

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2011 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization BUFFALO BILL MEMORIAL ASSOCIATION		D Employer identification number 83-0180403
	Doing Business As		E Telephone number (307) 587-4771
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	720 SHERIDAN AVENUE		G Gross receipts \$ 16,536,867.
City or town, state or country, and ZIP + 4 CODY, WY 82435		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
F Name and address of principal officer: BRUCE B. ELDREDGE SAME AS C ABOVE		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		If "No," attach a list. (see instructions)	
J Website: WWW.BBHC.ORG		H(c) Group exemption number ▶	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1917 M State of legal domicile: WY	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO EDUCATE & ENTERTAIN WORLDWIDE AUDIENCES ABOUT THE PAST, PRESENT, & FUTURE OF THE AMERICAN WEST.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	46
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	46
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	205
	6 Total number of volunteers (estimate if necessary)	6	266
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	8,115.
b Net unrelated business taxable income from Form 990-T, line 34	7b	3,292.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	7,113,533.	5,980,141.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,196,114.	2,092,537.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,016,407.	2,110,724.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,104,331.	988,990.
		11,430,385.	11,172,392.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	85,800.	151,012.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	5,406,263.	5,473,980.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	64,232.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,032,543.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	4,777,074.	4,963,857.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	10,269,137.	10,653,081.	
19 Revenue less expenses. Subtract line 18 from line 12	1,161,248.	519,311.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	158,325,888.	156,995,587.
	22 Net assets or fund balances. Subtract line 21 from line 20	223,260.	380,312.
		158,102,628.	156,615,275.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer		Date
	BRUCE B. ELDREDGE, EXECUTIVE DIRECTOR/CEO		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	JEREMY G. HAUK		
	Firm's name ▶ EIDE BAILLY LLP	Firm's EIN ▶ 45-0250958	Check if self-employed <input type="checkbox"/> PTIN P00626792
	Firm's address ▶ 401 N 31ST ST STE 1120, PO BX 7112 BILLINGS, MT 59103-7112	Phone no. 406-896-2400	

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: THE CENTER IS THE WORLD LEADER IN PRESENTING AUTHENTIC INTERPRETATION AND COMPELLING EXPERIENCES ABOUT THE AMERICAN WEST. THROUGH OUR IDEAS, COLLECTIONS, AND PROGRAMS WE EDUCATE AND ENTERTAIN WORLDWIDE AUDIENCES ABOUT THE PAST, PRESENT, AND FUTURE OF THE AMERICAN WEST.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 5,440,720. including grants of \$ 0.) (Revenue \$ 2,699,743.) CURATORIAL, COLLECTIONS & CONSERVATION PLAN:

THE CONSERVATION AND COLLECTIONS DEPARTMENTS HAVE RESPONSIBILITY FOR MORE THAN 100,000 COLLECTION OBJECTS (MANY WITH MULTIPLE PARTS) INSIDE THE MUSEUM; 2,000 LINEAL FEET OF ARCHIVAL AND MANUSCRIPT COLLECTIONS; AND 500,000 HISTORIC PHOTOGRAPHS DEPICTING THE AMERICAN WEST. IN ADDITION, A MAJOR OUTDOOR SCULPTURE COLLECTION AND GARDEN CONTAINS A COLLECTION OF OVER 20 BRONZES AND FERROUS OBJECTS. ALL OF THESE COLLECTIONS WILL GROW IN THE FUTURE. AS THE ONLY CONSERVATION LABORATORY WITHIN AN INSTITUTION IN WYOMING, THE CONSERVATOR ROUTINELY RESPONDS TO INQUIRIES FROM THE PUBLIC, AND MUSEUMS IN WYOMING AND THE WESTERN NON-COASTAL STATES. THE COLLECTION MANAGERS ALSO ROUTINELY

4b (Code:) (Expenses \$ 1,750,354. including grants of \$ 151,012.) (Revenue \$ 0.)

SEE SCHEDULE O

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 7,191,074.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	X	
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	X	
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Input box for Schedule O response

Table with columns for question number, description, sub-questions (1a-14b), Yes, and No. Contains various tax-related questions and their corresponding responses.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (46), 1b (46), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a (X), 10b, 11a (X), 11b, 12a (X), 12b (X), 12c (X), 13 (X), 14 (X), 15a (X), 15b (X), 16a (X), 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed AL, AK, AZ, AR, CA, CO, CT, DE, FL, GA, HI, ID
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: MEG KATH - (307) 578-4044 720 SHERIDAN AVENUE, CODY, WY 82435

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BARRON G. COLLIER, II CHAIRMAN OF THE BOARD	8.00	X		X			0.	0.	0.	
(2) NAOMA J. TATE VICE CHAIRMAN	2.00	X		X			0.	0.	0.	
(3) HENRY H.R. COE, JR. VICE CHAIRMAN	4.00	X		X			0.	0.	0.	
(4) MARGARET W. SCARLETT VICE CHAIRMAN	2.00	X		X			0.	0.	0.	
(5) PAUL V. CALI TREASURER	3.00	X		X			0.	0.	0.	
(6) ERNEST J. GOPPERT, JR. SECRETARY	2.00	X		X			0.	0.	0.	
(7) JAMES E. NIELSON SECRETARY	6.00	X		X			0.	0.	0.	
(8) STEVEN R. CRANFILL ASSISTANT SECRETARY	2.00	X		X			0.	0.	0.	
(9) WILLIS MCDONALD, IV GENERAL COUNSEL	2.00	X		X			0.	0.	0.	
(10) ALAN K. SIMPSON TRUSTEE	4.00	X					0.	0.	0.	
(11) GORDON H. BARROWS TRUSTEE	1.00	X					0.	0.	0.	
(12) DANIELE D. BODINI TRUSTEE	1.00	X					0.	0.	0.	
(13) GEORGE BROWN EMERITUS TRUSTEE	1.00	X					0.	0.	0.	
(14) WILEY T. BUCHANAN, III TRUSTEE	1.00	X					0.	0.	0.	
(15) RICHARD B. CHENEY TRUSTEE	1.00	X					0.	0.	0.	
(16) JOAN C. DONNER TRUSTEE	1.00	X					0.	0.	0.	
(17) FORREST FENN TRUSTEE	1.00	X					0.	0.	0.	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) WILLIAM C. GARLOW TRUSTEE	2.00	X						0.	0.	0.
(19) RAY L. HUNT TRUSTEE	1.00	X						0.	0.	0.
(20) DAVID M. LEUSCHEN TRUSTEE	1.00	X						0.	0.	0.
(21) RICHARD S. NELSON TRUSTEE	1.00	X						0.	0.	0.
(22) NANCY D. PETRY TRUSTEE	1.00	X						0.	0.	0.
(23) WILLIAM B. RUGER, JR. TRUSTEE	1.00	X						0.	0.	0.
(24) RICHARD J. SCHWARTZ TRUSTEE	1.00	X						0.	0.	0.
(25) MARY GOOCH ARMOUR TRUSTEE	1.00	X						0.	0.	0.
(26) JOHN R. CALDWELL TRUSTEE	1.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								400,747.	0.	59,215.
d Total (add lines 1b and 1c)								400,747.	0.	59,215.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **3**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
HIRTLE CALLAGHAN & CO., FIVE TOWER BRIDGE, SUITE 500, WEST CONSHOHOCKEN, PA 19428-29	INVESTMENT MANAGEMENT	115,171.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **1**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) COLIN M. SIMPSON TRUSTEE	1.00	X					0.	0.	0.	
(28) HARRIET STUART SPENCER EMERITUS TRUSTEE	1.00	X					0.	0.	0.	
(29) H. LEIGHTON STEWARD TRUSTEE	1.00	X					0.	0.	0.	
(30) JOHN C. SULLIVAN TRUSTEE	2.00	X					0.	0.	0.	
(31) MICHAEL J. SULLIVAN TRUSTEE	1.00	X					0.	0.	0.	
(32) JAMES G. TAGGART TRUSTEE	1.00	X					0.	0.	0.	
(33) MARGO GRANT WALSH TRUSTEE	1.00	X					0.	0.	0.	
(34) EDWARD P. CONNORS TRUSTEE	1.00	X					0.	0.	0.	
(35) MARY FLITNER TRUSTEE	1.00	X					0.	0.	0.	
(36) RONALD L. FORMAN TRUSTEE	1.00	X					0.	0.	0.	
(37) CHARLES C. FRANCIS TRUSTEE	5.00	X					0.	0.	0.	
(38) PATRICK R. MCDONALD TRUSTEE	2.00	X					0.	0.	0.	
(39) WALLACE H. JOHNSON TRUSTEE	12.00	X					0.	0.	0.	
(40) WILLIAM L. KING TRUSTEE	1.00	X					0.	0.	0.	
(41) SAMUEL B. WEBB, JR. TRUSTEE	6.00	X					0.	0.	0.	
(42) MARY ANNE DINGUS TRUSTEE	1.00	X					0.	0.	0.	
(43) THOMAS P. GRAINGER TRUSTEE	5.00	X					0.	0.	0.	
(44) C. HARRIS HASTON TRUSTEE	4.00	X					0.	0.	0.	
(45) DEBORAH GOPPERT HOFSTEDT TRUSTEE	8.00	X					0.	0.	0.	
(46) HAROLD C. RAMSER, JR. TRUSTEE	3.00	X					0.	0.	0.	
Total to Part VII, Section A, line 1c										

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b 684,646.					
	c Fundraising events	1c 187,758.					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 5,107,737.					
	g Noncash contributions included in lines 1a-1f: \$	1,372,145.					
	h Total. Add lines 1a-1f		5,980,141.				
	Program Service Revenue	2 a <u>ADMISSION CHARGES</u>	Business Code 713990	2,062,673.	2,062,673.		
b <u>MISCELLANEOUS INCOME</u>		713990	29,864.	29,864.			
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f			2,092,537.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		917,396.			917,396.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	5598608.				
		(ii) Other	96.				
		b Less: cost or other basis and sales expenses	4405376.	0.			
		c Gain or (loss)	1193232.	96.			
	d Net gain or (loss)			1,193,328.		1193328.	
	8 a Gross income from fundraising events (not including \$ 187,758. of contributions reported on line 1c). See Part IV, line 18	a	131,395.				
		b Less: direct expenses	205,460.				
c Net income or (loss) from fundraising events				-74,065.		-74,065.	
9 a Gross income from gaming activities. See Part IV, line 19	a	58,700.					
	b Less: direct expenses	21,036.					
	c Net income or (loss) from gaming activities			37,664.		37,664.	
10 a Gross sales of inventory, less returns and allowances	a	1757994.					
	b Less: cost of goods sold	732,603.					
	c Net income or (loss) from sales of inventory			1,025,391.	607,206.	8,115.	
Miscellaneous Revenue		Business Code					
11 a							
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d						
12 Total revenue. See instructions.			11172392.	2,699,743.	8,115.	2484393.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	50,512.	50,512.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	100,500.	100,500.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	205,236.	92,110.	113,126.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	3,911,052.	2,773,361.	609,745.	527,946.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	97,613.	62,694.	19,225.	15,694.
9 Other employee benefits	846,608.	603,708.	135,992.	106,908.
10 Payroll taxes	413,471.	296,323.	66,271.	50,877.
11 Fees for services (non-employees):				
a Management	114,774.	93,228.	20,546.	1,000.
b Legal	3,710.	1,373.	2,337.	
c Accounting	81,800.	30,266.	51,534.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	64,232.			64,232.
f Investment management fees	254,424.	151,681.	102,743.	
g Other	254,224.	178,787.	39,880.	35,557.
12 Advertising and promotion	180,035.	16,978.	162,220.	837.
13 Office expenses	460,465.	252,439.	155,180.	52,846.
14 Information technology	398,553.	150,367.	225,062.	23,124.
15 Royalties				
16 Occupancy	384,525.	254,060.	130,465.	
17 Travel	447,998.	246,462.	124,991.	76,545.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	27,235.	19,140.	1,833.	6,262.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,672,148.	1,397,069.	271,506.	3,573.
23 Insurance	186,032.	120,732.	65,300.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a ENTERTAINMENT	108,716.	45,259.	19,450.	44,007.
b PUBLICATIONS	105,903.	49,548.	42,211.	14,144.
c REPAIR & MAINTENANCE	88,562.	54,414.	34,133.	15.
d UBI TAXES	1,280.	0.	1,280.	0.
e All other expenses	193,473.	150,063.	34,434.	8,976.
25 Total functional expenses. Add lines 1 through 24e	10,653,081.	7,191,074.	2,429,464.	1,032,543.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	1,588,171.	1	1,311,591.	
	2 Savings and temporary cash investments		2		
	3 Pledges and grants receivable, net	2,019,591.	3	1,939,705.	
	4 Accounts receivable, net	65,720.	4	164,588.	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use	684,641.	8	669,999.	
	9 Prepaid expenses and deferred charges	138,922.	9	84,789.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 55,292,434.			
	b Less: accumulated depreciation	10b 21,937,690.			
		33,439,433.	10c	33,354,744.	
	11 Investments - publicly traded securities	35,205,034.	11	32,902,778.	
	12 Investments - other securities. See Part IV, line 11	6,929,366.	12	6,784,751.	
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
15 Other assets. See Part IV, line 11	78,255,010.	15	79,782,642.		
16 Total assets. Add lines 1 through 15 (must equal line 34)	158,325,888.	16	156,995,587.		
Liabilities	17 Accounts payable and accrued expenses	223,260.	17	380,312.	
	18 Grants payable		18		
	19 Deferred revenue		19		
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25		
	26 Total liabilities. Add lines 17 through 25	223,260.	26	380,312.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	19,737,872.	27	16,623,381.	
	28 Temporarily restricted net assets	108,777,830.	28	110,210,389.	
	29 Permanently restricted net assets	29,586,926.	29	29,781,505.	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	158,102,628.	33	156,615,275.	
34 Total liabilities and net assets/fund balances	158,325,888.	34	156,995,587.		

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	11,172,392.
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,653,081.
3	Revenue less expenses. Subtract line 2 from line 1	3	519,311.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	158,102,628.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-2,006,664.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	156,615,275.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number 83-0180403
--	---

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	24389981.	5801483.	4602196.	7113533.	5980141.	47887334.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	24389981.	5801483.	4602196.	7113533.	5980141.	47887334.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						47887334.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	24389981.	5801483.	4602196.	7113533.	5980141.	47887334.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	995,890.	807,636.	836,871.	867,624.	917,396.	4425417.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	12,023.	7,245.	9,888.	9,418.	4,292.	42,866.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						52355617.
12 Gross receipts from related activities, etc. (see instructions)					12	23,062,997.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	91.47	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	91.95	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>		
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Name of the organization

Employer identification number

BUFFALO BILL MEMORIAL ASSOCIATION

83-0180403

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number 83-0180403
--	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	_____ _____ _____	\$ <u>750,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	_____ _____ _____	\$ <u>300,200.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>	_____ _____ _____	\$ <u>272,700.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>4</u>	_____ _____ _____	\$ <u>282,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>5</u>	_____ _____ _____	\$ <u>131,245.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>6</u>	_____ _____ _____	\$ <u>129,277.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number 83-0180403
--	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>7</u>	_____ _____ _____	\$ <u>1,250.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>8</u>	_____ _____ _____	\$ <u>134,999.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>9</u>	_____ _____ _____	\$ <u>383,612.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>10</u>	_____ _____ _____	\$ <u>225,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>11</u>	_____ _____ _____	\$ <u>200,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>12</u>	_____ _____ _____	\$ <u>220,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
BUFFALO BILL MEMORIAL ASSOCIATION	83-0180403

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	J. PURDEY & SONS OVER-UNDER 28 GAUGE SHOTGUN, SN 28059 WITH LEATHER CARRY CASE, CLEANING ROD, ETC.	\$ 700,000.	10/28/11
2	BRONZE, 16 FEET LONG, 12 FEET HIGH, SUBJECT: MAN (BUFFALO BILL CODY) ON HORSE IN FULL STRIDE, 2010; ARTIST, PETER FILLERUP; TITLE, BILL CODY - HARD AND FAST ALL THE WAY	\$ 300,000.	09/23/11
5	SEE STATEMENT 1	\$ 1,000.	10/10/11
6	SEE STATEMENT 2	\$ 2,000.	09/14/11
7	18KT YELLOW GOLD AND CHAMPAGNE COLORED PEARL DESIGNED BY YVEL FOR O.C. TANNER. NECKLACE - 11-12 MM PEARL - 20 DIAMONDS + .15 TW.	\$ 1,250.	08/29/11
		\$	

Name of organization BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number 83-0180403
---	--

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

BUFFALO BILL MEMORIAL ASSOCIATION

Employer identification number

83-0180403

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ 1,271,307.

(ii) Assets included in Form 990, Part X

▶ \$ 79,782,642.

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	41,151,624.	38,186,989.	32,581,471.	39,865,622.	
b Contributions	301,094.	601,723.		11,427,287.	
c Net investment earnings, gains, and losses	-34,780.	4,757,540.	8,140,731.	-16,646,587.	
d Grants or scholarships					
e Other expenditures for facilities and programs	2,669,320.	2,394,628.	2,535,213.	2,064,851.	
f Administrative expenses					
g End of year balance	38,748,618.	41,151,624.	38,186,989.	32,581,471.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment 33.71 %
- b Permanent endowment 59.39 %
- c Temporarily restricted endowment 6.90 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(ii) related organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	<input type="checkbox"/>	<input type="checkbox"/>

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		165,500.		165,500.
b Buildings		39,824,502.	11,371,286.	28,453,216.
c Leasehold improvements		701,161.	664,308.	36,853.
d Equipment		2,545,177.	1,956,809.	588,368.
e Other		12,056,094.	7,945,287.	4,110,807.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				33,354,744.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) ART & BRONZES	26,337,660.
(2) ARTIFACTS, PHOTOS, MEMORABILIA	53,444,982.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	79,782,642.

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶

FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	11,172,392.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	10,653,081.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	519,311.
4	Net unrealized gains (losses) on investments	4	-2,006,664.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	-2,006,664.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-1,487,353.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	11,162,914.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-2,006,664.
b	Donated services and use of facilities	2b	363,755.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	-1,642,909.
3	Subtract line 2e from line 1	3	12,805,823.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	254,423.
b	Other (Describe in Part XIV.)	4b	-1,887,854.
c	Add lines 4a and 4b	4c	-1,633,431.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	11,172,392.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	12,650,267.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	363,755.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	1,887,854.
e	Add lines 2a through 2d	2e	2,251,609.
3	Subtract line 2e from line 1	3	10,398,658.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	254,423.
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	254,423.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	10,653,081.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART III, LINE 4: THE CENTER HAS OVER 100,000 OBJECTS; 500,000

HISTORICAL PHOTOGRAPHS; 30,000 BOOKS; AND 2,000 LINEAR FEET OF DOCUMENTS

AND RECORDS IN ITS COLLECTIONS. THE CENTER IS NOTED FOR ITS PLAINS INDIAN

CULTURAL OBJECTS, WESTERN ART, FIREARMS, AND HISTORICAL OBJECTS RELATED TO

WILLIAM F. "BUFFALO BILL" CODY. THE CENTER USES THESE COLLECTIONS TO DRAW

ALMOST 200,000 VISITORS TO OUR FACILITY ANNUALLY THROUGH INTERACTIVE AND

INTERPRETIVE PROGRAMS INCLUDING EXHIBITIONS, ADULT AND FAMILY PROGRAMS,

SCHOLARLY LECTURES, RESEARCH PROJECTS AND SIMILAR PROGRAMS. THE CENTER

Part XIV Supplemental Information (continued)

REACHES ALMOST 500,000 INDIVIDUAL WEB USERS EACH YEAR WHO ACCESS
COLLECTIONS, PROGRAMS AND INFORMATION ABOUT THE AMERICAN WEST ON-LINE
THROUGH OUR WEBSITE.

PART V, LINE 4: ENDOWMENTS FOR THE YEAR ENDED DECEMBER 31, 2011 WERE
RESTRICTED FOR THE FOLLOWING PURPOSES: GENERAL AND ADMINISTRATIVE,
CURATORIAL & CONSERVATION, COLLECTIONS, AND EDUCATIONAL PROGRAMS.

PART X, LINE 2: THE ASSOCIATION IS EXEMPT FROM FEDERAL INCOME TAXES
UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, EXCEPT FOR INCOME
FROM THE SALE OF CERTAIN ITEMS BY THE ASSOCIATION'S GIFT SHOP. INCOME
TAXES RELATED TO THESE SALES WERE NOT MATERIAL DURING THE YEARS ENDED
DECEMBER 31, 2011 OR 2010.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

DIRECT FUNDRAISING EXPENSES NETTED WITH REVENUE ON TAX

RETURN:	-226,495.
COST OF GOODS SOLD NETTED WITH REVENUE ON TAX RETURN:	-732,602.
RECLASSIFICATION OF NET ASSETS	-928,757.
TOTAL TO SCHEDULE D, PART XII, LINE 4B	-1,887,854.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

DIRECT FUNDRAISING EXPENSES NETTED WITH REVENUE ON TAX

RETURN:	226,495.
RECLASSIFICATION OF NET ASSETS:	928,757.
COST OF GOODS SOLD NETTED WITH REVENUE ON TAX RETURN:	732,602.
TOTAL TO SCHEDULE D, PART XIII, LINE 2D	1,887,854.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization **BUFFALO BILL MEMORIAL ASSOCIATION** Employer identification number **83-0180403**

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
CENTRAL AMERICA AND THE CARIBBEAN	0	0	INVESTMENTS		6,785,000.
3 a Sub-total	0	0			6,785,000.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			6,785,000.

Part IV Foreign Forms

- 1** Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2** Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

- 3** Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No

- 4** Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

- 5** Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

- 6** Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		PATRONS BALL (event type)	(event type)	NONE (total number)	
Revenue	1 Gross receipts	319,153.			319,153.
	2 Less: Charitable contributions	187,758.			187,758.
	3 Gross income (line 1 minus line 2)	131,395.			131,395.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	90,838.			90,838.
	6 Rent/facility costs				
	7 Food and beverages	69,975.			69,975.
	8 Entertainment	21,611.			21,611.
	9 Other direct expenses	23,036.			23,036.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(205,460)
	11 Net income summary. Combine line 3, column (d), and line 10				-74,065.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1 Gross revenue			58,700.
Direct Expenses	2 Cash prizes				
	3 Noncash prizes			20,000.	20,000.
	4 Rent/facility costs				
	5 Other direct expenses			1,036.	1,036.
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes <u>100</u> % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				(21,036)	
8 Net gaming income summary. Combine line 1, column d, and line 7				37,664.	

9 Enter the state(s) in which the organization operates gaming activities: WY
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: NOT REQUIRED BY STATE LAW.

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity operated in:
- | | |
|--------------------------------------|---------------------|
| a The organization's facility | 13a 100.00 % |
| b An outside facility | 13b % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► MEG KATHAddress ► 720 SHERIDAN AVENUE - CODY, WY 82435

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.
- c** If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:Name ► MEG KATHGaming manager compensation ► \$ 0.Description of services provided ► OVERALL MANAGEMENT OF THE RAFFLE.
 Director/officer
 Employee
 Independent contractor
17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:(I) NAME OF FUNDRAISER: VITAL DATA MANAGEMENT, INC.(I) ADDRESS OF FUNDRAISER: 12 ALFRED STREET, WOBURN, MA 01801-1972**SCHEDULE G, PART I, LINE 2B, COLUMN (V): AMOUNTS PAID TO THE FUNDRAISER****INCLUDED THE FOLLOWING: DESIGN & COPY \$8,010.00; MATERIALS \$22,563.00;****PRODUCTION \$21,057.00; AND POSTAGE \$12,602.00 FOR A TOTAL OF \$64,232.**

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

**Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.**

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

BUFFALO BILL MEMORIAL ASSOCIATION

Employer identification number

83-0180403

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EASTERN WASHINGTON UNIVERSITY 200 PATTERSON HALL CHENEY, WA 99004-2430		IRC SECTION 115	16,106.	0.			RESEARCH
UNIVERSITY OF NEBRASKA PRESS 1111 LINCOLN MALL LINCOLN, NE 65855-0630		IRC SECTION 115	34,406.	0.			RESEARCH

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **2.**
- 3** Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2011)

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
GRANTS/SCHOLARSHIPS/FELLOWSHIPS	15	100,500.	0.		

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: ONCE THE FELLOWS ARE AWARDED, THEIR WORK SITUATIONS ARE FULLY DEVELOPED AND MONITORED BY THE PROGRAM COORDINATOR. WHILE HERE, THE FELLOWS MEET WITH CURATORIAL STAFF AND ADMINISTRATION FOR DISCUSSION OF THE EXPECTATIONS WE HAVE OF THEIR WORK. THEY ALSO SIGN A CONTRACT. THEY HAVE SET WORK REQUIREMENTS, EITHER IN RESIDENCE OR IN FIELD WORK, A MEET-AND-GREET RECEPTION WITH CURATORIAL AND EDUCATION DEPARTMENTS, AND A FINAL REPORT MADE TO THE GENERAL PUBLIC PLUS STAFF. STAFF INTERACTS WITH THE FELLOWS DAILY AND DISCUSSES OUTCOMES WITH THEM IN A FINAL REVIEW MEETING AFTER THEIR PRESENTATION.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

BUFFALO BILL MEMORIAL ASSOCIATION

Employer identification number

83-0180403

Part I Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:		
a	Receive a severance payment or change-of-control payment?	4a	X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a	The organization?	5a	X
b	Any related organization?	5b	X
If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
a	The organization?	6a	X
b	Any related organization?	6b	X
If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 BRUCE ELDREDGE	(i)	176,558.	0.	681.	7,258.	20,739.	205,236.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
▶ Attach to Form 990.**

Name of the organization **BUFFALO BILL MEMORIAL ASSOCIATION** Employer identification number **83-0180403**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art	X	7	345,025.	OPINION OF EXPERT
2 Art - Historical treasures	X	11	26,000.	OPINION OF EXPERT
3 Art - Fractional interests				
4 Books and publications	X		21,634.	OPINION OF EXPERT
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other ...				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles	X	3	1,950.	OPINION OF EXPERT
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts	X	42	876,698.	OPINION OF EXPERT
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (FUNDRAISING S)	X	117	100,838.	
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** **6**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2011)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

BUFFALO BILL MEMORIAL ASSOCIATION

Employer identification number

83-0180403

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

COUNSEL AND GIVE AID TO SMALLER INSTITUTIONS AND INDIVIDUALS IN WYOMING
AND ROCKY MOUNTAIN REGION.

THE CENTER SUCCESSFULLY COMPLETED ITS FOURTH REACCREDITATION BY THE
AMERICAN ASSOCIATION OF MUSEUMS, WHICH MEANS THAT THE CENTER IS IN THE
TOP 800 MUSEUMS OUT OF OVER 18,000 NATIONALLY. THE CENTER HAS BEEN
ACCREDITED CONTINUOUSLY SINCE 1972. A COMPREHENSIVE COLLECTION POLICY
OUTLINES ALL ASPECTS OF THE OPERATIONS, CARE, DOCUMENTATION AND
HANDLING OF OUR COLLECTIONS. THE POLICY SERVES AS A MODEL FOR OTHER
INSTITUTIONS.

INTERPRETIVE PHILOSOPHY, STRATEGY AND CONTENT:

THE CENTER ASPIRES TO BE "THE WORLD'S FOREMOST AUTHORITY AND
INTERPRETER OF THE AMERICAN WEST." OUR MISSION STATEMENT READS "THROUGH
OUR IDEAS, COLLECTIONS, AND PROGRAMS WE EDUCATE AND ENTERTAIN WORLDWIDE
AUDIENCES ABOUT THE PAST, PRESENT AND FUTURE OF THE AMERICAN WEST."

THE CENTER IS MOVING TO HOLISTICALLY INTERPRET THE AMERICAN WEST AND
HAS CHANGED ITS TACTIC OF PROMOTING FIVE SEPARATE MUSEUMS TO PROMOTING
THE CENTER AS ONE ENTITY WHICH CAN INTERPRET THE AMERICAN WEST FROM
DIFFERENT AND YET COMPLEMENTARY PERSPECTIVES. THE CENTER HAS
ESTABLISHED THE IDEA OF "THE AMERICAN WEST TRANSCENDS TIME AND PLACE."
THIS MEANS THAT ONE DOES NOT HAVE TO BE IN THE WEST TO EXPERIENCE WHAT
THE AMERICAN WEST IS ABOUT. ONE CAN DO THAT VIRTUALLY VIA TECHNOLOGY
AND THROUGH OUR EXHIBITS AND PROGRAMS THAT TRAVEL ACROSS THE COUNTRY

Name of the organization BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number 83-0180403
---	--

AND AROUND THE WORLD.

THEMES:

THE CENTER HAS ESTABLISHED FOUR THEMES THAT WILL BE USED AS BUILDING BLOCKS TO INTERPRET THE AMERICAN WEST. THESE THEMES ARE:

- DIVERSE PEOPLE IN REMARKABLE LANDSCAPES
- RELATIONSHIPS AMONG PEOPLE, CULTURE, NATURE AND PLACE
- STORIES AND MYTHS ABOUT THE AMERICAN WEST
- THE UNIVERSAL AND ENDURING VALUES OF THE AMERICAN WEST THAT INFORM

THE AMERICAN CHARACTER

THE CENTER WILL CREATE EDUCATIONAL POLICIES TO DRIVE THESE THEMES INTO ALL OF OUR EXHIBITS AND PROGRAMS. IN ADDITION, A MASTER INTERPRETIVE PLAN IS BEING CREATED TO ENSURE THE CENTER IS REACHING ITS AUDIENCES WITH PROGRAMS AND EXHIBITS THAT EXPLAIN THE THEMES AND MEET ITS VISITORS' NEEDS. IT WILL EVENTUALLY EXPAND OUR AUDIENCES FROM 200,000 ON-SITE VISITORS TO ALMOST 300,000 VISITORS ANNUALLY. IN ADDITION, IT WILL EXPAND THE NUMBER OF UNIQUE WEBSITE VISITS FROM 500,000 TO 2,000,000 ANNUALLY.

THE CENTER HAS EMBARKED UPON A \$2,750,000 PROGRAM TO REINSTALL THE SECTION OF THE CENTER THAT FOCUSES ON THE HISTORY OF WILLIAM F. "BUFFALO BILL" CODY. PLANNING AND FUNDRAISING HAVE BEEN UNDERWAY SINCE 2008 AND CONSTRUCTION IS SCHEDULED TO BE COMPLETED IN JULY OF 2012.

IN 2011, THE CENTER'S TRUSTEES COMPLETED A STRATEGIC PLANNING PROCESS THAT SETS THE COURSE FOR THE DEVELOPMENT OF THE INSTITUTION FOR THE NEXT 10 YEARS. THIS PLAN PLACES A PREMIUM ON DEVELOPING THE IDEAS AND

Name of the organization

BUFFALO BILL MEMORIAL ASSOCIATION

Employer identification number

83-0180403

INFORMING THE NATIONAL CHARACTER THAT ARE INHERENT IN THE AMERICAN WEST, WHICH CAN BE DESCRIBED AND EXPLAINED THROUGH THE HISTORY OF THE REGION FROM NATURAL, CULTURAL, TECHNOLOGICAL, AND HISTORICAL PERSPECTIVES.

FORM 990, PART III, LINE 4B, DESCRIPTION OF PROGRAM SERVICE:

EDUCATIONAL ACTIVITIES:

EDUCATION DEPARTMENT MISSION STATEMENT:

"THE BUFFALO BILL HISTORICAL CENTER'S EDUCATION DEPARTMENT ADVANCES LIFELONG LEARNING ABOUT THE AMERICAN WEST THROUGH THE FOLLOWING:

- ENGAGE VISITORS IN DISCOVERY BY FOSTERING INTERACTIONS BETWEEN THE VISITOR AND OBJECTS
- ENCOURAGE THE INTERCONNECTEDNESS OF PEOPLE, CULTURES, AND NATURE
- PROMOTE INTERACTION AMONG VISITORS AND STAFF."

THE EDUCATION DEPARTMENT STRIVES TO MEET THE FOLLOWING STANDARDS WHEN DESIGNING AND IMPLEMENTING PROGRAMS:

- MEET THE CENTER'S OVERARCHING GOALS
- MEET THE INTERPRETIVE AND CONTENT GOALS FOR EACH OF THE FIVE DISCIPLINES AT THE CENTER
- MEET THE MISSION, PRINCIPLES, AND INTERPRETIVE GOALS FOR THE EDUCATION DEPARTMENT
- MEET THE NEEDS OF VARIOUS AUDIENCES

THE FOLLOWING PROGRAMS PROVIDE EXAMPLES OF HOW THE PROGRAMMING TECHNIQUES AND METHODS WE USE ARE APPROPRIATE TO THE MUSEUM'S EDUCATIONAL GOALS AND ITS AUDIENCES.

Name of the organization BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number 83-0180403
---	--

FAMILY FUN DAYS:

THE EDUCATION STAFF CREATED EIGHT FAMILY FUN DAYS. IN JUNE, "LIVE IN THE MUSEUM" HIGHLIGHTED THE DIVERSITY OF ANIMALS IN OUR REGION, BOTH WILD AND DOMESTIC. "DAY OF THE AMERICAN COWBOY" CELEBRATED COWBOY HERITAGE IN LATE JULY. ACTIVITIES INCLUDED CHILDREN MAKING THEIR OWN STICK HORSES AND PARTICIPATING IN THE KIDS' RODEO EVENTS. IN AUGUST, "FUN WITH WATER IN THE WEST" EXPLORED WATER'S IMPORTANCE IN THE WEST. WATER RELATED ACTIVITIES INCLUDED WATERCOLOR PAINTING, BUILDING A DAM, AND WATER RELAYS. WINTER FAMILY FUN DAYS INCLUDED "BUFFALO BILL BIRTHDAY PARTY", "LET'S PARTY", "FAMILY TIES", A MUSEUM RACE, AND "HOOTIN' HOWLIN HALLOWEEN".

DAILY AFTERNOON FAMILY PROGRAMMING:

OUR FOCUS ON FAMILY AND CHILDREN'S PROGRAMMING INCLUDED DAILY PROGRAMS IN THE GALLERIES AND GARDENS EVERY WEEKDAY THROUGHOUT THE SUMMER. "YAHOO YELLOWSTONE!" ENCOURAGED OUR YOUNG VISITORS TO EXPLORE THE NATURAL WONDERS OF YELLOWSTONE BY CREATING THEIR OWN JOURNALS AND VISITING EXPLORATION STATIONS TO USE THEIR NATURALIST SKILLS. "ART-IN-THE-GARDEN" ALLOWED VISITORS TO TRY A HAND AT PAINTING AND SKETCHING WITH A VARIETY OF ART MATERIALS. "GAMES-IN-THE-GARDEN" ENCOURAGED CHILDREN OF ALL AGES TO PLAY WITH HISTORIC TOYS, AND CARRY WATER WITH SHOULDER YOKES AND BUCKETS.

ADULT WORKSHOPS:

WORKSHOPS ARE OFFERED THROUGHOUT THE YEAR FOR OUR ADULT LEARNERS. THE CLASSES ARE OFFERED IN A VARIETY OF DISCIPLINES, FORMATS, AND LENGTHS, AND ARE TARGETED PRIMARILY TO LOCAL AUDIENCES. THERE ARE FEES FOR SOME

Name of the organization BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number 83-0180403
---	--

OF THESE PROGRAMS WHILE OTHERS ARE FREE TO ALL. EXAMPLES INCLUDE:

WINTER EAGLE WATCH (FIELD EXCURSION), OWL PROWL, PREDATOR PARADE, BIG CEDAR RIDGE PLANT FOSSIL FIELDTRIP, PAINTING WITH THE MASTERS (STUDIO ART CLASS), FURNITURE BUILDING, AND BEHIND THE SCENES TOURS OF THE BBHC.

SPOTLIGHT PROGRAMS:

EACH SUMMER, EDUCATION STAFF, DOCENTS, AND INTERNS PRESENT "SPOTLIGHT PROGRAMS" TO SUMMER VISITORS. THESE SHORT, 20-MIN INTERPRETIVE PRESENTATIONS PROVIDE INFORMATION TO THE VISITORS ABOUT A PARTICULAR TOPIC WITHIN THE BUFFALO BILL HISTORICAL CENTER. PROGRAMS ARE PRESENTED IN ALL OF THE MUSEUMS. SPOTLIGHTS APPEAL TO THE VISITOR OR GENERAL AUDIENCE AND ALSO HELP TO ORIENT THE VISITOR TO THE REST OF THE MUSEUM. TOPICS INCLUDED: THE STORY OF THE SCOUT, THE ART OF A.P. PROCTOR, THE CHUCKWAGON-HEART OF THE CATTLE DRIVE. IN ADDITION, BEAR AWARE SPOTLIGHT PROGRAMS WERE PRESENTED IN COOPERATION WITH THE US FOREST SERVICE.

SCHOOL SERVICES:

CONSIDERING OUR MISSION TO ADVANCE KNOWLEDGE ABOUT THE AMERICAN WEST, THE CENTER DEVELOPED PROGRAMS THAT ENGAGE K-12 SCHOOL STUDENTS IN LEARNING ABOUT THE WEST. THE MUSEUM ADVENTURE PROGRAMS CELEBRATE WYOMING'S CULTURE AND HERITAGE AND COMPLEMENT THE FIVE MUSEUMS WITHIN THE CENTER. STUDENTS ROTATE TO DIFFERENT STATIONS AS THEY LEARN THROUGH HANDS-ON ACTIVITIES ABOUT THE WEST. PROGRAMS INCLUDE YOUNG EXPLORERS: I SPY ART, BUFFALO BILL'S BIRTHDAY CELEBRATION, AND GREATER YELLOWSTONE ADVENTURE. ALL SCHOOL SERVICES ARE DESIGNED TO ADDRESS STATE EDUCATION STANDARDS AND GOALS AND MEET THE NEEDS OF STUDENTS IN SMALL, ISOLATED COMMUNITIES WHO HAVE LIMITED ACCESS TO SCIENCE, ARTS, AND

Name of the organization BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number 83-0180403
---	--

HUMANITIES-RELATED PROGRAMMING. OVER 5,000 STUDENTS VISITED THE CENTER ON GUIDED AND SELF-GUIDED TOURS. LENDING MATERIALS ARE SENT OUT NATIONWIDE TO SCHOOLS THAT ARE UNABLE TO VISIT THE CENTER. THESE MATERIALS INCLUDE TRAVELING TRUNKS, LEARNING KITS, AND DVDS AND REACH OVER 3,500 STUDENTS PER YEAR.

COE AUDITORIUM PROGRAMS:

SPECIAL PRESENTERS AND OUR OWN CURATORS DO PROGRAMS IN THE COE AUDITORIUM THROUGHOUT THE SUMMER FOR OUR VISITORS. THEY ATTRACT BOTH OUR GENERAL VISITORS AND OUR LOCAL COMMUNITY MEMBERS FOR APPROXIMATELY 45 MINUTES OF INTERPRETATION AND ENTERTAINMENT. THE PROGRAMS ARE PRIMARILY DESIGNED FOR ADULT AUDIENCES. PROGRAMS INCLUDE: DRAPER MUSEUM OF NATURAL HISTORY LUNCHTIME EXPEDITIONS LECTURE SERIES, PANEL DISCUSSION FORUMS IN COOPERATION WITH UNIVERSITY OF WYOMING, AND PRESENTATIONS BY OUR CURATORIAL STAFF.

RESEARCH AND SCHOLARSHIP:

THE PAPERS OF WILLIAM F. CODY:

THE CENTER HAS AN ACTIVE RESEARCH AND SCHOLARSHIP PROGRAM FORMED AROUND SEVERAL ENTITIES WITHIN OUR MISSION. THE PAPERS OF WILLIAM F. CODY HAS EMBARKED UPON A PROGRAM TO COLLECT ALL OF CODY'S WRITINGS AND ALL INFORMATION THAT HAS BEEN PUBLISHED ABOUT HIM. THIS INFORMATION IS COLLECTED, ANNOTATED, AND PLACED ON THE INTERNET THROUGH A PARTNERSHIP WITH THE UNIVERSITY OF NEBRASKA DIGITAL ARCHIVES. THE PAPERS OF WILLIAM F. CODY HAS ALSO PUBLISHED OR REPUBLISHED THREE BOOKS INCLUDING THE DEFINITIVE NARRATIVE OF THE AUTOBIOGRAPHY OF WILLIAM F. CODY- REPRINTED FOR THE FIRST TIME SINCE 1899 WITH EXTENSIVE SCHOLARLY ANNOTATIONS AND

Name of the organization BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number 83-0180403
---	--

AN UPDATE ON HIS LIFE FROM THE COMPLETION OF THE AUTOBIOGRAPHY TILL HIS DEATH IN 1917. IN ADDITION, A PARTNERSHIP WITH THE UNIVERSITY OF STRATHCLYDE IN SCOTLAND IS PRODUCING TRANSLATIONS OF ALL PUBLISHED ACCOUNTS OF CODY'S TRIPS TO EUROPE WITH HIS SHOW, THE WILD WEST. OVER 20 SCHOLARS AND GRADUATE STUDENTS ARE INVOLVED WITH THIS PROJECT REPRESENTING 10 COLLEGES AND UNIVERSITIES.

STAFF RESEARCH AND SCHOLARSHIP:

THE CENTER EMPLOYS OVER 20 STAFF MEMBERS WITH ADVANCED DEGREES, THREE OF WHOM HAVE PHD'S. SCIENTIFIC RESEARCH IS CONDUCTED ON GOLDEN EAGLES OF THE GREATER YELLOWSTONE ECO-SYSTEM. THIS UNIQUE PROJECT UNDER THE DIRECTION OF DR. CHARLES PRESTON USES A GOLDEN EAGLE POSSE OF 25 CITIZEN SCIENTISTS TO MAKE DAILY AND WEEKLY OBSERVATIONS ON OVER 50 GOLDEN EAGLE NESTS THROUGHOUT THE REGION TO ESTABLISH NESTING, REPRODUCTIVE AND MIGRATION PATTERNS FOR ONE OF AMERICA'S ENDANGERED SPECIES. DR. PRESTON REGULARLY LECTURES TO SCHOLARLY, STUDENT AND LAY AUDIENCES ON RAPTORS AND GOLDEN EAGLES AND THIS WORK IS USED TO HELP FEDERAL, STATE AND LOCAL AGENCIES AND CORPORATIONS IN UNDERSTANDING THESE BIRDS IN A FRAGILE ECO-SYSTEM. HISTORICAL AND CULTURAL RESEARCH IS CONDUCTED REGULARLY BY OVER 10 STAFF MEMBERS. THE RESEARCH USED BY THESE STAFF IS PRESENTED AT PROFESSIONAL CONFERENCES AND SYMPOSIA RELATED TO HISTORY, AMERICAN INDIAN CULTURE, FIREARMS TECHNOLOGY, ART, AND OTHER HUMANITIES BASED ACTIVITIES. OVER THE PAST THREE YEARS, STAFF RESEARCH HAS BEEN PRESENTED AT 15 CONFERENCES AND HAS RESULTED IN THE PRODUCTION OF 5 EXHIBITIONS AND THE PUBLICATION OF 3 CATALOGS AND GALLERY GUIDES.

MCCRACKEN RESEARCH LIBRARY:

Name of the organization BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number 83-0180403
---	--

FORMALLY DEDICATED IN 1980, THE MCCRACKEN RESEARCH LIBRARY HAS BECOME THE RESEARCH ARM OF THE CENTER, ATTRACTING SCHOLARS, AUTHORS, FILMMAKERS, AND COLLECTORS WHO SEEK DIRECT CONTACT WITH THE MATERIALS OF HISTORY. IN AN AVERAGE YEAR, THE LIBRARY SERVES 80 REGISTERED RESEARCHERS AND 340 WALK-IN VISITORS, AND RESPONDS TO 1,032 REFERENCE QUESTIONS. IN 2007, THE LIBRARY RECEIVED AN INSTITUTE OF MUSEUM AND LIBRARY SERVICES (IMLS) MUSEUMS FOR AMERICA GRANT TO DIGITIZE PHOTOGRAPHIC COLLECTIONS. THE DIGITAL COLLECTIONS ONLINE NOW DISPLAY MORE THAN 21,000 HISTORIC IMAGES AND DOCUMENTS FOR RESEARCH. THE LIBRARY ALSO CONDUCTS PRIMARY SOURCE CLASSES FOR HIGH SCHOOL STUDENTS IN THIS REMOTE RURAL REGION. LAST YEAR OVER 150 STUDENTS AT THE HIGH SCHOOL LEVEL LEARNED HOW TO RESEARCH, ANALYZE AND THEN USE PRIMARY SOURCES. THIS HAS LED THE HIGH SCHOOLS IN OUR REGION TO HAVE A SIGNIFICANTLY ABOVE AVERAGE PLACEMENT IN INSTITUTIONS OF HIGHER LEARNING THAN THE NATIONAL AVERAGE.

FORM 990, PART VI, SECTION A, LINE 1: THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES SHALL HAVE AND MAY EXERCISE ALL OF THE POWER AND AUTHORITY OF THE BOARD OF TRUSTEES DURING INTERVALS BETWEEN REGULAR MEETINGS OF THE BOARD OF TRUSTEES, EXCEPT AS HEREINAFTER LIMITED FROM TIME TO TIME BY RESOLUTION OF THE BOARD OF TRUSTEES AND AS LIMITED BY APPLICABLE LAW. THE EXECUTIVE COMMITTEE SHALL CONSIST OF ALL OF THE OFFICERS OF THE CENTER AND ADDITIONAL TRUSTEES NOT TO EXCEED FIFTEEN MEMBERS OF THE BOARD OF TRUSTEES. THE MEMBERS OF THE EXECUTIVE COMMITTEE SHALL BE APPOINTED BY THE CHAIRMAN IMMEDIATELY AFTER THE ELECTION OF TRUSTEES AT THE REGULAR MEETING OF THE BOARD OF TRUSTEES HELD IN THE MONTH OF SEPTEMBER IN EACH YEAR, AND SHALL BE RATIFIED BY RESOLUTION ADOPTED BY MAJORITY VOTE OF THE

Name of the organization BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number 83-0180403
---	--

TRUSTEES PRESENT AND VOTING AT SUCH MEETING.

FORM 990, PART VI, SECTION A, LINE 2: ALAN K. SIMPSON AND COLIN M.

SIMPSON HAVE A FAMILY AND BUSINESS RELATIONSHIP. JOHN R. CALDWELL AND JOAN
C. DONNER; MARY ANNE DINGUS AND CHARLES DUNCAN; AS WELL AS ERNEST J.

GOPPERT, JR. AND DEBORAH G. HOFSTEDT HAVE A FAMILY RELATIONSHIP. DANIELE D.

BODINI AND COLIN M. SIMPSON; AND RICHARD S. NELSON, ALAN K. SIMPSON AND

COLIN M. SIMPSON HAVE A BUSINESS RELATIONSHIP.

FORM 990, PART VI, SECTION A, LINE 4: ON JANUARY 28, 2011 BY-LAW CHANGES
WERE APPROVED. THE CHANGES INCLUDE:

1. THE CHAIRMAN OF THE AUDIT, COMPLIANCE, AND RISK MANAGEMENT AND
GOVERNANCE COMMITTEES AS WELL AS OTHERS WHOM THE GROUP DESIGNATES SHALL
SERVE WITH THE CHAIRMAN AND VICE-CHAIRMAN OF THE BOARD TO CONDUCT AN ANNUAL
REVIEW OF THE EXECUTIVE DIRECTOR AND CEO.

2. ALL BOARD OF TRUSTEE OFFICERS ARE NO LONGER EXEMPT FROM TERM LIMITS OF
TRUSTEES WHILE THEY SERVE AS AN OFFICER.

FORM 990, PART VI, SECTION B, LINE 11: THE CHAIRMAN OF THE BOARD FINANCE
COMMITTEE REVIEWS THE DRAFT, ALONG WITH THE DIRECTOR AND ACCOUNTING MANAGER
PRIOR TO FILING. A COPY WILL BE DISTRIBUTED TO THE BOARD AFTER FILING THE
FORM 990.

FORM 990, PART VI, SECTION B, LINE 12C: THE CONFLICT OF INTEREST POLICY
COVERS TRUSTEES AND OFFICERS. TRUSTEES ARE ASKED ANNUALLY TO REVIEW AND
SIGN INDICATING THEY ARE BOUND BY THE POLICY. THE CHAIRMAN OF THE BOARD
ASKS FOR DECLARATION OF CONFLICT IN EVERY MEETING.

Name of the organization BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number 83-0180403
--	---

FORM 990, PART VI, SECTION B, LINE 15A: THE BOARD OF DIRECTORS DESIGNATED A SMALL COMMITTEE TO PROVIDE THE EXECUTIVE DIRECTOR WITH A CONFIDENTIAL PERFORMANCE EVALUATION. RESOURCES USED IN DETERMINING THE COMPENSATION RANGE FOR THE EXECUTIVE DIRECTOR INCLUDED INDUSTRY COMPENSATION SURVEYS AND DIRECTOR COMPENSATION FROM A NUMBER OF COMPARABLE INSTITUTIONS BEFORE RECOMMENDING A PAY INCREASE TO THE EXECUTIVE BOARD.

THE EXECUTIVE BOARD APPROVED A PAY INCREASE FOR THE FISCAL YEAR 2011; HOWEVER, THE EXECUTIVE DIRECTOR CHOSE TO DEFER SOME OF THE PAY INCREASE DUE TO BUDGET CONSTRAINTS. THIS PROCESS WAS LAST COMPLETED IN 2011.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:
AL, AK, AZ, AR, CA, CO, CT, DE, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, DC

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC AS REQUIRED BY THE STATE OF WYOMING.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:
NET UNREALIZED LOSSES ON INVESTMENTS: -2,006,664.

SCHEDULE B

STATEMENT 1

PHOTOGRAPHER FOR THE 2011 BBHC AFFINITY TRIP TO SCOTLAND IN MAY/JUNE.
DESIGNED AND PURCHASED FROM APPLE PHOTO BOOKS FOR EACH OF THE ATTENDEES. A
TOTAL OF 20 BOOKS, CONTAINING 38 PAGES EACH, WERE PURCHASED.

SCHEDULE B

STATEMENT 2

FOUR DAY GUIDED PACK TRIP FOR TWO PEOPLE IN 2012. GUIDE IS TOM HOCKHALTER OF
TIMBER CREEK OUTFITTERS. INCLUDES THE FINEST HORSES, MOUNTAIN COOKING,
EVENING COCKTAILS, FISHING AND PHOTOGRAPHY OPPORTUNITIES.

Exempt Organization Business Income Tax Return

(and proxy tax under section 6033(e))

2011

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service

For calendar year 2011 or other tax year beginning _____, and ending _____

A <input type="checkbox"/> Check box if address changed	B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	Print or Type Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) BUFFALO BILL MEMORIAL ASSOCIATION Number, street, and room or suite no. If a P.O. box, see instructions. 720 SHERIDAN AVENUE City or town, state, and ZIP code CODY, WY 82435	D Employer identification number (Employees' trust, see instructions.) 83-0180403 E Unrelated business activity codes (See instructions.) 453220
C Book value of all assets at end of year 156995587.		F Group exemption number (See instructions.) _____ G Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust	

H Describe the organization's primary unrelated business activity. **SEE STATEMENT 3**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
 If "Yes," enter the name and identifying number of the parent corporation. _____

J The books are in care of **MEG KATH** Telephone number **(307) 578-4044**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales 14,818.			
b Less returns and allowances _____ c Balance _____	1c 14,818.		
2 Cost of goods sold (Schedule A, line 7) _____	2 6,703.		
3 Gross profit. Subtract line 2 from line 1c _____	3 8,115.		8,115.
4 a Capital gain net income (attach Schedule D) _____	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797) _____	4b		
c Capital loss deduction for trusts _____	4c		
5 Income (loss) from partnerships and S corporations (attach statement) _____	5		
6 Rent income (Schedule C) _____	6		
7 Unrelated debt-financed income (Schedule E) _____	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)...	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G) _____	9		
10 Exploited exempt activity income (Schedule I) _____	10		
11 Advertising income (Schedule J) _____	11		
12 Other income (See instructions; attach schedule.) _____	12		
13 Total. Combine lines 3 through 12 _____	13 8,115.		8,115.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)
 (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K) _____		14	
15 Salaries and wages _____		15	3,151.
16 Repairs and maintenance _____		16	
17 Bad debts _____		17	
18 Interest (attach schedule) _____		18	
19 Taxes and licenses _____		19	
20 Charitable contributions (See instructions for limitation rules.) _____		20	
21 Depreciation (attach Form 4562) _____	21		
22 Less depreciation claimed on Schedule A and elsewhere on return _____	22a	22b	
23 Depletion _____		23	
24 Contributions to deferred compensation plans _____		24	
25 Employee benefit programs _____		25	
26 Excess exempt expenses (Schedule I) _____		26	
27 Excess readership costs (Schedule J) _____		27	
28 Other deductions (attach schedule) _____ SEE STATEMENT 4		28	672.
29 Total deductions. Add lines 14 through 28 _____		29	3,823.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13 _____		30	4,292.
31 Net operating loss deduction (limited to the amount on line 30) _____		31	
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30 _____		32	4,292.
33 Specific deduction (Generally \$1,000, but see instructions for exceptions.) _____		33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32 _____		34	3,292.

Part III Tax Computation

Table with 3 columns: Description, Line Number, Amount. Includes rows for Organizations Taxable as Corporations (35), Trusts Taxable at Trust Rates (36), Proxy tax (37), Alternative minimum tax (38), and Total (39).

Part IV Tax and Payments

Table with 3 columns: Description, Line Number, Amount. Includes rows for Foreign tax credit (40a-40e), Other taxes (42), Total tax (43), Payments (44a-44g), Total payments (45), Estimated tax penalty (46), Tax due (47), Overpayment (48), and Amount of line 48 (49).

Part V Statements Regarding Certain Activities and Other Information (see instructions)

Table with 3 columns: Question, Yes, No. Includes questions about foreign financial accounts, foreign trusts, and tax-exempt interest.

Schedule A - Cost of Goods Sold. Enter method of inventory valuation: COST

Table with 4 columns: Description, Line Number, Amount, and Yes/No. Includes rows for Inventory at beginning/end of year, Purchases, Cost of labor, Additional section 263A costs, and Total.

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.

Sign Here: Signature of officer, Date, Title (EXECUTIVE DIRECTOR/CEO), and a box for 'May the IRS discuss this return with the preparer shown below?' with Yes/No options.

Paid Preparer Use Only: Print/Type preparer's name (JEREMY G. HAUK), Preparer's signature, Date, Check self-employed, PTIN (P00626792), Firm's name (EIDE BAILLY LLP), Firm's EIN (45-0250958), Firm's address (401 N 31ST ST STE 1120, PO BX 7112, BILLINGS, MT 59103-7112), and Phone no. (406-896-2400).

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property		
(1)		
(2)		
(3)		
(4)		
2. Rent received or accrued		
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total 0.	Total 0.	
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) 0.		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) 0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			0.	0.
Total dividends-received deductions included in column 8			0.	0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					
Nonexempt Controlled Organizations					
7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10	
(1)					
(2)					
(3)					
(4)					
Totals			0.	0.	

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

FORM 990-T	DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY	STATEMENT	3
------------	---	-----------	---

OPERATION OF A GIFT, NOVELTY, AND SOUVENIR SHOP

TO FORM 990-T, PAGE 1

FORM 990-T	OTHER DEDUCTIONS	STATEMENT	4
------------	------------------	-----------	---

DESCRIPTION	AMOUNT
SUPPLIES	228.
TRAVEL AND ENTERTAINMENT (50% ALLOWABLE PORTION)	57.
ADVERTISING/SIGNS	61.
CASH OVER/UNDER	8.
CREDIT CARD DISCOUNTS	293.
PROFESSIONAL FEES	1.
PROPERTY TAX	16.
DUES & CONFERENCE FEES	8.
TOTAL TO FORM 990-T, PAGE 1, LINE 28	672.