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Extended to November 15, 2017

Return of Private Foundation

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

OMB No. 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation The High Stakes Foundation		A Employer identification number 20-5815274
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 96	Room/suite	B Telephone number 406-726-2030
City or town, state or province, country, and ZIP or foreign postal code Arlee, MT 59821		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) \$ 1,644,992.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
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		35,188.	35,188.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		34,862.			
b Gross sales price for all assets on line 6a 742,771.					
7 Capital gain net income (from Part IV, line 2)			34,862.		
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)					
11 Other income		217.	217.		Statement 2
12 Total. Add lines 1 through 11		70,267.	70,267.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 3		20,000.	0.		20,000.
b Accounting fees Stmt 4		4,500.	0.		4,500.
c Other professional fees Stmt 5		130,891.	16,891.		114,000.
17 Interest					
18 Taxes Stmt 6		2,163.	87.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,397.	0.		1,397.
22 Printing and publications					
23 Other expenses Stmt 7		2,553.	0.		2,477.
24 Total operating and administrative expenses. Add lines 13 through 23		161,504.	16,978.		142,374.
25 Contributions, gifts, grants paid		279,230.			279,230.
26 Total expenses and disbursements. Add lines 24 and 25		440,734.	16,978.		421,604.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<370,467.>			
b Net investment income (if negative, enter -0-)			53,289.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			24,888.	255,268.	255,268.
	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					
	7 Other notes and loans receivable ▶ 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					
	b Investments - corporate stock Stmt 9			1,046,008.	724,192.	724,192.
	c Investments - corporate bonds Stmt 10			774,756.	577,196.	577,196.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other Stmt 11			124,919.	50,493.	50,493.
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶					
	15 Other assets (describe ▶ Statement 12)			47,103.	37,843.	37,843.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			2,017,674.	1,644,992.	1,644,992.
Liabilities	17 Accounts payable and accrued expenses			229.	305.	
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			229.	305.	
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			2,017,445.	1,644,687.	
	30 Total net assets or fund balances			2,017,445.	1,644,687.	
	31 Total liabilities and net assets/fund balances			2,017,674.	1,644,992.	

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	1 2,017,445.
(must agree with end-of-year figure reported on prior year's return)	2 <370,467.>
2 Enter amount from Part I, line 27a	3 38,160.
3 Other increases not included in line 2 (itemize) ▶ Unrealized gain/loss	4 1,685,138.
4 Add lines 1, 2, and 3	5 40,451.
5 Decreases not included in line 2 (itemize) ▶ See Statement 8	6 1,644,687.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	

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 Publicly Traded Securities				
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 742,771.		707,909.	34,862.	
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			34,862.	
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 34,862.
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). If (loss), enter -0- in Part I, line 8		If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3 N/A

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 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))
2015	859,643.	2,657,329.	.323499
2014	1,123,176.	3,429,355.	.327518
2013	276,503.	1,673,530.	.165221
2012	477,818.	1,949,386.	.245112
2011	639,396.	2,308,747.	.276945
2 Total of line 1, column (d)			2 1.338295
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 .267659
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 1,790,936.
5 Multiply line 4 by line 3			5 479,360.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 533.
7 Add lines 5 and 6			7 479,893.
8 Enter qualifying distributions from Part XII, line 4			8 459,447.

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

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

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)		1	1,066.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,066.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,066.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	3,021.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2016 estimated tax payments and 2015 overpayment credited to 2016		6d	
b Exempt foreign organizations - tax withheld at source		7	3,021.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	1,955.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ 1,955. Refunded ☐			

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	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)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.highstakesfoundation.org</u>	X	
14 The books are in care of ► <u>Dawn McGee/Megan Robson</u> Telephone no. ► <u>406-726-2030</u> Located at ► <u>P.O. Box 96, Arlee, MT</u> ZIP+4 ► <u>59821</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
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 instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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 2016?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 2016 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 2016.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)
- (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☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ 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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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?

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?

N/A

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.

(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 Statement 13		0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000

[illegible]

C

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

Expenses

1	N/A	
2		
3		
4		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	Western Montana Growers Cooperative.	
		37,843.
2		
	All other program-related investments. See instructions.	
3		
	Total. Add lines 1 through 3	37,843.

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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	1,742,792.
b	Average of monthly cash balances	1b	75,417.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,818,209.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,818,209.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,273.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,790,936.
6	Minimum investment return. Enter 5% of line 5	6	89,547.

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	89,547.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,066.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,066.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	88,481.
4	Recoveries of amounts treated as qualifying distributions	4	9,260.
5	Add lines 3 and 4	5	97,741.
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	97,741.

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	421,604.
b	Program-related investments - total from Part IX-B	1b	37,843.
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	459,447.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	459,447.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				97,741.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	525,511.			
b From 2012	381,059.			
c From 2013	194,705.			
d From 2014	957,116.			
e From 2015	730,369.			
f Total of lines 3a through e	2,788,760.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 459,447.				
a Applied to 2015, 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 2016 distributable amount				97,741.
e Remaining amount distributed out of corpus	361,706.			
5 Excess distributions carryover applied to 2016 (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	3,150,466.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	525,511.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	2,624,955.			
10 Analysis of line 9:				
a Excess from 2012	381,059.			
b Excess from 2013	194,705.			
c Excess from 2014	957,116.			
d Excess from 2015	730,369.			
e Excess from 2016	361,706.			

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				
ACLU Foundation of Montana 7 6th Ave #519 Helena, MT 59601	None	PC	General Operating	250.
Arlee CDC PO BOX 452 Arlee, MT 59821	None	PC	General Operating	5,000.
Climate Conservation DBA CLLC 303 W Mendenhall St #4 Bozeman, MT 59715	None	PC	General Operating	1,000.
Community Food & Agriculture Coalition PO Box 7025 Missoula, MT 59807	None	PC	General Operating	7,500.
Compassion and Choices PO Box 101810 Denver, CO 80250	None	PC	General Operating	250.
Total	See continuation sheet(s)			279,230.
b Approved for future payment				
None				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Forward Montana 136 E. Broadway Suite 1 Missoula, MT 59802	None	PC	General Operating	26,250.
Friends of Scotchman Peaks Wilderness 108 W 4th St #205 Libby, MT 59923	None	PC	General Operating	12,000.
Lake County CDC 407 Main St SW Ronan, MT 59864	None	PC	General Operating	55,000.
Montana Budget and Policy Center 101 N Last Chance Gulch #220 Helena, MT 59601	None	PC	General Operating	750.
Montana Conservation Voters 315 S 4th St E Missoula, MT 59801	None	PC	General Operating	250.
Montana Human Rights Network PO Box 1509 Helena, MT 59624	None	PC	General Operating	500.
Montana Innocence Project PO Box 7607 Missoula, MT 59807	None	PC	General Operating	15,000.
Montana Voices 220 South 27th St, Suite B Billings, MT 59101	None	PC	General Operating	20,000.
Montana Watershed Coordination Council PO Box 1416 Helena, MT 59624	None	PC	General Operating	10,000.
Montana Wilderness Association 80 S Warren St Helena, MT 59601	None	PC	General Operating	26,000.
Total from continuation sheets				265,230.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Montana Women Vote 725 W Alder St #21 Missoula, MT 59802	None	PC	General Operating	250.
MontPIRF 32 Campus Dr Missoula, MT 59812	None	PC	General Operating	250.
North Missoula CDC 1500 Burns St Missoula, MT 59802	None	PC	General Operating	10,000.
Northern Plains Resource Council 220 S 27th St Billings, MT 59101	None	PC	General Operating	250.
O'Hara Commons & Sustainability Center 111 S 4th St Hamilton, MT 59840	None	PC	General Operating	5,000.
Opportunity Link 236 4th Ave Havre, MT 59501	None	PC	General Operating	10,000.
Paradise Elementary School Preservation 376 River Road West Plains, MT 59859	None	PC	General Operating	10,000.
Planned Parenthood of Montana 219 E Main St Missoula, MT 59802	None	PC	General Operating	500.
Prickly Pear Land Trust 40 W Lawrence St Helena, MT 59601	None	PC	General Operating	20,000.
Sage Gardeners 1112 S Willson Ave Bozeman, MT 59715	None	PC	General Operating	6,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Sanders County CDC 2504 Tradewinds Way, Suite C1 Thompson Falls, MT 59873	None	PC	General Operating	3,980.
Soft Landing Missoula 939 Stephens Avenue, Suite C Missoula, MT 59801	None	PC	General Operating	250.
Stevensville Main Street Association 102 Main St B Stevensville, MT 59870	None	PC	General Operating	7,500.
The Montana Land Reliance 324 Fuller Ave # 2 Helena, MT 59601	None	PC	General Operating	5,000.
The Salish Institute PO Box 914 Saint Ignatius, MT 59865	None	PC	General Operating	250.
The Sierra Club Foundation 85 Second St., Suite 750 San Francisco, CA 94105	None	PC	General Operating	5,000.
Tides Foundation PO Box 29903 San Francisco, CA 94129	None	PC	General operations.	10,000.
Western Native Voice 220 South 27th Street, Suite C Billings, MT 59101	None	PC	General Operating	750.
Women's Foundation of Montana PO Box 1145 Helena, MT 59624	None	PC	General Operating	250.
Women's Voices for the Earth 114 W Pine St # 2 Missoula, MT 59802	None	PC	General Operating	250.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

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)				
Yaak Valley Forest Council 265 River View Dr Troy, MT 59935	None	PC	General Operating	4,000.
Total from continuation sheets				

Form 990-PF	Dividends and Interest from Securities				Statement 1
Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Charles Schwab	35,188.	0.	35,188.	35,188.	
To Part I, line 4	35,188.	0.	35,188.	35,188.	

Form 990-PF	Other Income			Statement 2
Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income	
Loan interest	217.	217.		
Total to Form 990-PF, Part I, line 11	217.	217.		

Form 990-PF	Legal Fees			Statement 3
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	20,000.	0.		20,000.
To Fm 990-PF, Pg 1, ln 16a	20,000.	0.		20,000.

Form 990-PF	Accounting Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	4,500.	0.		4,500.
To Form 990-PF, Pg 1, ln 16b	4,500.	0.		4,500.

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment Management Fees	16,891.	16,891.		0.	
Management Fees	114,000.	0.		114,000.	
To Form 990-PF, Pg 1, ln 16c	130,891.	16,891.		114,000.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Federal Excise Tax	2,076.	0.		0.	
Foreign Tax	87.	87.		0.	
To Form 990-PF, Pg 1, ln 18	2,163.	87.		0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Miscellaneous	2,553.	0.		2,477.	
To Form 990-PF, Pg 1, ln 23	2,553.	0.		2,477.	

Form 990-PF	Other Decreases in Net Assets or Fund Balances			Statement	8
Description	Amount				
Prior period adjustment	38,160.				
Timing adjustment on investment income	2,291.				
Total to Form 990-PF, Part III, line 5	40,451.				

Form 990-PF	Corporate Stock	Statement	9
Description	Book Value	Fair Market Value	
Charles Schwab Equities - see stmt	724,192.	724,192.	
Total to Form 990-PF, Part II, line 10b	724,192.	724,192.	

Form 990-PF	Corporate Bonds	Statement	10
Description	Book Value	Fair Market Value	
Charles Schwab Fixed Income - See stmt	577,196.	577,196.	
Total to Form 990-PF, Part II, line 10c	577,196.	577,196.	

Form 990-PF	Other Investments	Statement	11
Description	Valuation Method	Book Value	Fair Market Value
Charles Schwab Other Investments - See stmt	FMV	46,930.	46,930.
Accrued Interest	FMV	3,563.	3,563.
Total to Form 990-PF, Part II, line 13		50,493.	50,493.

Form 990-PF	Other Assets	Statement	12
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Western Montana Growers Cooperative PRI	47,103.	37,843.	37,843.
To Form 990-PF, Part II, line 15	47,103.	37,843.	37,843.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 13

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan	Expense Contrib	Account
Dawn McGee P.O. Box 96 Arlee, MT 59821	President/Secretary 1.00	0.	0.	0.	0.
Elizabeth Crook P.O. Box 96 Arlee, MT 59821	Director 1.00	0.	0.	0.	0.
Mary Stranahan P.O. Box 96 Arlee, MT 59821	Director 1.00	0.	0.	0.	0.
Molly Stranahan P.O. Box 96 Arlee, MT 59821	Director 1.00	0.	0.	0.	0.
Joel Solomon P.O. Box 96 Arlee, MT 59821	Director 1.00	0.	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.	0.

Form 990-PF	Grant Application Submission Information	Statement 14
	Part XV, Lines 2a through 2d	

Name and Address of Person to Whom Applications Should be Submitted

Mary Stranahan
P.O. Box 96
Arlee, MT 59821

Telephone Number

406-726-2030

Form and Content of Applications

Completed application form and grant proposal request. See
<https://highstakesfoundation.wordpress.com/how-to-apply/> for grant
application procedures.

Any Submission Deadlines

April 1 and September 1

Restrictions and Limitations on Awards

None