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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










2012

Open to Public Inspection


For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation DENNIS & PHYLLIS WASHINGTON FOUNDATION		A Employer identification number 36-3606913	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 16630		B Telephone number (see instructions) (406) 523-1300	
City or town, state, and ZIP code MISSOULA, MT 598086630		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 499,978,077		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 (attach schedule)	58,100,115			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	730	730		
	4 Dividends and interest from securities.	4,246,912	4,188,944		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	6,135,958			
	b Gross sales price for all assets on line 6a 792,208,398				
	7 Capital gain net income (from Part IV, line 2)		6,126,214		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-141,656	-141,290		
	12 Total. Add lines 1 through 11	68,342,059	10,174,598		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	48,574	0		8,162
	b Accounting fees (attach schedule)	106,259	0		105,522
	c Other professional fees (attach schedule)	984,768	930,546		47,779
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	212,119	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,546	0		1,030
	22 Printing and publications	9,717	0		9,717
	23 Other expenses (attach schedule)	176,446	1,059		128,987
	24 Total operating and administrative expenses. Add lines 13 through 23	1,539,429	931,605		301,197
	25 Contributions, gifts, grants paid	4,834,814			3,759,769
	26 Total expenses and disbursements. Add lines 24 and 25	6,374,243	931,605		4,060,966
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	61,967,816			
	b Net investment income (if negative, enter -0-)		9,242,993		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	612,347	1,994,679	1,994,679
	2	Savings and temporary cash investments	80,186,587	169,561,477	169,561,477
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ 1,501,114 Less allowance for doubtful accounts ▶ _____	903,583	1,501,114	1,501,114
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)	150,918,984	 64,031,122	64,031,122
	b	Investments—corporate stock (attach schedule)	0	 57,144,830	57,144,830
	c	Investments—corporate bonds (attach schedule).	202,111,856	 159,789,123	159,789,123
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,022,576	 45,955,732	45,955,732
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	 58,925	 0	 0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	436,814,858	499,978,077	499,978,077
	17	Accounts payable and accrued expenses	20,580	213,102	
	18	Grants payable	1,897,542	2,967,587	
	19	Deferred revenue			
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 12,725	 105,919	
	23	Total liabilities (add lines 17 through 22)	1,930,847	3,286,608	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	434,884,011	496,691,469	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30	Total net assets or fund balances (see page 17 of the instructions)	434,884,011	496,691,469	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	436,814,858	499,978,077	

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	434,884,011
2	Enter amount from Part I, line 27a	2	61,967,816
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	496,851,827
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	160,358
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	496,691,469

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)
1 a	PUBLICLY TRADED SECURITIES			
b	FROM PASSTHROUGH K-1S			
c	CAPITAL GAIN DISTRIBUTIONS			
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 792,150,136		786,081,028	6,069,108
b			-1,156
c 58,262			58,262
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			6,069,108
b			-1,156
c			58,262
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	6,126,214
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	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	20,942,995	371,718,847	0 056341
2010	20,718,865	309,235,855	0 067000
2009	15,816,872	249,468,427	0 063402
2008	6,013,636	200,348,959	0 030016
2007	1,673,316	38,099,926	0 043919

2 Total of line 1, column (d).	2	0 260678
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 052136
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	434,059,563
5 Multiply line 4 by line 3.	5	22,630,129
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	92,430
7 Add lines 5 and 6.	7	22,722,559
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	4,060,966

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	184,860
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	184,860
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	184,860
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	118,243	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	145,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	215,611
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	30,751
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 0	Refunded	11	30,751

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
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? If "Yes," attach a detailed description of the activities.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) 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 .	8b	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW DPWFOUNDATION ORG				
14	The books are in care of ▶ELOISE JERGESONTelephone no ▶(406) 523-1300 Located at ▶101 INTERNATIONAL DRIVE MISSOULA MTZIP +4 ▶59808			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, 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		No
See 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
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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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 2012?.	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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

No

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

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

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
See Additional Data Table				

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

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GOLDMAN SACHS & CO	FUND MANAGER	400,394
71 S WACKER DR CHICAGO,IL 60606		
DIMEO SCHNEIDER & ASSOCIATES LLC	INVESTMENT ADVISORS	231,193
500 WEST MADISON ST STE 1700 CHICAGO,IL 60661		
SAGE ADVISORY SERVICES LTD	FUND MANAGER	146,329
5900 SOUTHWEST PARKWAY BUILDING ONE AUSTIN,TX 78735		
NORTHERN TRUST	INVESTMENT CUSTODIAN	60,655
50 S LASALLE ST CHICAGO,IL 60603		
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	
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	
2	
All other program-related investments See page 24 of the 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	366,899,705
b	Average of monthly cash balances.	1b	62,469,356
c	Fair market value of all other assets (see instructions).	1c	11,300,546
d	Total (add lines 1a, b, and c).	1d	440,669,607
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	440,669,607
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	6,610,044
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	434,059,563
6	Minimum investment return. Enter 5% of line 5.	6	21,702,978

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	21,702,978
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	184,860
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	184,860
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	21,518,118
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	21,518,118
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	21,518,118

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	4,060,966
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,060,966
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,060,966
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				21,518,118
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				1,649,702
d From 2010.				5,360,862
e From 2011.				2,515,444
f Total of lines 3a through e.	9,526,008			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 4,060,966				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				4,060,966
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	9,526,008			9,526,008
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				7,931,144
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 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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) 2012	(b) 2011	(c) 2010	(d) 2009	
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))

PHYLLIS J WASHINGTON

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

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 or e-mail of the person to whom applications should be addressed

DENNIS PHYLLIS WASHINGTON FOUNDATIO
PO BOX 16630
MISSOULA, MT 598086630
(406) 523-1300

b

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

STANDARD APPLICATION FORM IS FOUND ON THE INTERNET AT WWW.DPWFOUNDATION.ORG

c

Any submission deadlines

NONE - THE CONTRIBUTIONS COMMITTEE MEETS QUARTERLY

d

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

LIMITED TO 501(C)(3) ORGANIZATIONS WITH AN EMPHASIS ON YOUTH AND EDUCATION IN GEOGRAPHICAL AREAS IN WHICH THE WASHINGTON COMPANIES OPERATE

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3,759,769
b <i>Approved for future payment</i> See Additional Data Table				
Total				1,646,087

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	730	
4	Dividends and interest from securities. . . .			14	4,246,912	
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			18	6,135,958	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
	INCOME/LOSS FROM PUBLICLY TRADED					
11	Other revenue a PARTNERSHIP INVESTMENTS					
	ORD INCOME/LOSS FROM SALE OF PUBLICLY					
b	TRADED PARTNERSHIP INVESTMENTS					
	INCOME/LOSS FROM PUBLICLY TRADED	523000	-136,868	14	-4,788	
c	PARTNERSHIP INVESTMENTS					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		-136,868		10,378,812	0
13	Total. Add line 12, columns (b), (d), and (e).			13	10,241,944	

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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

[illegible]

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2015-11-12	*****	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 trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00000565
	JANE M SEARING	JANE M SEARING	2015-11-12		
	Firm's name <input type="checkbox"/>	CLARK NUBER		Firm's EIN <input type="checkbox"/> 91-1194016	
		10900 NE 4TH STREET SUITE 1700			
	Firm's address <input type="checkbox"/>	BELLEVUE, WA 98004		Phone no (425) 454-4919	

Form 990PF Part VIII Line 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
PHYLLIS J WASHINGTON	DIRECTOR 0 30	0	0	0
PO BOX 16630 MISSOULA, MT 598086630				
LAWRENCE R SIMKINS	DIRECTOR/PRESIDENT 1 00	0	0	0
PO BOX 16630 MISSOULA, MT 598086630				
MIKE HALLIGAN	EXECUTIVE DIRECTOR/SECRETA 28 00	0	0	0
PO BOX 16630 MISSOULA, MT 598086630				
BRIAN T SHERIDAN	DIRECTOR 0 30	0	0	0
PO BOX 16630 MISSOULA, MT 598086630				
WILLIAM H BRODSKY	DIRECTOR 0 30	0	0	0
PO BOX 16630 MISSOULA, MT 598086630				
ROLIN ERICKSON	DIRECTOR 0 30	0	0	0
PO BOX 16630 MISSOULA, MT 598086630				
PAUL W KEIPER	VICE PRESIDENT 0 30	0	0	0
PO BOX 16630 MISSOULA, MT 598086630				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ALBERT'S ANGEL FUND 699 CENTENNIAL AVE BUTTE,MT 59701	NONE	501(C)(3)	GENERAL GRANT SUPPORT	1,000
AMERICAN DIABETES ASSOCIATION 1627 W MAIN ST STE 295 BOZEMAN,MT 59715	NONE	170(B)(1)(A)(VI)	FAMILY LINK PROGRAM CHALLENGE GRANT	5,000
AMERICAN INDIAN BUSINESS LEADERS U OF M GALLAGHER BUSINESS BLDG STE 366 MISSOULA,MT 59812	NONE	170(B)(1)(A)(VI)	STUDENT BASED AIBL CHAPTER'S	10,000
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD DENVER,CO 80221	NONE	170(B)(1)(A)(VI)	TRIBAL COLL SCHOLAR PROGRAM	10,000
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD DENVER,CO 80221	NONE	170(B)(1)(A)(VI)	TRIBAL COLL SCHOLAR PROGRAM	10,000
BAGDAD TEMPLE (SHRINERS HOSPITAL) 314 W PARK ST BUTTE,MT 59701	NONE	501(C)(10)	GENERAL SUPPORT GRANT	1,000
BEAVERHEAD COUNTY FOOD PANTRY INC PO BOX 1356 DILLON,MT 59725	NONE	170(B)(1)(A)(VI)	FOOD DISTRIBUTION	10,000
BELGRADE COMMUNITY LIBRARY FOUNDATION 106 N BROADWAY STREET BELGRADE,MT 59714	NONE	170(B)(1)(A)(VI)	LIBRARY MATERIALS FOR TODDLERS THROUGH TEENS	1,000
BIG BROTHERS & SISTERS OF BUTTE SILVER BOW INC 605 WEST PARK BUTTE,MT 59703	NONE	170(B)(1)(A)(VI)	GENERAL SUPPORT GRANT	2,500
BIG BROTHERS & SISTERS OF MISSOULA INC 1520 SOUTH RUSSELL MISSOULA,MT 59801	NONE	170(B)(1)(A)(VI)	BOWL FOR KIDS' SAKE MATCHING GRANT	2,000
BIG BROTHERS & SISTERS OF MISSOULA INC 1520 SOUTH RUSSELL MISSOULA,MT 59801	NONE	170(B)(1)(A)(VI)	GENERAL SUPPORT MISSOULA CO	2,500
BIG BROTHERS BIG SISTERS OF GALLATIN COUNTY 15 S 8TH AVE BOZEMAN,MT 59715	NONE	170(B)(1)(A)(VI)	GENERAL SUPPORT GRANT	2,500
BIG BROTHERS BIG SISTERS OF HELENA INC 34 WEST 6TH AVE STE 1-C HELENA,MT 59601	NONE	170(B)(1)(A)(VI)	ANNUAL SUPPORT GRANT	2,500
BIG BROTHERS BIG SISTERS OF PARK CO 120 E PARK ST LIVINGSTON,MT 59047	NONE	170(B)(1)(A)(VI)	GENERAL SUPPORT GRANT	2,500
BIG BROTHERS BIG SISTERS OF YELLOWSTON COUNTY INC 504 B NORTH 20TH ST BILLINGS,MT 59101	NONE	170(B)(1)(A)(VI)	VOLUNTEER SUPPLIES, TRAINING	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
BIG HORN COUNTY PUBLIC LIBRARY 419 N CUSTER AVE HARDIN,MT 59034	NONE	170(B)(1)(A)(VI)	DREAM BIG, READ	1,000
BIG SKY HONOR FLIGHT PO BOX 80201 BILLINGS,MT 59108	NONE	509(A)(1)	P FUND ROLIN ERICKSON	3,000
BIG SKY HONOR FLIGHT PO BOX 80201 BILLINGS,MT 59108	NONE	509(A)(1)	FOUNDATION P FUND	1,000
BIG SKY KIDS - EAGLE MOUNT EAGLE MOUNT BOZEMAN 6901 GOLDENSTEIN LANE BOZEMAN,MT 59715	NONE	170(B)(1)(A)(VI)	SUMMER CAMPS SCHOLARSHIPS	5,000
BIG SKY YOUTH TRAINING CENTER 406 W GRANITE ST BUTTE,MT 59701	NONE	509(A)(1) OR (A)(2)	40 SCHOLARSHIPS	10,000
BILLINGS COMMUNITY FOUNDATION PO BOX 1255 BILLINGS,MT 59103	NONE	170(B)(1)(A)(VI)	GRANTEE AWARDS DINNER	500
BILLINGS FAMILY YMCA INC BILLINGS 402 N 32ND ST BILLINGS,MT 591011273	NONE	509(A)(2)	YOUTH SCHOLARSHIPS	5,000
BILLINGS FOOD BANK INC 2112 4TH AVE N BILLINGS,MT 59103	NONE	170(B)(1)(A)(VI)	FOOD SUPPLIES	5,000
BILLINGS FOOD BANK INC 2112 4TH AVE N BILLINGS,MT 59103	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	7,500
BITTERROOT VALLEY CALVARY CHAPEL 700 NORTH 4TH ST HAMILTON,MT 59840	NONE	CHURCH	2012 HOLIDAY GIVING GIFT	1,000
BLACKFEET COMMUNITY COLLEGE PO BOX 819 BROWNING,MT 59417	NONE	170(B)(1)(A)(II)	DAYS OF BLACKFEET GRANT	1,000
BOX ELDER SCHOOL DISTRICT 13 & G BOX 205 MAIN STREET BOX ELDER,MT 59501	NONE	170(B)(1)(A)(II)	21ST CENTURY AFTERSCHOOL PROG	10,000
BOYS & GIRLS CLUB OF BUTTE 2120 ROBERTS BUTTE,MT 59701	NONE	170(B)(1)(A)(VI)	PROGRAM COSTS	10,000
BOYS & GIRLS CLUB OF FLATHEAD RESERVATION PO BOX 334 RONAN,MT 59860	NONE	170(B)(1)(A)(VI)	SCHOLARSHIPS	10,000
BOYS & GIRLS CLUB OF MISSOULA COUNTY 617 S HIGGINS AVENUE MISSOULA,MT 59801	NONE	170(B)(1)(A)(VI)	4 AFTERSCHOOL PROGRAMS	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS & GIRLS CLUB OF NORTHERN CHEYENNE NATION PO BOX 309 LAME DEER,MT 59043	NONE	170(B)(1)(A)(VI)	HEALTHY HABITS PROGRAM	10,000
BOYS & GIRLS CLUB OF THE HI-LINE PO BOX 68 HAVRE,MT 59501	NONE	170(B)(1)(A)(VI)	GIVE 10 CHALLENGE GRANT	10,000
BOYS & GIRLS CLUB OF YELLOWSTONE COUNTY 505 ORCHARD LANE BILLINGS,MT 59101	NONE	170(B)(1)(A)(VI)	MEALS FOR STUDENTS	10,000
BOYS AND GIRLS CLUB OF LEWISTOWN 624 W WASHINGTON LEWISTOWN,MT 59457	NONE	170(B)(1)(A)(VI)	MM'S MATCH FROM P FUND	2,000
BOZEMAN PUBLIC SHOOLS FOUNDATION INC PO BOX 1803 BOZEMAN,MT 59771	NONE	509(A)(2)	SPARK GRANT PROGRAM	5,000
BRADLEY ANGEL HOUSE 5432 N ALBINA PORTLAND,OR 97217	NONE	170(B)(1)(A)(VI)	AFTER CARE POST EMERGENCY SHELTER FOR FAMILIES	5,000
BREAD BASKET INC PO BOX 346 RONAN,MT 59864	NONE	501(C)(3)	2012 HOLIDAY GIVING	1,500
BUCKLEY FIELD YOUNG MARINES YOUNG MARINES OF THE MARINE CORPS LEAGUE INC 1911 E 59TH PLACE AURORA,CO 80019	NONE	170(B)(1)(A)(VI)	P FUND - RECRUIT TRAINING GRADUATION FUNDRAISER	500
BUTTE 4-C'S 101 E BROADWAY BUTTE,MT 59701	NONE	509(A)(1) OR (A)(2)	BARB MAHUGH'S SCHOLARSHIP FUND - FAMILIES FINANCIAL ASSISTANCE	5,000
BUTTE CENTER FOR THE PERFORMING ARTS PO BOX 522 BUTTE,MT 59703	NONE	170(B)(1)(A)(VI)	AFTERSCHOOL AND SUMMER PROGRAMS	10,000
BUTTE CENTER FOR THE PERFORMING ARTS PO BOX 522 BUTTE,MT 59703	NONE	170(B)(1)(A)(VI)	ACTING CLASSES FOR CHILDREN	10,000
BUTTE CHAMBER OF COMMERCE 1000 GEORGE STREET BUTTE,MT 597013692	NONE	501(C)(6)	ANNUAL MEETING GRANT	750
BUTTE EDUCATION FOUNDATION BUTTE SILVER BOW PUBLIC SCHOOLS EDUCATION FOUNDA PO BOX 3821 BUTTE,MT 59702	NONE	170(B)(1)(A)(VI)	KEEP THE FLAME OF CATHLC EDUC CAMPAIGN DONATION	10,000
BUTTE EMERGENCY FOOD BANK 1019 EAST 2ND STREET BUTTE,MT 59701	NONE	170(B)(1)(A)(VI)	HOLIDAY GIVING	7,500
BUTTE FOOD BANK 602 E ALUMINUM BUTTE,MT 59701	NONE	170(B)(1)(A)(VI)	FOOD BANK GRANT	8,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a <i>Paid during the year</i>				
BUTTE RESCUE MISSION 1204 E SECOND ST BUTTE,MT 59701	NONE	170(B)(1)(A)(VI)	GENERAL SUPPORT GRANT	5,000
BUTTE RESCUE MISSION 1204 E SECOND ST BUTTE,MT 59701	NONE	170(B)(1)(A)(VI)	MEALS FOR HOMELESS PEOPLE	3,000
BUTTE SOCCER CLUB PO BOX 4673 BUTTE,MT 59701	NONE	501(C)(3)	CONSTRUCTION OF COVERED PAVILLION	5,000
CAMP MAK-A-DREAMCHILDREN'S ONCOLOGY CAMP FOUNDATION PO BOX 1450 MISSOULA,MT 59806	NONE	170(B)(1)(A)(VI)	PROGRAM SUPPORT	15,000
CARROLL COLLEGE 1601 NORTH BENTON AVE HELENA,MT 59625	NONE	170(B)(1)(A)(II)	SCHOLARSHIPS FOR 3 STUDENTS	5,000
CARTER COUNTY FOOD PANTRY PO BOX 504 EKALAKA,MT 59324	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	1,000
CASA OF MONTANA PO BOX 1046 HELENA,MT 59624	NONE	509(A)(1) OR (A)(2)	TRAINING OF 125 VOLUNTEERS	10,000
CHICKS N CHAPS 2785 MERIWETHER ST MISSOULA,MT 59803	NONE	170(B)(1)(A)(VI)	BOOTS SPONSORSHIP - 1 YR COMMITMENT	2,500
CHILD DEVELOPMENT CENTER T-214 FT MISSOULA,MT 59804	NONE	170(B)(1)(A)(VI)	GENERAL SUPPORT AND SCHOLARSHIPS	10,000
CHILD START INC 1001 WORDEN MISSOULA,MT 59802	NONE	170(B)(1)(A)(VI)	TEACH PRESCHOOLERS PERFORMING ARTS	600
CHILD START INC 1001 WORDEN MISSOULA,MT 59802	NONE	170(B)(1)(A)(VI)	MRL P FUND - WINTER CLOTHING	2,500
CHILDHELP MERVE GRIFFIN VILLAGE 15757 N 78TH ST STE B SCOTTSDALE,AZ 852609681	NONE	501(C)(3)	EVENING WITH JIMMY CONNORS DONATION	5,000
CHINOOK FOOD PANTRY INC PO BOX 262 CHINOOK,MT 59523	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	1,000
CLARK FORK COALITION PO BOX 7593 MISSOULA,MT 59807	NONE	509(A)(2)	EXPAND EDUCATIONAL OFFERINGS	5,000
COLSTRIP FOOD BANK PO BOX 543 COLSTRIP,MT 59323	NONE	509(A)(1)	2012 HOLIDAY GIVING GIFT	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
COLUMBIA FALLS FOOD BANK PO BOX 1081 COLUMBIA FALLS,MT 59912	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	1,500
COMMUNITY CUPBOARD (CENTRAL MONTANA) 203 4TH AVENUE NORTH LEWISTOWN,MT 59457	NONE	509(A)(2)	2012 HOLIDAY GIVING GIFT	3,000
COMMUNITY FOOD BANK OF MINERAL COUNTY PO BOX 46 SUPERIOR,MT 59872	NONE	509(A)(1)	2012 HOLIDAY GIVING GIFT	1,000
COMMUNITY HARVEST INC PO BOX 314 THOMPSON FALLS,MT 59873	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	1,000
COMMUNITY HEALTH PARTNERS 126 SOUTH MAIN LIVINGSTON,MT 59047	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	46,500
COMMUNITY HEALTH PARTNERS 126 SOUTH MAIN LIVINGSTON,MT 59047	NONE	509(A)(1) OR (A)(2)	INTEGRATED HEALTH AND WELLNESS SVC MODEL	43,000
COMMUNITY HOPE INC PO BOX 524 LAUREL,MT 59044	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	3,000
COMMUNITY SERVICES FELLOWSHIP 1419 MONTANA HWY 200 NOXON,MT 59853	NONE	509(A)(1) OR (A)(2)	2012 HOLIDAY GIVING GIFT	1,000
COMMUNITY YOUTH CENTER ANACONDA PCA FAMILY RESOURCE CENTER 118 E 7TH STE 1B ANACONDA,MT 59711	NONE	509(A)(2)	OPERATING COSTS GRANT	10,000
COUNTERPOINT 116 E LEWIS ST LIVINGSTON,MT 59047	NONE	170(B)(1)(A)(VI)	MRL'S PRESIDENT'S FUND	2,000
CULBERTSON FOOD PANTRY PO BOX 189 CULBERTSON,MT 59218	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	1,000
CUSTER COUNTY FOOD BANK INC 210 SOUTH WINCHESTER MILES CITY,MT 59301	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	2,000
DALY MANSION HISTORIC PRESERVATION TRUST PO BOX 223 HAMILTON,MT 59840	NONE	170(B)(1)(A)(VI)	SUMMER YOUTH HISTORY DAY CAMP	1,000
DARBY FOOD BANK (BOX)DARBY BREAD BOX PO BOX 207 DARBY,MT 59829	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	1,000
DAVID FOSTER FOUNDATION THE 10960 WILSHIRE BLVD SUITE 2150 LOS ANGELES,CA 90024	NONE	509(A)(2)	FOR GENERAL SUPPORT	100,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
DAWSON COUNTY FOOD BANK 45 ROAD 240 GLENDIVE, MT 59330	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	1,000
DPHHS CHILD & FAMILY SERVICES 2677 PALMER MISSOULA, MT 59808	NONE	GOV'T	ANNUAL PICNIC FOR FOSTER FAMILIES	500
DPHHS EARLY CHILDHOOD SERVICES PO BOX 202925 HELENA, MT 596202925	NONE	GOV'T	BEST BEGINNINGS COUNCIL	15,500
EAGLE MOUNT - BILLINGS 2822 3RD AVE N STE 203 BILLINGS, MT 59101	NONE	170(B)(1)(A)(VI)	RECREATIONAL ACTIVITIES FOR DISABLED	5,000
EDUCATION FOUNDATION FOR BILLINGS PUBLIC SCHOOLS 415 N 30TH ST BILLINGS, MT 59101	NONE	509(A)(2)	READING ROCKS PROGRAM	7,500
EQUINOX THEATRE COMPANY 2304 N 7TH AVE BOZEMAN, MT 59715	NONE	509(A)(2)	SALARY ASSIST THEATER DIRECTOR	10,000
EUREKA FOURSQUARE CHURCH PO BOX 1696 EUREKA, MT 59917	NONE	170(B)(1)(A)(I)	2012 HOLIDAY GIVING GIFT	1,000
EVERGREEN SCHOOL DISTRICT 18 W EVERGREEN DR KALISPELL, MT 59901	NONE	SCHOOL	GEAR UP PROGRAM DONATION	10,000
EXCHANGE CLUB OF BUTTENATIONAL EXCHANGE CLUB PO BOX 763 BUTTE, MT 59703	NONE	501(C)(3)	TAD AND ROLIN PRESIDENT'S FUND	1,000
FAMILIES FIRST 815 E FRONT ST STE 3 MISSOULA, MT 59802	NONE	509(A)(2)	PARENT EDUCATION CLASS SCHOLARSHIPS	10,000
FAMILY PROMISE INC 71 SUMMIT AVENUE SUMMIT, NJ 07901	NONE	170(B)(1)(A)(VI)	CASE MANAGER HRNG + SAL	5,000
FAMILY PROMISE INC 71 SUMMIT AVENUE SUMMIT, NJ 07901	NONE	170(B)(1)(A)(VI)	DEVELOP NEW AFFILIATE IN GF	9,450
FAMILY SERVICE INC PO BOX 1020 BILLINGS, MT 59103	NONE	509(A)(2)	2012 HOLIDAY GIVING GIFT	1,500
FARM IN THE DELL THE FARM IN THE DELL GREAT FALLS INC PO BOX 1273 GREAT FALLS, MT 59403	NONE	170(B)(1)(A)(VI)	CONSTRUCTION GRANT	10,000
FEAR 2 FREEDOM PO BOX 6104 NEWPORT NEWS, VA 23606	NONE	170(B)(1)(A)(VI)	50 KITS FOR DOMESTIC VIOLENCE VICTIMS	2,400

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FLATHEAD FOOD BANK INC 1203 HWY 2 W STE 2 KALISPELL, MT 59901	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	5,000
FLATHEAD LUTHERAN BIBLE CAMP 603 MAIN ST KALISPELL, MT 59901	NONE	170(B)(1)(A)(I)	FLATHEAD LUTHERAN BIBLE CAMP	2,500
FLATHEAD VALLEY COMMUNITY COLLEGE FOUNDATION INC 777 GRANVIEW DR KALISPELL, MT 59901	NONE	170(B)(1)(A)(VI)	5 STUDENT SCHOLARSHIPS	5,000
FRIENDS OF ARLEE SCHOOLS PO BOX 238 ARLEE, MT 59821	NONE	501(C)(3)	MRL'S P FUND DONATION	2,000
GALLATIN EMPIRE LIONS CLUB FOUNDATION PO BOX 831 BOZEMAN, MT 59771	NONE	170(B)(1)(A)(VI)	VISION SCREENING DEVICE	9,000
GALLATIN VALLEY FOOD BANK PO BOX 1129 BOZEMAN, MT 59771	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	5,000
GARDEN CITY HARVEST PO BOX 205 MISSOULA, MT 59806	NONE	170(B)(1)(A)(VI)	YOUTH RUN MOBILE MARKETS	10,000
GARDINER FOOD PANTRY PO BOX 459 GARDINER, MT 59030	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	1,000
GOODFELLOWS CLUB LLC PO BOX 8026 MISSOULA, MT 59807	NONE	501(C)(3)	MM'S P FUND FOR HOLIDAY PROGRAMS	2,000
GRANITE COUNTY FOOD BANK 610 E FLORENCE ST MISSOULA, MT 59801	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	1,000
GREAT FALLS COMMUNITY FOOD BANK INC 1620 12TH AVENUE NORTH GREAT FALLS, MT 59401	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	2,500
GREAT FALLS COMMUNITY FOOD BANK INC 1620 12TH AVENUE NORTH GREAT FALLS, MT 59401	NONE	501(C)(3)	PURCHASE OF SHELF STABLE ITEMS	10,000
GREAT FALLS RESCUE MISSION 317 2ND AVE S GREAT FALLS, MT 59403	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	2,500
GREAT FALLS RESCUE MISSION PO BOX 129 GREAT FALLS, MT 59403	NONE	170(B)(1)(A)(VI)	SUMMER CAMP SUPPORT	10,000
GREATER GALLATIN UNITED WAY INC 1516 WEST BABCOCK 2 BOZEMAN, MT 59718	NONE	170(B)(1)(A)(VI)	COMMUNITY HEALTH SERVICE PROGRAMS	3,000

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GREATER GALLATIN UNITED WAY INC 1516 WEST BABCOCK 2 BOZEMAN,MT 59718	NONE	170(B)(1)(A)(VI)	KIDS BASICS EXPANSION TO 25+ SITES	45,000
HABITAT FOR HUMANITY MID YELLOWSTONE VALLEY 201 N 15TH ST BILLINGS,MT 59101	NONE	170(B)(1)(A)(VI)	GENERAL SUPPORT GRANT	5,000
HABITAT FOR HUMANITY MISSOULA INC 725 WALDER ST 19 MISSOULA,MT 598024099	NONE	170(B)(1)(A)(VI)	GRANT FOR MATERIALS/SERVICES	10,000
HABITAT FOR HUMANITY OF FLATHEAD VALLEY 307 FIRST AVENUE EAST SUITE 1 KALISPELL,MT 59901	NONE	509(A)(1) OR (A)(2)	SIDING AND TRUSSES FOR HOMES	10,000
HARLEM FOOD PANTRY PO BOX 402 HARLEM,MT 59526	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	1,000
HAVEN HOUSE PO BOX 1343 HAMILTON,MT 59840	NONE	509(A)(2)	2012 HOLIDAY GIVING GIFT	2,500
HAVRE FOOD BANK 2229 5TH AVE HAVRE,MT 59501	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	2,500
HEADWATERS AREA FOOD BANK PO BOX 836 THREE FORKS,MT 59752	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	1,500
HEISEY YOUTH CENTER 313 7TH ST N ATTN SHERRY HORN GREAT FALLS,MT 59401	NONE	501(C)(3)	PROVIDES ATHLETIC PROGRAMS AND CAMPS	5,000
HELENA EDUCATION FOUNDATION PO BOX 792 HELEANA,MT 59624	NONE	509(A)(2)	GREAT IDEAS GRANT	3,000
HELENA FOOD SHARE INC 1616 LEWIS ST HELENA,MT 59601	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	5,000
HELENA FOOD SHARE INC 1616 LEWIS ST HELENA,MT 59601	NONE	501(C)(3)	FOOD DISTRIBUTION	3,000
HELPING HANDS IN HARDIN INC PO BOX 125 HARDIN,MT 59034	NONE	509(A)(2)	2012 HOLIDAY GIVING GIFT	1,000
HI-LINE'S HELP FOR ABUSED SPOUSES 300 N VIRGINIA 307 CONRAD,MT 59425	NONE	170(B)(1)(A)(VI)	GENERAL PROGRAM SUPPORT	5,000
HOLTER MUSEUM OF ART 12 EAST LAWRENCE HELENA,MT 59601	NONE	170(B)(1)(A)(VI)	DONATION IN HONOR OF JEAN BAUCUS	5,000

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HOMEWARD INC 1535 LIBERTY LN STE 116A MISSOULA,MT 59808	NONE	170(B)(1)(A) (VI)	HOME OWNERSHIP PROGRAMS	10,000
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA ALEXANDRIA,VA 22314	NONE	170(B)(1)(A) (VI)	FELLOWSHIP SUPPORT	20,000
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA ALEXANDRIA,VA 22314	NONE	170(B)(1)(A) (VI)	3 TABLES AT 2012 AWARDS BANQUET	100,000
HOT SPRINGS ARTISTS SOCIETY PO BOX 42 BIG ARM,MT 59910	NONE	501(C)(3)	SUMMER CAMP SUPPORT	5,000
HOT SPRINGS FOOD PANTRY PO BOX 2585 HOT SPRINGS,MT 59845	NONE	170(B)(1)(A) (VI)	2012 HOLIDAY GIVING GIFT	1,000
HUMAN RESOURCE COUNCIL - DISTRICT XII PO BOX 3486 BUTTE,MT 59701	NONE	509(A)(2)	BUTTE XMAS BENEFIT	15,000
HUMAN RESOURCE COUNCIL - DISTRICT XII PO BOX 3486 BUTTE,MT 59701	NONE	509(A)(2)	MR P FUND HOLIDAY GIFT BASKETS	2,000
HUMAN RESOURCES DEVELOPMENT COUNCIL OF DISTRICT IX INC 32 S TRACY BOZEMAN,MT 59715	NONE	170(B)(1)(A) (VI)	CHALLENGE GRANT - LAUNCHING NEW INTERIM HOME	10,000
HUMAN RESOURCES DEVELOPMENT COUNCIL OF DISTRICT IX INC 32 S TRACY BOZEMAN,MT 59715	NONE	170(B)(1)(A) (VI)	2012 HOLIDAY GIVING GIFT	2,500
HUMANITIES MONTANAMONTANA COMMITTEE FOR THE HUMANITIES 311 BRANTLY MISSOULA,MT 59812	NONE	170(B)(1)(A) (VI)	MONTANA FESTIVAL OF THE BOOK	5,000
INTERFAITH HOSPITALITY NETWORK YELLOWSTONE COUNTY 40 10TH ST W BILLINGS,MT 59102	NONE	170(B)(1)(A) (VI)	TUTORING SUPPORT	5,600
INTER-MOUNTAIN DEACONESS HOME FOR CHILDREN 500 S LAMBORN HELENA,MT 59601	NONE	170(B)(1)(A) (VI)	CHILDWISE INSTITUTE GRANT	50,000
INTERMOUNTAIN OPERA ASSOCIATION PO BOX 37 BOZEMAN,MT 59771	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	5,000
INTERNATIONAL TRADITIONAL GAME PO BOX 408 EAST GLACIER PARK,MT 59434	NONE	170(B)(1)(A) (VI)	GENERAL PROGRAM SUPPORT	3,500
JADYN FRED FOUNDATION PO BOX 235 MISSOULA,MT 59806	NONE	509(A)(1) OR (A)(2)	PRESCRIPTION DRUG GRANT	10,000

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JDRF SEATTLE GUILD JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 1215 4TH AVE STE 1400 SEATTLE,WA 98161	NONE	170(B)(1)(A)(VI)	MM P FUND FOR DREAM GALA	10,000
JOBS FOR MONTANA GRADUATES FOUNDATION 1806 11TH AVE HELENA,MT 59601	NONE	509(A)(2)	YOUNG ADULT SVCS CORPS GRANT	10,000
JOLIET FOOD PANTRY PO BOX 230 JOLIET,MT 59041	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	1,000
JUNIOR ACHIEVEMENT OF BOZEMAN INC 601 NIKLES DRIVE STE 9 BOZEMAN,MT 59715	NONE	509(A)(2)	NATIVE YOUNG ENTREPRENEUR CLUB	8,000
KIDS WIN 510 RIVERSIDE AVE STEVENSVILLE,MT 59870	NONE	501(C)(3)	COLORING STORIES PRINTING	5,000
LANDON'S LOOKOUT 611 NORTH 9TH STREET LIVINGSTON,MT 59047	NONE	501(C)(3)	OPERATING COSTS GRANT	6,249
LAUREL HIGH SCHOOL 203 E 8TH ST LAUREL,MT 59044	NONE	SCHOOL	TOM'S PRESIDENTS' FUND DONATION	2,000
LEADERSHIP MONTANA PO BOX 1373 BILLINGS,MT 591031373	NONE	509(A)(2)	PROGRAM SUPPORT	10,000
LEWISTOWN ART CENTER PO BOX 1018 LEWISTOWN,MT 59457	NONE	170(B)(1)(A)(VI)	ART EDUCATION CLASSES	10,000
LIBBY FOOD PANTRY INC PO BOX 311 LIBBY,MT 59923	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	3,000
LIVING WATER OF THE EVANGELICAL CHURCH OF NORTH AMERICA 4220 STATE AVENUE 4 BILLINGS,MT 59101	NONE	501(C)(3)	ALL-CITY BIKE CLINIC	5,000
LIVINGSTON FIRE AND RESCUEAMERICAN FEDERATION OF STATE COUNTY AND MUNICIPA 414 EAST CALLENDER LIVINGSTON,MT 59047	NONE	GOV'T	TRAINING FACILITY GRANT	5,000
LIVINGSTON FOOD PANTRY OF PARK COUNTY PO BOX 1646 LIVINGSTON,MT 59047	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	3,000
LIVINGSTON MEALS ON WHEELS 206 S MAIN ST LIVINGSTON,MT 59047	NONE	170(B)(1)(A)(VI)	NEW STOVE FOR LVNGSTN SNR CENTER	9,100
LOG JAM INC PO BOX 3193 KALISPELL,MT 59903	NONE	509(A)(2)	SUPPORT FOR FAMILIES	5,000

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LOWELL ELEMENTARY 1200 SHERWOOD ST MISSOULA,MT 59802	NONE	170(B)(1)(A)(II)	MRL P FUND - WINTER CLOTHING	2,500
MAIN STREET UPTOWN BUTTE INC PO BOX 696 BUTTE,MT 59703	NONE	509(A)(2)	MT FOLK FESTIVAL 2012 CHALLENGE GRANT	100,000
MAKE-A-WISH FOUNDATION OF ALASKA MONTANA IDAHO & WASHINGTON STATE 175 N 27TH STE 1214 BILLINGS,MT 59101	NONE	170(B)(1)(A)(VI)	GRANT A WISH TO ILL CHILDREN	3,900
MALTA FOOD BANK PO BOX 1267 MALTA,MT 59538	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	1,000
MAPSTHE IRWIN AND FLORENCE ROSTEN FOUNDATION INC PO BOX 750 DARBY,MT 59829	NONE	509(A)(2)	SUMMER PROGRAM AND MUSIC COURSE	7,500
MAROON ACTIVITY CENTERBUTTE CENTRAL CATHOLIC SCHOOLS 3440 ANNES ST BUTTE,MT 59701	NONE	SCHOOLS	LARRY SIMKINS PRESIDENT'S FUND (GYM REFURBISHMENT)	10,000
MASON KANE FOUNDATION THE 7509 GARDENIA DRIVE MISSOULA,MT 59808	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	5,000
MATHCOUNTS FOUNDATION PO BOX 20996 BILLINGS,MT 59104	NONE	509(A)(1) OR (A)(2)	GENERAL SUPPORT GRANT	2,500
MCCONE COUNTY FOOD BANK PO BOX 498 CIRCLE,MT 59215	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING	1,000
MCT INC 200 N ADAMS STREET MISSOULA,MT 59802	NONE	170(B)(1)(A)(VI)	MCT PERFORMANCE SUPPORT	55,000
MEAGHER COUNTY NUTRITION COALITION PO BOX 34 WHITE SULPHUR SPRINGS,MT 59645	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	1,000
MISSION VALLEY AQUATICS PO BOX 774 POLSON,MT 59860	NONE	170(B)(1)(A)(VI)	MM P FUND - POOL CONSTRUCTION	15,000
MISSION VALLEY FOOD PANTRY INC PO BOX 644 ST IGNATIUS,MT 59865	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	1,000
MISSOULA AGING SERVICEMISSOULA AREA AGENCY ON AGING 337 STEPHENS AVE MISSOULA,MT 59801	NONE	170(B)(1)(A)(VI)	MEALS ON WHEELS PROGRAM	1,000
MISSOULA CIVIC SYMPHONY 320 EAST MAIN MISSOULA,MT 59802	NONE	509(A)(2)	YOUTH CONCERT SCHOLARSHIP	5,000

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MISSOULA COUNTY LAW ENFORCEMENT YOUTH CAMP 2340 MULLAN RD MISSOULA, MT 59808	NONE	170(B)(1)(A)(V)	YOUTH CAMP	10,000
MISSOULA CULTURAL COUNCIL PO BOX 7662 MISSOULA, MT 59807	NONE	509(A)(2)	FIRST NIGHT MISSOULA	12,500
MISSOULA EDUCATION FOUNDATION PO BOX 1775 MISSOULA, MT 59806	NONE	170(B)(1)(A)(VI)	CREATIVE CLASSROOM GRANTS PROG	5,000
MISSOULA FAMILY YMCA 3000 S RUSSELL ST MISSOULA, MT 59801	NONE	509(A)(1) OR (A)(2)	PARTNERS FOR YOUTH GRANT	10,000
MISSOULA FAMILY YMCA 3000 S RUSSELL ST MISSOULA, MT 59801	NONE	509(A)(1) OR (A)(2)	ACTIVE 6 PROGRAM	20,000
MISSOULA FOOD BANK 219 SOUTH 3RD WEST MISSOULA, MT 59801	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	7,500
MISSOULA FOOD BANK 219 SOUTH 3RD WEST MISSOULA, MT 59801	NONE	170(B)(1)(A)(VI)	GENERAL SUPPORT GRANT	10,000
MISSOULA PUBLIC LIBRARY FOUNDATION INC 301 E MAIN ST MISSOULA, MT 59802	NONE	170(B)(1)(A)(VI)	CHILDREN'S LITERACY CAMPAIGN	2,500
MISSOULA RESCUE MISSIONMISSOULA 3 16 PO BOX 16833 MISSOULA, MT 59808	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING	3,000
MISSOULA ROBOTICS TEAM 3330 OLD POND RD MISSOULA, MT 598023251	NONE	501(C)(3)	ROBOT FOR MISSOULA AREA HIGH SCHOOLS	5,000
MISSOULA URBAN DEMONSTRATION PROJECT 629 PHILLIPS ST MISSOULA, MT 59802	NONE	509(A)(2)	EDUCATIONAL DIRECTOR FUNDS AND INTERN	10,000
MISSOULA YOUNG LIFE 7455 ROSEWOOD CT MISSOULA, MT 59808	NONE	170(B)(1)(A)(I)	MATCHING SCHOLARSHIPS FOR CAMP	15,000
MISSOULA YOUTH HOMES 550 N CALIFORNIA MISSOULA, MT 59807	NONE	170(B)(1)(A)(VI)	MRL AUCTION MATCHING GRANT	10,000
MISSOULA YOUTH HOMES 550 N CALIFORNIA MISSOULA, MT 59807	NONE	170(B)(1)(A)(VI)	OUTREACH TO GAIN FOSTER FAMILIES	5,000
MONTANA AMATEUR SPORTS INC BOX 7136 BILLINGS, MT 59104	NONE	509(A)(2)	HEART & SOLE RACE SPONSORSHIP	10,000

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MONTANA BALLET COMPANY 521 EAST PEACH ST BOZEMAN,MT 59715	NONE	509(A)(2)	NUTCRACKER CHILDREN'S MATINEE SUPPORT	10,000
MONTANA CONSERVATION CORPS INC 206 NORTH GRAND AVE BOZEMAN,MT 59715	NONE	170(B)(1)(A)(VI)	FUNDING FOR MT YES EXPEDITION	10,000
MONTANA ETHICS PROJECTBURTON K WHEELER CENTER INC 1102 SOUTH SIXTH AVENUE BOZEMAN,MT 59715	NONE	170(B)(1)(A)(VI)	GENERAL SUPPORT GRANT	4,300
MONTANA FOOD BANK NETWORK INC 5625 EXPRESSWAY MISSOULA,MT 59808	NONE	170(B)(1)(A)(VI)	ANNUAL CHEF'S GALA SPONSORSHIP	2,500
MONTANA FOOD BANK NETWORK INC 5625 EXPRESSWAY MISSOULA,MT 59808	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING	15,000
MONTANA FOUNDATION OF DENTISTRY PO BOX 1154 HELENA,MT 59624	NONE	GOV'T	DENTAL FAB'S FEES FOR PATIENTS	5,000
MONTANA HISTORY FOUNDATION 225 NORTH ROBERTS ST HELENA,MT 59620	NONE	170(B)(1)(A)(VI)	MT RESEARCH STUDENT PRESENTERS	5,000
MONTANA HOPE PROJECT PO BOX 5927 HELENA,MT 59604	NONE	170(B)(1)(A)(VI)	GRANTING DREAMS FOR ILL KIDS	5,000
MONTANA NON PROFIT ASSOCIATION PO BOX 1744 HELENA,MT 59624	NONE	509(A)(2)	ORGNZTNL DEVEL TRAINING PRGRM GRANT	10,000
MONTANA NON PROFIT ASSOCIATION PO BOX 1744 HELENA,MT 59624	NONE	509(A)(2)	ANNUAL CONFERENCE	2,500
MONTANA OUTDOOR SCIENCE SCHOOL PO BOX 502 BOZEMAN,MT 59771	NONE	509(A)(2)	INCREASE SCIENTIFIC LITERACY (INSTRUCTIONS, MATERIALS, ETC)	10,000
MONTANA PRESERVATION ALLIANCE 120 REEDERS ALLEY HELENA,MT 59601	NONE	170(B)(1)(A)(VI)	VISIONS AND VOICES GRANT	2,500
MONTANA PRIMARY CARE ASSOCIATION 1805 EUCLID AVE HELENA,MT 59601	NONE	501(C)(6)	3 YR GRANT FOR DENTAL HEALTH	80,000
MONTANA PROFESSIONAL TEACHING 1232 E 6TH AVE HELENA,MT 59601	NONE	170(B)(1)(A)(VI)	TEACHER OF THE YEAR PROGRAM	10,000
MONTANA RESCUE MISSION 2902 MINNESOTA AVENUE BILLINGS,MT 59103	NONE	509(A)(1) OR (A)(2)	2012 HOLIDAY GIVING	3,000

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MONTANA RESCUE MISSION INC PO BOX 3232 BILLINGS,MT 59103	NONE	170(B)(1)(A)(I)	REACH OUT GRANT	5,000
MONTANA SCIENCE FAIR MISSOULA EXCHANGE CLUB CHARITABLE FOUNDATION PO BOX 8926 MISSOULA,MT 59807	NONE	170(B)(1)(A)(VI)	REGIONAL SCIENCE FAIR	5,000
MONTANA STATE UNIVERSITY BILLINGS FOUNDATION 1500 UNIVERSITY DRIVE BILLINGS,MT 59101	NONE	170(B)(1)(A)(VI)	2012-2013 SCHOLARSHIPS	10,000
MONTANA STATE UNIVERSITY FOUNDATION INC PO BOX 172750 BOZEMAN,MT 59717	NONE	170(B)(1)(A)(IV)	POLAR SCIENCE IS COOL EXPEDITION ANTARCTICA	10,000
MONTANA STATE UNIVERSITY FOUNDATION INC PO BOX 172750 BOZEMAN,MT 59717	NONE	170(B)(1)(A)(IV)	2012-2013 SCHOLARSHIPS	10,000
MONTANA STATE UNIVERSITY FOUNDATION INC PO BOX 172750 BOZEMAN,MT 59717	NONE	170(B)(1)(A)(IV)	TRIBAL COLL SCHOLAR PROGRAM	10,000
MONTANA STATE UNIVERSITY FOUNDATION INC PO BOX 172750 BOZEMAN,MT 59717	NONE	170(B)(1)(A)(IV)	CONRAD ANKER CLIMBING EVEREST EXPEDITION	10,000
MONTANA STATE UNIVERSITY- NORTHERN FOUNDATION PO BOX 7751 HAVRE,MT 59501	NONE	170(B)(1)(A)(IV)	2012-2013 SCHOLARSHIPS	10,000
MONTANA TECH FOUNDATION 1300 WEST PARK ST BUTTE,MT 59701	NONE	170(B)(1)(A)(IV)	2012-2013 SCHOLARSHIPS	10,000
MONTANA TECH FOUNDATION 1300 WEST PARK ST BUTTE,MT 59701	NONE	170(B)(1)(A)(IV)	MATCH GRANT K SHANNON SCHLSHP FR ROLIN'S P FUND	1,200
MONTANA TECH FOUNDATION 1300 WEST PARK ST BUTTE,MT 59701	NONE	170(B)(1)(A)(IV)	MATCH ENVIROCON GRANT FOR 40TH ENVIRONMENTAL WORKSHOP	2,500
MONTESSORI ISLAND SCHOOL 160 MILLER DRIVE LIVINGSTON,MT 59047	NONE	170(B)(1)(A)(II)	WASECA READING PROGRAM AND MEALS	3,500
MOUNTAIN HOME MONTANA 2606 S AVE W MISSOULA,MT 59804	NONE	170(B)(1)(A)(VI)	2012 GARLAND TABLE SPONSOSHIP	1,000
MUSSELSHELL COUNTY FOOD BANK PO BOX 233 ROUNDUP,MT 59072	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	1,500
NORTH MISSOULA COMMUNITY DEVELOPMENT CORPORATION 819 STODDARD MISSOULA,MT 59802	NONE	170(B)(1)(A)(VI)	NUTRITION CENTER PROGRAM FOR KIDS	5,000

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NORTH VALLEY FOOD BANK 311 E 3RD ST WHITEFISH,MT 59937	NONE	509(A)(3) - TYPE I	FOOD BANK ASSISTANCE	3,000
NORTHWEST BURN FOUNDATION 1515 NW 52ND ST STE A SEATTLE,WA 98107	NONE	170(B)(1)(A) (VI)	CAMP COST SUPPORT	2,000
NORTHWEST MONTANA VETERANS STAND DOWN & FOOD PANTRY 1349 HIGHWAY 2 EAST KALISPELL,MT 59901	NONE	170(B)(1)(A) (IV)	HOLIDAY GIVING	1,500
NURTURING CENTER THE 146 THIRD AVENUE WEST KALISPELL,MT 59807	NONE	170(B)(1)(A) (VI)	EXPANSION OF PROGRAMS	25,000
OFFICE OF PUBLIC INSTRUCTION PO BOX 202501 HELENA,MT 596202501	NONE	509(A)(1) OR (A)(2)	GRADUATION MATTERS PROGRAM	150,000
PANTRY PARTNERSSTEVENSVILLE PANTRY PARTNERS FOOD BANK PO BOX 806 STEVENSVILLE,MT 59870	NONE	170(B)(1)(A) (VI)	2012 HOLIDAY GIVING	1,000
PARENTING PLACE PO BOX 3805 MISSOULA,MT 59806	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT	5,000
PHILANTHROPY NORTHWEST 2101 4TH AVE STE 650 SEATTLE,WA 98121	NONE	170(B)(1)(A) (VI)	MEMBERSHIP RENEWAL	14,500
PHILANTHROPY NORTHWEST 2101 4TH AVE STE 650 SEATTLE,WA 98121	NONE	170(B)(1)(A) (VI)	THE GIVING PRACTICE	25,000
PLAINS COMMUNITY FOOD BANK PO BOX 767 PLAINS,MT 59859	NONE	509(A)(1) OR (A)(2)	2012 HOLIDAY GIVING	1,500
POLSON LOAVES AND FISH PANTRY 904 1ST ST E POLSON,MT 59860	NONE	170(B)(1)(A) (VI)	2012 HOLIDAY GIVING	3,000
PONDERA FOOD PANTRY INC 220 SOUTH FRONT CONRAD,MT 59425	NONE	501(C)(3)	2012 HOLIDAY GIVING	1,500
PORTLAND YOUTH BUILDERS 4816 SE 92ND AVE PORTLAND,OR 97266	NONE	170(B)(1)(A) (VI)	AMERICORPS AND VISTA VOLUNTEER STIPENDS	4,000
POVERELLO CENTER INC PO BOX 7644 MISSOULA,MT 598024205	NONE	509(A)(2)	2012 HOLIDAY GIVING GIFT	10,000
PROJECT CAREANACONDA MINISTERIAL PROJECT CARE 709 E 3RD ST ANACONDA,MT 59711	NONE	170(B)(1)(A) (VI)	2012 HOLIDAY GIVING GIFT	3,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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PROJECT HANDUP 1110 POST OAK PLACE WESTLAKE,TX 76262	NONE	501(C)(3)	THE GATEHOUSE PROJECT	1,000,000
PROJECT HOPE PO BOX 1443 COLUMBUS,MT 59019	NONE	509(A)(2)	2012 HOLIDAY GIVING GIFT	1,000
RIVER DISCOVERY INCORPORATED PO BOX 712 SALMON,ID 83467	NONE	170(B)(1)(A)(VI)	SALMON RIVER TEEN ADVENT PROG FOR 3 TEENS	4,000
ROCKS 2815 WILSON MILES CITY,MT 59301	NONE	509(A)(1) OR (A)(2)	PROGRAM SUPPORT AND DIRECTOR SALARY	10,000
ROCKY MOUNTAIN COLLEGE 1511 POLY DRIVE BILLINGS,MT 59102	NONE	170(B)(1)(A)(II)	2012-2013 SCHOLARSHIPS	5,000
RUSSELL ELEMENTARY SCHOOL 3216 RUSSELL ST MISSOULA,MT 59801	NONE	GOV'T	MRL P FUND - WINTER CLOTHING	2,500
SAFE SPACE PO BOX 594 BUTTE,MT 59703	NONE	509(A)(2)	REPLACE BOILER	10,000
SAGE GARDENERS 1112 S WILLSON AVE BOZEMAN,MT 59715	NONE	501(C)(3)	GENERAL SUPPORT GRANT	2,500
SALVATION ARMY MISSOULA RESIDENCES INC 339 WEST BROADWAY STREET MISSOULA,MT 59807	NONE	509(A)(2)	CLOTHES AND SHOES \$100 GIFT CERTIFICATES	10,000
SALVATION ARMY OF BUTTE 121 E BROADWAY MISSOULA,MT 59701	NONE	509(A)(2)	BACK TO SCHOOL CLOTHING ASSIST	2,000
SALVATION ARMY OF HELENA 1905 HENDERSON HELENA,MT 59601	NONE	170(B)(1)(A)(I)	2012 HOLIDAY GIVING GIFT	2,000
SALVATION ARMY OF MISSOULA PO BOX 8123 MISSOULA,MT 59807	NONE	170(B)(1)(A)(I)	2012 HOLIDAY GIVING GIFT	2,000
SANDERS COUNTY ARTS COUNCIL 905 S CENTRAL PLAINS,MT 59859	NONE	501(C)(3)	3 STRING WORKSHOPS	500
SANTA HOS CONSTRUCTION PO BOX 1788 WOODINVILLE,WA 98072	NONE	NON EXEMPT ENTITY	FUNDS TO PROVIDE HOLIDAY FOOD FOR MALTBY FOOD BANK	10,000
SEELEY-SWAN COMMUNITY FOOD BANK INC PO BOX 549 SEELEY LAKE,MT 59868	NONE	170(B)(1)(A)(IV)	2012 HOLIDAY GIVING GIFT	1,000

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SENIOR MOBILE HOME REPAIR PROGRAM FLATHEAD COUNTY AGING SERVICE 160 KELLY RD KALISPELL, MT 59901	NONE	GOV'T	GENERAL SUPPORT GRANT	10,000
SHEPHERD SCHOOL DISTRICT #37 PO BOX 843 SHEPHERD, MT 59079	NONE	SCHOOL	BE A BOOKAHOLIC LITERACY PROGRAM KINDLE	1,000
SHIELDS VALLEY SCHOOL DISTRICT PO BOX 402 CLYDE PARK, MT 59018	NONE	SCHOOL	FACILITY IMPROVEMENTS	10,000
SHODAIR CHILDREN'S HOSPITAL MONTANA CHILDREN'S HOME AND HOSPITAL 2755 COLONIAL DR HELENA, MT 59604	NONE	170(B)(1)(A)(III)	TOM'S PRESIDENTS' FUND DONATION	2,000
SILVER BOW 4-H LIVESTOCK PO BOX 685 BUTTE, MT 59703	NONE	509(A)(3)	P FUND MR'S MATCH GRANT PURCHASE OF HOGS	1,500
SILVER BOW HUMANE SOCIETY 699 CENTENNIAL BUTTE, MT 59701	NONE	170(B)(1)(A)(VI)	CHECK ISSUED IN ERROR IN 2011	-1,000
SPECIAL K RANCH PO BOX 479 COLUMBUS, MT 59019	NONE	509(A)(2)	MRL AUCTION MATCHING GRANT	5,000
SPECIAL OLYMPICS MONTANA INC PO BOX 3507 GREAT FALLS, MT 59403	NONE	170(B)(1)(A)(VI)	BASKETBALL TOURN SPONSORSHIP	10,000
SPECIAL OLYMPICS MONTANA INC PO BOX 3507 GREAT FALLS, MT 59403	NONE	170(B)(1)(A)(VI)	ANNUAL EVENTS GRANT	25,000
SPOKANE VALLEY PARTNERS PO BOX 141360 SPOKANE, WA 992141360	NONE	170(B)(1)(A)(VI)	EMERG FOOD/CLOTHES LOW INCOME	5,000
SPONSOR - THE LITTLE FLOWER PARRISH PO BOX 3003 BROWNING, MT 59417	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	1,000
ST JOSEPH MEDICAL CENTER (PROVIDENCE) ST JOSEPH MEDICAL CENTER) 13TH AVE E POLSON, MT 59860	NONE	170(B)(1)(A)(III)	SUPPLIES AND CURRICULUM FOR CHILDRENS' CENTER	5,000
ST VINCENT HEALTHCARE FOUNDATION 1105 N 30TH ST BILLINGS, MT 59101	NONE	170(B)(1)(A)(VI)	CAREMOBILE GRANT	4,000
STILLWATER HISTORICAL SOCIETY PO BOX 1 COLUMBUS, MT 59019	NONE	509(A)(2)	THE CENTENNIAL OF STILLWATER COUNTY GRANT	2,000
STUDENT ACHIEVEMENT AND ADVISORY SERVICES PO BOX 423 CABIN JOHN, MD 20818	NONE	170(B)(1)(A)(VI)	ADVENTURES OF THE MIND MENTORING SUMMIT SCHOLARSHIP	20,000

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TAMARACK GRIEF RESOURCE CENTER 516 S ORANGE STREET MISSOULA,MT 59801	NONE	170(B)(1)(A)(VI)	PROGRAM SUPPORT	10,000
TETON COUNTY FOOD PANTRY INC PO BOX 534 CHOTEAU,MT 59422	NONE	170(B)(1)(A)(IV)	2012 HOLIDAY GIVING GIFT	1,000
THE ANGEL FUND PO BOX 7436 HELENA,MT 59604	NONE	170(B)(1)(A)(VI)	CLOTHING & SCHOOL SUPPLIES FOR CHILDREN	2,500
THE KENNEDY CENTER PO BOX 101510 ARLINGTON,VA 22210	NONE	170(B)(1)(A)(VI)	2012 NATIONAL COMMITTEE FOR THE PERFORMING ARTS	25,000
THE MINERAL COUNTY COMMUNITY FOUNDATION PO BOX 456 ALBERTON,MT 59820	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	1,000
THRIVE INC PO BOX 4325 BOZEMAN,MT 59772	NONE	170(B)(1)(A)(VI)	SCALE-UP GRANT	35,000
THRIVE INC PO BOX 4325 BOZEMAN,MT 59772	NONE	170(B)(1)(A)(VI)	HOME VISITS - PARTNERSHIP PROJECT	10,000
TOBACCO VALLEY FOOD PANTRY PO BOX 714 EUREKA,MT 59917	NONE	509(A)(2)	2012 HOLIDAY GIVING GIFT	1,000
TOWN OF WEST YELLOWSTONE-FOOD BANK PO BOX 626 WEST YELLOWSTONE,MT 59758	NONE	GOV'T	2012 HOLIDAY GIVING GIFT	1,000
TREE OF TREASURES PO BOX 174 CARTER,MT 59420	NONE	501(C)(3)	EDUCATIONAL CANCER CARDS	1,000
TROY FOOD BANK 459 FOOTE RD TROY,MT 59935	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	1,000
TUMBLEWEED RUNAWAY PROGRAM 505 N 24TH ST BILLINGS,MT 59101	NONE	170(B)(1)(A)(VI)	GENERAL SUPPORT & OP COSTS GRANT	10,000
UNITED WAY OF BUTTE AND ANACONDA PO BOX 4447 BUTTE,MT 59702	NONE	170(B)(1)(A)(VI)	HEALTH SERVICE PROGRAMS	3,000
UNITED WAY OF LEWIS & CLARK AREA INC PO BOX 862 HELENA,MT 59624	NONE	170(B)(1)(A)(VI)	HEALTH SERVICE PROGRAMS	3,000
UNITED WAY OF MISSOULA COUNTY PO BOX 7395 MISSOULA,MT 598077395	NONE	170(B)(1)(A)(VI)	HEALTH SERVICE PROGRAM	5,000


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UNITED WAY OF YELLOWSTONE COUNTY 2920 2ND AVE NORTH BILLINGS,MT 59101	NONE	170(B)(1)(A)(VI)	HEALTH SERVICE PROGRAMS	3,500
UNIVERSITY OF COLORADO DENVER 1380 LAWRENCE STREET SUITE 1325 DENVER,CO 80204	NONE	GOV'T	COLLEGE OF LIBERAL ARTS SCHOLARSHIPS	5,000
UNIVERSITY OF GREAT FALLS 1301 20TH ST SOUTH GREAT FALLS,MT 59405	NONE	170(B)(1)(A)(II)	ANNUAL SCHOLARSHIP GRANT	5,000
UNIVERSITY OF MONTANA 32 CAMPUS DR MISSOULA,MT 59812	NONE	170(B)(1)(A)(IV)	FINANCIAL LITERACY PROGRAM	15,000
UNIVERSITY OF MONTANA COLLEGE OF VISUAL AND PERFORMING ARTS PARTV BUILDING RM 110 MISSOULA,MT 598128208	NONE	SCHOOL	PERFORMING ARTS	10,000
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 59807	NONE	170(B)(1)(A)(IV)	ANNUAL SCHOLARSHIP GRANT	10,000
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 59807	NONE	170(B)(1)(A)(IV)	HANDS ON HEALTH	10,000
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 59807	NONE	170(B)(1)(A)(IV)	2 NATIVE AMERICAN SCHOLARSHIPS	10,000
UNIVERSITY OF MONTANA WESTERN FOUNDATION 710 S ATLANTIC DILLON,MT 597253598	NONE	170(B)(1)(A)(IV)	SCHOLARSHIP GRANT	5,000
VALLEY COMMUNITY EMERGENCY FOOD BANK PO BOX 63 GLASGOW,MT 59230	NONE	501(C)(3)	2012 HOLIDAY GIVING GIFT	1,000
VALLEY VIEW ELEMENTARY SCHOOL 42448 VALLEY VIEW RD POLSON,MT 59860	NONE	SCHOOL	SMART ART PROGRAM EXPANSION	2,500
VOLUNTEERS OF AMERICA 2822 3RD AVENUE N SUITE 206 BILLINGS,MT 59101	NONE	509(A)(1) OR (A)(2)	CAMP POSTCARD	10,000
WESTERN MONTANA MENTAL HEALTH 1325 WYOMING ST MISSOULA,MT 59801	NONE	509(A)(1) OR (A)(2)	FLAGSHIP PROGRAM	45,000
WESTSHORE COMMUNITY ASSISTANCE PROGRAM PO BOX 192 LAKESIDE,MT 59922	NONE	509(A)(1)	2012 HOLIDAY GIVING GIFT	1,500
WHEELER CENTERBURTON K WHEELER CENTER INC 1102 SOUTH SIXTH AVENUE BOZEMAN,MT 59715	NONE	170(B)(1)(A)(VI)	GRAYING OF MONTANA CONFERENCE	5,000

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WHITEFISH COMMUNITY FOUNDATION PO BOX 1060 WHITEFISH, MT 59937	NONE	170(B)(1)(A)(VI)	LINKING MONEY TO MISSION FINANCE ESSENTIALS	2,500
WHITEHALL SCHOOLS PTSA 48 Z BAR T RD WHITEHALL, MT 59759	NONE	SCHOOL	CHALLENGE GRANT - PLAYGROUND EQUIPMENT	10,000
WIBAUX FOOD BANK 102 MINGUS RD WIBAUX, MT 59353	NONE	170(B)(1)(A)(VI)	2012 HOLIDAY GIVING GIFT	1,000
WILDHORSE SPORTS ASSOCIATION PO BOX 4305 PLAINS, MT 59859	NONE	509(A)(1)	SPORTS COMPLEX CONSTRUCTION DONATION	10,000
WOLF POINT THRIFT STORE PO BOX 1092 WOLF POINT, MT 59201	NONE	170(B)(1)(A)(I)	2012 HOLIDAY GIVING GIFT	1,500
WOMEN AND CHILDREN FREE RESTAURANT 1620 N MONROE SPOKANE, WA 99205	NONE	509(A)(2)	OPERATION OF KITCHEN	2,500
WOMENS OPPORTUNITY & RESOURCE DEVELOPMENT INC 2525 PALMER ST STE 1 MISSOULA, MT 59808	NONE	170(B)(1)(A)(VI)	FUTURES PROGRAM	10,000
WOMENS OPPORTUNITY & RESOURCE DEVELOPMENT INC 2525 PALMER ST STE 1 MISSOULA, MT 59808	NONE	170(B)(1)(A)(VI)	MANY FACES OF WOMEN GALA SPONSORSHIP	2,500
WORLD AFFAIRS COUNCIL OF MONTANA 201 W MAIN ST STE 101 MISSOULA, MT 59802	NONE	170(B)(1)(A)(VI)	DISTINGUISHED SPEAKERS PROGRAMS	10,000
WORLD AFFAIRS COUNCIL OF MONTANA 201 W MAIN SUITE 101 MISSOULA, MT 59802	NONE	170(B)(1)(A)(VI)	ACADEMIC WORLD QUEST	10,000
WORLD AFFAIRS COUNCIL OF MONTANA 201 W MAIN SUITE 101 MISSOULA, MT 59802	NONE	170(B)(1)(A)(VI)	ACADEMIC WORLD QUEST & GLOBAL EDUCATION INITIATIVES	40,000
YAAK FOOD CUPBOARD - THE REMNANT CHURCH 34 RIVERVIEW DRIVE TROY, MT 59935	NONE	509(A)(1)	2012 HOLIDAY GIVING GIFT	1,000
YMCA OF BOZEMAN PO BOX 10158 BOZEMAN, MT 59719	NONE	509(A)(2)	SUMMER DAY CAMP START UP COSTS	7,500
YMCA OF SOUTHWESTERN MONTANA 75 SWENSON WAY DILLON, MT 59725	NONE	170(B)(1)(A)(VI)	FUN IN THE SUN DAY CAMP	10,000
YOUNG FAMILIES EARLY HEAD START 1020 COOK AVE BILLINGS, MT 59102	NONE	170(B)(1)(A)(VI)	HEAD START PROGRAM CHALLENGE GRANT	10,000


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YOUNG LIFE PO BOX 1413 MISSOULA, MT 59806	NONE	170(B)(1)(A) (I)	AIRFARE FOR JOHN FRANKLIN AND FAMILY	3,651
YOUNG LIFE PO BOX 1413 MISSOULA, MT 59806	NONE	170(B)(1)(A) (I)	WA FAMILY RANCH CREEKSIDE PROJECT	109,569
YOUNG LIFE PO BOX 547 BOZEMAN, MT 59771	NONE	170(B)(1)(A) (I)	PROGRAM SUPPORT	50,000
YOUNG MEN'S CHRISTIAN ASSOCIATION OF HELENA INC 1200 N LAST CHANCE GULCH HELENA, MT 59601	NONE	509(A)(2)	YOUTH FUNDS FOR YMCA PROGRAMS	5,000
YOUNG MUSICIANS CLUB PO BOX 4305 BUTTE, MT 59702	NONE	509(A)(2)	MUSIC EDUCATION GRANT	2,500
YOUNG WOMENS CHRISTIAN ASSN OF BILLINGS 900 WYOMING AVE BILLINGS, MT 59101	NONE	509(A)(2)	EDUCATIONAL MATERIALS FOR CHILDREN	10,000
YOUNG WOMENS CHRISTIAN ASSN OF GREAT FALLS 220 2ND ST N GREAT FALLS, MT 59401	NONE	170(B)(1)(A) (VI)	DIRECT SERVICES ASSISTANCE	10,000
YOUNG WOMENS CHRISTIAN ASSN OF HELENA PO BOX 518 HELENA, MT 59624	NONE	509(A)(2)	WINGS GRANT	10,000
YOUNG WOMENS CHRISTIAN ASSOC OF MISSOULA 1130 W BROADWAY MISSOULA, MT 59802	NONE	509(A)(2)	GATEWAY ASSESSMENT PROGRAM	10,000
YOUTH CONNECTIONS MENTORING PROGRAM PO BOX 87 DILLON, MT 59725	NONE	509(A)(2)	MENTOR BACKGROUND SCREENINGS	2,500
YOUTH IMAGE PROJECT PO BOX 1797 WHITEFISH, MT 59937	NONE	509(A)(2)	EDUCATIONAL PHOTOGRAPHIC PROGRAM 20+ STUDENTS	5,000
ZOOTOWN ARTS COMMUNITY CENTER 235 N 1ST STREET WEST MISSOULA, MT 59802	NONE	509(A)(2)	LITTLE ARTISTS PROGRAM	5,000
Total  3a				3,759,769

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BIG SKY YOUTH TRAINING CENTER INC8 W PARK STREET SUITE A BUTTE,MT 59701	NONE	501(C)(3)	PROGRAM SUPPORT	20,000
BITTERROOT VALLEY HEAD STARTRAVALLI HEAD START INC 81 KURTZ LANE HAMILTON,MT 59840	NONE	170(B)(1)(A)(VI)	BITTRT VALLEY HEAD START	3,500
BOX ELDER SCHOOLSBOX 205 MAIN ST ATTN KEVIN BARSOTTI BOX ELDER,MT 59501	NONE	SCHOOL	AFTERSCHOOL REC PROGRAM	10,000
BUTTE HEAD START1000 S ARIZONA BUTTE,MT 59701	NONE	170(B)(1)(A)(VI)	GENERAL SUPPORT GRANT	6,286
BUTTE SYMPHONY ASSOCIATION ATTN MARK HAYDEN PO BOX 725 BUTTE,MT 59703	NONE	509(A)(2)	PROGRAM SUPPORT	30,000
CARROLL COLLEGE1601 NORTH BENTON AVE HELENA,MT 59625	NONE	170(B)(1)(A)(II)	SCHOLARSHIPS	5,000
CENTRAL MONTANA YOUTH MENTORING PROGRAMBOX 532 ATTN TONI GIES LEWISTOWN,MT 59457	NONE	501(C)(3)	CENTRAL MT YOUTH PROGRAM	1,500
COMMUNITY LEADERSHIP AND DEVELOPMENT INCATTNERIC BASSYE PO BOX 3381 BILLINGS,MT 59103	NONE	509(A)(2)	PROGRAM SUPPORT	7,500
COMMUNITY YOUTH CENTER ANACONDA PCA FAMILY RESOURCE CENTER118 E 7TH STE 1B ANACONDA,MT 59711	NONE	509(A)(2)	OPERATING COSTS GRANT	20,000
DHPPSPO BOX 202951 ATTN AVA GRIFFENBERG HELENA,MT 59620	NONE	GOVT	ACCRUE 2 & 3RD INSTALL	31,000
DHPPS EARLY CHILDHOOD DEVELOPMENTATTN CHRIS HETTINGER PO BOX 202925 HELENA,MT 596202925	NONE	GOVT	PROGRAM SUPPORT	31,000
FAMILY PROMISE HELENAPO BOX 939 HELENA,MT 59624	NONE	170(B)(1)(A)(VI)	CASE MANAGER HRNG + SAL	5,000
FARM IN THE DELL THE FARM IN THE DELL GREAT FALLS INCPO BOX 1273 GREAT FALLS,MT 59403	NONE	170(B)(1)(A)(VI)	CONSTRUCTION GRANT	10,000
FLATHEAD VALLEY COMMUNITY COLLEGE INC777 GRANVIEW DR ATTN SUSAN DENNIS KALISPELL,MT 59901	NONE	170(B)(1)(A)(IV)	PROGRAM SUPPORT	5,000
FRENCHTOWN SCHOOL DISTRICT PO BOX 117 FRENCHTOWN,MT 59834	NONE	SCHOOL	FRENCHTOWN SCHOOL DISTRICT	5,000
HEALTHY MOTHERS HEALTHY BABIES THE MONTANA COALITION INCMT HOPE PROJECT 400 N PARK AVE ATTN MELISSA SYNNESS HELENA,MT 59601	NONE	509(A)(2)	'PERIOD OF PURPLE CRYING'	20,000
HOCKADAY MUSEUM OF ART302 2ND AVE EAST KALISPELL,MT 59901	NONE	170(B)(1)(A)(VI)	HOCKADAY MUSEUM	5,000
HORATIO ALGER ASSOCIATION99 CANAL CENTER PLAZA ALEXANDRIA,VA 22314	NONE	170(B)(1)(A)(VI)	FELLOWSHIP SUPPORT	80,000
HUMANE SOCIETY NW MTPO BOX 221 KALISPELL,MT 59903	NONE	509(A)(2)	HUMANE SOCIETY NW MT	2,500
INTER-MOUNTAIN DEACONESS HOME500 S LAMBORN ST ATTN ADAM JESPERSON HELENA,MT 59601	NONE	170(B)(1)(A)(VI)	CHILDWISE INSTITUTE	100,000
IRWIN&FLORENCE ROSTEN FOUND MAPSPO BOX 750 ATTN PETER ROSTEN DARBY,MT 59829	NONE	509(A)(2)	HOSTING SUMMER SESSION	5,000
LEWIS AND CLARK LIBRARY FOUNDATIONATTN CANDICE MORRIS 120 S LAST CHANCE GULCH HELENA,MT 59601	NONE	509(A)(2)	PROGRAM SUPPORT	500
MAIN STREET UPTOWN BUTTE INC PO BOX 696 BUTTE,MT 59703	NONE	509(A)(2)	MT FOLK FESTIVAL 2012 CHALLENGE GRANT	100,000
MONTANA COUNCIL OF ECONOMIC EDUCTION409 LINFIELD HALL MSU ATTN CONNIE GENDER BOZEMAN,MT 597172920	NONE	509(A)(2)	MCCEE COMMITTMENT	2,500
MONTANA STATE UNIVERSITY BILLINGS FOUNDATION1500 UNIVERSITY DRIVE BILLINGS,MT 59101	NONE	170(B)(1)(A)(VI)	2013-2014 SCHOLARSHIPS	10,000
MONTANA STATE UNIVERSITY FOUNDATION INCPO BOX 172750 BOZEMAN,MT 59717	NONE	170(B)(1)(A)(IV)	2013-2014 SCHOLARSHIPS	10,000
MONTANA STATE UNIVERSITY FOUNDATION INCPO BOX 172750 BOZEMAN,MT 59717	NONE	170(B)(1)(A)(IV)	TRIBAL COLL SCHOLAR PROGRAM	10,000
MONTANA TECH FOUNDATION 1300 WEST PARK ST BUTTE,MT 59701	NONE	170(B)(1)(A)(IV)	2013-2014 SCHOLARSHIPS	10,000
MUSCULAR DYSTROPHY ASSOCIATION2132 BROADWATER AVE STE A BILLINGS,MT 59102	NONE	170(B)(1)(A)(VI)	MUSCULAR DYSTROPHY	5,000
NORTHERN MSUPO BOX 7751 ATTNJAMES LIMBAUGH CHANCELLOR HAVRE,MT 59501	NONE	SCHOOL	NORTHERN MSU	10,000

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PHILANTHROPY NORTHWEST2101 4TH AVE STE 650 SEATTLE,WA 98121	NONE	170(B)(1)(A)(VI)	THE GIVING PRACTICE	25,000
ROCKY MOUNTAIN COLLEGE1511 POLY DRIVE BILLINGS,MT 59102	NONE	170(B)(1)(A)(II)	2013-2014 SCHOLARSHIPS	5,000
ST PATRICK HOSPITAL FOUNDATIONPO BOX 4587 MISSOULA,MT 59806	NONE	170(B)(1)(A)(VI)	GENERAL SUPPORT GRANT	2,500
THRIVE INCPO BOX 4325 BOZEMAN,MT 59772	NONE	170(B)(1)(A)(VI)	SCALE-UP GRANT	35,000
TUMBLEWEED RUNAWAY PROGRAM 505 N 24TH ST BILLINGS,MT 59101	NONE	170(B)(1)(A)(VI)	GENERAL SUPPORT & OP COSTS GRANT	20,000
UNIVERSITY OF GREAT FALLS1301 20TH ST SOUTH GREAT FALLS,MT 59405	NONE	170(B)(1)(A)(II)	ANNUAL SCHOLARSHIP GRANT	5,000
UNIVERSITY OF MONTANA FOUNDATIONPO BOX 7159 MISSOULA,MT 59807	NONE	170(B)(1)(A)(IV)	ANNUAL SCHOLARSHIP GRANT	10,000
UNIVERSITY OF MONTANA FOUNDATIONPO BOX 7159 MISSOULA,MT 59807	NONE	170(B)(1)(A)(IV)	ANNUAL SCHOLARSHIP GRANT	10,000
UNIVERSITY OF MONTANA WESTERN FOUNDATION710 S ATLANTIC DILLON,MT 597253598	NONE	170(B)(1)(A)(IV)	SCHOLARSHIP GRANT	5,000
WALLEYES UNLIMITED OF MONTANA670 MILL ROAD HELENA,MT 59602	NONE	170(B)(1)(A)(VI)	FUNDING	5,000
WILDHORSE SPORTS ASSOCIATION PO BOX 4 ATTN KIM BERGSTROM PLAINS,MT 59859	NONE	509(A)(1)	WILDHORSE SPORTS	10,000
WOMENS OPPORTUNITY & RESOURCE DEVELOPMENT INC 2525 PALMER ST STE 1 MISSOULA,MT 59808	NONE	170(B)(1)(A)(VI)	MANY FACES OF WOMEN GALA SPONSORSHIP	2,500
WORLD AFFAIRS COUNCIL OF MONTANA201 W MAIN STE 101 C/C MARK JOHNSON MISSOULA,MT 59802	NONE	170(B)(1)(A)(VI)	ACADEMIC WORLD QUEST	80,000
YMCA OF MISSOULA3000 S RUSSELL ST MISSOULA,MT 59801	NONE	509(A)(2)	GENERAL SUPPORT GRANT	10,000
YOUNG LIFE REGIONALPO BOX 547 BOZEMAN,MT 59771	NONE	170(B)(1)(A)(I)	\$50K/YEAR REG YOUNG LIFE	100,000
YOUNG WOMENS CHRISTIAN ASSN OF BILLINGS900 WYOMING AVE BILLINGS,MT 59101	NONE	509(A)(2)	EDUCATIONAL MATERIALS FOR CHILDREN	20,000
YOUNG WOMENS CHRISTIAN ASSOC OF MISSOULA1130 W BROADWAY MISSOULA,MT 59802	NONE	509(A)(2)	GATEWAY ASSESSMENT PROGRAM	10,000
MISSOULA COUNTY PUBLIC SCHOOL SYSTEM915 SOUTH AVENUE WEST MISSOULA,MT 59801	NONE	SCHOOL	SHAPE P-20	432,014
UNIVERSITY OF MONTANA FOUNDATIONPO BOX 7159 MISSOULA,MT 59807	NONE	SCHOOL	SHAPE P-20	297,787
Total  3b				1,646,087

TY 2012 Accounting Fees Schedule

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	106,259	0		105,522

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Expenditure Responsibility Statement

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
BUTTE CHAMBER OF COMMERCE	1000 GEORGE STREET BUTTE, MT 597013692	2011-12-15	750	FUNDS TO SUPPORT THE CHAMBER OF COMMERCE 100TH ANNIVERSARY	750	TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED	12/31/11 FINAL		
SANTA HOS CONSTRUCTION (AKA HOS BROS CONSTRUCTION INC)	PO BOX 1788 WOODINVILLE, WA 98072	2011-12-02	10,000	FUNDS TO PROVIDE HOLIDAY FOOD FOR MALTBY FOOD BANK	10,000	TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED	12/31/11 FINAL (PAPER AND CD)		
MONTANA PRIMARY CARE ASSOCIATION	1805 EUCLID AVENUE HELENA, MT 59601	2011-11-14	80,000	DENTAL SCREENING TO LOW INCOME CHILDREN ACROSS THE STATE OF MONTANA THROUGH MONTANA PRIMARY CARE ASSOCIATION, THE FOUNDATION'S GRANT MONEY WAS DISTRIBUTED TO HEALTH CLINICS IN MISSOULA, BOZEMAN, BILLINGS, GREAT FALLS, LIBBY, BUTTE AND HELENA	80,000	TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED	REPORT FILED 9/17/12		
BAGDAD TEMPLE (SHRINERS HOSPITAL)	314 W PARK ST BUTTE, MT 59701	2012-04-02	1,000	GENERAL SUPPORT GRANT	1,000	TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED	REPORT FILED 9/24/12		
BUTTE CHAMBER OF COMMERCE	1000 GEORGE STREET BUTTE, MT 597013692	2012-09-10	750	FUNDS TO SUPPORT THE CHAMBER OF COMMERCE 100TH ANNIVERSARY	750	TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED	12/31/12		
SANTA HOS CONSTRUCTION (AKA HOS BROS CONSTRUCTION INC)	PO BOX 1788 WOODINVILLE, WA 98072	2012-12-20	10,000	FUNDS TO PROVIDE HOLIDAY FOOD FOR MALTBY FOOD BANK	10,000	TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED	12/31/12 (SUBMITTED VIA MAIL)		
MONTANA PRIMARY CARE ASSOCIATION	1805 EUCLID AVENUE HELENA, MT 59601	2012-09-17	80,000	DENTAL SCREENING TO LOW INCOME CHILDREN ACROSS THE STATE OF MONTANA THROUGH MONTANA PRIMARY CARE ASSOCIATION, THE FOUNDATION'S GRANT MONEY WAS DISTRIBUTED TO HEALTH CLINICS IN MISSOULA, BOZEMAN, BILLINGS, GREAT FALLS, LIBBY, BUTTE AND HELENA	80,000	TO THE BEST OF OUR KNOWLEDGE, NO PORTION OF THE GRANT FUNDS WERE DIVERTED	REPORT FILED 3/4/13		

TY 2012 General Explanation Attachment

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Identifier	Return Reference	Explanation
EXPLANATION OF AMENDMENTS TO FORM 990-PF		<p>THE FORM 990PF WAS AMENDED TO REPORT THE CORRECT INVESTMENT INCOME AND EXPENSES SUBJECT TO IRC SECTION 4940 TAX AS PART OF THE CORRECTION, A PORTION OF THE ORDINARY SALES SHOULD HAVE BEEN TREATED AS SUBJECT TO UNRELATED BUSINESS ACTIVITY ON THE FORM 990T BELOW ARE THE INCREASES (DECREASES) IN THE LINE ITEMS DUE TO THE AMENDMENT PART I, COLUMN (B) ORIGINAL AMENDED DIFFERENCE LINE 3 730 730 - LINE 4 5,739,316 4,188,944 (1,550,372)LINE 6B 792,238,523 792,208,398 (30,125)LINE 7 5,841,698 6,126,214 284,516 LINE 11 5,154 (141,290) (146,444)LINE 12 11,586,898 10,174,598 (1,412,300)LINE 16C 798,360 930,546 132,186 LINE 17 945 - (945)LINE 18 7,054 - (7,054)LINE 23 - 1,059 1,059 LINE 24 806,359 931,605 125,246 LINE 26 806,359 931,605 125,246 LINE 27B 10,780,539 9,242,993 (1,537,546) THERE WERE NO CHANGES TO PART I, COLUMNS (A) OR (D) PART IV ORIGINAL AMENDED DIFFERENCE LINE 1A, COLUMN E 792,180,261 792,150,136 (30,125)LINE 1A, COLUMN G 786,395,669 786,081,028 (314,641)LINE 1A, COLUMN H 5,784,592 6,069,108 284,516 LINE 1A, COLUMN L 5,784,592 6,069,108 284,516 LINE 2 5,841,698 6,126,214 284,516 PART VI ORIGINAL AMENDED DIFFERENCeline 1 215,611 184,860 (30,751)LINE 3 215,611 184,860 (30,751)LINE 5 215,611 184,860 (30,751)LINE 7 263,243 215,611 (47,632)LINE 10 47,632 30,751 LINE 11 47,632 30,751 IN ADDITION TO CORRECTING INVESTMENT INCOME AND EXPENSES SUBJECT TO IRC SECTION 4940 TAX, THE FORM 990PF WAS AMENDED TO INCLUDE THE VALUE OF INTEREST RECEIVABLES AND PREPAID IN THE CALCULATION OF THE FOUNDATION'S REQUIRED DISTRIBUTIONS BELOW ARE THE INCREASES (DECREASES) IN THE LINE ITEMS DUE TO THE AMENDMENT PART X ORIGINAL AMENDED DIFFERENCE LINE 1A 365,363,236 366,899,705 1,536,469 LINE 1B 62,437,474 62,469,356 31,882 LINE 1C 11,300,546 11,300,546 - LINE 1D 439,101,256 440,669,607 1,568,351 LINE 3 439,101,256 440,669,607 1,568,351 LINE 4 6,586,519 6,610,044 23,525 LINE 5 432,514,737 434,059,563 1,544,826 LINE 6 21,625,737 21,702,978 77,241 PART XI ORIGINAL AMENDED DIFFERENCeline 1 21,625,737 21,702,978 77,241 LINE 2A 215,611 184,860 (30,751)LINE 3 21,410,126 21,518,118 107,992 LINE 5 21,410,126 21,518,118 107,992 LINE 7 21,410,126 21,518,118 107,992 PART XII ORIGINAL AMENDED DIFFERENCE LINE 1A 4,060,966 4,060,966 - LINE 4 4,060,966 4,060,966 - LINE 6 4,060,966 4,060,966 - PART XIII ORIGINAL AMENDED DIFFERENCeline 1 21,410,126 21,518,118 107,992 LINE 3F 9,526,008 9,526,008 - LINE 4 4,060,966 4,060,966 - LINE 4D 4,060,966 4,060,966 - LINE 5 9,526,008 9,526,008 - LINE 6F 7,823,152 7,931,144 107,992 PART V ORIGINAL AMENDED DIFFERENCeline 3 0 052136 0 052136 - LINE 4 432,514,737 434,059,563 1,544,826 LINE 5 22,549,588 22,630,129 80,541 LINE 6 107,805 92,430 (15,375)LINE 7 22,657,393 22,722,559 65,166 LINE 8 4,060,966 4,060,966 - REMOVED IRC SECTION 751 STATEMENT REGARDING ORDINARY GAIN AND ATTACHED IT TO FORM 990T, AS REQUIRED</p>

**TY 2012 Investments Corporate
Bonds Schedule**

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION
EIN: 36-3606913

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME FUNDS	159,789,123	159,789,123

**TY 2012 Investments Corporate
Stock Schedule****Name:** DENNIS & PHYLLIS WASHINGTON FOUNDATION**EIN:** 36-3606913

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MARKETABLE EQUITY SECURITIES	57,144,830	57,144,830

TY 2012 Investments Government Obligations Schedule

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

**US Government Securities - End of
Year Book Value:**

64,031,122

**US Government Securities - End of
Year Fair Market Value:**

64,031,122

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2012 Investments - Other Schedule**Name:** DENNIS & PHYLLIS WASHINGTON FOUNDATION**EIN:** 36-3606913

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT INTEREST RECEIVABLE	FMV	1,228,991	1,228,991
CASTLE CREEK	FMV	4,553,042	4,553,042
GLADWYNE-BRYN MAWR	FMV	4,045,172	4,045,172
GRAHAM CAPITAL MGMT	FMV	3,477,468	3,477,468
DAVIDSON KEMPNER	FMV	5,096,072	5,096,072
BALYASNY ATLAS	FMV	4,105,539	4,105,539
BLACKSTONE	FMV	20,880,551	20,880,551
CARLSON CAP DOUBLE BLACK DIAM	FMV	2,568,897	2,568,897

TY 2012 Legal Fees Schedule

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	48,574	0		8,162

TY 2012 Other Assets Schedule

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
EXCISE TAX RECEIVABLE	58,925	0	0

TY 2012 Other Decreases Schedule

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	160,358

TY 2012 Other Expenses Schedule**Name:** DENNIS & PHYLLIS WASHINGTON FOUNDATION**EIN:** 36-3606913

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PUBLIC RELATIONS	100,290	0		100,290
DUES AND MEMBERSHIPS	16,870	0		16,870
FACILITY SERVICES	25	0		25
PC/NET COSTS	55	0		55
EXECUTIVE COSTS	48,300	0		0
MISCELLANEOUS	10,906	0		11,747
DEDUCTIONS FROM PTP INVESTMENTS	0	1,059		0

TY 2012 Other Income Schedule**Name:** DENNIS & PHYLLIS WASHINGTON FOUNDATION**EIN:** 36-3606913

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME/LOSS FROM PUBLICLY TRADED PARTNERSHI INVESTMENTS		-141,290	
ORD INCOME/LOSS FROM SALE OF PUBLICLY TRADED PARTNERSHI INVESTMENTS		0	
INCOME/LOSS FROM PUBLICLY TRADED PARTNERSHIP INVESTMENTS	-141,656	0	-141,656

TY 2012 Other Liabilities Schedule

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED TAX LIABILITY	12,725	38,876
EXCISE TAXES PAYABLE	0	67,043

TY 2012 Other Professional Fees Schedule**Name:** DENNIS & PHYLLIS WASHINGTON FOUNDATION**EIN:** 36-3606913

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	3,189	0		3,189
DATA PROCESSING	40,233	0		40,430
INVESTMENT MANAGEMENT FEES	930,546	930,546		0
CONTRACT SERVICES	10,800	0		4,160

TY 2012 Taxes Schedule

Name: DENNIS & PHYLLIS WASHINGTON FOUNDATION

EIN: 36-3606913

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	212,119	0		0

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div>	<div>OMB No 1545-0047</div>
		<div>2012</div>

<div>Name of the organization</div> <div>DENNIS & PHYLLIS WASHINGTON FOUNDATION</div>	<div>Employer identification number</div> <div>36-3606913</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)() (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
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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 33¹/₃% 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)

Name of organization DENNIS & PHYLLIS WASHINGTON FOUNDATION	Employer identification number 36-3606913
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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
<u>1</u>	DENNIS & PHYLLIS WASHINGTON PO BOX 16630 MISSOULA, MT 59808 	\$ 55,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	MODERN MACHINERY PO BOX 16660 MISSOULA, MT 59808 	\$ 247,048	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>3</u>	MONTANA RAIL LINK PO BOX 16624 MISSOULA, MT 59808 	\$ 969,174	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>4</u>	MONTANA RESOURCES 600 SHIELDS AVENUE BUTTE, MT 59701 	\$ 1,883,893	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization DENNIS & PHYLLIS WASHINGTON FOUNDATION	Employer identification number 36-3606913
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(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 DENNIS & PHYLLIS WASHINGTON FOUNDATION	Employer identification number 36-3606913
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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 <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div> <div></div>	