

Form **990**

Department of the Treasury
Internal Revenue Service

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)

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

OMB No. 1545-0047

2012

Open to Public Inspection

A For the 2012 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 Doing Business As BUFFALO BILL CENTER OF THE WES Number and street (or P.O. box if mail is not delivered to street address) Room/suite 720 SHERIDAN AVENUE City, town, or post office, state, and ZIP code CODY, WY 82435 F Name and address of principal officer: BRUCE B. ELDREDGE SAME AS C ABOVE	D Employer identification number 83-0180403 E Telephone number (307) 587-4771 G Gross receipts \$ 24,455,850. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
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		
J Website: ▶ WWW.BBHC.ORG		
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: <u>TO EDUCATE & ENTERTAIN WORLDWIDE AUDIENCES ABOUT THE PAST, PRESENT, & FUTURE OF THE AMERICAN WEST.</u> 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 2012 (Part V, line 2a) 5 230 6 Total number of volunteers (estimate if necessary) 6 306 7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 169,607. b Net unrelated business taxable income from Form 990-T, line 34 7b 53,857.																									
Revenue		<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">Prior Year</th> <th style="text-align: center;">Current Year</th> </tr> </thead> <tbody> <tr> <td>8 Contributions and grants (Part VIII, line 1h)</td> <td style="text-align: right;">5,980,141.</td> <td style="text-align: right;">12,380,721.</td> </tr> <tr> <td>9 Program service revenue (Part VIII, line 2g)</td> <td style="text-align: right;">2,092,537.</td> <td style="text-align: right;">2,164,057.</td> </tr> <tr> <td>10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td> <td style="text-align: right;">2,110,724.</td> <td style="text-align: right;">3,341,793.</td> </tr> <tr> <td>11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td> <td style="text-align: right;">988,990.</td> <td style="text-align: right;">1,134,168.</td> </tr> <tr> <td>12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td> <td style="text-align: right;">11,172,392.</td> <td style="text-align: right;">19,020,739.</td> </tr> </tbody> </table>		Prior Year	Current Year	8 Contributions and grants (Part VIII, line 1h)	5,980,141.	12,380,721.	9 Program service revenue (Part VIII, line 2g)	2,092,537.	2,164,057.	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,110,724.	3,341,793.	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	988,990.	1,134,168.	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	11,172,392.	19,020,739.						
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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 BRUCE B. ELDREDGE, EXECUTIVE DIRECTOR/CEO Type or print name and title	Date
Paid Preparer Use Only	Print/Type preparer's name JEREMY G. HAUK	Preparer's signature Date 11/08/13
	Firm's name ▶ EIDE BAILLY LLP Firm's address ▶ 401 N 31ST ST STE 1120, PO BX 7112 BILLINGS, MT 59103-7112	Check <input type="checkbox"/> if self-employed PTIN P00626792 Firm's EIN ▶ 45-0250958 Phone no. 406-896-2400

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

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• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number (EIN) or 83-0180403
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 720 SHERIDAN AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CODY, WY 82435	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MEG KATH

• The books are in the care of **720 SHERIDAN AVENUE - CODY, WY 82435**
Telephone No. **(307) 578-4044** FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title **CPA** Date **6/18/13**

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Form **8868**
 (Rev. January 2013)
 Department of the Treasury
 Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number (EIN) or 83-0180403
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 720 SHERIDAN AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CODY, WY 82435	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MEG KATH

- The books are in the care of ▶ **720 SHERIDAN AVENUE - CODY, WY 82435**
 Telephone No. ▶ **(307) 578-4044** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2012** or
 ▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2013)

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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 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 \$ 5,413,689. including grants of \$) (Revenue \$ 2,317,184.) CURATORIAL, COLLECTIONS & CONSERVATION:

THE CONSERVATION AND COLLECTIONS DEPARTMENTS HAVE RESPONSIBILITY FOR MORE THAN 100,000 COLLECTION OBJECTS 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 SCULPTURE GARDEN CONTAINS A COLLECTION OF OVER 20 BRONZES AND FERROUS OBJECTS. 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 COLLECTIONS MANAGERS ALSO ROUTINELY COUNSEL AND GIVE AID TO SMALLER INSTITUTIONS AND INDIVIDUALS IN WYOMING AND THE

4b (Code:) (Expenses \$ 1,034,513. including grants of \$ 52,286.) (Revenue \$ 476,479.) EDUCATIONAL ACTIVITIES:

LIVE ANIMAL PROGRAMMING: DRAPER NATURAL HISTORY MUSEUM STAFF AND INTERNS AND CENTER VOLUNTEERS PRESENTED DAILY PROGRAMS AT THE CENTER SHOWCASING OUR LIVE RAPTORS AND RATTLESNAKES AND THEIR ADAPTATIONS. THE CENTER ALSO ARRANGED FOR THE STAFF AND RAPTORS TO TRAVEL TO VARIOUS SCHOOLS IN THE AREA FOR PRESENTATIONS.

FAMILY FUN DAYS: THE EDUCATION STAFF CREATED FIVE FAMILY FUN DAYS. WINTER WORLD UNCOVERED THE MYSTERIES OF WINTER THROUGH GAMES AND CRAFTS. DAY OF THE

4c (Code:) (Expenses \$ 755,606. including grants of \$ 22,041.) (Revenue \$ 316,899.) RESEARCH AND SCHOLARSHIP:

THE PAPERS OF WILLIAM F. CODY: THE PAPERS OF WILLIAM F. CODY CONTINUED ITS PROGRAM TO COLLECT ALL OF CODY'S WRITINGS, INFORMATION THAT HAS BEEN PUBLISHED ABOUT HIM, PHOTOGRAPHS AND BUSINESS RECORDS. OVER 20 SCHOLARS AND GRADUATE STUDENTS ARE INVOLVED WITH THIS PROJECT REPRESENTING 10 COLLEGES AND UNIVERSITIES. THIS INFORMATION IS COLLECTED AND PUBLISHED ON THE INTERNET, WWW.CODYARCHIVE.ORG, THROUGH A PARTNERSHIP WITH THE UNIVERSITY OF NEBRASKA CENTER FOR DIGITAL RESEARCH IN THE HUMANITIES.

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

4e Total program service expenses 7,203,808.

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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, for escrow or custodial account liability; 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 and XII</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 and XII 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?		

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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, highest 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, Part II, III, or IV, and Part V, line 1</i>	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b	If "Yes" to line 35a, 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 11b 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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
	1a 26		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 1		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
	1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 230		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
	2b		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
	3a		
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
	4a		
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
	4b		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
	5a		
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
	5b		
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
	5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	X	
	6a		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	X	
	6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
	7a		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
	7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
	7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
	7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
	7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
	8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
	9b		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 1a 46 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b	Enter the number of voting members included in line 1a, above, who are independent 1b 46		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	X	
b	Other officers or key employees of the organization		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

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 Upon request Other (explain in Schedule O)
- 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 (list any hours for related organizations below line)	(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 CHAIR OF THE BOARD	3.00	X		X				0.	0.	0.
(2) NAOMA J. TATE VICE CHAIR	3.00	X		X				0.	0.	0.
(3) HENRY H.R. COE, JR. VICE CHAIR	1.00	X		X				0.	0.	0.
(4) MARGARET W. SCARLETT VICE CHAIR	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	1.00	X		X				0.	0.	0.
(7) STEVEN R. CRANFILL ASSISTANT SECRETARY	1.00	X		X				0.	0.	0.
(8) WILLIS MCDONALD, IV GENERAL COUNSEL	3.00	X		X				0.	0.	0.
(9) MARY GOOCH ARMOUR TRUSTEE	1.00	X						0.	0.	0.
(10) GORDON H. BARROWS TRUSTEE	1.00	X						0.	0.	0.
(11) DANIELE D. BODINI TRUSTEE	1.00	X						0.	0.	0.
(12) WILEY T. BUCHANAN, III TRUSTEE	1.00	X						0.	0.	0.
(13) JOHN R. CALDWELL TRUSTEE	1.00	X						0.	0.	0.
(14) DENIS H. CARROLL TRUSTEE	1.00	X						0.	0.	0.
(15) RICHARD B. CHENEY TRUSTEE	1.00	X						0.	0.	0.
(16) EDWARD P. CONNORS TRUSTEE	1.00	X						0.	0.	0.
(17) MARY ANNE DINGUS 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 (list any hours for related organizations below line)	(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) JOAN C. DONNER TRUSTEE	1.00	X						0.	0.	0.
(19) FORREST FENN TRUSTEE	1.00	X						0.	0.	0.
(20) MARY FLITNER TRUSTEE	1.00	X						0.	0.	0.
(21) CHARLES C. FRANCIS TRUSTEE	1.00	X						0.	0.	0.
(22) WILLIAM C. GARLOW TRUSTEE	1.00	X						0.	0.	0.
(23) THOMAS P. GRAINGER TRUSTEE	1.00	X						0.	0.	0.
(24) C. HARRIS HASTON TRUSTEE	3.00	X						0.	0.	0.
(25) DEBORAH GOPPERT HOFSTEDT TRUSTEE	1.00	X						0.	0.	0.
(26) RAY L. HUNT TRUSTEE	1.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								341,225.	0.	44,789.
d Total (add lines 1b and 1c)								341,225.	0.	44,789.

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 **2**

	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
SIEGEL + GALE 625 AVE OF THE AMERICAS, NEW YORK, NY 10011	CONSULTANTS	230,624.
T WHITE COMMUNICATIONS, INC., 1200 N NASH ST, SUITE 849, ARLINGTON, VA 22209	MANAGEMENT COMPANIES	124,059.
HIRTLE CALLAGHAN & CO., FIVE TOWER BRIDGE, SUITE 500, WEST CONSHOHOCKEN, PA 19428-29	INVESTMENT MANAGEMENT	113,677.

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 **3**

SEE PART VII, SECTION A CONTINUATION SHEETS

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Form 990

BUFFALO BILL MEMORIAL ASSOCIATION

83-0180403

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(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) WALLACE H. JOHNSON TRUSTEE	3.00	X						0.	0.	0.
(28) WILLIAM L. KING TRUSTEE	1.00	X						0.	0.	0.
(29) DAVID M. LEUSCHEN TRUSTEE	1.00	X						0.	0.	0.
(30) PATRICK R. MCDONALD TRUSTEE	1.00	X						0.	0.	0.
(31) HENRY P. MCINTOSH, IV TRUSTEE	1.00	X						0.	0.	0.
(32) JAMES E. NIELSON TRUSTEE	1.00	X						0.	0.	0.
(33) NANCY D. PETRY TRUSTEE	1.00	X						0.	0.	0.
(34) HAROLD C. RAMSER, JR. TRUSTEE	1.00	X						0.	0.	0.
(35) WILLIAM B. RUGER, JR. TRUSTEE	1.00	X						0.	0.	0.
(36) WILLIAM N. SHIEBLER TRUSTEE	1.00	X						0.	0.	0.
(37) ALAN K. SIMPSON TRUSTEE	1.00	X						0.	0.	0.
(38) COLIN M. SIMPSON TRUSTEE	1.00	X						0.	0.	0.
(39) H. LEIGHTON STEWARD TRUSTEE	1.00	X						0.	0.	0.
(40) JOHN C. SULLIVAN TRUSTEE	1.00	X						0.	0.	0.
(41) MICHAEL J. SULLIVAN TRUSTEE	1.00	X						0.	0.	0.
(42) JAMES G. TAGGART TRUSTEE	1.00	X						0.	0.	0.
(43) HAROLD E. WACKMAN TRUSTEE	1.00	X						0.	0.	0.
(44) RICHARD A. WALJE TRUSTEE	1.00	X						0.	0.	0.
(45) MARGO GRANT WALSH TRUSTEE	1.00	X						0.	0.	0.
(46) SAMUEL B. WEBB, JR. TRUSTEE	2.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

Part VIII Statement of Revenue

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

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	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 536,430.				
	c Fundraising events	1c 315,563.				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 11,528,728.				
	g Noncash contributions included in lines 1a-1f: \$	5,221,832.				
	h Total. Add lines 1a-1f	12,380,721.				
	Program Service Revenue	2 a <u>ADMISSION CHARGES</u>	Business Code 713990	2,138,353.	2,138,353.	
b <u>MISCELLANEOUS INCOME</u>		713990	25,704.	25,704.		
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f			2,164,057.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,041,972.		1,041,972.	
	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	6,665,986.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	4,363,835.	2,330.		
		c Gain or (loss)	2,302,151.	-2,330.		
	d Net gain or (loss)		2,299,821.		2,299,821.	
	8 a Gross income from fundraising events (not including \$ 315,563. of contributions reported on line 1c). See Part IV, line 18	a	163,501.			
		b Less: direct expenses	232,951.			
c Net income or (loss) from fundraising events			-69,450.		-69,450.	
9 a Gross income from gaming activities. See Part IV, line 19	a	167,750.				
	b Less: direct expenses	80,244.				
	c Net income or (loss) from gaming activities		87,506.		87,506.	
10 a Gross sales of inventory, less returns and allowances	a	1,871,863.				
	b Less: cost of goods sold	755,751.				
	c Net income or (loss) from sales of inventory		1,116,112.	946,505.	169,607.	
Miscellaneous Revenue		Business Code				
11 a						
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d					
12 Total revenue. See instructions.		19,020,739.	3,110,562.	169,607.	3,359,849.	

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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).

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	22,041.	22,041.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	52,286.	52,286.		
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	249,760.	97,537.	152,223.	
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	3,756,272.	2,833,818.	425,576.	496,878.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	265,253.	149,653.	101,301.	14,299.
9 Other employee benefits	509,834.	388,773.	60,619.	60,442.
10 Payroll taxes	384,127.	285,638.	53,942.	44,547.
11 Fees for services (non-employees):				
a Management	135,329.	43,772.	27,997.	63,560.
b Legal	15,173.	7,435.	7,738.	
c Accounting	60,961.	29,871.	31,090.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	81,365.			81,365.
f Investment management fees	268,489.	187,953.	80,536.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	688,123.	297,372.	336,412.	54,339.
12 Advertising and promotion	138,226.	15,326.	119,643.	3,257.
13 Office expenses	512,328.	358,621.	116,896.	36,811.
14 Information technology	425,558.	204,187.	187,793.	33,578.
15 Royalties				
16 Occupancy	369,375.	225,759.	132,616.	11,000.
17 Travel	310,465.	184,590.	87,095.	38,780.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	29,386.	19,383.	1,087.	8,916.
20 Interest	40,741.	19,961.	20,780.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,762,683.	1,472,711.	286,206.	3,766.
23 Insurance	108,290.	68,206.	40,084.	
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	116,480.	57,795.	28,006.	30,679.
b REPAIR & MAINTENANCE	59,085.	39,676.	19,409.	
c PUBLICATIONS	47,212.	12,078.	22,618.	12,516.
d				
e All other expenses	161,060.	129,366.	13,340.	18,354.
25 Total functional expenses. Add lines 1 through 24e	10,569,902.	7,203,808.	2,353,007.	1,013,087.
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)

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Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	1,311,591.	1	2,022,900.	
	2 Savings and temporary cash investments		2		
	3 Pledges and grants receivable, net	1,939,705.	3	4,239,997.	
	4 Accounts receivable, net	164,588.	4	101,111.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6 Loans and other 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 instr). Complete Part II of Sch L			6	
	7 Notes and loans receivable, net			7	
	8 Inventories for sale or use	669,999.	8	595,148.	
	9 Prepaid expenses and deferred charges	84,789.	9	127,202.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 54,592,132.			
	b Less: accumulated depreciation	10b 20,995,753.	33,354,744.	10c	33,596,379.
	11 Investments - publicly traded securities	32,902,778.	11	35,884,800.	
	12 Investments - other securities. See Part IV, line 11	6,784,751.	12	7,161,456.	
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	79,782,642.	15	85,046,258.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	156,995,587.	16	168,775,251.		
Liabilities	17 Accounts payable and accrued expenses	380,312.	17	464,408.	
	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 Loans and other 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	1,336,600.	
	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	380,312.	26	1,801,008.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	16,623,381.	27	20,086,841.	
	28 Temporarily restricted net assets	110,210,389.	28	114,742,653.	
	29 Permanently restricted net assets	29,781,505.	29	32,144,749.	
	Organizations that do not follow SFAS 117 (ASC 958), 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	156,615,275.	33	166,974,243.	
34 Total liabilities and net assets/fund balances	156,995,587.	34	168,775,251.		

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	19,020,739.
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,569,902.
3	Revenue less expenses. Subtract line 2 from line 1	3	8,450,837.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	156,615,275.
5	Net unrealized gains (losses) on investments	5	1,908,131.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	166,974,243.

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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited 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	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	
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 (2012)

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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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	5801483.	4602196.	7113533.	5980141.	12380721.	35878074.
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	5801483.	4602196.	7113533.	5980141.	12380721.	35878074.
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)						5550800.
6 Public support. Subtract line 5 from line 4.						30327274.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	5801483.	4602196.	7113533.	5980141.	12380721.	35878074.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	807,636.	836,871.	867,624.	917,396.	1041972.	4471499.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	7,245.	9,888.	9,418.	4,292.	169,607.	200,450.
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						40550023.
12 Gross receipts from related activities, etc. (see instructions)					12	21,562,382.
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 2012 (line 6, column (f) divided by line 11, column (f))	14	74.79	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	91.47	%
16a 33 1/3% support test - 2012. 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 - 2011. 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 - 2012. 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 - 2011. 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. 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 - 2011. 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

2012

Name of the organization

BUFFALO BILL MEMORIAL ASSOCIATION

Employer identification number

83-0180403

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

[X] 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

[X] 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) (2012)

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Name of organization BUFFALO BILL MEMORIAL ASSOCIATION	Employer identification number 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
2	PAINTING - THE WAR BRIDLE BY FREDERICK REMINGTON (1909) _____ _____ _____	\$ 3,500,000.	10/10/12
3	70 BRONZE SCULPTURES _____ _____ _____	\$ 1,204,700.	12/19/12
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

PUBLIC INSPECTION COPY

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

2012

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.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, grants, value, and questions about donor advisement and grant fund usage.

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

Form for Part II Conservation Easements. Includes checkboxes for purposes (land for public use, natural habitat, open space, historic land, historic structure) and a table for details on easements held at the end of the tax year (2a-2d).

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.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting works of art and assets, and a table for revenues and assets.

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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 XIII.

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 XIII 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 XIII. Check here if the explanation has been provided in Part XIII

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	38,748,618.	41,151,624.	38,186,989.	32,581,471.	39,865,622.
b Contributions	50,000.	301,094.	601,723.		11,427,287.
c Net investment earnings, gains, and losses	5,146,390.	-34,780.	4,757,540.	8,140,731.	-16,646,587.
d Grants or scholarships					
e Other expenditures for facilities and programs	2,164,672.	2,669,320.	2,394,628.	2,535,213.	2,064,851.
f Administrative expenses					
g End of year balance	41,780,336.	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 34.30 %
- b Permanent endowment 56.99 %
- c Temporarily restricted endowment 8.71 %

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	X	
(ii) related organizations		X

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII 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		38,088,301.	11,368,347.	26,719,954.
c Leasehold improvements		586,156.	502,482.	83,674.
d Equipment		1,680,714.	775,386.	905,328.
e Other		14,071,461.	8,349,538.	5,721,923.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				33,596,379.

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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	31,271,990.
(2) ARTIFACTS, PHOTOS, MEMORABILIA	53,774,268.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	85,046,258.

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.) ▶		

2. FIN 48 (ASC 740) Footnote. In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII

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

1	Total revenue, gains, and other support per audited financial statements	1	21,927,779.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	1,908,131.
b	Donated services and use of facilities	2b	90,190.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	1,998,321.
3	Subtract line 2e from line 1	3	19,929,458.
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	268,490.
b	Other (Describe in Part XIII.)	4b	-1,177,209.
c	Add lines 4a and 4b	4c	-908,719.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	19,020,739.

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

1	Total expenses and losses per audited financial statements	1	11,568,811.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	90,190.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	1,177,209.
e	Add lines 2a through 2d	2e	1,267,399.
3	Subtract line 2e from line 1	3	10,301,412.
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	268,490.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	268,490.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	10,569,902.

Part XIII 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, lines 2d and 4b; and Part XII, 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 HISTORICAL OBJECTS RELATED TO WILLIAM F. "BUFFALO BILL" CODY, PLAINS INDIAN CULTURAL OBJECTS, WESTERN ART, AND FIREARMS. THE CENTER USES THESE COLLECTIONS TO REACH ABOUT 175,000 VISITORS TO OUR FACILITY ANNUALLY THROUGH INTERACTIVE AND INTERPRETIVE PROGRAMS INCLUDING EXHIBITIONS, ADULT AND FAMILY PROGRAMS, SCHOLARLY LECTURES, RESEARCH PROJECTS AND SIMILAR PROGRAMS. THE

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Part XIII Supplemental Information (continued)

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

PART V, LINE 4: ENDOWMENTS ARE RESTRICTED FOR THE FOLLOWING PURPOSES AT DECEMBER 31, 2012: 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, 2012 OR 2011.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

Table with 2 columns: Description and Amount. Rows include DIRECT FUNDRAISING EXPENSES NETTED WITH REVENUE ON TAX RETURN: -232,951.; COST OF GOODS SOLD NETTED WITH REVENUE ON TAX RETURN: -755,751.; DIRECT GAMING EXPENSES NETTED WITH REVENUE ON TAX RETURN: -80,244.; RECLASSIFICATION OF NET ASSETS -108,263.; TOTAL TO SCHEDULE D, PART XI, LINE 4B -1,177,209.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

Table with 2 columns: Description and Amount. Rows include DIRECT FUNDRAISING EXPENSES NETTED WITH REVENUE ON TAX RETURN: 232,951.; RECLASSIFICATION OF NET ASSETS: 108,263.; COST OF GOODS SOLD NETTED WITH REVENUE ON TAX RETURN: 755,751.; DIRECT GAMING EXPENSES NETTED WITH REVENUE ON TAX RETURN: 80,244.

**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

2012

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 II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ _____

3 Enter total number of other organizations or entities ▶ _____

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

Schedule F (Form 990) 2012

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	ENCORE	NONE	
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	460,859.	18,205.		479,064.
	2 Less: Contributions	297,358.	18,205.		315,563.
	3 Gross income (line 1 minus line 2)	163,501.			163,501.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	105,458.			105,458.
	6 Rent/facility costs				
	7 Food and beverages	69,327.			69,327.
	8 Entertainment	12,450.			12,450.
	9 Other direct expenses	45,716.			45,716.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(232,951)
	11 Net income summary. Combine line 3, column (d), and line 10				-69,450.

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			167,750.
Direct Expenses	2 Cash prizes				
	3 Noncash prizes			15,000.	15,000.
	4 Rent/facility costs				
	5 Other direct expenses			65,244.	65,244.
	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)				(80,244)	
8 Net gaming income summary. Combine line 1, column d, and line 7				87,506.	

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: _____

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- 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:

13a	100.00	%
13b		%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► MEG KATH

Address ► 720 SHERIDAN AVENUE - CODY, WY 82414

- 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 KATH

Gaming 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 \$12,500.00 AND PRODUCTION AND MAILING \$68,865.00 FOR A TOTAL OF \$81,365.00.

**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

2012

**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. 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
UNIVERSITY OF NEBRASKA 1111 LINCOLN MALL LINCOLN, NE 65855-0630	47-0049123	IRC SECTION 115	22,041.	0.			RESEARCH

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **1.**
- 3** Enter total number of other organizations listed in the line 1 table **0.**

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

Schedule I (Form 990) (2012)

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	9	52,286.	0.		

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), 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)**

Compensation Information

OMB No. 1545-0047

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

2012

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

BUFFALO BILL MEMORIAL ASSOCIATION

Employer identification number

83-0180403

Part I Questions Regarding Compensation

	Yes	No								
<p>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.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input checked="" type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>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</p>	X									
<p>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?</p>	X									
<p>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, but explain in Part III.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input checked="" type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>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:</p> <p>a Receive a severance payment or change-of-control payment?</p>	4a	X								
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	4b	X								
<p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4c	X								
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p>										
<p>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:</p> <p>a The organization?</p>	5a	X								
<p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5b	X								
<p>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:</p> <p>a The organization?</p>	6a	X								
<p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6b	X								
<p>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</p>	7	X								
<p>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</p>	8	X								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	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 and Title		(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 EXECUTIVE DIRECTOR/CEO	(i)	193,199.	0.	0.	8,200.	21,829.	223,228.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

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

Department of the Treasury
Internal Revenue Service

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	82	4,784,200.	OPINION OF EXPERT
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications	X		34,012.	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	2	5,000.	OPINION OF EXPERT
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts	X	8,588	76,225.	OPINION OF EXPERT
23 Scientific specimens	X	108	32,200.	OPINION OF EXPERT
24 Archeological artifacts				
25 Other ▶ (<u>SUPPLIES</u>)	X	34	169,737.	ACTUAL COST
26 Other ▶ (<u>FUNDRAISING S</u>)	X	91	120,458.	ACTUAL COST
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** **3**

	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) (2012)

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SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2012

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

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.

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

FORM 990, PART I, DOING BUSINESS AS:

BUFFALO BILL CENTER OF THE WEST

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

ROCKY MOUNTAIN REGION.

DURING 2012, THE CENTER COMPLETED A \$2.75 MILLION REINSTALLATION OF THE HISTORY SECTION OF THE CENTER THAT FOCUSES ON WILLIAM F. "BUFFALO BILL" CODY.

THE CENTER BEGAN PLANNING FOR \$200 MILLION TRAVELING EXHIBITIONS OF ART AND OBJECTS TO OPEN IN THE ATLANTA, GEORGIA AREA IN 2013.

THE CENTER IS ACCREDITED BY THE AMERICAN ALLIANCE OF MUSEUMS WHICH MEANS THAT THE CENTER IS IN THE TOP 800 MUSEUMS OUT OF OVER 18,000 NATIONALLY.

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

AMERICAN COWBOY CELEBRATED COWBOY HERITAGE IN LATE JULY. OTHER FAMILY FUN DAYS INCLUDED MUSEUM OLYMPICS, SUMMER PARTY, AND HOOTIN' HOWLIN' HALLOWEEN.

SUMMER CHILDREN AND FAMILY PROGRAMMING:

OUR FOCUS ON FAMILY AND CHILDREN'S PROGRAMMING INCLUDED DAILY PROGRAMS IN THE GALLERIES AND GARDENS EVERY WEEKDAY THROUGHOUT THE SUMMER.

ART-IN-THE-GARDEN ALLOWED VISITORS TO TRY PAINTING AND SKETCHING WITH A

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VARIETY OF ART MATERIALS WHILE ENJOYING THE CENTER'S PEACEFUL GARDENS.

GAMES-IN-THE-GARDEN ENCOURAGED CHILDREN OF ALL AGES TO PLAY WITH

HISTORIC TOYS AND CARRY WATER WITH SHOULDER YOKES AND BUCKETS.

EDUCATORS' CHOICE CONSISTED OF A VARIETY OF HANDS-ON ACTIVITIES THAT

ROTATED THROUGHOUT THE SUMMER. ADDITIONAL CHILDREN'S PROGRAMMING

CONSISTED OF A WEEK-LONG ART CAMP FOR CHILDREN FROM FIVE TO FOURTEEN

YEARS OF AGE.

LIVE CHUCKWAGON DEMONSTRATION:

DURING THE SUMMER, THE CENTER SPONSORED A LIVE CHUCKWAGON PROGRAM

OUTSIDE. THIS INCLUDED A FULLY-STOCKED, HISTORICALLY ACCURATE

CHUCKWAGON AND A COOK DISCUSSING THE HISTORICAL ROLE OF THE CHUCKWAGON.

THE COOK DEMONSTRATED CAMPFIRE COOKING TECHNIQUES AND SERVED SAMPLES OF

THE FOOD COOKED OVER THE OPEN FIRE.

PLAINS INDIAN MUSEUM POWWOW:

AT OUR 31ST ANNUAL PLAINS INDIAN MUSEUM POWWOW, DANCERS, DRUM GROUPS,

AND ARTISTS FROM NORTHERN PLAINS TRIBES GATHERED TO CELEBRATE THEIR

VIBRANT CULTURAL TRADITIONS AND HISTORIES. NEARLY 3,000 PEOPLE ATTENDED

THIS TWO-DAY EVENT IN JUNE.

TOUR GUIDE PROGRAM:

EDUCATION STAFF DELIVERED MORE THAN 200 GUIDED TOURS OF THE CENTER.

TOUR TITLES WERE WILDLIFE IN THE WEST, PEOPLE IN THE WEST, AND BUFFALO

BILL - MAN OF THE WEST, MAN OF THE WORLD. VISITORS WERE GUIDED THROUGH

MULTIPLE GALLERIES ON THESE TOURS, INTEGRATING THE VARIED DISCIPLINES

REPRESENTED AT THE CENTER.

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ADULT OFFERINGS:

PROGRAMS 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 OF THESE PROGRAMS WHILE OTHERS ARE FREE TO ALL. EXAMPLES INCLUDE PAINTING WITH THE MASTERS (STUDIO ART CLASS), DOCENT TRAINING, AND BEHIND THE SCENES TOURS OF THE CENTER.

SPOTLIGHT PROGRAMS:

EACH SUMMER, EDUCATION STAFF, DOCENTS, AND INTERNS PRESENT "SPOTLIGHT PROGRAMS" TO SUMMER VISITORS. THESE 20-MINUTE INTERPRETIVE PRESENTATIONS PROVIDE INFORMATION TO THE VISITORS ABOUT A PARTICULAR TOPIC WITHIN THE CENTER. 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 AP PROCTOR, THE ESSENTIAL CHUCKWAGON. BEAR AWARE SPOTLIGHT PROGRAMS WERE PRESENTED IN COOPERATION WITH THE US FOREST SERVICE.

SCHOOL SERVICES:

CONSIDERING ITS 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

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COMMUNITIES WHO HAVE LIMITED ACCESS TO SCIENCE, ARTS, AND 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 PRESENT PROGRAMS IN THE COE AUDITORIUM THROUGHOUT THE SUMMER FOR 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 NATURAL HISTORY MUSEUM LUNCHTIME EXPEDITIONS LECTURE SERIES, PANEL DISCUSSION FORUMS IN COOPERATION WITH UNIVERSITY OF WYOMING, AND PRESENTATIONS BY OUR CURATORIAL STAFF.

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

STAFF RESEARCH AND SCHOLARSHIP:

THE CENTER EMPLOYS OVER 20 STAFF MEMBERS WITH ADVANCED DEGREES, THREE OF WHOM HOLD PHD'S. HISTORICAL, SCIENTIFIC AND CULTURAL RESEARCH IS CONDUCTED REGULARLY BY OVER 10 STAFF MEMBERS. THE RESEARCH USED BY THESE STAFF IS PRESENTED AT PROFESSIONAL CONFERENCES AND SYMPOSIA ON HISTORY, AMERICAN INDIAN CULTURE, FIREARMS TECHNOLOGY, ART, BIOLOGY, BIODIVERSITY AND THE GREATER YELLOWSTONE ECOSYSTEM.

SCIENTIFIC RESEARCH:

ONGOING SCIENTIFIC RESEARCH IS CONDUCTED ON GOLDEN EAGLES OF THE

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GREATER YELLOWSTONE ECO-SYSTEM. THIS LONG-TERM PROJECT, UNDER THE DIRECTION OF DR. CHARLES PRESTON, USES VOLUNTEERS, INTERNS AND STAFF TO MAKE DAILY AND WEEKLY OBSERVATIONS ON OVER 50 GOLDEN EAGLE NESTING SITES THROUGHOUT THE REGION TO ESTABLISH NESTING, REPRODUCTIVE AND MIGRATION PATTERNS.

MCCRACKEN RESEARCH LIBRARY:

THE MCCRACKEN RESEARCH LIBRARY IS THE RESEARCH ARM OF THE CENTER, ATTRACTING SCHOLARS, AUTHORS, FILMMAKERS, AND COLLECTORS WHO SEEK DIRECT CONTACT WITH THE MATERIALS OF HISTORY. DURING 2012, THE LIBRARY SERVED 88 RESEARCHERS AND RESPONDED TO 1,558 REFERENCE QUESTIONS. THE CENTER CONTINUES DIGITIZATION OF ITS COLLECTIONS - OVER 4,000 ITEMS DIGITIZED IN 2012 FOR A TOTAL OF MORE THAN 25,000 HISTORIC IMAGES AND DOCUMENTS AVAILABLE FOR ELECTRONIC RESEARCH. THE LIBRARY ALSO TAUGHT CLASSES TO 50 HIGH SCHOOL STUDENTS IN THIS REMOTE RURAL REGION TO TEACH THEM HOW TO RESEARCH, ANALYZE AND THEN USE PRIMARY SOURCES.

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

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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; ERNEST J. GOPPERT, JR. AND DEBORAH G. HOFSTEDT; AND FORREST FENN AND JACK CALDWELL HAVE A FAMILY RELATIONSHIP. DANIELE D. BODINI AND COLIN M. SIMPSON HAVE A BUSINESS RELATIONSHIP.

FORM 990, PART VI, SECTION A, LINE 4: THE BYLAWS WERE AMENDED IN 2012 TO INCREASE THE NUMBER OF TRUSTEES TO NO LESS THAN 35 AND NO MORE THAN 50; TO ALLOW THE NUMBER OF NON-TRUSTEES ON THE DEVELOPMENT, FUNDRAISING AND MARKETING COMMITTEE TO BE UP TO 50% OF TOTAL COMMITTEE MEMBERS; ADDED A DESCRIPTION OF GENERAL COUNSEL DUTIES AND CLARIFIED APPOINTMENT; AND ALLOWS FOR REMOTE PARTICIPATION IN THE WINTER BOARD MEETINGS.

FORM 990, PART VI, SECTION B, LINE 11: THE CHAIRMAN OF THE BOARD FINANCE COMMITTEE REVIEWS THE DRAFT, ALONG WITH THE DIRECTOR, CHIEF FINANCIAL OFFICER, AND ACCOUNTING MANAGER PRIOR TO FILING. AN ELECTRONIC COPY OF THE FORM 990 IS PROVIDED TO THE TRUSTEES PRIOR TO FILING WITH THE IRS.

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. SUCH DECLARATIONS ARE RECORDED IN THE MINUTES OF THE MEETING AND THE CHAIRMAN OF THE BOARD, COMMITTEE, OR ADVISORY BOARD MUST TAKE ACTION TO ELIMINATE THE REAL OR PERCEIVED CONFLICT. ACTION MAY INCLUDE THE INDIVIDUAL VOLUNTARILY RECUSING HIM OR HERSELF FROM THE DISCUSSION AND DECISION MAKING RELATED TO THE

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CONFLICT OR ACTION BY THE CHAIRMAN (IF WARRANTED) TO HAVING THE INDIVIDUAL REMOVE HIM/HERSELF FROM THE DISCUSSIONS AND DECISION MAKING.

FOR KEY EMPLOYEES, AN ANNUAL CONFLICT OF INTEREST DISCLOSURE IS REQUIRED.

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 INCLUDE INDUSTRY COMPENSATION SURVEYS AND DIRECTOR COMPENSATION FROM A NUMBER OF COMPARABLE INSTITUTIONS BEFORE RECOMMENDING A PAY INCREASE TO THE EXECUTIVE BOARD.

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 8621:
BUFFALO BILL MEMORIAL ASSOCIATION IS FILING FORM 8621 AS A SHAREHOLDER IN VARIOUS FOREIGN FUNDS AS THEY ARE CONSIDERED TO BE PASSIVE FOREIGN INVESTMENT COMPANIES. THE DISTRIBUTIONS FROM THESE FUNDS TO BUFFALO BILL MEMORIAL ASSOCIATION ARE NOT TAXABLE AND THEREFORE NOT INCLUDED ON PART IV OF FORM 8621. THE FUNDS ARE IDENTIFIED BELOW: HIRTLE CALLAGHAN TOTAL RETURN OFFSHORE FUND II LTD. AND HIRTLE CALLAGHAN ABSOLUTE RETURN

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

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Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
BUFFALO BILL ASSET ASSURANCE CORPORATION - 37-1621169, 720 SHERIDAN AVENUE, CODY, WY 82414	TO SUPPORT THE BUFFALO BILL MEMORIAL ASSOCIATION	WYOMING	501(C)(3)	LINE 11A, I	BUFFALO BILL MEMORIAL ASSOCIATION	X	

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

