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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 DONALD & CAROL ROBERTS FOUNDATION IN MEMORY OF VIRGINIA K WESTON INC		A Employer identification number 81-0497226	
Number and street (or P O box number if mail is not delivered to street address) 5414 WALTER HAGEN DR		B Telephone number (see instructions) (406) 652-3536	
City or town, state, and ZIP code BILLINGS, MT 59106		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,418,048	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

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)	15			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17,589	17,589	17,589	
	4 Dividends and interest from securities.	39,311	39,311	39,311	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-5,226			
	b Gross sales price for all assets on line 6a _____ 72,892				
	7 Capital gain net income (from Part IV , line 2)				
	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)	631	631	631	
	12 Total. Add lines 1 through 11	52,320	57,531	57,531	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,000	1,000	1,000	1,000
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	699	699	699	699
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	57	57	57	57
	24 Total operating and administrative expenses. Add lines 13 through 23	1,756	1,756	1,756	1,756
	25 Contributions, gifts, grants paid	75,000			75,000
	26 Total expenses and disbursements. Add lines 24 and 25	76,756	1,756	1,756	76,756
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-24,436			
	b Net investment income (if negative, enter -0-)		55,775		
	c Adjusted net income (if negative, enter -0-)			55,775	

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)	(b)	(c)	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing						
	2	Savings and temporary cash investments			7,551	4,903	4,903	
	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 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			892	114		
	10a	Investments—U S and state government obligations (attach schedule)			44,992		24,165	26,523
	b	Investments—corporate stock (attach schedule)			976,414		955,857	946,877
	c	Investments—corporate bonds (attach schedule).			249,466		270,793	312,507
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12	Investments—mortgage loans						
	13	Investments—other (attach schedule)			94,119		93,140	127,238
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
15	Other assets (describe ▶ _____)							
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			1,373,434		1,348,972	1,418,048	

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,373,434	1,348,972	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	1,373,434	1,348,972	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,373,434	1,348,972	

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	1,373,434
2	Enter amount from Part I, line 27a	2	-24,436
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,348,998
5	Decreases not included in line 2 (itemize) ▶ 	5	26
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,348,972

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	-5,226
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	-328

2	Total of line 1, column (d).	2	0 25555
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 05111
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,408,859
5	Multiply line 4 by line 3.	5	72,007
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	558
7	Add lines 5 and 6.	7	72,565
8	Enter qualifying distributions from Part XII, line 4.	8	76,756
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 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 ☐ 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 ☒ and enter 1% of Part I, line 27b		1	558
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	
3		Add lines 1 and 2.		3	558
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	558
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	650		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	600		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	1,250
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	692
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 692 Refunded		11	

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 \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - By language in the governing instrument, or - By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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 ▶N/A				
14	The books are in care of ▶MARILYN T HARMON CPA Telephone no ▶(406) 259-9051 Located at ▶344 MEADOWLARK LANE BILLINGS MT ZIP +4 ▶591053747			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		No
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?			
	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?			
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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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
SARA E ROBERTS	Director	0		
136 COUNTRY RIDGE DRIVE	0 00			
RYE BROOK,NY 10573				
DONALD L ROBERTS	VPRES/SEC	0		
5414 WALTER HAGEN DR	0 00			
BILLINGS,MT 59106				
CAROL W ROBERTS	Pres/TREAS	0		
5414 WALTER HAGEN DR	0 00			
BILLINGS,MT 59106				
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.				

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.

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.

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	1,395,522
b	Average of monthly cash balances.	1b	34,792
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,430,314
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	
3	Subtract line 2 from line 1d.	3	1,430,314
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	21,455
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,408,859
6	Minimum investment return. Enter 5% of line 5.	6	70,443

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	70,443
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	558
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	558
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	69,885
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	69,885
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	69,885

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	76,756
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	76,756
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	558
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	76,198
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				69,885
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008. 11,266				
c From 2009.				
d From 2010. 10,467				
e From 2011. 8,684				
f Total of lines 3a through e.	30,417			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 76,756				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				69,885
e Remaining amount distributed out of corpus	6,871			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	37,288			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	37,288			
10 Analysis of line 9				
a Excess from 2008. . . . 11,266				
b Excess from 2009. . . .				
c Excess from 2010. . . . 10,467				
d Excess from 2011. . . . 8,684				
e Excess from 2012. . . . 6,871				

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))

See Additional Data Table

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 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)				
a Paid during the year See Additional Data Table				
Total			3a	75,000
b Approved for future payment				
Total			3b	

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	17,589	
4	Dividends and interest from securities. . . .			14	39,311	
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					-5,226
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a <u>PARTNERSHIP INV INCOME</u>					631
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				56,900	-4,595
13	Total. Add line 12, columns (b), (d), and (e).			13		52,305

[illegible]

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?

[illegible]

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00282857
	MARILYN T HARMON CPA	MARILYN T HARMON CPA			
	Firm's name ☐	MARILYN T HARMON CPA 344 MEADOWLARK LN BILLINGS, MT 59105			Firm's EIN ☐ Phone no (406) 259-9051

Form 990PF Part XV Line 1a - 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).

DONALD L ROBERTS
CAROL W ROBERTS

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>				
YELLOWSTONE ART MUSEUM 401 N 27TH STREET BILLINGS,MT 59101	NONE	501C3	GENERAL OPERATIONS	8,000
MY TRANSITIONS 1617 EUCLID AVENUE STE 1 HELENA,MT 59601	NONE	501C3	GENERAL OPERATIONS	500
RIATTO COMMUNITY THEATRE P O BOX 874 DEER LODGE,MT 59722	NONE	501C3	GENERAL OPERATIONS	500
THE FRIENDSHIP CENTER 1430 SANDERS ST HELENA,MT 59601	NONE	501C3	GENERAL OPERATIONS	500
TUMBLEWEED 505 N 24TH STREET BILLINGS,MT 59101	NONE	501C3	GENERAL OPERATIONS	500
BOYS AND GIRLS CLUB ENDOWMENT 208 NORTH 29TH STREET BILLINGS,MT 59101	NONE	501C3	GENERAL OPERATIONS	500
WOMEN'S FOUNDATION OF MONTANA P O BOX 1145 HELENA,MT 59624	NONE	501C3	GENERAL OPERATIONS	500
YWCA BILLINGS 900 WYOMING AVENUE BILLINGS,MT 59101	NONE	501C3	GENERAL OPERATIONS	500
MONTANA COUNCIL BOY SCOUTS OF AMERI 820 17TH STREET SOUTH GREAT FALLS,MT 59405	NONE	501C3	GENERAL OPERATIONS	500
MSUB FOUNDATION NURSING PROGRAM 1500 UNIVERSITY DRIVE BILLINGS,MT 59101	NONE	501C3	GENERAL OPERATIONS	500
YELLOWSTONE CASA 3203 3RD AVENUE NORTH STE 203 BILLINGS,MT 59101	NONE	501C3	GENERAL OPERATIONS	500
BOYS AND GIRLS CLUBS 208 NORTH 29TH STREET BILLINGS,MT 59101	NONE	501C3	GENERAL OPERATIONS	1,000
ANGEL HORSES P O BOX 20797 BILLINGS,MT 59104	NONE	501C3	GENERAL OPERATIONS	500
BIG BROTHERS BIG SISTERS 504 B NORTH 20TH STREET BILLINGS,MT 59101	NONE	501C3	GENERAL OPERATIONS	1,000
BEARTOOTH NATURE CENTER 615 2ND STREET EAST RED LODGE,MT 59068	NONE	501C3	GENERAL OPERATIONS	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 <i>Paid during the year</i>				
AMERICAN SOCIETY FOR SUICIDE PREVEN 120 WALL STREET - 22ND FLOOR NEWYORK CITY,NY 10005	NONE	501C3	GENERAL OPERATIONS	500
ZOO MONTANA 2100 SOUTH SHILOH ROAD BILLINGS,MT 59106	NONE	501C3	GENERAL OPERATIONS	1,000
YELLOWSTONE VALLEY ANIMAL SHELTER PO BOX 20920 BILLINGS,MT 59104	NONE	501C3	GENERAL OPERATIONS	1,000
PLANNED PARENTHOOD OF MONTANA 2545 4TH AVENUE NORTH BILLINGS,MT 59101	NONE	501C3	GENERAL OPERATIONS	2,000
PARMLEY BILLINGS LIBRARY FOUNDATION 510 NORTH BROADWAY BILLINGS,MT 59101	NONE	501C3	GENERAL OPERATIONS	7,500
MONTANA MUSIC INSTITUTE P O BOX 20783 BILLINGS,MT 59104	NONE	501C3	GENERAL OPERATIONS	500
MONTANA AUDUBON SOCIETY CEC P O BOX 595 HELENA,MT 59624	NONE	501C3	GENERAL OPERATIONS	7,500
MENTAL HEALTH CENTER P O BOX 219 - 1650 AVE D BILLINGS,MT 59103	NONE	501C3	GENERAL OPERATIONS	2,000
LA LECHE LEAGUE INTERNATIONAL 1400 NORTH MEACHUM ROAD SCHAUMBURG,IL 60173	NONE	501C3	GENERAL OPERATIONS	10,000
GRAND 1894 OPERA HOUSE 2020 POST OFFICE STREET GALVESTON,TX 77550	NONE	501C3	GENERAL OPERATIONS	1,000
FRIENDS OF MONTANA PBS P O BOX 173340 BOZEMAN,MT 59717	NONE	501C3	GENERAL OPERATIONS	1,000
FLORENCE CRITTENTON HOME 901 NORTH HARRIS HELENA,MT 59601	NONE	501C3	GENERAL OPERATIONS	2,000
FAMILY SERVICE INC P O BOX 1020 BILLINGS,MT 59103	NONE	501C3	GENERAL OPERATIONS	10,000
ENERGY SHARE 318 N LAST CHANCE GULCH 2B HELENA,MT 59601	NONE	501C3	ENERGY ASSISTANCE	1,000
CONGREGATION BETH AARON 2031 BROADWATER AVENUE BILLINGS,MT 59102	NONE	501C3	GENERAL OPERATIONS	5,000

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>				
BILLINGS PUB HI SCHOOL STUDENT NEED 415 N 30TH STREET BILLINGS,MT 59101	NONE	501C3	STUDENT NEED FUND	3,000
BILLINGS FAMILY YMCA 402 NORTH 32ND STREET BILLINGS,MT 59101	NONE	501C3	GENERAL OPERATIONS	1,000
BILLINGS EDUCATION FOUNDATION 415 NORTH 30TH STREET BILLINGS,MT 59101	NONE	501C3	GENERAL FUND NEEDS	1,000
ALBERTA BAIR THEATRE 2720 3RD AVENUE NORTH BILLINGS,MT 59101	NONE	501C3	GENERAL OPERATIONS	2,000
Total			▶ 3a	75,000

TY 2012 Accounting Fees Schedule

Name: DONALD & CAROL ROBERTS FOUNDATION IN
MEMORY OF VIRGINIA K WESTON INC

EIN: 81-0497226

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MARILYN T HARMON, CPA	1,000	1,000	1,000	1,000

**TY 2012 Investments Corporate
Bonds Schedule**

Name: DONALD & CAROL ROBERTS FOUNDATION IN
MEMORY OF VIRGINIA K WESTON INC

EIN: 81-0497226

Software ID: 12000229

Software Version: 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CENTURYTEL INC 6875 28JA15	24,486	26,624
IADB 9000 16JL19	24,786	24,563
IADB 9000 12URG		
BRISTOL MYERS 6800 26NV15	49,540	59,619
GE CAPITAL TR I 6.375% 11/15/17	24,680	44,600
MS RNGE ACCRL SPX 7000 25APRG	25,000	25,000
MS INFLATION LINK 4860	23,434	25,597
BURLINGTON NORTHERN 1950 30AU15	24,825	25,835
NJ BELL TEL CO 8000 2	29,512	34,010
ALCOA INC 5900 27FB01	25,055	26,347
HOUSEHOLD FINANCE NOTE	19,475	20,312

TY 2012 Investments Corporate

Stock Schedule

Name: DONALD & CAROL ROBERTS FOUNDATION IN
MEMORY OF VIRGINIA K WESTON INC

EIN: 81-0497226

Software ID: 12000229

Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MONDELEZ INTL INC (FROM KRAFT FOODS)	16,896	20,363
MS EMERGING MKTS DOMESTIC DEBT	25,596	25,260
XYLEM INC COM		
WASTE MGMT INC (DELA)	19,729	22,774
WINDSTREAM	20,406	30,636
UNITED TECHNOLOGIES CORP	24,832	28,293
US BANCORP COM NEW	25,811	28,746
TEREX CP NEW DEL	24,836	13,774
TENARIS S.A.	24,730	22,008
SOUTHERN COPPER CO	27,197	57,396
PHILLIP MORRIS CO	25,016	41,820
PETROLEO BRAS SA ADS	32,298	11,877
NUCOR CORPORATION	31,981	24,170
NORDIC AM TNKR SHIPPING	27,788	6,781
MONSANTO CO/NEW	25,315	22,716
MDU RESOURCES GROUP INC	39,798	29,311
KFG INC (ALLOCATED FROM KRAFT FOODS)	17,899	20,916
JP MORGAN CHASE & CO	24,625	23,084
JOHNSON & JOHNSON	24,803	25,587
ISHARES SP SMALLCAP 600 INDEX	24,755	31,240
ISHARES MSCI EAFE FUND	28,763	21,322
GOLDMAN SACHS GRP INC	24,432	15,945
GENERAL DYNAMICS CORP	25,847	19,049
DWS DREMAN HIGH INCOME OPPORTUNITIES NEW	41,664	24,635
DIAGEO PLC SPON ADR NEW	39,776	58,290
DEERE & CO	29,793	30,679
CATERILLAR INC	22,201	40,324
BP PLC ADS	31,505	17,905
BOSTON PROPERTIES INC	34,194	31,743
BLDRS EMERGING MARKETS	20,605	20,110

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BOEING CO	37,006	40,318
ARCHER DANIELS MIDLAND	31,949	21,364
AMERICAN ELECTRIC POWER CO	29,053	26,675
ALTRIA GROUP INC	25,914	37,728
ABBOTT LABORATORIES - COMMON STOCK	48,844	54,038

**TY 2012 Investments Government
Obligations Schedule**

Name: DONALD & CAROL ROBERTS FOUNDATION IN
MEMORY OF VIRGINIA K WESTON INC

EIN: 81-0497226

Software ID: 12000229

Software Version: 2012v2.0

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

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

**State & Local Government
Securities - End of Year Book
Value:** 24,165

**State & Local Government
Securities - End of Year Fair
Market Value:** 26,523

TY 2012 Investments - Other Schedule

Name: DONALD & CAROL ROBERTS FOUNDATION IN
MEMORY OF VIRGINIA K WESTON INC

EIN: 81-0497226

Software ID: 12000229

Software Version: 2012v2.0

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UNIT VK STANFD GLB WTR 2011-2	AT COST	50,763	51,432
PLAINS ALL AMERICAN PIPELINE LP	AT COST	17,377	49,764
AMEX BANK FSB CD 3550 14JN03	AT COST	25,000	26,042

TY 2012 Other Decreases Schedule

Name: DONALD & CAROL ROBERTS FOUNDATION IN
MEMORY OF VIRGINIA K WESTON INC

EIN: 81-0497226

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
PLAINS ALL AMERICAN PIPELINE - N/D EXP	26

TY 2012 Other Expenses Schedule

Name: DONALD & CAROL ROBERTS FOUNDATION IN
MEMORY OF VIRGINIA K WESTON INC

EIN: 81-0497226

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SERVICE FEE	12	12	12	12
MORGAN STANLEY CHECK FEE	30	30	30	30
MONTANA ANNUAL REPORT FEE	15	15	15	15

TY 2012 Other Income Schedule

Name: DONALD & CAROL ROBERTS FOUNDATION IN
MEMORY OF VIRGINIA K WESTON INC

EIN: 81-0497226

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INV INCOME	631		

TY 2012 Taxes Schedule

Name: DONALD & CAROL ROBERTS FOUNDATION IN
MEMORY OF VIRGINIA K WESTON INC

EIN: 81-0497226

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	38	38	38	38
FEDERAL TAX - 2011 EXTENSION	661	661	661	661