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

2012Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

CLARKSON FAMILY FOUNDATION
PIONEER BANK & TRUST, TRUSTEE
P.O. BOX 729
BELLE FOURCHE, SD 57717

A Employer identification number
46-0460142

B Telephone number (see the instructions)
(605) 892-3494

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)

\$ 3,905,129.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

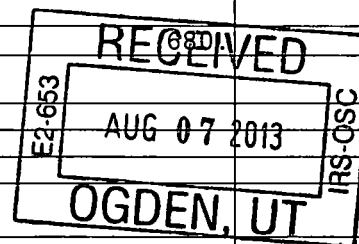
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE	1	Contributions, gifts, grants, etc., received (att sch)				
	2	Chk <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	681.	681.		
	4	Dividends and interest from securities	78,034.	78,034.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	62,622.			
	b	Gross sales price for all assets on line 6a	639,472.			
	7	Capital gain net income (from Part IV, line 2)		62,622.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold					
c	Gross profit/(loss) (att sch)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	141,337.	141,337.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc	33,038.	29,734.		3,304.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 1	1,846.	1,661.		185.
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule) (see instrs) SEE STM 2	4,487.			
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	Total operating and administrative expenses. Add lines 13 through 23	39,371.	32,075.		3,489.
	25	Contributions, gifts, grants paid PART XV	183,171.			183,171.
26	Total expenses and disbursements. Add lines 24 and 25	222,542.	32,075.	0.	186,660.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-81,205.				
b	Net investment income (if negative, enter -0-)		109,262.			
c	Adjusted net income (if negative, enter -0-)			0.		



22 P

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				
	2	Savings and temporary cash investments	192,144.	148,064.	148,064.	
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)	801,250.	973,823.	1,018,615.	
	11	Investments — land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)	2,668,695.	2,458,934.	2,736,362.		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe SEE STATEMENT 3)	2,025.	2,088.	2,088.		
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	3,664,114.	3,582,909.	3,905,129.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	3,664,114.	3,582,909.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	3,664,114.	3,582,909.		
	31	Total liabilities and net assets/fund balances (see instructions)	3,664,114.	3,582,909.		

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	3,664,114.
2	Enter amount from Part I, line 27a	2	-81,205.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,582,909.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,582,909.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a LTCG PIONEER BANK & TRUST (SEE ATTACHED)		P	VARIOUS	VARIOUS
b CAPITAL GAIN DIVIDENDS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 619,732.		576,850.	42,882.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			42,882.
b			19,740.
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div>— <div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>]</div>	2	62,622.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
	<div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>	<div>] —</div>	3	0

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

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

N/A

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

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

☐ Yes☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,185.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,185.
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	2,185.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	3,200.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,015.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,015. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> SD		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>PIONEER BANK & TRUST</u> Telephone no <u>(605)-892-3494</u> Located at <u>P.O. BOX 729 BELLE FOURCHE SD</u> ZIP + 4 <u>57717-0729</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16		X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THAD MILTON BUCHOLZ PO BOX 881 BELLE FOURCHE, SD 57717	DIRECTOR 0	0.	0.	0.
MARY CLARKSON BUCHHOLZ 16249 MDU LOOP BELLE FOURCHE, SD 57717	DIRECTOR 0	0.	0.	0.
FERMAN M. CLARKSON PO BOX 551 BELLE FOURCHE, SD 57717	PRES/DIRECTO 0	0.	0.	0.
PIONEER BANK & TRUST P.O BOX 729 BELLE FOURCHE, SD 57717-0729	TRUSTEE 0	33,038.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2012)

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	1 a	3,610,452.
b Average of monthly cash balances	1 b	91,989.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	3,702,441.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3,702,441.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	55,537.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,646,904.
6 Minimum investment return. Enter 5% of line 5	6	182,345.

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	182,345.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	2,185.
b Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	2,185.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	180,160.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	180,160.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	180,160.

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	1 a	186,660.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	186,660.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	186,660.

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				180,160.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			183,167.	
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				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 186,660.				
a Applied to 2011, but not more than line 2a			183,167.	
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				3,493.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 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				176,667.
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				

N/A

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

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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)**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)				
<i>a Paid during the year</i> SEE STATEMENT 4				
Total			3 a	183,171.
<i>b Approved for future payment</i>				
Total			3 b	

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CLARKSON FAMILY FOUNDATION
PIONEER BANK & TRUST, TRUSTEE

46-0460142

7/19/13

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 1,846.	\$ 1,661.		\$ 185.
TOTAL	\$ 1,846.	\$ 1,661.	\$ 0.	\$ 185.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2012 EXCISE TAXES	\$ 3,807.			
FOREIGN TAXES	680.	\$ 680.		
TOTAL	\$ 4,487.	\$ 680.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST	\$ 2,088.	\$ 2,088.
TOTAL	\$ 2,088.	\$ 2,088.

STATEMENT 4
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ACTION FOR BETTERMENT OF OUR COMMUNITY P O BOX 277 STURGIS, SD 57785	NONE	N/A	GENERAL FUND	\$ 500.
MEADE COUNTY SCHOOL DISTRICT 46-1 1230 DOUGLAS STURGIS, SD 57785	NONE	N/A	GENERAL FUND	3,500.

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
HOSPICE OF THE NORTHERN HILLS 1440 N MAIN ST SPEARFISH, SD 57783	NONE	N/A	GENERAL FUND	\$ 2,900.
GOOD SHEPHERD CLINIC 1020 STATE STREET SPEARFISH, SD 57783	NONE	N/A	GENERAL FUND	1,000.
BELLE FOURCHE SCHOOL DISTRICT FOUNDATION 2305 13TH AVE BELLE FOURCHE, SD 57717	NONE	N/A	GENERAL FUND	10,000.
BELLA PREGNANCY RESOURCE CENTER P O BOX 755 SPEARFISH, SD 57783	NONE	N/A	GENERAL FUND	1,500.
SPECIAL OLYMPICS SOUTH DAKOTA 800 E-I 90 LANE SIOUX FALLS, SD 57014	NONE	N/A	GENERAL FUND	1,000.
POST 33 BASEBALL P O BOX 43 STURGIS, SD 55783	NONE	N/A	GENERAL FUND	100.
TOWN OF BUFFALO P O BOX 82 BUFFALO, SD 57720	NONE	N/A	GENERAL FUND	2,500.
CHILDREN'S HOME FOUNDATION P O BOX 1749 SIOUX FALLS, SD 57101	NONE	N/A	GENERAL FUND	10,000.
CITY OF BELLE FOURCHE 415 5TH AVENUE BELLE FOURCHE, SD 57717	NONE	N/A	GENERAL FUND	12,500.
PURPLE PRIDE 2302 13TH AVENUE BELLE FOURCHE, SD 57717	NONE	N/A	GENERAL FUND	4,950.
REALTORS FOR KIDS, INC 1230 NORTH AVE STE 1 SPEARFISH, SD 57799	NONE	N/A	GENERAL FUND	1,250.
YOUNG LIFE 318 MT RUSHMORE ROAD STE C2 RAPID CITY, SD 57701	NONE	N/A	GENERAL FUND	1,000.

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
VORE BUFFALO JUMP FOUNDATION P O BOX 369 SUNDANCE, WY 82729	NONE	N/A	GENERAL FUND	\$ 2,500.
HARDING COUNTY CHAMBER OF COMMERCE P O BOX 444 BUFFALO, SD 57720	NONE	N/A	GENERAL FUND	1,200.
FELLOWSHIP OF CHRISTIAN ATHLETES 1601 E 69TH ST., STE. 301 SIOUX FALLS, SD 57108	NONE	N/A	GENERAL FUND	150.
KIWANIS 1513 JACKSON STURGIS, SD 57785	NONE	N/A	GENERAL FUND	200.
ST JAMES EPISCOPAL CHURCH 806 6TH AVE BELLE FOURCHE, SD 57717	NONE	N/A	DELTA DENTAL FREE DENTAL CLINIC	2,500.
SPEARFISH NUTRITION SITE 430 ORIOLE DR SPEARFISH, SD 57783	NONE	N/A	GENERAL FUND	1,000.
C-VISN WOMEN OF WAR PROJECT P O BOX 296 BELLE FOURCHE, SD 57717	NONE	N/A	GENERAL FUND	10,000.
THE MONTESSORI CHILDREN'S SCHOOL 1032 EAST NICOLET AVE PHOENIX, AZ 85020	NONE	N/A	GENERAL FUND	20,000.
SUNDANCE ELEM. DESTINATION IMAGINATION P O BOX 264 BEULAH, WY 82712	NONE	N/A	GENERAL FUND	2,000.
NEIGHBORWORKS 795 MAIN ST DEADWOOD, SD 57732	NONE	N/A	GENERAL FUND	500.
NEWELL COMMUNITY CLUB P O BOX 45 NEWELL, SD 57760	NONE	N/A	GENERAL FUND	300.

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NORTHERN STATE UNIVERSITY FOUNDATION 620 15TH AVE SE ABERDEEN, SD 57401	NONE	N/A	GENERAL FUND	\$ 1,000.
NORTHERN HILLS AREA CASA PROGRAM 1940 NORTH AVE, STE. 6 SPEARFISH, SD 57783	NONE	N/A	GENERAL FUND	1,000.
N V N COMMUNITY ACTION TEAM P O BOX 160 NISLAND, SD 57762	NONE	N/A	GENERAL FUND	1,500.
OPTIMIST CLUB P O BOX 934 STURGIS, SD 57785	NONE	N/A	GENERAL FUND	1,000.
SPEARFISH FOUNDATION P O BOX 1351 SPEARFISH, SD 57783	NONE	N/A	GENERAL FUND	250.
UNITED WAY OF THE BLACK HILLS 621 6TH ST., STE. 100 RAPID CITY, SD 57701	NONE	N/A	GENERAL FUND	6,425.
VOLUNTEERS OF AMERICA, DAKOTAS 24 EAST NEW YORK ST RAPID CITY, SD 57701	NONE	N/A	GENERAL FUND	1,400.
YMCA OF RAPID CITY 815 KANSAS CITY ST RAPID CITY, SD 57701	NONE	N/A	GENERAL FUND	800.
YOUTH WISE P O BOX 433 SPEARFISH, SD 57783	NONE	N/A	GENERAL FUND	1,000.
WHITEWOOD FIRE DEPARTMENT P O BOX 98 WHITEWOOD, SD 57793	NONE	N/A	GENERAL FUND	1,000.
ZONTA CLUB OF SPEARFISH 1140 CHRISTENSEN DRIVE SPEARFISH, SD 57783	NONE	N/A	GENERAL FUND	500.
BEHAVIOR MANAGEMENT SYSTEMS 350 ELK ST RAPID CITY, SD 57701	NONE	N/A	GENERAL FUND	11,825.

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BLACK HILLS STATE UNIVERSITY FOUNDATION 1200 UNIVERSITY ST, UNIT 9506 SPEARFISH, SD 57799	NONE	N/A	GENERAL FUND	\$ 10,000.
CLARKSON HEALTH CARE 255 TEXAS STREET RAPID CITY, SD 57701	NONE	N/A	GENERAL FUND	12,500.
CLOTHE A KID PROGRAM COUNTRYSIDE CHURCH 625 WOODLAND DR SPEARFISH, SD 57783	NONE	N/A	GENERAL FUND	1,000.
BLACK HILLS AREA HABITAT FOR HUMANITY 611 HERMAN ST RAPID CITY, SD 57701	NONE	N/A	GENERAL FUND	10,000.
WAVI 527 QUINCY STREET RAPID CITY, SD 57701	NONE	N/A	GENERAL FUND	1,000.
RC CLUB FOR BOYS FOUNDATION INC PO BOX 907 RAPID CITY, SD 57709	NONE	N/A	GENERAL FUND	5,000.
VALE FIRE DEPARTMENT INC P O BOX 114 VALE, SD 57788	NONE	N/A	GENERAL FUND	200.
SDSM&T PROGRAMS 501 E ST JOSEPH ST RAPID CITY, SD 57701	NONE	N/A	GENERAL FUND	12,625.
YOUTH & FAMILY SERVICES P O BOX 2813 RAPID CITY, SD 57709	NONE	N/A	GENERAL FUND	3,000.
BELLE FOURCHE YOUTH SOCCER ASSOCIATION P O BOX 912 BELLE FOURCHE, SD 57717	NONE	N/A	GENERAL FUND	500.
BELLE FOURCHE YOUTH BASEBALL 618 STATE STREET BELLE FOURCHE, SD 57717	NONE	N/A	GENERAL FUND	1,000.

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CANYON LAKE LITTLE LEAGUE BOYS ALL STAR P O BOX 9185 RAPID CITY, SD 57709	NONE	N/A	GENERAL FUND	\$ 100.
CHIESMAN FOUNDATION FOR DEMOCRACY, INC 1641 DEADWOOD AVE RAPID CITY, SD 57702	NONE	N/A	GENERAL FUND	300.
WESLYAN CHURCH 1638 JUNCTION AVE STURGIS, SD 57785	NONE	N/A	GENERAL FUND	200.
HC FFA CHAPTER P O BOX 367 BUFFALO, SD 57720	NONE	N/A	GENERAL FUND	300.
HC HOSPITAL ASSOCIATION P O BOX 513 BUFFALO, SD 57720	NONE	N/A	GENERAL FUND	500.
HIGH PLAINS WESTERN HERITAGE CENTER P O BOX 524 SPEARFISH, SD 57783	NONE	N/A	GENERAL FUND	900.
GREATER BELLE FOURCHE FOUNDATION 41 5TH AVENUE BELLE FOURCHE, SD 57717	NONE	N/A	GENERAL FUND	1,446.
JUNIOR ACHIEVEMENT OF SOUTH DAKOTA 1000 N WEST AVE STE 110 SIOUX FALLS, SD 57104	NONE	N/A	GENERAL FUND	850.
BHSU FOUNDATION -SD CEO 1200 UNIVERSITY ST, UNIT 9511 SPEARFISH, SD 57799	NONE	N/A	GENERAL FUND	1,000.

TOTAL \$ 183,171.

2012	Realized Capital Gains/Losses
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Quantity	Security	Reg	Date Acquired	Date Sold	Sale Proceeds	Investment Cost Basis	Wash Sale Loss Disallowed	Gain/Loss
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LONG-TERM TRANSACTIONS

561.99	FEDERATED MID CAP GROWTHSTRAT FD #656 IS 314172198	0	11/10/06	01/13/12	19,855.00	20,366.38	0.00	-511.38
7324.00	FEDERATED CLOVER VALUE FD#591 IS 314172214	0	05/03/10	01/13/12	109,860.00	103,781.09	0.00	6,078.91
453.66		0	05/03/10	07/17/12	6,941.00	6,428.38	0.00	512.62
59.96		0	05/03/10	10/15/12	975.00	849.68	0.00	125.32
Security Total:					117,776.00	111,059.15	0.00	6,716.85
176.08	FEDERATED CLOVER SMALL VALUEFD #659 IS 314172263	0	05/03/10	07/17/12	3,615.00	3,474.12	0.00	140.88
1655.34		0	05/03/10	10/15/12	35,623.00	32,659.94	0.00	2,963.06
Security Total:					39,238.00	36,134.06	0.00	3,103.94
1562.28	FEDERATED KAUFMANN LARGE CAPFUND #355 IS 314172412	0	05/03/10	01/13/12	16,607.00	16,075.84	0.00	531.16
3445.51		0	05/03/10	04/23/12	41,484.00	35,454.34	0.00	6,029.66
388.88		0	05/03/10	10/15/12	4,826.00	4,001.58	0.00	824.42
Security Total:					62,917.00	55,531.76	0.00	7,385.24
212.95	FEDERATED MARKET OPPORTUNITYFUND #340 IS 314172453	0	05/03/10	01/13/12	2,089.00	2,146.50	0.00	-57.50
816.62		0	05/03/10	07/17/12	7,864.00	8,231.48	0.00	-367.48
Security Total:					9,953.00	10,377.98	0.00	-424.98
364.31	FEDERATED INTERCONTINENTAL#176 314172461	0	02/04/08	04/23/12	16,718.00	21,847.43	0.00	-5,129.43

2012	Realized Capital Gains/Losses (continued)
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Quantity	Security	Reg	Date Acquired	Date Sold	Sale Proceeds	Investment Cost Basis	Wash Sale Loss Disallowed	Gain/Loss
LONG-TERM TRANSACTIONS								
852.91	FEDERATED INTERCONTINENTAL#176 (Con't) 314172461	0	02/04/08	10/15/12	40,027.00	51,148.96	0.00	-11,121.96
Security Total:					56,745.00	72,996.39	0.00	-16,251.39
9864.29	FEDERATED STRATEGIC VALUEDIVIDEND FD #662 IS 314172560	0	05/03/10	01/13/12	46,954.00	40,739.51	0.00	6,214.49
4391.98		0	05/03/10	07/17/12	22,443.00	18,138.86	0.00	4,304.14
Security Total:					69,397.00	58,878.37	0.00	10,518.63
374.43	FEDERATED KAUFMANN SMALL CAP#757 CLASS A 314172636	0	01/28/09	04/23/12	9,473.00	5,144.64	0.00	4,328.36
1497.75		0	01/28/09	10/15/12	39,256.00	20,579.06	0.00	18,676.94
Security Total:					48,729.00	25,723.70	0.00	23,005.30
1349.64	FEDERATED REAL RETURN BONDFD #185 IS 31420C753	0	05/03/10	07/17/12	15,116.00	14,819.08	0.00	296.92
689.16	FEDERATED TOTAL RETURN BONDFUND #328 IS SHS 31428Q101	0	04/24/08	04/23/12	7,884.00	7,346.46	0.00	537.54
2857.89		0	04/24/08	07/17/12	32,980.00	30,465.07	0.00	2,514.93
Security Total:					40,864.00	37,811.53	0.00	3,052.47
12.90	FEDERATED INTL SMALL-MID CO#695 CL A 31428U748	0	07/22/09	01/13/12	427.00	340.71	0.00	86.29
69.63		0	10/21/09	04/23/12	2,553.47	2,189.99	0.00	363.48
72.91		0	07/22/09	04/23/12	2,673.53	1,925.50	0.00	748.03

2012	Realized Capital Gains/Losses (continued)
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Quantity	Security	Reg	Date Acquired	Date Sold	Sale Proceeds	Investment Cost Basis	Wash Sale Loss Disallowed	Gain/Loss
LONG-TERM TRANSACTIONS								
55.71	FEDERATED INTL SMALL-MID CO#695 CL A (Con't) 31428U748	0	10/21/09	10/15/12	2,122.00	1,752.05	0.00	369.95
Security Total:					7,776.00	6,208.25	0.00	1,567.75
252.25	FEDERATED INTERNATIONAL LEADERS FD #103 CL A 31428U847	0	05/03/10	01/13/12	5,388.00	5,511.60	0.00	-123.60
605.78		0	05/03/10	04/23/12	14,254.00	13,236.31	0.00	1,017.69
348.14		0	05/03/10	10/15/12	8,592.00	7,606.77	0.00	985.23
Security Total:					28,234.00	26,354.68	0.00	1,879.32
266.00	ISHARES DOW JONES USREAL ESTATE INDEX FD 464287739	0	05/03/10	01/13/12	15,264.44	14,605.93	0.00	658.51
71.00		0	05/03/10	04/23/12	4,367.32	3,898.57	0.00	468.75
202.00		0	05/03/10	07/17/12	13,340.71	11,091.72	0.00	2,248.99
Security Total:					32,972.47	29,596.22	0.00	3,376.25
20818.99	OPPENHEIMER COMMODITY STRAT TOTAL RETURN FD Y 68380Y409	0	05/04/10	01/13/12	70,160.00	70,992.76	0.00	-832.76
Total LONG-TERM TRANSACTIONS					619,732.47	576,850.31	0.00	42,882.16
Grand Total:					619,732.47	576,850.31	0.00	42,882.16

Report Date. *May 03, 2013*

PIONEER BANK & TRUST

Time Prepared: *01:34:27 PM*Requested By: *Cherie Cerney*Includes: *Account: 23 00 1438 0 01 CLARKSON FAMILY FOUNDATION UAD 2/22/2001***Account Holdings as of 12/31/2012**

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
OPCASH995	PIONEER BANK MM PRIN	148,564.3300	148,564.33	1.00	148,564.33	12/31/2012
Total	CASH EQUIVALENTS	148,564.3300	148,564.33		148,564.33	
FIXED INCOME SECURITIES						
31420C753	#185 FED REAL RTN BD	33,623.3290	371,636.58	11.28	379,271.15	12/31/2012
31428Q101	#328 FED TOT RTN BD	55,935.6250	602,186.95	11.43	639,344.19	12/31/2012
Total	FIXED INCOME SECURITIES	89,558.9540	973,823.53		1,018,615.34	
EQUITIES						
314172198	#656 FED MDT MID CAP	5,455.0710	169,294.49	36.32	198,128.18	12/31/2012
314172214	#591 FED CLOVER VALU	19,023.1660	270,889.15	16.50	313,882.24	12/31/2012
314172263	#659 FED CLOVER SMAL	5,386.0270	102,900.46	20.84	112,244.80	12/31/2012
314172412	#355 FED KAUFM LARGE	44,470.6200	464,421.60	12.59	559,885.11	12/31/2012
314172453	#340 FED ABS RTRN FD	24,132.6170	236,996.36	9.20	222,020.08	12/31/2012
314172461	#176 FED INTERCONTIN	7,401.8420	355,928.46	49.40	365,650.99	12/31/2012
314172560	#662 FED STRAT VALUE	52,484.0540	226,415.78	4.99	261,895.43	12/31/2012
314172636	#757 FED KAUFM SMALL	2,969.2050	58,389.52	23.65	70,221.70	12/31/2012
31428U748	#695 FED INTL SM-MID	2,027.9330	67,260.96	38.86	78,805.48	12/31/2012
31428U847	#103 FED INTL LEADER	9,409.5560	216,777.47	26.82	252,364.29	12/31/2012
464287739	RE INDEX - ISHARES	2,395.0000	131,793.90	64.67	154,884.65	12/31/2012
68380Y409	COMMODITY STR-OPPENH	44,963.6870	157,865.40	3.30	148,380.17	12/31/2012
Total	EQUITIES	220,118.7780	2,458,933.55		2,738,363.12	
Total Securities		458,242.0620	3,581,321.41		3,905,542.79	
Income Cash			0.00		0.00	
Principal Cash			0.00		0.00	
Account Total			3,581,321.41		3,905,542.79	

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

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Employer identification number (EIN) or
	CLARKSON FAMILY FOUNDATION PIONEER BANK & TRUST, TRUSTEE		46-0460142
	Number, street, and room or suite number. If a P.O. box, see instructions.		Social security number (SSN)
	P.O. BOX 729		
City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
BELLE FOURCHE, SD 57717			

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► PIONEER BANK & TRUST

Telephone No. ► (605) -892-3494 FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 13, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ☒ calendar year 20 12 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	2,218.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	3,200.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.