Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545 0052

2011

For calendar year 2011, or tax year beginning 7/01 **, 2011, and ending** 6/30 , 2012

THE GOODSTEIN FOUNDATION
P.O. BOX 2773
CASPER, WY 82602

A Employer identification number: 83-6003815

B Telephone number (see the instructions)

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, 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 ► ☐

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: [X] 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, column (c), line 16)* ► $ 6,243,775.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts grants, etc. received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	179.	179.	179.	
	4 Dividends and interest from securities	180,816.	180,816.	180,816.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	54,151.			
	b Gross sales price for all assets on line 6a 1,119,196.				
	7 Capital gain net income (from Part IV, line 2)		54,151.		
	8 Net short-term capital gain			10,893.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	235,146.	235,146.	191,888.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	6,000.	6,000.	6,000.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	2,750.	2,750.	2,750.	
	c Other prof fees (attach sch) See St 2	31,901.	31,901.	31,901.	
	17 Interest				
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 3	9,352.	5,574.	5,574.	
	24 **Total operating and administrative expenses.** Add lines 13 through 23	50,003.	46,225.	46,225.	
	25 Contributions, gifts, grants paid Part XV	252,750.			252,750.
	26 **Total expenses and disbursements.** Add lines 24 and 25	302,753.	46,225.	46,225.	252,750.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-67,607.			
	b **Net investment income** (if negative, enter -0-)		188,921.		
	c **Adjusted net income** (if negative, enter -0-)			145,663.	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS 1 Cash — non-interest-bearing				
2 Savings and temporary cash investments		330,463.	374,020.	374,020.
3 Accounts receivable ►	512.			
Less allowance for doubtful accounts ►		14.	512.	512.
4 Pledges receivable ►				
Less allowance for doubtful accounts ►				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7 Other notes and loans receivable (attach sch) ►				
Less allowance for doubtful accounts ►				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges			714.	714.
10a Investments — U S and state government obligations (attach schedule)				
b Investments — corporate stock (attach schedule)		2,403,456.	2,280,664.	2,630,754.
c Investments — corporate bonds (attach schedule)				
11 Investments — land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)		2,831,105.	2,815,199.	2,963,806.
14 Land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►				
15 Other assets (describe ► See Statement 4)		292,388.	316,063.	273,969.
16 **Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)		5,857,426.	5,787,172.	6,243,775.
LIABILITIES 17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, & other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ►)		2,126.		
23 **Total liabilities** (add lines 17 through 22)		2,126.	0.	
NET ASSETS OR FUND BALANCES **Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► ☐				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☒				
27 Capital stock, trust principal, or current funds		4,637,085.	4,636,564.	
28 Paid-in or capital surplus, or land, building, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds		1,218,215.	1,150,608.	
30 **Total net assets or fund balances** (see instructions)		5,855,300.	5,787,172.	
31 **Total liabilities and net assets/fund balances** (see instructions)		5,857,426.	5,787,172.	

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	5,855,300.
2 Enter amount from Part I, line 27a	2	-67,607.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	5,787,693.
5 Decreases not included in line 2 (itemize) ► See Statement 5	5	521.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	5,787,172.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 6			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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	2	54,151.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	10,893.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	322,410.	6,250,678.	0.051580
2009	203,167.	5,712,911.	0.035563
2008	381,404.	5,365,585.	0.071083
2007	303,665.	7,258,870.	0.041834
2006	127,500.	7,073,297.	0.018026

2	**Total** of line 1, column (d)	2	0.218086
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.043617
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,112,372.
5	Multiply line 4 by line 3	5	266,603.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,889.
7	Add lines 5 and 6	7	268,492.
8	Enter qualifying distributions from Part XII, line 4	8	252,750.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _______ **(attach copy of letter if necessary – see instrs)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ 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, column (b)		1	3,778.
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	3,778.
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	3,778.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 4,492.		
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	4,492.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ 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	0.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	714.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ► 714.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities			
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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T			
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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► WY			
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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

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

			Yes	No
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?	13	X	

Website address ► N/A

14 The books are in care of ► THE FOUNDATION Telephone no ► 307-234-0821

Located at ► 111 W. 2ND STREET, SUITE 301 ZIP + 4 ► 82601

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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**
1 a 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?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?		1 b	N/A	
Organizations relying on a current notice regarding disaster assistance check here	► ☐			
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?		1 c		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?	☐ Yes ☒ No			
If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*		3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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 (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
PAUL HOMAR P.O. BOX 2773 CASPER, WY 82602	Treasurer 3.00	6,000.	0.	0.
LUCY M. GOODSTEIN P.O. BOX 1699 CASPER, WY 82602	Vice Preside 0	0.	0.	0.
MORRIS MASSEY 123 WEST 1ST STREET CASPER, WY 82601	President 0	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 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 (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
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** (see instructions)

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.

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	5,375,852.
b Average of monthly cash balances	1b	554,407.
c Fair market value of all other assets (see instructions)	1c	275,195.
d **Total** (add lines 1a, b, and c)	1d	6,205,454.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	6,205,454.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	93,082.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,112,372.
6 **Minimum investment return.** Enter 5% of line 5	6	305,619.

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	305,619.
2a Tax on investment income for 2011 from Part VI, line 5 — 2a: 3,778.		
b Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c Add lines 2a and 2b	2c	3,778.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	301,841.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	301,841.
6 Deduction from distributable amount (see instructions)	6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	301,841.

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	252,750.
b Program-related investments — total from Part IX-B	1b	
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	252,750.
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 (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	252,750.

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				301,841.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			28,428.	
b Total for prior years 20___, 20___, 20___		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 ► $ 252,750.				
a Applied to 2010, but not more than line 2a			28,428.	
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				224,322.
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 instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				77,519.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	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				

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)

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 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 organization 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 Statement 7

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 8				
Total			► **3a**	252,750.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	179.	
4 Dividends and interest from securities			14	180,816.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					54,151.
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)				180,995.	54,151.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 235,146.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

[signature] 10-22-12 President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
PAUL HOMAR	PAUL HOMAR	10/16/12		P01226467

Firm's name ► Paul Homar, CPA, LLC — Firm's EIN ► 83-0328852

Firm's address ► 111 W 2ND ST STE 303, Casper, WY 82601-2464 — Phone no 307-234-1122

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	$ 2,750.	$ 2,750.	$ 2,750.	
Total	$ 2,750.	$ 2,750.	$ 2,750.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT MANAGEMENT FEES	$ 31,901.	$ 31,901.	$ 31,901.	
Total	$ 31,901.	$ 31,901.	$ 31,901.	$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAXES	$ 3,778.			
FOREIGN TAXES	5.	$ 5.	$ 5.	
OFFICE EXPENSE	171.	171.	171.	
OFFICE RENT	2,400.	2,400.	2,400.	
SECRETARIAL	2,400.	2,400.	2,400.	
TELEPHONE	598.	598.	598.	
Total	$ 9,352.	$ 5,574.	$ 5,574.	$ 0.

Statement 4
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
OTHER	$ 316,063.	$ 273,969.
Total	$ 316,063.	$ 273,969.

Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

ADJUSTMENT TO STOCK BASIS	$ 521.
Total	$ 521.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	ADOBE	Purchased	3/08/2011	1/03/2012
2	AM EXPRESS	Purchased	12/07/2010	11/22/2011
3	BOEING	Purchased	3/08/2011	5/13/2012
4	COMCAST	Purchased	8/26/2008	7/19/2011
5	CONOCO/PHILLIPS	Purchased	6/02/2004	5/29/2011
6	ECOLAB	Purchased	3/08/2011	10/26/2011
7	FIRSERV	Purchased	6/09/2011	3/22/2012
8	GEN MILLS	Purchased	3/08/2011	5/08/2012
9	GILEAD	Purchased	12/02/2010	7/18/2011
10	HELMRICH & PAYNE	Purchased	12/12/2010	7/03/2011
11	HEWLETT PACKARD	Purchased	11/11/2002	11/15/2011
12	KELLOGG CO	Purchased	11/30/2010	11/15/2011
13	MEADWESTVACO	Purchased	3/08/2011	5/15/2011
14	PAYCHEX	Purchased	12/02/2010	1/26/2012
15	PEABODY	Purchased	12/02/2010	6/20/2012
16	PRINCIPAL FIN GROUP	Purchased	12/07/2010	1/03/2012
17	PROCTOR AND GAMBLE	Purchased	6/03/2011	5/08/2012
18	ST. JUDE	Purchased	12/02/2010	6/27/2012
19	TRAVELERS	Purchased	12/07/2010	11/15/2011
20	UNITED HEALTH	Purchased	12/07/2010	5/08/2011
21	WAL MART	Purchased	8/04/2004	1/18/2012
22	WALT DISNEY	Purchased	9/11/2008	4/24/2012
23	XLINX	Purchased	12/02/2010	1/23/2012
24	GEN MILLS	Purchased	1/03/2012	5/08/2012
25	PEABODY	Purchased	1/31/2012	6/20/2012
26	PROCTOR AND GAMBLE	Purchased	1/03/2012	5/08/2012
27	BRISTOL	Purchased	4/10/2012	5/11/2012
28	HEWLETT PACKARD	Purchased	12/07/2010	11/15/2011
29	FIDELITY FLOATING RATE	Purchased	3/21/2011	12/12/2011
30	OAKMARK	Purchased	9/26/2003	12/16/2011
31	MOTOROLA	Purchased	10/03/2001	5/22/2012
32	LIBERTY MEDIA FRAC SH	Purchased	5/09/2006	12/31/2011
33	GENESCO	Purchased	4/16/2010	7/06/2011
34	APPLIED MATERIALS	Purchased	4/12/2011	1/04/2012
35	SWISHER	Purchased	6/28/2011	1/04/2012
36	CLEAN ENERGY	Purchased	5/03/2010	3/15/2012
37	TELLABS	Purchased	7/05/2011	3/15/2012
38	TELLABS	Purchased	4/16/2010	3/15/2012

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	28,000.		35,480.	-7,480.				$ -7,480.
2	56,090.		51,952.	4,138.				4,138.
3	53,332.		50,533.	2,799.				2,799.
4	67,124.		52,094.	15,030.				15,030.

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
5	13,099.		8,691.	4,408.				$ 4,408.
6	53,373.		51,370.	2,003.				2,003.
7	55,124.		50,815.	4,309.				4,309.
8	36,911.		37,219.	-308.				-308.
9	29,230.		26,221.	3,009.				3,009.
10	51,846.		38,296.	13,550.				13,550.
11	20,782.		14,865.	5,917.				5,917.
12	49,244.		49,308.	-64.				-64.
13	5,161.		5,421.	-260.				-260.
14	51,511.		46,263.	5,248.				5,248.
15	15,129.		27,952.	-12,823.				-12,823.
16	21,918.		26,930.	-5,012.				-5,012.
17	51,495.		52,304.	-809.				-809.
18	52,163.		55,725.	-3,562.				-3,562.
19	56,022.		55,240.	782.				782.
20	36,295.		24,294.	12,001.				12,001.
21	53,523.		49,943.	3,580.				3,580.
22	79,643.		59,998.	19,645.				19,645.
23	26,576.		21,533.	5,043.				5,043.
24	20,763.		20,260.	503.				503.
25	12,888.		24,525.	-11,637.				-11,637.
26	6,365.		6,666.	-301.				-301.
27	11,264.		11,475.	-211.				-211.
28	11,689.		8,570.	3,119.				3,119.
29	20,009.		20,426.	-417.				-417.
30	20,000.		19,700.	300.				300.
31	5,000.		5,720.	-720.				-720.
32	10.		4.	6.				6.
33	10,452.		6,889.	3,563.				3,563.
34	4,169.		6,400.	-2,231.				-2,231.
35	6,912.		13,047.	-6,135.				-6,135.
36	15,777.		13,652.	2,125.				2,125.
37	6,287.		9,263.	-2,976.				-2,976.
38	4,020.		6,001.	-1,981.				-1,981.
							Total	$ 54,151.

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	
Care Of:	MORRIS MASSEY, PRESIDENT
Street Address:	P.O. BOX 2773
City, State, Zip Code:	CASPER, WY 82602
Telephone:	307-234-0821
Form and Content:	IN WRITING-CLEARLY OUTLINING THE REQUEST
Submission Deadlines:	NONE
Restrictions on Awards:	NONE

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
AMERICAN RED CROSS 318 W "B" STREET CASPER, WY 82601	NONE		GENERAL SUPPORT	$ 2,500.
CAMP HOPE 3920 W 45TH STREET CASPER, WY 82604	NONE		GENERAL SUPPORT	1,000.
CASPER COLLEGE FOUNDATION 125 COLLEGE DRIVE CASPER, WY 82601	NONE		GENERAL SUPPORT	100,000.
CASPER HUMANE SOCIETY 849 EAST "E" STREET CASPER, WY 82601	NONE		GENERAL SUPPORT	1,000.
CASPER YOUTH BASEBALL 2151 W 13TH CASPER, WY 82604	NONE		GENERAL SUPPORT	1,000.
THE CHILDREN'S HOSPITAL FOUNDATION 13123 E 16TH AVE., BOX 045 DENVER, CO 80045	NONE		GENERAL SUPPORT	10,000.
ENERGY SHARE OF WY 2324 DRY RANCH ROAD SHERIDAN, WY 82801	NONE		GENERAL SUPPORT	2,000.
HABITAT FOR WYOMING 442 W COLLINS DR CASPER, WY 82601	NONE		GENERAL SUPPORT	1,000.
HOLY CROSS CENTER 1030 N. LINCOLN CASPER, WY 82601	NONE		GENERAL SUPPORT	5,000.
MAKE A WISH FOUNDATION 201 E 2ND STREET CASPER, WY 82601	NONE		GENERAL SUPPORT	1,500.
MEALS ON WHEELS 1760 E 12TH ST. CASPER, WY 82601	NONE		GENERAL SUPPORT	5,000.
NIC ART MUSEUM 400 E. COLLINS DR. CASPER, WY 82601	NONE		GENERAL SUPPORT	5,000.
PLATTE RIVER PARKWAY P.O. BOX 1228 CASPER, WY 82602	NONE		GENERAL SUPPORT	2,500.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
SETON HOUSE 910 N. DURBIN ST CASPER, WY 82601	NONE		GENERAL SUPPORT	$ 1,000.
UNITED WAY OF NATR CO 400 E. 1ST STREET CASPER, WY 82601	NONE		GENERAL SUPPORT	2,000.
WY MED CENTER FOUNDATION 1233 E. 2ND STREET CASPER, WY 82601	NONE		GENERAL SUPPORT	5,000.
WYOMING PUBLIC TV 2660 PECK AVE. RIVERTON , WY 82501	NONE		GENERAL SUPPORT	500.
WY SYMPHONY 225 S. DAVID ST., SUITE B CASPER, WY 82601	NONE		GENERAL SUPPORT	5,000.
MARCH OF DIMES 800 WERNER COURT CASPER, WY 82601	NONE		GENERAL SUPPORT	2,500.
BOYS AND GIRLS CLUB 1701 E. "K" ST. CASPER, WY 82601	NONE		GENERAL SUPPORT	1,000.
FIVE TRAILS ADULT DAY CENTER 735 CY AVE. CASPER, WY 82601	NONE		GENERAL SUPPORT	1,500.
SPECIAL OLYMPICS 232 EAST 2ND ST. SUITE 201 CASPER, WY 82601	NONE		GENERAL SUPPORT	2,000.
12-24 CLUB 500 S. WOLCOTT, SUITE 200 CASPER, WY 82601	NONE		GENERAL SUPPORT	1,500.
MERCER HOUSE 535 W YELLOWSTONE HWY CASPER, WY 82601	NONE		GENERAL SUPPORT	1,000.
CASA OF NATRONA COUNTY 1701 EAST "E" ST CASPER, WY 82601	NONE		GENERAL SUPPORT	5,000.
CENTRAL WYOMING HOSPICE 319 S. WILSON ST. CASPER, WY 82601	NONE		GENERAL SUPPORT	7,500.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
BLUE ENVELOPE HEALTH FUND P.O. BOX 2177 CASPER, WY 82602	NONE		GENERAL SUPPORT	$ 1,000.
WYOMING LEADERSHIP SEMINAR P.O. BOX 3506 CASPER, WY 82602	NONE		GENERAL SUPPORT	500.
INTERFAITH OF NATRONA CO 300 N. CENTER ST CASPER, WY 82601	NONE		GENERAL SUPPORT	1,500.
RELAY FOR LIFE 333 S. BEECH ST. CASPEER, WY 82601	NONE		GENERAL SUPPORT	2,000.
CENTRAL WYOMING RESCUE MISSION 230 N. PARK ST. CASPER, WY 82601	NONE		GENERAL SUPPORT	4,500.
CLIMB WYOMING 1001 W 31ST ST. CHEYENNE, WY 82001	NONE		GENERAL SUPPORT	1,500.
WATER FOR WILDLIFE 545 W MAIN LANDER, WY 82520	NONE		GENERAL SUPPORT	1,000.
ANGEL FLIGHT OF WYOMING 3161 DONALD DOUGLAS LOOP SOUTH SANTA MONICA, CA 90405	NONE		GENERAL SUPPORT	250.
CHILD DEVELOPMENT CTR OF NATRONA CO 2020 E 12TH ST. CASPER, WY 82601	NONE		GENERAL SUPPORT	1,000.
JASON'S FRIENDS 340 W "B" ST. #101 CASPER, WY 82601	NONE		GENERAL SUPPORT	1,000.
CENTRAL WYOMING SENIOR SERVICES 1831 EAST 4TH CASPER, WY 82601	NONE		GENERAL SUPPPORT	2,500.
FOOD BANK OF THE ROCKIES 4976 PAIGE ST. CASPER, WY 82604	NONE		GENERAL SUPPORT	500.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
JOSHUA'S STOREHOUSE 334 S. WOLCOTT CASPER, WY 82601	NONE		GENERAL SUPPORT	$ 1,500.
YOUTH CRISIS CENTER 915 S. MCKINLEY ST. CASPER, WY 82601	NONE		GENERAL SUPPORT	50,000.
WYOMING COMMUNITY FOUNDATION 313 S 2ND ST. LARAMIE, WY 82070	NONE		GENERAL SUPPORT	1,000.
MONTESSORI SCHOOL OF CASPER P.O. BOX 684 CASPER, WY 82602	NONE		GENERAL SUPPORT	2,500.
CROSSROADS KITCHEN 701 S. WOLCOTT CASPER, WY 82601	NONE		GENERAL SUPPORT	7,500.
			Total	$ 252,750.