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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
JAMES E SHEA AND LILLIAN E SHEA
CHARITABLE TRUST/FIRST INTERSTATE

A Employer identification number
46-6104853

Number and street (or P O box number if mail is not delivered to street address) 1200 MAIN STREET | Room/suite

B Telephone number (see instructions)
(605) 347-4316

City or town, state or province, country, and ZIP or foreign postal code
STURGIS, SD 57785

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 363,386

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))*

		Line	Description	(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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	681	681		
	4	Dividends and interest from securities	7,789	7,789		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	20,770			
	b	Gross sales price for all assets on line 6a 187,662				
	7	Capital gain net income (from Part IV, line 2)		20,770		
	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 or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	29,240	29,240		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	3,819	3,437		382
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	583	292		291
	c	Other professional fees (attach schedule)	3	3		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	224	20		
	19	Depreciation (attach schedule) 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	4,629	3,752		673
	25	Contributions, gifts, grants paid	18,000			18,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	22,629	3,752		18,673
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	6,611			
	b	**Net investment income** (if negative, enter -0-)		25,488		
	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	16,015	7,670	7,670
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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)			
	b	Investments—corporate stock (attach schedule)	226,781	239,073	288,953
	c	Investments—corporate bonds (attach schedule)	64,469	67,133	66,763
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	307,265	313,876	363,386
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	307,265	313,876	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	307,265	313,876	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	307,265	313,876	

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	307,265
2	Enter amount from Part I, line 27a	2	6,611
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	313,876
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	313,876

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)
1a	See Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	20,770
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	1,683

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))
2012	16,950	325,439	0 052083
2011	18,441	335,462	0 054972
2010	16,731	329,702	0 050746
2009	14,169	284,535	0 049797
2008	12,598	317,578	0 039669

2	**Total** of line 1, column (d).	2	0 247267
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 049453
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	342,569
5	Multiply line 4 by line 3.	5	16,941
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	255
7	Add lines 5 and 6.	7	17,196
8	Enter qualifying distributions from Part XII, line 4.	8	18,673

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 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	255
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	255
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	255
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	
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	255
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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)?	1b		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? *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		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
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) ▶ 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 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 2013 or the taxable year beginning in 2013 (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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶NONE

14 The books are in care of ▶FIRST INTERSTATE WEALTH MANAGEMENT Telephone no ▶(605) 347-4316

Located at ▶1200 MAIN STREET STURGIS SD ZIP+4 ▶57785

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 |

		Line	Yes	No
16	At any time during calendar year 2013, 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

		Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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		
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 2013 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 2013.)*	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 2013?	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**		
	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 TableSee 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 ▶

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 N/A	
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	338,194
b	Average of monthly cash balances.	1b	9,592
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	347,786
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e		
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	347,786
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,217
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	342,569
6	**Minimum investment return.** Enter 5% of line 5.	6	17,128

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	17,128
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	255		
b	Income tax for 2013 (This does not include the tax from Part VI). . .	2b			
c	Add lines 2a and 2b.			2c	255
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	16,873
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	16,873
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	16,873

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	18,673
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	18,673
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	255
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	18,418

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					16,873
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008.					
b From 2009.	56				
c From 2010.	698				
d From 2011.	1,814				
e From 2012.	1,086				
f Total of lines 3a through e.		3,654			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 18,673					
a Applied to 2012, 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).					
d Applied to 2013 distributable amount.					16,873
e Remaining amount distributed out of corpus		1,800			
5 Excess distributions carryover applied to 2013 *(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		5,454			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7 (see instructions) . . .					
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		5,454			
10 Analysis of line 9					
a Excess from 2009. . . .	56				
b Excess from 2010. . . .	698				
c Excess from 2011. . . .	1,814				
d Excess from 2012. . . .	1,086				
e Excess from 2013. . . .	1,800				

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 2013, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

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 address of the person to whom applications should be addressed

MARY A KOPCO
4 WASHINGTON STREET
DEADWOOD, SD 57732
(605) 722-5626

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

INFORMAL LETTER STATING APPLICANTS NAME, AMOUNT REQUESTED, AND SITUATION OF HARDSHIP REQUEST

c Any submission deadlines

NONE

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

LIMITATIONS OF UP TO 1,500 FOR EMERGENCY SITUATIONS UPON WRITTEN DIRECTION OF ONE OF THE BOARD OF ADMINISTRATORS TO THE TRUSTEE ALSO, THE BOARD OF ADMINISTRATORS BEFORE THE END OF THE TAXABLE YEAR CAN MAKE PLANS TO DISTRIBUTE UNDISTRIBUTED INCOME TO BE IN COMPLIANCE WITH FEDERAL AND STATE LAW TO NON-PROFIT, TAX EXEMPT ENTITIES FOR RELIGIOUS, CHARITABLE, OR EDUCATIONAL PURPOSES

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data TableSee Additional Data Table				
Total . . . . ▶ **3a**				18,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	681	
4 Dividends and interest from securities. . . .			14	7,789	
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	20,770	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				29,240	

13 Total. Add line 12, columns (b), (d), and (e). **13** 29,240

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	**1a(1)**		**No**
(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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

******	2014-06-04	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶	PTIN
MEGAN L KINDER		2014-06-05	☑	P01286122

Firm's name ▶	DESMET & BIGGS LLP	Firm's EIN ▶
Firm's address ▶	PO BOX 1719 RAPID CITY, SD 577091719	Phone no (605) 348-8870

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
7 SHS APACHE CORPORATION	P	2012-08-20	2013-06-13
23 SHS ROCHE HOLDINGS LTD SPONS ADR	P	2012-12-11	2013-06-13
3 SHS APPLE COMPUTER	P	2010-08-17	2013-06-13
334 90 SHS EATON VANCE PARAMETRIC TA	P	2010-08-17	2013-06-13
179 SHS HUNTINGTON BANCSHARES INC	P	2012-02-28	2013-08-28
35 SHS NEXTERA ENERGY INC	P	2010-08-17	2013-01-22
27 SHS US BANCORP DEL	P	2010-08-17	2013-06-13
28 SHS BRISTOL MYERS SQUIBB COMPANY	P	2013-02-05	2013-06-13
65 74 SHS T ROWE PRICE MID CAP VALUE	P	2013-06-21	2013-09-12
22 SHS BAKER HUGHES INC	P	2012-03-05	2013-06-13
54 SHS EMC CORPORATION	P	2010-08-17	2013-06-13
14 SHS ILLINOIS TOOL WORKS INC	P	2010-08-17	2013-06-13
5 SHS NEXTERA ENERGY INC	P	2010-11-09	2013-01-22
1 SH US BANCORP DEL	P	2010-10-19	2013-06-13
11 SHS CELGENE CORP	P	2012-12-11	2013-06-13
20 12 SHS VANGUARD 500 INDEX FUND	P	2012-12-12	2013-01-30
17 SHS BB&T CORPORATION	P	2012-04-12	2013-06-13
17 SHS EMERSON ELECTRICAL CO	P	2010-08-17	2013-06-13
1 SHS INTEL CORPORATION	P	2010-08-17	2013-06-13
14 SHS NORTHERN TRUST CORP	P	2010-08-17	2013-06-13
20 SHS UNITEDHEALTH GROUP	P	2011-05-19	2013-06-13
11 SHS CELGENE CORP	P	2012-12-11	2013-07-19
10 57 SHS VANGUARD 500 INDEX FUND	P	2013-06-13	2013-11-27
11 SHS BERKSHIRE HATHAWAY	P	2010-08-17	2013-06-13
32 SHS EXELON CORPORATION	P	2010-08-17	2013-01-22
18 SHS INTEL CORPORATION	P	2010-08-17	2013-06-13
484 69 OPPENHEIMER MAIN STREET	P	2010-08-17	2013-06-13
290 SHS VANGUARD EMERGING MARKETS	P	2010-11-09	2013-06-13
7 SHS EXELON CORP	P	2012-09-27	2013-06-13
517 47 SHS VANGUARD HIGH YIELD CORP	P	2012-12-19	2013-06-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
9 SHS BERKSHIRE HATHAWAY	P	2010-08-17	2013-08-29
4 SHS EXELON CORPORATION	P	2010-11-09	2013-01-22
11 SHS INTEL CORPORATION	P	2010-11-09	2013-06-13
34 SHS ORACLE CORPORATION	P	2010-08-17	2013-06-13
95 VANGUARD EMERGING MARKETS	P	2012-05-07	2013-06-13
110 SHS FORD MOTOR CREDIT	P	2012-07-05	2013-06-13
227 91 SHS VANGUARD INFLATION - PROT	P	2013-01-30	2013-06-13
12 SHS BHP BILLITON LIMITED ADR	P	2010-08-17	2013-06-13
9 SHS EXELON CORPORATION	P	2011-10-05	2013-01-22
3 SHS INTERNATIONAL BUSINESS	P	2012-05-04	2013-08-23
57 SHS ORACLE CORPORATION	P	2010-08-17	2013-08-23
18 SHS FREEPORT MCMORAN COPPER & GOL	P	2013-01-22	2013-06-13
119 24 SHS VANGUARD INFLATION - PROT	P	2013-01-30	2013-09-12
11 SHS CATERPILLER INC	P	2010-08-17	2013-06-13
7 SHS EXELON CORPORATION	P	2011-10-05	2013-06-13
6 SHS INTERNATIONAL BUSINESS	P	2010-08-17	2013-06-13
11 SHS ORACLE CORPORATION	P	2010-11-09	2013-08-23
43 SHS FREEPORT MCMORAN COPPER & GOL	P	2013-01-22	2013-12-17
213 SHS VANGUARD INTERMEDIATE - TERM	P	2013-01-30	2013-06-13
7 SHS CHEVRON CORP	P	2010-08-17	2013-06-13
16 SHS EXXON MOBIL CORPORATION	P	2010-08-17	2013-06-13
3 SHS INTERNATIONAL BUSINESS	P	2010-08-17	2013-08-23
14 SHS PEPSICO INC	P	2010-08-17	2013-06-13
983 070 SHS HARBOR COMMODITY REAL RE	P	2012-12-19	2013-09-12
142 610 VANGUARD S/T INFL PROT-ADM	P	2013-06-21	2013-11-27
15 SHS CHEVRON CORP	P	2010-08-17	2013-01-29
105 SHS FORD MOTOR COMPANY	P	2012-07-05	2013-07-19
23 SHS JOHNSON CONTROLS INC	P	2010-11-09	2013-06-13
11 SHS PHILLIP MORRIS INTERNATIONAL	P	2011-09-26	2013-06-13
7 SHS INTERNATIONAL BUSINESS MACHINE	P	2012-09-13	2013-08-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
127 89 SHS VANGUARD S/T INFL PROT -	P	2013-06-21	2013-09-12
50 SHS CISCO SYSTEMS INC	P	2010-08-17	2013-06-13
25000 SHS GENERAL ELECTRIC COMPANY	P	2002-12-20	2013-01-15
48 SHS JOHNSON CONTROLS INC	P	2011-07-27	2013-11-20
19 SHS PROCTER & GAMBLE CO	P	2010-08-17	2013-06-13
9 SHS MCKESSON CORPORATION	P	2012-09-13	2013-06-13
31 SHS ABBOTT LABORATORIES	P	2010-08-17	2013-01-29
32 SHS CITIGROUP INC	P	2010-08-17	2013-06-13
37 SHS GENERAL ELECTRIC COMPANY	P	2010-08-17	2013-06-13
38 SHS JP MORGAN CHASE & COMPANY	P	2011-07-27	2013-06-13
16 SHS QUALCOMM INC	P	2010-08-17	2013-06-13
20 SHS MICROSOFT CORPORATION	P	2012-10-17	2013-06-13
9 SHS ABBOTT LABOROTORIES	P	2010-11-09	2013-01-29
6 SHS COSTCO WHOLESALE CORP	P	2010-08-17	2013-06-13
1 SHS GENERAL ELECTRIC COMPANY	P	2010-11-09	2013-06-13
6 26 LKCM SMALL CAP EQ INSTITUTIONAL	P	2010-08-17	2013-06-13
16 SHS SCHLUMBERGER LIMITED	P	2010-08-17	2013-06-13
53 58 SHS MRGN STNLY INST MID CAP	P	2013-06-21	2013-09-12
31 SHS ABBVIE INC	P	2010-08-17	2013-02-05
12 SHS DEERE & CO	P	2011-07-11	2013-06-13
12 SHS GILEAD SCIENCES INC	P	2012-05-04	2013-06-13
164 61 LKCM SMALL CAP EQ INSTITUTION	P	2010-08-17	2013-09-12
13 SHS TARGET CORPORATION	P	2010-08-17	2013-06-13
9 SHS NATIONAL OILWELL VARCO INC	P	2013-01-29	2013-06-13
9 SHS ABBVIE INC	P	2010-11-09	2013-02-05
16 SHS DISNEY WALT CO HOLDINGS	P	2010-08-17	2013-06-13
2 6 SHS HARBOR INTERNATIONAL FUND	P	2010-08-17	2013-06-13
15 SHS MCDONALDS CORP	P	2010-08-17	2013-06-13
38 SHS TEVA PHARMACEUTICAL	P	2010-08-17	2013-02-05
136 790 SHS OPPENHEIMER MAIN STREET	P	2012-12-12	2013-06-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
4 88 SHS AMERICAN EUROPACIFIC GROWTH	P	2010-08-17	2013-06-13
13 SHS DU PONT E I DE NEMOURS & CO	P	2010-10-19	2013-06-13
87 SHS HUNTINGTON BANCSHARES INC	P	2012-02-28	2013-06-13
27 SHS MONDELEZ INTERNATIONAL	P	2010-08-17	2013-06-13
7 SHS TEVA PHARMACEUTICAL	P	2010-11-09	2013-02-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
594		626	-32
1,427		1,168	259
1,304		761	543
15,396		15,000	396
1,467		1,076	391
2,511		1,849	662
953		607	346
1,314		1,035	279
1,890		1,766	124
1,027		1,057	-30
1,329		1,031	298
985		614	371
359		273	86
35		23	12
1,320		911	409
2,302		2,200	102
565		529	36
963		837	126
25		20	5
805		705	100
1,279		1,013	266
1,489		911	578
1,460		1,323	137
1,256		860	396
970		1,336	-366
447		382	65
13,479		8,502	4,977
11,620		14,137	-2,517
213		251	-38
3,110		3,167	-57

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,010		704	306
121		168	-47
273		308	-35
1,158		788	370
3,807		3,982	-175
1,698		1,057	641
6,140		6,443	-303
759		847	-88
273		365	-92
554		389	165
1,827		1,321	506
532		638	-106
3,080		3,371	-291
936		776	160
213		284	-71
1,221		778	443
353		318	35
1,488		1,524	-36
2,130		2,181	-51
848		546	302
1,457		978	479
555		439	116
1,146		924	222
6,095		7,019	-924
3,540		3,495	45
1,755		1,171	584
1,752		1,009	743
870		856	14
1,017		708	309
1,294		1,445	-151

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,150		3,135	15
1,210		1,113	97
25,000		25,639	-639
2,334		1,785	549
1,487		1,157	330
1,020		791	229
1,031		756	275
1,599		1,274	325
873		583	290
2,050		1,442	608
989		637	352
693		592	101
299		216	83
663		338	325
24		17	7
160		103	57
1,156		972	184
2,240		2,004	236
1,157		820	337
1,027		1,004	23
621		304	317
4,530		2,716	1,814
902		669	233
627		664	-37
336		234	102
1,023		542	481
170		138	32
1,480		1,102	378
1,439		1,921	-482
3,804		3,250	554

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
210		181	29
701		598	103
664		523	141
803		515	288
265		355	-90

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-32
			259
			543
			396
			391
			662
			346
			279
			124
			-30
			298
			371
			86
			12
			409
			102
			36
			126
			5
			100
			266
			578
			137
			396
			-366
			65
			4,977
			-2,517
			-38
			-57

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			306
			-47
			-35
			370
			-175
			641
			-303
			-88
			-92
			165
			506
			-106
			-291
			160
			-71
			443
			35
			-36
			-51
			302
			479
			116
			222
			-924
			45
			584
			743
			14
			309
			-151

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			15
			97
			-639
			549
			330
			229
			275
			325
			290
			608
			352
			101
			83
			325
			7
			57
			184
			236
			337
			23
			317
			1,814
			233
			-37
			102
			481
			32
			378
			-482
			554

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			29
			103
			141
			288
			-90

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
MARY AUSTIN HARNISH-KOPCO 4 WASHINGTON STREET DEADWOOD, SD 57732	CHAIRMAN 1 00	0	0	0
SHIRLEY BERGEN 462 WILLIAMS STREET DEADWOOD, SD 57732	VICE CHAIR 1 00	0	0	0
AILEEN BRUNNER HCR 76 BOX 11 NISLAND, SD 57762	SECRETARY 1 00	0	0	0
GINA FERRIS 10 BURNS ROAD DOUGLAS, WY 82633	MEMBER 1 00	0	0	0
LARRY SHAMA 51 VAN BUREN ST DEADWOOD, SD 57732	MEMBER 1 00	0	0	0
FIRST INTERSTATE BANK 1200 MAIN STREET STURGIS, SD 57785	TRUSTEE 8 00	3,819	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DAWN LINDLEY 505 WEST SUMMIT LEAD,SD 57754	NONE		MEDICAL EXPENSES	1,000
JULIANNA LARSON 1026 SPARTAN DRIVE SPEARFISH,SD 57783	NONE		MEDICAL EXPENSES	1,000
TERRY HART DEADWOOD DEADWOOD,SD 57732	NONE		MEDICAL EXENSES	1,000
ELIZABETH WECKSTEIN 1204 WASHINGTON ST LEAD,SD 57754	NONE		MEDICAL EXPENSES	1,000
JODY WRIGHT 781 MAIN STREET DEADWOOD,SD 57732	NONE		MEDICAL EXPENSES	1,000
JODI BARTELL 705 PRO RODEO DRIVE SPEARFISH,SD 57783	NONE		MEDICAL EXPENSES	1,000
MAURI COWEN PO BOX 397 DEADWOOD,SD 57732	NONE		MEDICAL EXPENSES	1,000
TERRY STEINBACK 334 EAST MAIN LEAD,SD 57754	NONE		MEDICAL EXPENSES	1,000
MICHELE SCHULZ 130 WEST LINCOLN SPEARFISH,SD 57783	NONE		MEDICAL EXPENSES	1,000
ADAMS MUSEUM ENDOWMENT FUND FIRST INTERSTATE WEALTH MANAGEMENT PO BOX 9 STURGIS,SD 57785	NONE		CHARITABLE GIFT	1,000
TEAH PRAY 722 EAST MAIN STREET LEAD,SD 57754	NONE		CHARITABLE GIFT	1,000
SHARON NAREM 111 S MAIN STREET LEAD,SD 57754	NONE		CHARITABLE GIFT	1,000
JULIE GARDNER PO BOX 178 DEADWOOD,SD 57732	NONE		CHARITABLE GIFT	1,000
MARLENE TODD PO BOX 227 DEADWOOD,SD 57732	NONE		CHARITABLE GIFT	1,000
ELIZABETH WICKSTEIN 602 MINERS AVE UNIT B LEAD,SD 57754	NONE		MEDICAL EXPENSES	1,000
Total . . . . ▶ **3a**				18,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
JODI BARTEL 705 PRO RODEO DRIVE SPEARFISH, SD 57783	NONE		MEDICAL EXPENSES	1,500
MAURI COWEN PO BOX 397 DEADWOOD, SD 57732	NONE		MEDICAL EXPENSES	1,500
Total . . . . ▶ **3a**				18,000

TY 2013 Accounting Fees Schedule

Name: JAMES E SHEA AND LILLIAN E SHEA CHARITABLE TRUST/FIRST INTERSTATE

EIN: 46-6104853

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	583	292		291

TY 2013 Compensation Explanation

Name: JAMES E SHEA AND LILLIAN E SHEA CHARITABLE TRUST/FIRST INTERSTATE

EIN: 46-6104853

Person Name	Explanation
MARY AUSTIN HARNISH-KOPCO	
SHIRLEY BERGEN	
AILEEN BRUNNER	
GINA FERRIS	
LARRY SHAMA	
FIRST INTERSTATE BANK	

TY 2013 Investments Corporate Bonds Schedule

Name: JAMES E SHEA AND LILLIAN E SHEA CHARITABLE TRUST/FIRST INTERSTATE

EIN: 46-6104853

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	67,133	66,763

TY 2013 Investments Corporate Stock Schedule

Name: JAMES E SHEA AND LILLIAN E SHEA CHARITABLE TRUST/FIRST INTERSTATE

EIN: 46-6104853

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCKS & EQUITY	239,073	288,953

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TY 2013 Other Professional Fees Schedule

Name: JAMES E SHEA AND LILLIAN E SHEA CHARITABLE TRUST/FIRST INTERSTATE

EIN: 46-6104853

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROCHE HOLDINGS FEES & COMMISSION	3	3		

TY 2013 Taxes Schedule

Name: JAMES E SHEA AND LILLIAN E SHEA
CHARITABLE TRUST/FIRST INTERSTATE

EIN: 46-6104853

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	20	20		
990PF FEDERAL INCOME TAX	204			