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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation****2011**

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

For calendar year 2011 or tax year beginning **MAY 1, 2011**, and ending **APR 30, 2012**

Name of foundation  
**CHARLES M. BAIR FAMILY TRUST**  
**C/O U.S. BANK TRUST TAX DEPARTMENT** **50317010**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**P.O. BOX 3168**

City or town, state, and ZIP code  
**PORTLAND, OR 97208-3168**

**G** Check all that apply ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change

**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 37,726,928.** (Part I, column (d) must be on cash basis.)

**J** Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

**A** Employer identification number  
**81-6075761**

**B** Telephone number  
**(406) 657-8139**

**C** If exemption application is pending, check here ☐

**D** 1. Foreign organizations, check here ☐  
Foreign organizations meeting the 85% test, 2. check here and attach computation ☐

**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>1</b> Contributions, gifts, grants, etc., received		555,114.		N/A	
<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		62,515.	62,515.		STATEMENT 1
<b>4</b> Dividends and interest from securities		155,294.	155,294.		STATEMENT 2
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		7,610.			
<b>b</b> Gross sales price for all assets on line 6a	3,147,763.				
<b>7</b> Capital gain net income (from Part IV, line 2)			7,610.		
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss)					
<b>11</b> Other income		33,345.	4,021.		STATEMENT 3
<b>12</b> Total. Add lines 1 through 11		813,878.	229,440.		
<b>13</b> Compensation of officers, directors, trustees, etc.		226,875.	113,437.		113,438.
<b>14</b> Other employee salaries and wages		163,042.	81,521.		81,521.
<b>15</b> Pension plans, employee benefits		6,770.	3,385.		3,385.
<b>16a</b> Legal fees STMT 4		8,862.	1,772.		7,090.
<b>b</b> Accounting fees STMT 5		8,888.	1,333.		7,555.
<b>c</b> Other professional fees					
<b>17</b> Interest					
<b>18</b> Taxes STMT 6		75,062.	38,733.		36,330.
<b>19</b> Depreciation and depletion					
<b>20</b> Occupancy		196,973.	0.		196,973.
<b>21</b> Travel, conferences, and meetings		7,495.	0.		7,495.
<b>22</b> Printing and publications		44,678.	0.		44,678.
<b>23</b> Other expenses STMT 7		151,543.	3,474.		148,069.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		890,188.	243,655.		646,534.
<b>25</b> Contributions, gifts, grants paid		89,000.			89,000.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		979,188.	243,655.		735,534.
<b>27</b> Subtract line 26 from line 12		<165,310.>			
<b>a</b> Excess of revenue over expenses and disbursements			0.		
<b>b</b> Net investment income (if negative, enter -0-)					
<b>c</b> Adjusted net income (if negative, enter -0-)				N/A	

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**Part II Balance Sheets**

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

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing	111,382.	73,440.	73,440.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶				
	Less allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations STMT 10	2,294,383.	2,304,523.	2,452,645.	
	b Investments - corporate stock STMT 11	6,249,903.	5,380,830.	6,810,978.	
	c Investments - corporate bonds				
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ▶ 3,422,500.				
	Less accumulated depreciation ▶	2,888,063.	3,422,500.	3,136,003.	
	15 Other assets (describe ▶ SEE SCHEDULE I )	17,888,833.	17,888,833.	25,253,862.	
	16 Total assets (to be completed by all filers)	29,432,564.	29,070,126.	37,726,928.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
<b>Net Assets or Fund Balances</b>	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ )				
	23 Total liabilities (add lines 17 through 22)	0.	0.		
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	29,432,564.	29,070,126.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
	30 Total net assets or fund balances	29,432,564.	29,070,126.		
	31 Total liabilities and net assets/fund balances	29,432,564.	29,070,126.		

**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	29,432,564.
2 Enter amount from Part I, line 27a	2	<165,310.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	29,267,254.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	197,128.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,070,126.

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**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>		<b>P</b>		
<b>b CAPITAL GAINS DIVIDENDS</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b> 3,099,009.		3,140,153.	<41,144.>
<b>b</b> 48,754.			48,754.
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			<41,144.>
<b>b</b>			48,754.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }		<b>2</b>	7,610.
<b>3</b> 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		<b>3</b>	N/A

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

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

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

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

☐ Yes ☒ No

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

**1** Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	3,391,614.	10,618,881.	.319395
2009	2,385,692.	11,413,609.	.209022
2008	1,367,394.	12,175,578.	.112306
2007	1,450,127.	13,499,060.	.107424
2006	2,112,683.	13,031,477.	.162122

<b>2</b> Total of line 1, column (d)	<b>2</b>	.910269
<b>3</b> 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	<b>3</b>	.182054
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	9,108,157.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,658,176.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	0.
<b>7</b> Add lines 5 and 6	<b>7</b>	1,658,176.
<b>8</b> 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	<b>8</b>	1,269,971.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	0.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	35,873.
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	35,873.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	35,873.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 35,873. Refunded <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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?	X	
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"/> MT		
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

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**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>WWW.CHARLESBAIRTRUSTS.ORG</u>	13	X	
14	The books are in care of ► <u>U.S. BANK TRUST TAX DEPARTMENT</u> Telephone no ► <u>503-275-6746</u> Located at ► <u>P.O. BOX 3168, PORTLAND, OR</u> ZIP+4 ► <u>97208-3168</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

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

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 **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? ☐ Yes ☒ No **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		226,875.	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
ELIZABETH GUHEEN 303 N. BROADWAY, BILLINGS, MT 59101	EXECUTIVE DIRECTOR 40.00	60,000.	6,770.	0.

**Total** number of other employees paid over \$50,000 0

**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
HARDY CONSTRUCTION P.O. BOX 1203, BILLINGS, MT 59103	CONTRACTOR	499,288.
PAYNE FINANCIAL GROUP 2323 2ND AVENUE NORTH, BILLINGS, MT 59101	INSURANCE PROVIDER	62,855.
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	9,160,059.
b	Average of monthly cash balances	1b	86,801.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	9,246,860.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) <b>SEE STATEMENT 13</b>	1e	14,486,187.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,246,860.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	138,703.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,108,157.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	455,408.

**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	455,408.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	455,408.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	455,408.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	455,408.

**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	735,534.
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	534,437.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,269,971.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,269,971.

**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

Form 990-PF (2011)

CHARLES M. BAIR FAMILY TRUST  
C/O U.S. BANK TRUST TAX DEPARTMENT

Form 990-PF (2011)

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				455,408.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	2,603,855.			
f Total of lines 3a through e	2,603,855.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,269,971.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	1,269,971.			
d Applied to 2011 distributable amount				0.
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))	455,408.			455,408.
6 Enter the net total of each column as indicated below:	3,418,418.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	1,265,000.			
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	2,153,418.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	883,447.			
e Excess from 2011	1,269,971.			

\*\* SEE STATEMENT 14

Form 990-PF (2011)

123581  
12-02-11

## CHARLES M. BAIR FAMILY TRUST

Form 990-PF (2011)

C/O U.S. BANK TRUST TAX DEPARTMENT

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**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	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	

b 85% of line 2a

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

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

e Qualifying distributions made directly for active conduct of exempt activities

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

a "Assets" alternative test - enter  
(1) Value of all assets

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

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

c "Support" alternative test - enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)****1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE SCHEDULE II

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

SEE SCHEDULE II

- c Any submission deadlines

SEE SCHEDULE II

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

SEE SCHEDULE II

## CHARLES M. BAIR FAMILY TRUST

Form 990-PF (2011)

C/O U.S. BANK TRUST TAX DEPARTMENT

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**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>				
AIDSPIRIT USA 521 CUSTER AVENUE BILLINGS, MT 59101	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	2,400.
ALBERTA BAIR THEATER PO BOX 1556 BILLINGS, MT 59103	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	7,500.
BIG BROTHERS & SISTERS YELLOWSTONE COUNTY 504 B NORTH 20TH BILLINGS, MT 59101	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	2,500.
BILLINGS FOOD BANK PO BOX 1158 BILLINGS, MT 59103	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	2,100.
BILLINGS YOUTH ORCHESTRA P.O. BOX 80842 BILLINGS, MT 59108	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	2,500.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>89,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

Form 990-PF (2011)

123611 12-02-11



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

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or taxpayer <i>Carolyn O Malley</i>		Date <i>9-14-12</i>		Title <i>Trust Tax Officer</i>	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>JEREMY G. HAUKE</b>		Preparer's signature <i>Jeremy Hauke</i>		Date <i>9/17/12</i>	
	Firm's name ▶ <b>EIDE BAILLY LLP</b>		Check <input type="checkbox"/> if self-employed		PTIN <b>P00626792</b>	
	Firm's address ▶ <b>401 N 31ST ST SUITE 1120, PO BOX 7112 BILLINGS, MT 59103-7112</b>		Firm's EIN ▶ <b>45-0250958</b>		Phone no <b>406-896-2400</b>	

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011****Name of the organization**CHARLES M. BAIR FAMILY TRUST  
C/O U.S. BANK TRUST TAX DEPARTMENT**Employer identification number**

81-6075761

**Organization type (check one):****Filers of:****Section:**

Form 990 or 990-EZ

☐

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

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

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

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

**Special Rules**☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

## Name of organization

CHARLES M. BAIR FAMILY TRUST  
C/O U.S. BANK TRUST TAX DEPARTMENT

## Employer identification number

81-6075761

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BAIR RANCH FOUNDATION U.S. BANK TRUST, P.O. BOX 30678 BILLINGS, MT 59115-0678	\$ 550,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Employer identification number

81-6075761

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____

Name of organization

CHARLES M. BAIR FAMILY TRUST  
C/O U.S. BANK TRUST TAX DEPARTMENT

Employer identification number

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

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

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

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

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SOURCE	AMOUNT
INTEREST	62,515.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	62,515.

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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
CAPITAL GAIN DIVIDENDS	48,754.	48,754.	0.
DIVIDENDS	151,377.	0.	151,377.
US GOVERNMENT INTEREST & DIVIDENDS	3,917.	0.	3,917.
TOTAL TO FM 990-PF, PART I, LN 4	204,048.	48,754.	155,294.

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FORM 990-PF OTHER INCOME STATEMENT 3

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GIFT SHOP INCOME	12,181.	0.	
MUSEUM ADMISSIONS	14,656.	0.	
ROYALTY INCOME	4,021.	4,021.	
TAX REFUND	2,487.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	33,345.	4,021.	

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FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	8,862.	1,772.		7,090.	
TO FM 990-PF, PG 1, LN 16A	8,862.	1,772.		7,090.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	8,888.	1,333.		7,555.	
TO FORM 990-PF, PG 1, LN 16B	8,888.	1,333.		7,555.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	2,818.	2,818.		0.	
PAYROLL TAXES	71,829.	35,915.		35,915.	
LICENSES & REGISTRATIONS	415.	0.		415.	
TO FORM 990-PF, PG 1, LN 18	75,062.	38,733.		36,330.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS	23,158.	3,474.		19,684.	
ADVERTISING	40,022.	0.		40,022.	
APPRAISAL	54,500.	0.		54,500.	
OFFICE EXPENSES	4,666.	0.		4,666.	
DUES & SUBSCRIPTIONS	225.	0.		225.	

GIFT SHOP MERCHANDISE	6,901.	0.	6,901.
MUSEUM DISPLAY CASES	12,908.	0.	12,908.
TRANSPORTATION OF ARTWORK	7,295.	0.	7,295.
ART CONSERVATION	1,024.	0.	1,024.
INDEXING SERVICES	567.	0.	567.
DESIGN SERVICES	277.	0.	277.
TO FORM 990-PF, PG 1, LN 23	151,543.	3,474.	148,069.

## FOOTNOTES

STATEMENT 8

SECTION 4942(H)(2) ELECTION  
AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS

PERSUANT TO IRS SEC. 4942(H)(2) AND REG. 53-4942(A)-3(D)(2),  
THE CHARLES M. BAIR FAMILY TRUST HEREBY ELECTS TO TREAT  
CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE  
IMMEDIATELY PRECEDING YEAR'S UNDISTRIBUTED INCOME AS BEING  
MADE OUT OF CORPUS.

TAX YEAR	AMOUNT
CORPUS	1,269,971

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT FOR COAST STOCK	196,833.
RECEIVED VS REPORTED SECURITIES PER US BANK	295.
TOTAL TO FORM 990-PF, PART III, LINE 5	197,128.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE I	X		2,304,523.	2,452,645.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,304,523.	2,452,645.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,304,523.	2,452,645.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE I	5,380,830.	6,810,978.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,380,830.	6,810,978.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BILL JONES 174 JONES RD. HARLOWTON, MT 59036	CHAIRMAN 15.00	3,450.	0.	0.
KAREN FAGG 3053 THOUSAND OAKS ST. BILLINGS, MT 59102	VICE CHAIR 15.00	3,450.	0.	0.
U.S. BANK TRUSTEE CHARLES M. BAIR FAMILY TRUST, 303 N. BROADWAY BILLINGS, MT 59101	SECRETARY 15.00	205,000.	0.	0.
MOULTON BELLINGHAM JOHN JONES - DESIGNEE, 27 NORTH 27TH STREET BILLINGS, MT 59102	MEMBER 15.00	7,125.	0.	0.
ARVILLE LAMMERS P.O. BOX 112 SHAWMUT, MT 59078	MEMBER 15.00	4,250.	0.	0.
JOY CULVER 3208 RUGBY DRIVE BILLINGS, MT 59102	MEMBER 15.00	3,600.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		226,875.	0.	0.

FORM 990-PF

REDUCTION EXPLANATION  
PART X, LINE 1E

STATEMENT 13

## EXPLANATION FOR REDUCTION CLAIMED FOR BLOCKAGE OR OTHER FACTORS

THE CHARLES M. BAIR FAMILY TRUST HAS A MEMBERSHIP INTEREST IN ANOTHER PRIVATE FOUNDATION, THE BAIR RANCH FOUNDATION. THE BAIR RANCH FOUNDATION MAKES ANNUAL DISTRIBUTIONS BASED ON THE VALUE OF ITS ASSETS. THE CONTRIBUTIONS MADE TO THE CHARLES M. BAIR FAMILY TRUST FROM THE BAIR RANCH FOUNDATION ARE TREATED AS PASS THROUGH CONTRIBUTIONS. ACCORDINGLY, THE VALUE OF THE MEMBERSHIP INTEREST IS NOT INCLUDED AS IT IS CONSIDERED AN EXEMPT ASSET AND TO INCLUDE THE VALUE HERE WOULD RESULT IN DUPLICATION.

AS TO THE VALUE OF THE MEMBERSHIP INTERESTS, BOOK VALUE HAS BEEN UTILIZED THROUGHOUT THIS RETURN OF THE PRIVATE FOUNDATION. THE MEMBERSHIP INTEREST IS NOT TRANSFERRABLE OR SELLABLE AND THESE RESTRICTIONS CREATE A SITUATION WHEREBY THE TRUE VALUE IS NOT EASILY DETERMINABLE. SINCE IT IS AN EXEMPT ASSET THE VALUE IS NOT A SIGNIFICANT ISSUE. ACCORDINGLY, BOOK VALUE HAS BEEN USED.



FORM 990-PF

ELECTION UNDER REGULATIONS SECTION  
53.4942(A)-3(D)(2) TO TREAT  
EXCESS QUALIFYING DISTRIBUTIONS  
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 14

TREASURY REG. SECTION 53.4942(A)-3(C)(2)(IV) ELECTION TO TREAT UNUSED  
PRIOR YEAR CORPUS DISTRIBUTIONS AS CURRENT YEAR CORPUS DISTRIBUTIONS:

PERSUANT TO TREAS. REG. SEC. 53.4942(A)-3(C)(2)(IV), THE CHARLES M.  
BAIR FAMILY TRUST HEREBY ELECTS TO TREAT AS A CURRENT DISTRIBUTION OUT  
OF CORPUS THE FOLLOWING UNUSED PRIOR TAX YEAR(S)' DISTRIBUTIONS THAT  
WERE TREATED AS CORPUS DISTRIBUTIONS UNDER TREAS. REG. SEC.  
53.4942(A)-3(D)(1)(III) IN SUCH PRIOR TAXABLE YEAR(S):

TAX YEAR  
CORPUS

AMOUNT  
1,265,000

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYS AND GIRLS CLUB OF BILLINGS AND YELLOWSTONE COUNTY 505 ORCHARD LANE BILLINGS, MT 59107	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	7,500.
EAGLE MOUNT - BILLINGS 2822 3RD AVENUE NORTH #203 BILLINGS, MT 59101	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	4,000.
FAMILY SERVICE, INC P.O. BOX 1020 BILLINGS, MT 59103	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	3,600.
HABITAT FOR HUMANITY MID YELLOWSTONE 180 24TH STREET WEST, SUITE H BILLINGS, MT 59102	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	3,500.
INTERFAITH HOSPITALITY NETWORK OF YELLOWSTONE COUNTY 40 10TH STREET WEST BILLINGS, MT 59102	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	5,000.
MEAGHER COUNTY PO BOX 309 WHITE SULPHUR SPRINGS, MT 59645	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	21,000.
MONTANA RESCUE MISSION P.O. BOX 3232 BILLINGS, MT 59103	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	5,000.
RIVERSTONE HEALTH FOUNDATION P.O. BOX 1562 BILLINGS, MT 59103	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	2,500.
TUMBLEWEED RUNAWAY PROGRAM, INC. 505 N 24TH STREET BILLINGS, MT 59101	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	3,500.
UPPER MUSSELSHELL HISTORIC SOCIETY P.O. BOX 364 HARLOWTON, MT 59036	N/A	PUBLIC CHARITY	FOR PURPOSES AS OUTLINED IN THE GRANT OUTLINES.	2,800.
<b>Total from continuation sheets</b>				<b>72,000.</b>

81-6075761

### 3 Grants and Contributions Paid During the Year (Continuation)

**Total from continuation sheets**



## CHARLES M BAIR FAMILY TRUST

This statement is for the period from  
April 1, 2012 to April 30, 2012

**ASSET DETAIL**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
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**Cash & Equivalents****Cash/Money Market**

63,437.920	First American Government Obligation Fund CI Y	63,437.92 1 0000	63,437.92 1.00	0.00 10 16	0.1 0.02
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**Total Cash/Money Market****\$63,437.92****\$63,437.92****\$0.00  
\$10.16****0.1****Cash**

Principal Cash	- 1,735,819.29	- 1,735,819.29		- 3.8
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Income Cash	1,735,819.29	1,735,819.29		3.8
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Pending Cash	10,002.17	10,002.17		0 0
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Total Cash	<b>\$10,002 17</b>	<b>\$10,002 17</b>	<b>\$0 00 \$0.00</b>	<b>0.0</b>
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**Total Cash & Equivalents****\$73,440.09****\$73,440 09****\$0.00  
\$10.18****0.2****Taxable Bonds****US Government Issues**

50,000.000	F H L M C M T N 5.000 07/15/2014	55,078.50 110.1570	49,968.10 99.94	5,110 40 2,500.00	0.1 4.54
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25,000.000	Federal Home Loan Bks M T N 5.500 08/13/2014	27,939 25 111.7570	25,153.20 100 61	2,786 05 1,375.00	0.1 4 92
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35,240.860	F H L M C Gold Partn Cert Pool #G12528 5.000 02/01/2022	38,111.93 108 1470	35,719.92 101.36	2,392.01 1,762 04	0.1 4.62
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35,234.220	F N M A Partn Cert Pool #918552 5.000 06/01/2022	38,227 37 108.4950	35,718.69 101.37	2,508.68 1,761.71	0.1 4.61
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CHARLES M BAIR FAMILY TRUST

This statement is for the period from  
April 1, 2012 to April 30, 2012

**ASSET DETAIL (continued)**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
<b>Total US Government Issues</b>		<b>\$159,357.06</b>	<b>\$148,559.91</b>	<b>\$12,797.14 \$7,388.75</b>	<b>0.3</b>
<b>Corporate Issues</b>					
75,000.000	Deutsche Bk Lond Medium Term Note 5.375 10/12/2012	76,455.00 101.9400	77,879.25 103.84	- 1,424.25 4,031.25	0.2 5.27
50,000.000	Bnp Paribas Medium Term Note 10/18/2012 Zero Cpn	54,710.00 109.4200	50,000.00 100.00	4,710.00 0.00	0.1 0.00
100,000.000	Jp Morgan Chase 5.750 01/02/2013	103,001.00 103.0010	104,260.00 104.26	- 1,259.00 5,750.00	0.2 5.58
100,000.000	General Electric Co 5.000 02/01/2013	103,307.00 103.3070	103,600.00 103.60	- 293.00 5,000.00	0.2 4.84
100,000.000	Pitney Bowes Inc 5.000 03/15/2015	106,511.00 106.5110	98,083.00 98.08	8,448.00 5,000.00	0.2 4.69
100,000.000	Cisco Sys Inc 5.500 02/22/2016	116,581.00 116.5810	101,488.00 101.49	15,093.00 5,500.00	0.3 4.72
100,000.000	Du Pont E I De Nemours & Co 5.250 12/15/2018	117,441.00 117.4410	98,246.00 98.25	19,195.00 5,250.00	0.3 4.47
50,000.000	Wells Fargo Company 2.625 12/15/2016	51,682.00 103.3640	51,225.00 102.45	457.00 1,312.50	0.1 2.54
100,000.000	Glaxosmithkline Cap Inc 5.650 05/15/2018	121,337.00 121.3370	100,645.00 100.65	20,692.00 5,650.00	0.3 4.66
150,000.000	Pepsico Inc 5.000 06/01/2018	176,749.50 117.8330	149,089.50 99.39	27,660.00 7,500.00	0.4 4.24
50,000.000	Deere Company 4.375 10/16/2019	57,678.50 115.3570	50,311.50 100.62	7,367.00 2,187.50	0.1 3.79



## CHARLES M BAIR FAMILY TRUST

This statement is for the period from  
April 1, 2012 to April 30, 2012**ASSET DETAIL (continued)**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
25,000.000	Caterpillar Inc 3.900 05/27/2021	27,727.00 110.9080	24,989.75 99.98	2,737.25 975.00	0.1 3.52
25,000.000	Verizon Communications 3.500 11/01/2021	26,163.00 104.8520	26,131.50 104.53	31.50 875.00	0.1 3.34
<b>Total Corporate Issues</b>		<b>\$1,139,343.00</b>	<b>\$1,035,928.50</b>	<b>\$103,414.50</b> <b>\$49,031.25</b>	<b>2.5</b>
<b>Foreign Issues</b>					
25,000.000	Barclays Bank Plc 06/10/2013 Zero Cpn	35,297.50 141.1900	25,000.00 100.00	10,297.50 0.00	0.1 0.00
25,000.000	Barclays Bank Plc 04/10/2015 Zero Cpn	28,932.50 115.7300	25,000.00 100.00	3,932.50 0.00	0.1 0.00
<b>Total Foreign Issues</b>		<b>\$64,230.00</b>	<b>\$50,000.00</b>	<b>\$14,230.00</b> <b>\$0.00</b>	<b>0.1</b>
<b>Fixed Income Funds</b>					
15,929.602	American Centy Intl Bond Fd Instl AIDIX	232,890.78 14.6200	230,000.00 14.44	2,890.78 5,495.71	0.5 2.36
9,611.319	Credit Suisse Comm Ret ST Co CRSOX	78,620.59 8.1800	80,000.00 9.36	- 11,378.41 0.00	0.2 0.00
12,867.354	Driehaus Active Income Fund LCMAX	135,235.89 10.5100	140,000.00 10.88	- 4,764.11 5,687.37	0.3 4.21
4,100.000	Ishares S&p Pref Stk Indx Fd PFF	159,654.00 38.9400	147,977.48 36.09	11,676.52 9,569.40	0.3 5.99
32,714.705	Nuveen High Income Bond Fd Cl I FJSYX	288,216.55 8.8100	275,000.00 8.41	13,216.55 22,933.01	0.6 7.96



## CHARLES M BAIR FAMILY TRUST

This statement is for the period from  
April 1, 2012 to April 30, 2012

**ASSET DETAIL (continued)**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
4,358.740	Nuveen Inflation Pro Sec Cl I FYIPX	51,148.13 11.7400	48,457.80 10.66	4,690.33 1,189.39	0.1 2.32
11,051.185	Pimco Total Return Fund Inst PTTRX	123,994.30 11.2200	122,599.69 11.09	1,394.61 4,022.63	0.3 3.24
2,259.887	Tcw Emerging Markets Income Fund TGEIX	19,954.80 8.8300	20,000.00 8.85	- 45.20 1,281.36	0.0 6.42
<b>Total Fixed Income Funds</b>		<b>\$1,089,715.04</b>	<b>\$1,072,034.97</b>	<b>\$17,680.07</b> <b>\$50,178.87</b>	<b>2.4</b>
<b>Total Taxable Bonds</b>		<b>\$2,452,845.09</b>	<b>\$2,304,523.38</b>	<b>\$148,121.71</b> <b>\$108,808.87</b>	<b>5.4</b>

**Stocks****Common Stocks**

1,675.000	Abbott Laboratories ABT	103,950.50 62.0600	87,082.85 51.98	16,887.65 3,417.00	0.2 3.29
940.000	Apache Corp APA	90,183.60 95.9400	42,093.20 44.78	48,090.40 639.20	0.2 0.71
280.000	Apple Inc AAPL	163,514.40 583.9800	10,024.00 35.80	153,490.40 0.00	0.4 0.00
1,300.000	Baxter Intl Inc BAX	72,033.00 55.4100	72,790.65 55.99	- 757.65 1,742.00	0.2 2.42
1,325.000	Capital One Financial Corp COF	73,511.00 55.4800	59,930.35 45.23	13,580.65 265.00	0.2 0.36
750.000	Chevron Corporation CVX	79,920.00 106.5600	71,972.28 95.96	7,947.74 2,700.00	0.2 3.38



## CHARLES M BAIR FAMILY TRUST

This statement is for the period from  
April 1, 2012 to April 30, 2012

**ASSET DETAIL (continued)**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,250.000	Citigroup Inc C	41,306.25 33.0450	49,875.99 39.90	- 8,569.74 50.00	0.1 0.12
950 000	Coach Inc COH	69,502.00 73.1600	39,845.50 41.94	29,656.50 855.00	0.2 1.23
850.000	Coca Cola Company KO	64,872.00 76.3200	57,510.78 67.66	7,361.22 1,734.00	0.1 2.87
675 000	Comcast Corp Cl A CMCSA	20,482.88 30.3450	11,109.28 16.46	9,373.60 438.75	0.0 2.14
1,650.000	Cvs Caremark Corp CVS	73,623.00 44.6200	72,097.88 43.70	1,525.14 1,072.50	0.2 1.46
775.000	Disney Walt Co DIS	33,410.25 43.1100	22,850.41 29.48	10,559.84 465.00	0.1 1.39
2,400.000	E M C Corporation EMC	67,704.00 28.2100	60,629.39 25.26	7,074.61 0.00	0.1 0.00
300.000	Eaton Corp ETN	14,454.00 48.1800	15,003.75 50.01	- 549.75 456.00	0.0 3.15
1,500.000	Ecolab Inc ECL	95,535.00 63.6900	41,736.94 27.83	53,798.06 1,200.00	0.2 1.26
350.000	Edison Intl EIX	15,403.50 44.0100	14,941.47 42.69	462.03 455.00	0.0 2.95
1,450 000	Emerson Elec Co EMR	76,183.00 52.5400	75,948.22 52.38	234.78 2,320.00	0.2 3.04
950 000	Exelon Corporation EXC	37,059.50 39.0100	47,048.28 49.52	- 9,988.78 1,895.00	0.1 5.38





## CHARLES M BAIR FAMILY TRUST

This statement is for the period from  
April 1, 2012 to April 30, 2012

**ASSET DETAIL (continued)**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,550.000	Exxon Mobil Corp XOM	133,827.00 86.3400	22,659.08 14.62	111,167.94 3,534.00	0.3 2.64
4,200.000	General Electric Co GE	82,238.00 19.5800	45,107.89 10.74	37,128.11 2,856.00	0.2 3.47
1,100.000	Gilead Sciences Inc GILD	57,222.00 52.0200	44,309.74 40.28	12,912.26 0.00	0.1 0.00
238.000	Goldman Sachs Group Inc GS	27,405.70 115.1500	35,258.07 148.14	- 7,852.37 437.92	0.1 1.60
100.000	Google Inc Cl A GOOG	60,485.00 604.8500	36,508.80 365.09	23,976.20 0.00	0.1 0.00
3,200.000	Intel Corp INTC	90,864.00 28.3950	21,997.90 6.87	68,866.10 2,688.00	0.2 2.96
275.000	International Business Machines Corp IBM	56,847.00 207.0800	50,894.74 185.07	6,052.26 935.00	0.1 1.64
3,020.000	J P Morgan Chase Co JPM	129,799.60 42.9800	121,245.18 40.15	8,554.42 3,624.00	0.3 2.79
1,175.000	Johnson Johnson JNJ	76,492.50 65.1000	53,540.00 45.57	22,952.50 2,867.00	0.2 3.75
185.000	Mastercard Inc MA	83,669.95 452.2700	47,565.99 257.11	36,103.96 222.00	0.2 0.26
800.000	McDonalds Corp MCD	77,960.00 97.4500	43,079.55 53.85	34,880.45 2,240.00	0.2 2.87
550.000	McKesson Corporation MCK	50,275.50 91.4100	48,494.77 88.17	1,780.73 440.00	0.1 0.88



## CHARLES M BAIR FAMILY TRUST

This statement is for the period from  
April 1, 2012 to April 30, 2012

**ASSET DETAIL (continued)**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,300.000	Microsoft Corp MSFT	41,619.50 32.0150	3,432.82 2.64	38,186.88 1,040.00	0.1 2.50
800.000	Nike Inc NKE	89,496.00 111.8700	70,022.55 87.53	19,473.45 1,152.00	0.2 1.29
550.000	Occidental Petroleum Corporation OXY	50,171.00 91.2200	52,152.42 94.82	- 1,981.42 1,188.00	0.1 2.37
2,400.000	Oracle Corporation ORCL	70,560.00 29.4000	42,415.05 17.67	28,144.95 576.00	0.2 0.82
600.000	P G E Corp PCG	26,508.00 44.1800	25,551.30 42.59	956.70 1,092.00	0.1 4.12
900.000	P N C Financial Services Group Inc PNC	59,688.00 66.3200	50,605.79 56.23	9,082.21 1,440.00	0.1 2.41
1,075.000	Pepsico Inc PEP	70,950.00 66.0000	48,357.90 44.98	22,592.10 2,214.50	0.2 3.12
3,200.000	Pfizer Inc PFE	73,280.00 22.9000	89,793.93 28.06	- 16,513.93 2,816.00	0.2 3.84
875.000	Praxair Inc PX	101,237.50 115.7000	40,678.99 46.49	60,558.51 1,925.00	0.2 1.90
1,200.000	Procter & Gamble Co PG	76,368.00 63.6400	52,553.69 43.80	23,814.31 2,697.80	0.2 3.53
1,135.000	Prudential Financial Inc PRU	68,712.90 60.5400	65,993.09 58.14	2,719.81 1,645.75	0.2 2.39
1,700.000	Qualcomm Inc QCOM	108,511.00 63.8300	25,596.84 15.06	82,914.16 1,700.00	0.2 1.57



## CHARLES M BAIR FAMILY TRUST

This statement is for the period from  
April 1, 2012 to April 30, 2012

**ASSET DETAIL (continued)**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,600.000	Starbucks Corp SBUX	91,792.00 57.3700	53,056.85 33.16	38,735.15 1,088.00	0.2 1.18
600.000	State Str Corp STT	27,732.00 46.2200	22,884.00 38.14	4,848.00 576.00	0.1 2.08
1,100.000	Target Corporation TGT	63,734.00 57.9400	31,315.31 28.47	32,418.69 1,320.00	0.1 2.07
400.000	United Parcel Service Inc Cl B UPS	31,256.00 78.1400	20,098.34 50.25	11,157.66 912.00	0.1 2.92
1,390.000	United Technologies Corp UTX	113,479.60 81.6400	63,490.97 45.68	49,988.63 2,668.80	0.2 2.35
1,850.000	Verizon Communications Inc VZ	74,703.00 40.3800	52,910.27 28.60	21,792.73 3,700.00	0.2 4.95
550.000	Wal Mart Stores Inc WMT	32,400.50 58.9100	16,043.41 29.17	16,357.09 874.50	0.1 2.70
2,700.000	Wells Fargo Co WFC	90,220.50 33.4150	63,811.29 23.63	26,409.21 2,376.00	0.2 2.63
400.000	3M Co MMM	35,744.00 89.3600	24,190.00 60.48	11,554.00 944.00	0.1 2.64
<b>Total Common Stocks</b>		<b>\$3,517,995.63</b>	<b>\$2,338,087.68</b>	<b>\$1,179,907.95</b> <b>\$73,594.52</b>	<b>7.7</b>
<b>Foreign Stocks</b>					
1,000.000	Schlumberger Ltd SLB	74,140.00 74.1400	47,921.53 47.92	26,218.47 1,100.00	0.2 1.48
<b>Total Foreign Stocks</b>		<b>\$74,140.00</b>	<b>\$47,921.53</b>	<b>\$26,218.47</b> <b>\$1,100.00</b>	<b>0.2</b>



## CHARLES M BAIR FAMILY TRUST

This statement is for the period from  
April 1, 2012 to April 30, 2012**ASSET DETAIL (continued)**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
<b>Equity Funds</b>					
10,987.728	Aberdeen Fds Emrgn Mkt Instl ABEMX	159,761.54 14.5400	144,000.00 13.11	15,761.54 1,955.82	0.3 1.22
1,598.550	Harbor Capital Aprction Inst HACAX	69,904.59 43.7300	60,000.00 37.53	9,904.59 68.74	0.2 0.10
6,100.000	Ipath Dow Jones Ubs Commodity DJP	256,932.00 42.1200	300,971.85 49.34	- 44,039.85 0.00	0.6 0.00
3,224.000	Ishares Msci Emerging Mkts E T F EEM	136,101.16 42.2150	132,549.21 41.11	3,551.95 2,604.99	0.3 1.91
19,021.070	Laudus Intl Marketmasters Fund Sel SWMIX	353,601.69 18.5900	337,433.79 17.74	16,167.90 3,347.71	0.8 0.95
3,520.834	Neuberger Berman Genesis Instl Fd NBGIX	174,281.28 49.5000	165,000.00 46.86	9,281.28 2,242.77	0.4 1.29
31,100.585	Nuveen Intl Select Fd Cl I ISYCX	280,216.27 9.0100	262,177.93 8.43	18,038.34 4,043.08	0.6 1.44
9,204.721	Nuveen Mid Cap Grwth Opp Fd Cl I FISGX	444,772.12 48.3200	394,690.25 42.88	50,081.87 0.00	1.0 0.00
13,978.063	Nuveen Real Estate Securit Cl I FARCX	300,668.14 21.5100	222,006.40 15.88	78,661.74 6,387.97	0.7 2.13
7,668.191	Nuveen Santa Barbara Div Growth Fd I NSBRX	204,457.31 26.6700	183,000.00 23.87	21,457.31 3,940.42	0.4 1.93
17,027.738	Nuveen Small Cap Select Fd Cl I ARSTX	255,926.90 15.0300	229,688.33 13.49	26,238.57 0.00	0.8 0.00
1,407.695	Rowe T Price Mid-Cap Growth Fd #84 RPMGX	83,912.70 59.6100	80,000.00 56.83	3,912.70 0.00	0.2 0.00



## CHARLES M BAIR FAMILY TRUST

This statement is for the period from  
April 1, 2012 to April 30, 2012**ASSET DETAIL (continued)**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
4,172.278	Rowe T Price Mid-Cap Value Fd Inc TRMCX	98,882.99 23.7000	92,815.30 22.25	8,067.69 1,001.35	0.2 1.01
4,530.470	Scout International Fund UMBWX	142,573.89 31.4700	120,829.12 26.67	21,744.77 1,925.45	0.3 1.35
9,783.672	Tfs Market Neutral Fund TFSMX	147,537.77 15.0800	150,000.00 15.33	- 2,462.23 0.00	0.3 0.00
<b>Total Equity Funds</b>		<b>\$3,109,530.35</b>	<b>\$2,875,182.18</b>	<b>\$234,368.17</b> <b>\$27,518.30</b>	<b>8.8</b>
<b>Total Stocks</b>		<b>\$8,701,665.98</b>	<b>\$5,281,171.39</b>	<b>\$1,440,494.59</b> <b>\$102,212.82</b>	<b>14.7</b>
<b>Miscellaneous</b>					
<b>Real Estate</b>					
1.000	Single Family - Bank Managed Sfd State Highway #294 Martinsdale Meagher Cnty Montana Lot 1, Blk 1, Bair Ranch Subd.In NW1/4 & SW1/4 S11, T8N, R11E, Pm	3,122,001.00 3,122,001.00	3,422,500.00 3,422,500.00	- 300,499.00 0.00	6.6 0.00
8.000	Various Mineral Interest(S)	14,010.00 1,751.2500	8.00 1.00	14,002.00 0.00	0.0 0.00
<b>Total Real Estate</b>		<b>\$3,136,011.00</b>	<b>\$3,422,508.00</b>	<b>- \$288,497.00</b> <b>\$0.00</b>	<b>6.6</b>
<b>Other Miscellaneous</b>					
564,350.000	Bair Ranch Foundation	14,486,187.00 39.9251	14,486,187.00 25.67	8,045,539.23 0.00	49.3 0.00
109,312.150	Coast Diversified Fund II	109,312.15 1.0000	119,659.26 1.35	- 38,395.01 0.00	0.2 0.00
1.000	Collectible Good American Indian Art ***	534,905.00 534,905.0000	303,278.00 303,278.00	231,627.00 0.00	1.2 0.00



## CHARLES M BAIR FAMILY TRUST

This statement is for the period from  
April 1, 2012 to April 30, 2012

**ASSET DETAIL (continued)**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1.000	Collectible Good Furniture And Decorations ***	1,328,120.00 1,328,120.0000	557,319.00 557,319.00	770,801.00 0.00	2.9 0.00
1 000	Collectible Good Paintings And Watercolors ***	8,151,500.00 8,151,500.0000	1,815,142.00 1,815,142.00	6,336,358.00 0.00	17.9 0.00
1.000	Collectible Good Photogravures Prints And Books ***	50,000.00 50,000.0000	442,956.00 442,956.00	- 392,956.00 0.00	0.1 0.00
1.000	Collectible Good Silver And Silver-Plate ***	703,150.00 703,150.0000	283,951.00 283,951.00	419,199.00 0.00	1.5 0.00
<b>Total Other Miscellaneous</b>		<b>\$25,363,174.15</b>	<b>\$18,008,492.26</b>	<b>\$7,354,681.89 \$0.00</b>	<b>73.2</b>
<b>Total Miscellaneous</b>		<b>\$28,389,184.15</b>	<b>\$21,430,992.26</b>	<b>\$6,958,191.89 \$0.00</b>	<b>79.8</b>
<b>Total Assets</b>		<b>\$37,616,935.31</b>	<b>\$29,070,127.12</b>	<b>\$8,546,808.19 \$208,831.85</b>	<b>100.0</b>
<b>Estimated Current Yield</b>					<b>.45</b>

**ASSET DETAIL MESSAGES**

Time of trade execution and trading party (if not disclosed) will be provided upon request.

Publicly traded assets are valued in accordance with market quotations or valuation methodologies from financial industry services believed by us to be reliable. Assets that are not publicly traded may be reflected at values from other external sources. Assets for which a current value is not available may be reflected at a previous value or as not valued, at par value, or at a nominal value. Values shown do not necessarily reflect prices at which assets could be bought or sold. Values are updated based on internal policy and may be updated less frequently than statement generation.

Cost adjustments made to previously reported sales to reflect the impact of IRS wash sale rules may result in adjustments to reported year-to-date losses. Consequently, this period's beginning cost basis may differ from the basis reported in the prior period. The gain and loss figures reported on this statement are provided for informational purposes only and should not be used for tax reporting purposes. Please consult with your tax or legal advisor for questions concerning your personal tax or financial situation.

**CHARLES M. BAIR  
FAMILY TRUST**

U S Bank, N A , Trustee  
303 North Broadway  
P O Box 30678  
Billings, MT 59115  
(406)-657-8139

**GRANT APPLICATION**

Name of Your Organization \_\_\_\_\_  
Your Qualified Taxpayer ID \_\_\_\_\_  
Address \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_  
Contact Person's Name/Phone \_\_\_\_\_  
Contact Person's Title \_\_\_\_\_

**TYPE OF ORGANIZATION**

- ☐ 501(c)(3) Organization (not a Private Foundation) ☐ Private Non-Operating Foundation  
☐ Government Entity ☐ Private Operating Foundation ☐ Non-Exempt Organization  
\*For all types, please include your organization's IRS determination letter with your application

**PROJECT CATEGORY**

- ☐ Educational Institution ☐ Hospitals or Organization Providing Health Related Services ☐ Cultural Organization  
☐ Civic Service Organization ☐ Human Service Organization

Project Title and Brief Description \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

County(ies) to be Served \_\_\_\_\_

Client Group To Be Served \_\_\_\_\_ Size of Group \_\_\_\_\_

Type of Request: ☐ Capital ☐ Operating Support ☐ Special Project

Anticipated Project Period \_\_\_\_\_ to \_\_\_\_\_

Total Project Cost \$ \_\_\_\_\_ Total Prior Grant Awards from Trust \$ \_\_\_\_\_

Amount Requested from the Charles M. Bair Family Trust \$ \_\_\_\_\_

Amount & Source of Pledge/Commitments to Date \$ \_\_\_\_\_

Other Funding Sources (and Amounts) that Applicant has sought for this Project: \_\_\_\_\_  
\_\_\_\_\_

Attachments Included: \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

**Your application must include the following information:**

- Proposed project summary
- IRS letter of determination (see guidelines for exceptions)
- Form 990 or 99EZ
- Current operating budget and balance sheet

Incomplete applications will be returned. Please review the application guidelines carefully

Charles M. Bair Family Trust Grant Application as amended April 2005

**SCHEDULE II**

## ELIGIBLE CATEGORIES

Organizations that the Charles M. Bair Family Trust Board of Advisors may consider are as follows:

**Educational Institutions**, both public and private, that are located in Montana, with an emphasis placed upon colleges and universities.

**Hospitals and organizations providing health-related services**, including medical research organizations, health maintenance organizations, blood banks, and hospices.

**Cultural organizations**, including organizations involved in the performing or visual arts, historical centers, museums and zoos.

**Civic service organizations**, including organizations that promote community development and provide public services.

**Human service organizations**, including organizations providing services to children, senior citizens, handicapped persons and poor and distressed persons.

## INELIGIBLE CATEGORIES

The Board will not generally award grants to the organizations or for the uses listed below:

- Political organizations, candidates and campaigns
- Propaganda campaigns for political causes or lobbying activities
- Churches, conventions or associations of churches
- Non-charitable organizations, even if the grant is intended to be used for charitable purposes
- Grants or loans to individuals
- Grants for conferences, symposiums or travel expenses
- Corporate memberships or contributions to associations that directly benefit corporate entities
- Supporting organizations described in Section 509(a)(3) of the Internal Revenue Code

CHARLES M. BAIR

FAMILY TRUST

## APPLICATIONS GUIDELINES

CHARLES M. BAIR

FAMILY TRUST

U.S. Bank,  
National Association

303 North Broadway

P.O. Box 30678

Billings, Montana 59115

(406) 657-8139

*Guidelines as of October 2007*



## ABOUT THE TRUST

The Charles M Bair Family Trust was established to commemorate the legacy of one of Montana's greatest and most influential families. The Bair family's dedication to philanthropic work in Montana is carried on, in accordance with the wishes of the last surviving member of the family, Alberta M Bair, who died in May 1993.

Today, the Trust strives to continue the direction and initiatives maintained by Alberta M Bair and her late sister, Marguerite, in granting financial contributions to qualifying organizations. Grant applications and accompanying certification of tax-exempt status are reviewed by a Board of Advisors (The Board)

The Board consists of a designee from U.S. Bank, a designee from U.S. Bank, personal trust department, a designee of the law firm of Moulton, Bellingham, Longo & Mather, P.C.; and two members at large from Meagher, Wheatland and Yellowstone Counties, but with not more than one member to be from the first two counties named above.

The Board has discretion to determine the amount of funding from the Trust available for charitable, religious, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code and its corresponding regulations.

The Board is also vested with the authority to select annually recipients who receive funding from the Trust. The only limitation placed on grant recipients is that charitable organizations must be located or domiciled within the State of Montana. Strong preference will also be given to applicants from Yellowstone, Meagher or Wheatland Counties in Montana.

## HOW TO APPLY

Before applying, an organization should review the information in this brochure to determine the organization's eligibility for a grant from the Charles M. Bair Family Trust.

The organization should carefully answer each question listed on the application.

## GUIDELINES

The grant application must be accompanied by a typewritten summary of two pages or less that describes the applicant organization and the specific program or project for which it is seeking a grant.

Applicants must be organized under Section 501(c)(3) or Section 170(c)(1) of the Internal Revenue Code. Applicants must attach to the grant application a tax determination letter from the Internal Revenue Service verifying its organization's tax-exempt status as either a non-profit entity or a government agency. **The EIN and tax determination letter must be that of the applicant.** One organization cannot sponsor another organization's grant request or create partnership for a grant because one entity has not met requirements of IRS section 501(c)(3) or Section 170(c)(1).

If an applicant organization is a Section 501(c)(3) organization that is not a private foundation, it must also attach to the grant application a copy of its latest annual information return (Form 990 or Form 990-EZ or 990PF). **If the applicant organization is not required to file a tax return, an explanation that it is not and why must accompany the application.**

An applicant organization must submit a copy of its current operating budget and balance sheet and briefly describe how its on-going funding will be achieved.

**Six copies** of the grant application and typewritten summary pages with one set of supporting evidence as required should be mailed as directed below. **Please do not staple material.**

## GRANT APPLICATION DEADLINE

**March 1<sup>st</sup> Annually.** If March 1<sup>st</sup> falls on a weekend, the grant applications will be due the following business day.

Applications must be postmarked by the above dates and received no later than three days afterward for consideration within the current funding cycle.

Contact Information for Charles M Bair Family Trust

**Charles M. Bair Family Trust**

**U.S. Bank Trust, N.A.**

**303 North Broadway, P.O. Box 30678**

**Billings, Montana 59115**

**Website: [charlesmbairtrusts.org](http://charlesmbairtrusts.org)**

**Telephone: (406) 657-8139**

**Email: [penny.doak@usbank.com](mailto:penny.doak@usbank.com)**

## APPLICATIONS MUST INCLUDE

- The organization's IRS letter of determination
- Form 990 or 990EZ (or an explanation as to why the organization is not required to file)
- Current operating budget *and* balance sheet
- The county of service listed on application
- Separate thorough project explanation

## INCOMPLETE APPLICATIONS

Incomplete applications will be returned to grant applicants and considered, if completed application is re-submitted by the March 1<sup>st</sup> deadline.

## NOTIFICATION OF GRANT AWARDS

The Board will send a written response to grant applicants within 90 days of the grant application cycle deadline. The Board may, at its discretion, give priority to time-sensitive requests.

## ANNUAL REVIEWS

Grant awards will be reviewed annually. To assist in such reviews, documentation from grant recipient's confirming the uses funds is required. **Grants must be used for the purpose as stated in the original application. Any grantee failing to timely file grant reports will become ineligible for future grant consideration.** All grant recipients must consent to The Board's use of their names and purposes in publicizing grant awards.