATION	1,912.
LIBRARY FOUNDATION PO BOX 1629 JACKSON, WY 83001	NONE		DONATION	10,000.
MAKE A WISH FOUNDATION 4742 N 24 STREET SUITE 400 PHOENIX, AZ 85016	NONE		DONATION	13,000.
MELVILLE SCHOOL DISTRICT NO. 5 C/O SWEETGRASS HIGH SCHOOL, PO BOX 886 BIG TIMBER, MT 59011	NONE		SCHOLARSHIP	5,000.
MOUNTAIN STATES LEGAL FOUNDATION 2596 SOUTH LEWIS WAY LAKEWOOD, CO 80227	NONE		DONATION	5,000.
MURIE CENTER PO BOX 399 MOOSE, WY 83012	NONE		DONATION	5,000.
PRESBYTERIAN CHURCH OF JACKSON HOLE 1251 SOUTH PARK LOOP ROAD JACKSON, WY 83001	NONE		DONATION	2,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PRIMARY CHILDRENS HOSPITAL 100 NORTH MARIA CAPECCHI DRIVE SALT LAKE CITY, UT 84113	NONE		DONATION	20,000.
RED CROSS OF WYOMING - BRIDGER TETON PO BOX 902 JACKSON, WY 83001	NONE		DONATION	10,000.
SALVATION ARMY OF JACKSON PO BOX 257 JACKSON, WY 83001	NONE		DONATION	10,000.
SENIOR MEALS PO BOX 4677 JACKSON, WY 83001	NONE		DONATION	10,000.
SHRINE CLUB PO BOX 799 JACKSON, WY 83001	NONE		DONATION	6,000.
SNAKE RIVER FUND 125 S KING STREET JACKSON, WY 83001	NONE		DONATION	2,000.
ST JOHN'S AUXILLARY 145 N CACHE STREET JACKSON, WY 83001	NONE		DONATION	5,000.
ST JOHN'S EPISCOPAL CHURCH PO BOX 1690 JACKSON, WY 83001	NONE		DONATION	10,000.
ST JOHN'S HOSPITAL FOUNDATION PO BOX 428 JACKSON, WY 83001	NONE		DONATION	10,000.
ST STEPHEN'S INDIAN MISSION PO BOX 278 ST STEPHENS, WY 82524	NONE		SCHOLARSHIPS	3,000.
<b>Total from continuation sheets</b>				

**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
ST. JOHN'S HOSPITAL - SENIOR CENTER PO BOX 428 JACKSON, WY 83001	NONE		DONATION	3,000.
TETON ADAPTIVE SPORTS 255 E SIMPSON AVENUE JACKSON, WY 83001	NONE		DONATION	5,000.
TETON COUNTY FAIR BOARD 305 W SNOW KING AVE (BOX 3075) JACKSON, WY 83001	NONE		DONATION	3,000.
TETON COUNTY FIRE DISTRICT (IDAHO) C/O GARY HENRY DRIGGS, ID 83422	NONE		DONATION	4,000.
TETON COUNTY LIBRARY FOUNDATION 125 VIRGINIAN LANE JACKSON, WY 83001	NONE		DONATION	10,000.
TETON COUNTY RECREATION CENTER PO BOX 811 JACKSON, WY 83001	NONE		DONATION	2,000.
TETON COUNTY SCHOOL DISTRICT - DRIGGS DRIGGS SCHOOL DISTRICT 555 ROSS AVENUE DRIGGS, ID 83422	NONE		SCHOLARSHIPS	5,000.
TETON COUNTY SCHOOL DISTRICT 215 SOUTH 500 EAST TETONIA, ID 83452	NONE		DONATION	1,000.
TETON COUNTY SCHOOL DISTRICT PO BOX 568 JACKSON, WY 83001	NONE		DONATION	5,000.
TETON COUNTY SCHOOL DISTRICT PO BOX 568 JACKSON, WY 83001	NONE		SCHOLARSHIPS	15,800.
<b>Total from continuation sheets</b>				

**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
TETON FREE CLINIC PO BOX 10044 JACKSON, WY 83002	NONE		DONATION	5,000.
TETON LITERACY PROGRAM PO BOX 465 JACKSON, WY 83001	NONE		DONATION	7,000.
TETON YOUTH & FAMILY SERVICES PO BOX 2636 JACKSON, WY 83001	NONE		DONATION	10,000.
TRI COUNTY GROUP HOME PO BOX 2631 JACKSON, WY 83001	NONE		DONATION	7,000.
UNIVERSITY OF WYOMING 1000 E UNIVERSITY AVENUE LARAMIE, WY 82071	NONE		SCHOLARSHIP	5,000.
UTAH VALLEY UNIVERSITY 800 WEST UNIVERSITY PARKWAY OREM, UT 84058	NONE		DONATION	6,000.
WILSON FIRE DEPARTMENT PO BOX 31 WILSON, WY 83014	NONE		DONATION	5,000.
Total from continuation sheets				

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


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SOURCE	AMOUNT
BANK OF JACKSON HOLE - KMJF	1,688.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,688.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
A T & T	79.	0.	79.
THE BOEING COMPANY	1,167.	0.	1,167.
UNITED TECHNOLOGIES	537.	0.	537.
TOTAL TO FM 990-PF, PART I, LN 4	1,783.	0.	1,783.

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**FORM 990-PF RENTAL INCOME STATEMENT 3**


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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME	1	1,132,475.
RENTAL INCOME KARL M JOHNSON ESTATE (K-1)	2	
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,132,475.

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**FORM 990-PF RENTAL EXPENSES STATEMENT 4**


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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		278,355.	
FEES & LICENSES		1,391.	
INSURANCE		18,806.	
ADVERTISING		2,168.	
REPAIRS & MAINTENANCE		204,869.	
PROPERTY TAXES		100,777.	
UTILITIES		197,277.	

KARL M JOHNSON FOUNDATION		74-2554281
- SUBTOTAL -	1	803,643.
TOTAL RENTAL EXPENSES		803,643.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B		328,832.

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	5
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(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4N 1981 SAHARA MOBILE HOME	ASSET WAS SCRAPPED	PURCHASED	06/25/95	11/29/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	5,000.	0.	2,988.	-2,012.

(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JACKSON MOBILE HOME #175	ASSET WAS SCRAPPED	PURCHASED	06/18/96	11/29/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	9,506.	0.	5,477.	-4,029.

NET GAIN OR LOSS FROM SALE OF ASSETS	-6,041.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-6,041.

FORM 990-PF	OTHER INCOME	STATEMENT	6
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY BUSINESS INCOME POWDER RIVER MFG HOMES	-114,658.	-114,658.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-114,658.	-114,658.	

FORM 990-PF	LEGAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES (LEGAL)	4,794.	4,794.		0.
TO FM 990-PF, PG 1, LN 16A	4,794.	4,794.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES (ACCOUNTING)	15,746.	15,746.		0.
TO FORM 990-PF, PG 1, LN 16B	15,746.	15,746.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES (CONSULTING)	1,101.	1,101.		0.
TO FORM 990-PF, PG 1, LN 16C	1,101.	1,101.		0.

FORM 990-PF	TAXES			STATEMENT 10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	9,452.	9,452.		0.
TAXES	179.	179.		0.
OTHER TAXES	2,076.	2,076.		0.
STATE UNEMPLOYMENT TAXES	1,726.	1,727.		0.
WORKERS COMPENSATION	2,701.	2,701.		0.



PROPERTY TAXES	100,777.	100,777.	0.
TO FORM 990-PF, PG 1, LN 18	116,911.	116,912.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 11
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	2,042.	2,042.		0.
POSTAGE	256.	257.		0.
TELEPHONE	4,833.	4,833.		0.
BANK CHARGES	35.	35.		0.
FEES & LICENSES	1,391.	1,391.		0.
INSURANCE	18,806.	18,806.		0.
ADVERTISING	2,168.	2,168.		0.
REPAIRS & MAINTENANCE	204,869.	204,869.		0.
UTILITIES	197,277.	197,277.		0.
TO FORM 990-PF, PG 1, LN 23	431,677.	431,678.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 12
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DESCRIPTION	AMOUNT
NET ASSETS TRANSFERRED IN FROM KARL M JOHNSON ESTATE	749,540.
TOTAL TO FORM 990-PF, PART III, LINE 3	749,540.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT 13
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
DISPLAY CASE	922.	922.	0.
LAND-VVMHP MESQUITE,NV	397,001.	0.	397,001.
LAND IMPRV-MESQUITE,NV	72,238.	72,238.	0.
LAND-GEMSTONE DRIGGS,ID	60,059.	0.	60,059.
LAND IMPRV-GS DRIGGS,ID	988,428.	988,428.	0.
LAND-VICTOR,ID	20,616.	0.	20,616.
LAND-JMHP JACKSON,WY	287,980.	0.	287,980.
LAND-COMMERCIAL JACKSON,WY	298,400.	0.	298,400.
IMPROVEMENTS	135,520.	135,520.	0.
USED MOBILE HOME-SCHELL	6,000.	3,606.	2,394.

USED MOBILE HOME-LANE	6,000.	3,606.	2,394.
USED MOBILE HOME-BRAD	5,000.	3,011.	1,989.
TWO NEW MOBILE HOMES	25,000.	15,037.	9,963.
USED MOBILE HOME-SHEETS	4,000.	2,399.	1,601.
USED MOBILE HOME-KAY	5,000.	3,011.	1,989.
1974 TAMARACK MOBILE HOME	3,500.	2,101.	1,399.
1972 COLUMBIA MOBILE HOME	3,000.	1,803.	1,197.
1978 FLEETWOOD MOBILE HOME	3,500.	2,101.	1,399.
1971 MARLETTE MOBILE HOME	4,000.	2,399.	1,601.
1988 NASHUA MOBILE HOME	10,000.	6,021.	3,979.
1981 SKYLINE MOBILE HOME	5,000.	3,011.	1,989.
1969 MOBILE HOME-WMS	1,000.	596.	404.
FURNITURE	2,500.	2,500.	0.
USED HOME-LUSK 16S	13,500.	8,025.	5,475.
USED HOME #70645	27,955.	16,618.	11,337.
USED HOME 22S	11,800.	6,958.	4,842.
1994 FLEETWOOD	22,500.	13,216.	9,284.
5 STORAGE SHEDS	1,517.	1,517.	0.
FURNITURE/WASHER/DRYER	2,513.	2,513.	0.
USED HOME 7N	25,903.	15,219.	10,684.
FURNITURE/WASHER/DRYER	2,359.	2,359.	0.
APARTMENT BUILDING	100,710.	60,576.	40,134.
OFFICE BUILDING	100,710.	52,888.	47,822.
COMMERCIAL BUILDING	201,420.	105,772.	95,648.
STORAGE BUILDING	44,760.	23,506.	21,254.
FAX MACHINE	778.	778.	0.
1996 IMPROVEMENTS	680,057.	680,057.	0.
FEES & PERMITS	23,696.	23,696.	0.
WALL	35,652.	35,652.	0.
POWER HOOKUPS	43,606.	43,606.	0.
ENGINEERING	5,163.	5,163.	0.
INSPECTIONS & TESTING	16,754.	16,754.	0.
SIGN	562.	562.	0.
TREES	13,750.	13,750.	0.
DRIVEWAYS	3,705.	3,705.	0.
DRIVEWAYS	4,550.	4,550.	0.
IMPACT FEES	7,200.	7,200.	0.
IMPACT FEES	9,600.	9,600.	0.
IMPACT FEES	22,670.	22,670.	0.
IMPACT FEES	7,200.	7,200.	0.
MANAGER'S MOBILE HOME	27,468.	15,609.	11,859.
FURNITURE-VVMHP MGR HOME	1,107.	1,107.	0.
GOLF CARTS	2,461.	2,461.	0.
1996 IMPROV-GS DRIGGS, ID	21,047.	21,047.	0.
JACKSON MOBILE HOME #285	18,056.	10,430.	7,626.
COMMERCIAL BLDG PAVING	25,273.	25,273.	0.
AWNING	2,419.	2,419.	0.
REFRIGERATOR	1,300.	1,300.	0.
PRINTER	553.	553.	0.
COMPUTER	1,263.	1,263.	0.
SPRINKLER SYSTEM	1,980.	1,919.	61.
DRIVEWAYS	2,600.	2,520.	80.
IMPACT FEES	7,400.	7,171.	229.
DRIVEWAYS	2,600.	2,520.	80.

DRIVEWAYS	1,300.	1,259.	41.
IMPACT FEES	7,500.	7,265.	235.
DRIVEWAYS	650.	629.	21.
IMPACT FEES	2,500.	2,420.	80.
DRIVEWAYS	1,950.	1,887.	63.
IMPACT FEES	2,500.	2,418.	82.
DRIVEWAYS	650.	629.	21.
IMPACT FEES	2,500.	2,417.	83.
WATER HEATER	592.	592.	0.
DUTCH HOME 9S	34,847.	18,108.	16,739.
DUTCH HOME 23S	34,847.	18,108.	16,739.
WASHER/DRYER 9S	752.	752.	0.
WASHER/DRYER 23S	752.	752.	0.
STORAGE SHED-GS DRIGGS, ID	1,571.	1,521.	50.
DRIVEWAYS	9,100.	8,252.	848.
IMPACT FEES	32,950.	29,878.	3,072.
PAVING	2,490.	2,258.	232.
WOOD STOVE	250.	250.	0.
WASHER/DRYER	750.	750.	0.
MARLETTE HOME 10S	44,056.	21,827.	22,229.
WATER HEATER	445.	445.	0.
2 FLEETWOOD HOME 1S & 2S	77,996.	37,223.	40,773.
1981 GUERDON-MCLAUGHIN	11,500.	5,451.	6,049.
OLD HOME	6,535.	3,104.	3,431.
EARTHWORK	930.	442.	488.
EXCAVATION	1,189.	1,008.	181.
INSTALL OLD HOME	950.	453.	497.
1980 SAHARA-HUGHES	12,206.	5,568.	6,638.
PAVING	3,745.	3,176.	569.
IMPACT FEES	5,300.	4,529.	771.
ELECTRICAL HOOKUP	5,323.	4,534.	789.
IMPACT FEES	2,550.	2,172.	378.
ENGINEERING	12,350.	10,500.	1,850.
CONSTRUCTION	51,963.	44,089.	7,874.
IMPACT FEES	5,148.	4,369.	779.
CONSTRUCTION	35,376.	29,985.	5,391.
IMPACT FEES	2,574.	2,175.	399.
WATER HEATER-MANAGER	370.	370.	0.
DRIVEWAYS	4,500.	3,538.	962.
IMPACT FEES	13,442.	10,764.	2,678.
ITALIAN CYRPESS-TREE	1,422.	1,096.	326.
EXCAVATION	15,152.	12,133.	3,019.
WASHER/DRYER 2S	853.	853.	0.
WATER HEATER-OFFICE	150.	150.	0.
REFRIGERATOR-19S	535.	535.	0.
LAND-PRMHP GILLETTE, WY	175,311.	0.	175,311.
ENGINEERING	457.	360.	97.
ENGINEERING	3,326.	2,614.	712.
ENGINEERING	18,025.	14,166.	3,859.
ENGINEERING	18,098.	13,958.	4,140.
REFRIGERATOR-APT#4	631.	631.	0.
REFRIGERATOR-APT#1	682.	682.	0.
REGRIGERATOR-88ELM	649.	649.	0.
IMPROVEMENTS	210,009.	161,957.	48,052.

IMPROVEMENTS	42,375.	32,678.	9,697.
OFFICE CHAIR	1,700.	1,700.	0.
OFFICE AIR CONDITIONER	2,120.	2,120.	0.
OFFICE FAX MACHINE	252.	252.	0.
OFFICE REFRIDGERATOR	148.	148.	0.
DRIVEWAY	750.	566.	184.
TRASH CONTAINERS	3,154.	3,154.	0.
SPEED BUMPS	2,150.	1,594.	556.
DRIVEWAY	750.	555.	195.
SPEED BUMPS	4,408.	3,203.	1,205.
DRIVEWAY	750.	533.	217.
DRIVEWAY	750.	533.	217.
ENGINEERING	3,712.	2,697.	1,015.
BULLY BARN SHED	300.	300.	0.
1977 CHAMPION MOBILE HOME	8,000.	2,946.	5,054.
SHED	100.	100.	0.
1974 BARRINGTON MOBILE HOME	10,000.	3,655.	6,345.
IMPROVEMENTS	1,032,734.	735,447.	297,287.
MANAGER'S HOME	45,500.	17,446.	28,054.
BOX SPRINGS & MATTRESS APT #2	100.	100.	0.
FRAME APT #2	48.	48.	0.
WASHER & DRYER APT #7	300.	300.	0.
WASHER & DRYER APT #4	447.	447.	0.
VISIONARY COPIER	1,091.	1,091.	0.
VIKING OFFICE FAX	431.	431.	0.
FRIDGE, WASHER & DRYER IN 10S	650.	650.	0.
OFFICE EQUIPMENT	350.	350.	0.
FAX MACHINE	450.	430.	20.
COMPUTER	699.	699.	0.
LAND - LOT 490 BLOCK 4			
GEMSTONE, DRIGGS, ID	80,000.	0.	80,000.
2007 VMHP SEWER ENGINEERING			
INFRASTRUCTURE	559,649.	192,463.	367,186.
SEWER LIFT STATION	29,107.	10,248.	18,859.
BUS SHELTER	5,744.	2,306.	3,438.
MANUFACTURED HOME 20S	38,910.	4,304.	34,606.
2008 VMHP SEWER ENGINEERING			
INFRASTRUCTURE	202,811.	62,354.	140,457.
LANDSCAPING	89,155.	27,411.	61,744.
SIGN	932.	641.	291.
OFFICE PRINTERS	1,134.	869.	265.
SPRINKLER LINE	8,913.	2,145.	6,768.
LANDSCAPING	29,230.	20,286.	8,944.
LAND - DRIGGS MOBILE HOME PARK	125,000.	0.	125,000.
BUILDINGS - DRIGGS MOBILE HOME			
PARK	159,730.	40,618.	119,112.
LAND - VICTOR MOBILE HOME PARK	129,462.	0.	129,462.
BUILDINGS - VICTOR MOBILE HOME			
PARK	133,060.	33,835.	99,225.
LAND - 88 ELM STREET, VICTOR	25,000.	0.	25,000.
BUILDING - 88 ELM STREET,			
VICTOR	48,191.	12,257.	35,934.
LANDSCAPING (O'BRIEN			
LANDSCAPING)	38,164.	11,734.	26,430.

MANUFACTURED HOME #4N	42,472.	193.	42,279.
MANUFACTURED HOME #17S	56,383.	256.	56,127.
TOTAL TO FM 990-PF, PART II, LN 11	7,740,246.	4,269,756.	3,470,490.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14
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DESCRIPTION	VALUATION METHOD	BOOK VALUE
FEAR PROPERTY (KMJ ESTATE)	COST	58,028.
THE BOEING COMPANY SHARES	COST	3,403.
TOTAL TO FORM 990-PF, PART II, LINE 13		61,431.

FORM 990-PF	OTHER NOTES AND LOANS PAYABLE	STATEMENT 15
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LENDER'S NAME	TERMS OF REPAYMENT	SECURITY PROVIDED BY BORROWER
BANK OF JACKSON HOLE	FLOORING	INVENTORY

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE	PURPOSE OF LOAN
06/01/11		0.	.00%	INVENTORY FLOORING

RELATIONSHIP OF LENDER

NONE

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
MANUFACTURED HOMES INVENTORY	0.	822,614.
TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B		822,614.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 16
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL & SALES TAXES PAYABLE	0.	5,847.
INCOME TAXES PAYABLE	0.	179.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	6,026.