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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

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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 02-01-2013 , and ending 01-31-2014

Name of foundation CHARLES M BAIR MEMORIAL TRUST C/O TRUST DEPT OF US BANK		A Employer identification number 81-0370774	
Number and street (or P O box number if mail is not delivered to street address) 555 SW OAK-PLAZA 6TH FLOOR		Room/suite	B Telephone number (see instructions) (406) 657-8139
City or town, state or province, country, and ZIP or foreign postal code PORTLAND, OR 97204		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) ☒ \$ 10,030,679		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,000,000			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	116,826	116,826		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	173,583			
	b Gross sales price for all assets on line 6a 2,829,156				
	7 Capital gain net income (from Part IV, line 2) . . .		173,583		
	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)	 4,315	4,315	0	
	12 Total. Add lines 1 through 11	1,294,724	294,724	0	
	13 Compensation of officers, directors, trustees, etc	62,460	31,230	0	31,230
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 4,240	2,120	0	2,120
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 3,949	0	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 819	819	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	71,468	34,169	0	33,350
	25 Contributions, gifts, grants paid	1,007,619			1,007,619
	26 Total expenses and disbursements. Add lines 24 and 25	1,079,087	34,169	0	1,040,969
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	215,637			
	b Net investment income (if negative, enter -0-)		260,555		
	c Adjusted net income (if negative, enter -0-)			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	-1	4	4
	2	Savings and temporary cash investments	82,171	455,324	455,324
	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	16,931	12,982	12,982
	10a	Investments—U S and state government obligations (attach schedule)	76,244	☒ 76,244	76,295
	b	Investments—corporate stock (attach schedule)	2,972,220	☒ 2,694,080	3,709,993
	c	Investments—corporate bonds (attach schedule).	1,392,084	☒ 1,516,658	1,568,737
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,814	☒ 6,808	14,966
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	☒ 4,192,378	☒ 4,192,378	☒ 4,192,378	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,738,841	8,954,478	10,030,679	
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	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	0	0	
28		Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29		Retained earnings, accumulated income, endowment, or other funds	8,738,841	8,954,478	
30		Total net assets or fund balances (see page 17 of the instructions)	8,738,841	8,954,478	
31		Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,738,841	8,954,478	

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	8,738,841
2	Enter amount from Part I, line 27a	2	215,637
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	8,954,478
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,954,478

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	VARIOUS SALES OF INVESTMENTS	P		
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 2,829,156		2,655,573	173,583
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
a			173,583
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	173,583
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	694,628	4,937,158	0 140694
2011	1,060,307	4,650,223	0 228012
2010	1,517,786	4,653,551	0 326157
2009	1,437,781	4,436,691	0 324066
2008	1,714,809	4,936,194	0 347395

2	Total of line 1, column (d).	2	1 366324
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 273265
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	5,537,199
5	Multiply line 4 by line 3.	5	1,513,123
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,606
7	Add lines 5 and 6.	7	1,515,729
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,040,969

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	5,211
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2.	3	5,211
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,211
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,982
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	12,982
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	7,771
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 7,771 Refunded ☐	11	0

Part VII-A Statements 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?	1a	Yes	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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ 0 (2) On foundation managers ☐ \$ _____ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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? Website address WWW GUIDESTAR ORG/ORGANIZATIONS/81-0108184	13	Yes	
14	The books are in care of US BANK TRUST NAT'L ASSOC MT Telephone no (406) 657-8127 Located at PO BOX 30678 BILLINGS MT ZIP +4 59115			
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 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country 	16	Yes	No

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		
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		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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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

No

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

c

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

☐ Yes ☐ No

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

6a

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

☐ Yes ☒ No

b

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

6b

No

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

7a

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

☐ Yes ☒ No

b

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

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
US BANK TRUST NAT'L ASSOC MT PO BOX 30678 BILLINGS, MT 59115	TRUSTEE 10 00	62,460	0	0

2

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

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

Total

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

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	5,337,802
b	Average of monthly cash balances.	1b	268,748
c	Fair market value of all other assets (see instructions).	1c	14,972
d	Total (add lines 1a, b, and c).	1d	5,621,522
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 	1e	4,192,378
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	5,621,522
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	84,323
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,537,199
6	Minimum investment return. Enter 5% of line 5.	6	276,860

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	276,860
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	5,211
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,211
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	271,649
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	271,649
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	271,649

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	1,040,969
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,040,969
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,040,969
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				271,649
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				74,729
e From 2012.				451,719
f Total of lines 3a through e.	526,448			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,040,969				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				271,649
e Remaining amount distributed out of corpus	769,320			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,295,768			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
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).	1,000,000			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	295,768			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .	295,768			

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)

☐ 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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

US BANK TRUST NATIONAL ASSOCIATION
BOX 30678
BILLINGS, MT 59115
(406) 657-8134

b

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

SEE STMT 13

c

Any submission deadlines

THE TRUSTEES WILL PROCESS SCHOLARSHIP APPLICATIONS RECEIVED AT ANY TIME PRIOR TO APRIL FIFTEENTH SE

d

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

SEE STMT 13

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	1,007,619
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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>				
SCHOLARSHIPS TO VARIOUS RECIPIENTS PO BOX 30678 BILLINGS,MT 59101	NONE	N/A	SCHOLARSHIP	507,619
MOUNTAINVIEW MEDICAL CENTER INC 16 W MAIN ST WHITE SULPHUR SPRINGS,MT 59645		HEALTHCARE FACILITY	SUSTAIN REGIONAL HEALTHCARE	67,500
FIRST CHURCH OF CHRIST SCIENTIST MOTHER CHURCH 175 HUNTINGTON AVE BOSTON,MA 021153117		CHURCH	GENERAL EXPENSE OR CAPITAL EXPENDITURES	40,000
FIRST CHURCH OF CHRIST SCIENTIST 7 BURLINGTON AVE BILLINGS,MT 59101		CHURCH	GENERAL EXPENSE OR CAPITAL EXPENDITURES	25,000
WHEATLAND MEMORIAL HEALTHCARE 530 3RD ST NW HARLOWTON,MT 59036		HEALTHCARE FACILITY	SUSTAIN REGIONAL HEALTHCARE	67,500
BILLINGS CLINIC FOUNDATION 801 N 29TH ST BILLINGS,MT 59101		EXEMPT PRIVATE FOUND	PASS THROUGH TO HEALTHCARE FACILITY	300,000
Total  3a				1,007,619

TY 2013 Accounting Fees Schedule**Name:** CHARLES M BAIR MEMORIAL TRUST

C/O TRUST DEPT OF US BANK

EIN: 81-0370774

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,240	2,120	0	2,120

TY 2013 General Explanation Attachment

Name: CHARLES M BAIR MEMORIAL TRUST

C/O TRUST DEPT OF US BANK

EIN: 81-0370774

Identifier	Return Reference	Explanation
	SEE STMT 13	SCHOLARSHIPS EACH APPLICATION MUST BE ACCOMPANIED BY A FINANCIAL ASSISTANCE QUESTIONNAIRE SIGNED BY THE APPLICANT'S PARENT OR GUARDIAN THE DETERMINATION OF FINANCIAL NEED WILL BE MADE EXCLUSIVELY BY THE TRUSTEES OF THE CHARLES M BAIR MEMORIAL TRUST GRANTS BEFORE APPLYING AN ORGANIZATION SHOULD REVIEW THIS DOCUMENT TO DETERMINE WHETHER IT IS THE TYPE OF ORGANIZATION THAT IS ELIGIBLE FOR A GRANT FROM THE CHARLES M BAIR FAMILY TRUST IF AN ORGANIZATION BELIEVES THAT IT IS ELIGIBLE FOR A GRANT, IT SHOULD REQUEST A GRANT APPLICATION IN WRITING THE GRANT APPLICATION MUST BE ACCOMPANIED BY A SUMMARY OF TWO PAGES OR LESS THAT DESCRIBES THE APPLICANT ORGANIZATION AND THE SPECIFIC PROGRAM OR PROJECT FOR WHICH IT IS SEEKING A GRANT IF AN APPLICANT ORGANIZATION IS A SECTION 501(C)(3) ORGANIZATION THAT IS NOT A PRIVATE FOUNDATION, IT MUST ATTACH TO THE GRANT APPLICATION A TAX DETERMINATION LETTER FROM THE INTERNAL REVENUE SERVICE VERIFYING ITS TAX-EXEMPT STATUS IF AN APPLICANT ORGANIZATION IS AN INSTRUMENTALITY OF THE FEDERAL GOVERNMENT, MONTANA STATE GOVERNMENT, OR LOCAL GOVERNMENT, IT MUST ATTACH TO THE GRANT APPLICATION EVIDENCE OF ITS GOVERNMENT AGENCY STATUS UNDER SECTION 170(C)(1) OF THE INTERNAL REVENUE CODE IF AN APPLICANT ORGANIZATION IS A SECTION 501(C)(3) ORGANIZATION THAT IS NOT A PRIVATE FOUNDATION, IT MUST ALSO ATTACH TO THE GRANT APPLICATION A COPY OF ITS LATEST ANNUAL INFORMATION RETURN (FORM 990 OR FORM 990EZ) AN APPLICANT ORGANIZATION MUST SUBMIT A COPY OF ITS CURRENT OPERATING BUDGET AND BALANCE SHEET AND BRIEFLY DESCRIBE HOW ITS ON-GOING FUNDING WILL BE ACHIEVED SEVEN COPIES OF THE GRANT APPLICATION AND SUMMARY PAGES WITH ONE SET OF SUPPORTING EVIDENCE AS REQUIRED SHOULD BE MAILED AS DIRECTED BELOW PLEASE DO NOT STAPLE MATERIAL COMPLETED GRANT APPLICATION CYCLE DEADLINES ARE THERE WILL BE ONLY 1 GRANT CYCLE PER YEAR IF MARCH 1ST FALLS ON A WEEKEND, THE GRANT APPLICATIONS WILL BE DUE THE FOLLOWING BUSINESS DAY APPLICATIONS MUST BE POSTMARKED BY THE ABOVE DATE AND RECEIVED NO LATER THAN ONE WEEK AFTERWARD FOR CONSIDERATION WITHIN THE CURRENT FUNDING CYCLE INCOMPLETE APPLICATIONS WILL BE RETURNED TO GRANT APPLICANTS AND CONSIDERED, WHEN COMPLETED, IN THE NEXT FUNDING CYCLE THE BOARD WILL SEND A WRITTEN RESPONSE TO GRANT APPLICANTS WITHIN 60-90 DAYS OF THE GRANT APPLICATION CYCLE DEADLINE THE BOARD MAY, AT ITS DISCRETION, GIVE PRIORITY TO TIME-SENSITIVE REQUESTS

**TY 2013 Investments Corporate
Bonds Schedule**

Name: CHARLES M BAIR MEMORIAL TRUST
C/O TRUST DEPT OF US BANK

EIN: 81-0370774

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VARIOUS CORPORATE BONDS	1,516,658	1,568,737

**TY 2013 Investments Corporate
Stock Schedule**

Name: CHARLES M BAIR MEMORIAL TRUST
C/O TRUST DEPT OF US BANK

EIN: 81-0370774

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS CORPORATE STOCK HOLDINGS	2,694,080	3,709,993

TY 2013 Investments Government Obligations Schedule

Name: CHARLES M BAIR MEMORIAL TRUST
C/O TRUST DEPT OF US BANK

EIN: 81-0370774

US Government Securities - End of	
Year Book Value:	76,244
US Government Securities - End of	
Year Fair Market Value:	76,295
State & Local Government	
Securities - End of Year Book	
Value:	0
State & Local Government	
Securities - End of Year Fair	
Market Value:	0

TY 2013 Investments - Other Schedule

Name: CHARLES M BAIR MEMORIAL TRUST
C/O TRUST DEPT OF US BANK

EIN: 81-0370774

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ROYALTY INTERESTS	AT COST	6,808	14,966

TY 2013 Other Assets Schedule**Name:** CHARLES M BAIR MEMORIAL TRUST

C/O TRUST DEPT OF US BANK

EIN: 81-0370774

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
BAIR RANCH FOUNDATION MEMBERSHIP INTEREST	4,192,378	4,192,378	4,192,378

TY 2013 Other Expenses Schedule

Name: CHARLES M BAIR MEMORIAL TRUST

C/O TRUST DEPT OF US BANK

EIN: 81-0370774

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MINERAL FEES	564	564	0	0
MISCELLANEOUS	255	255	0	0

TY 2013 Other Income Schedule**Name:** CHARLES M BAIR MEMORIAL TRUST

C/O TRUST DEPT OF US BANK

EIN: 81-0370774

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	4,315	4,315	

TY 2013 Reduction Explanation Statement

Name: CHARLES M BAIR MEMORIAL TRUST

C/O TRUST DEPT OF US BANK

EIN: 81-0370774

Explanation: THE CHARLES M BAIR MEMORIAL TRUST HAS A MEMBERSHIP INTEREST IN ANOTHER PRIVATE FOUNDATION, THE BAIR RANCH FOUNDATION. THE BAIR RANCH FOUNDATION MAKES ANNUAL DISTRIBUTIONS BASED ON THE VALUE OF ITS ASSETS. THE CONTRIBUTIONS MADE TO THE CHARLES M BAIR MEMOPRIAL TRUST FROM THE BAIR RANCH FOUNDATION ARE TREATED AS PASS THROUGH CONTRIBUTIONS. ACCORDINGLY, THE VALUE OF THE MEMBERSHIP INTEREST IS NOT INCLUDED AS IT IS CONSIDERED AN EXEMPT ASSET AND TO INCLUDE THE VALUE HERE WOULD RESULT IN DUPLICATION. AS TO THE VALUE OF THE MEMBERSHIP INTEREST, BOOK VALUE HAS BEEN UTILIZED. THE MEMBERSHIP INTEREST IS NOT TRANSFERABLE OR SELLABLE AND THESE RESTRICTIONS CREATE A SITUATION WHEREBY THE TRUE VALUE IS NOT EASILY DETERMINABLE. SINCE IT IS AN EXEMPT ASSET THE VALUE IS NOT A SIGNIFICANT ISSUE. ACCORDINGLY, BOOK VALUE HAS BEEN UTILIZED.

TY 2013 Taxes Schedule**Name:** CHARLES M BAIR MEMORIAL TRUST

C/O TRUST DEPT OF US BANK

EIN: 81-0370774

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	3,949	0	0	0