

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2003

Department of the Treasury
Internal Revenue Service

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2003, or tax year beginning 12/01 , **2003, and ending** 11/30 , **2004**

G Check all that apply:		Initial return	<input checked="" type="checkbox"/> Final return	Amended return	Address change	Name change
Use the IRS label. Otherwise, print or type. See Specific Instructions.	Clinton N. Myers Foundation, Inc 409 South 22nd Ave Bozeman, MT 59718				A Employer identification number 23-6282480	
					B Telephone number (see instructions) 406-586-5253	
H Check type of organization:		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		C If exemption application is pending, check here <input type="checkbox"/>		
		<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		D 1 Foreign organizations, check here <input type="checkbox"/>		
		<input type="checkbox"/> Other taxable private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, column c, line 16)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		
▶ \$		<input type="checkbox"/> Other (specify)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		
		<i>(Part I, column d must be on cash basis)</i>				

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns b, c, and d may not necessarily equal the amounts in column a) (see instructions)</i>				
1 Contributions, gifts, grants, etc. received (att sch) Ck ▶ <input checked="" type="checkbox"/> if the found is not req to att Sch B				
2 Distributions from split-interest trusts				
3 Interest on savings and temporary cash investments	2,407.	2,407.		
4 Dividends and interest from securities	1,720.	1,720.		
5a Gross rents				
b (Net rental income or (loss) _____)				
6a Net gain/(loss) from sale of assets not on line 10	157.	Statement 1		
b Gross sales prices for all assets on line 6a	4,286.			
7 Capital gain net income (from Part IV, line 2)		157.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less. Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	4,284.	4,284.	0.	
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	2,310.	2,310.		
c Other prof fees (attach sch) See St 3	2,465.	2,465.		
17 Interest				
18 Taxes (attach schedule) See Stmt 4	6.	6.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	4,796.	4,796.		
25 Contributions, gifts, grants paid Part XV	11,500.			11,500.
26 Total expenses and disbursements. Add lines 24 and 25	16,296.	4,796.	0.	11,500.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-12,012.			
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)			0.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A s s e t s	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	68,372.		
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch.)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	92,055.		
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis			
Less accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)	61,100.			
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	221,527.	0.	0.	
L i a b i l i t i e s	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
N F U N D A S S E T A N C E S	Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	221,527.		
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	221,527.	0.		
31 Total liabilities and net assets/fund balances (see instructions)	221,527.	0.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	221,527.
2 Enter amount from Part I, line 27a	2	-12,012.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	209,515.
5 Decreases not included in line 2 (itemize) See Statement 6	5	209,515.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	0.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Smith Barney	P	Various	Various
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,286.		4,129.	157.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			157.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	157.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8.]	3	0.

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If 'Yes,' the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2002	12,814.	229,028.	0.055949
2001	6,000.	231,622.	0.025904
2000	11,000.	230,018.	0.047822
1999	7,000.	238,542.	0.029345
1998	8,250.	234,944.	0.035115

2 Total of line 1, column (d)	2	0.194135
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.038827
4 Enter the net value of noncharitable-use assets for 2003 from Part X, line 5	4	230,676.
5 Multiply line 4 by line 3	5	8,956.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	8,956.
8 Enter qualifying distributions from Part XII, line 4	8	11,500.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
c All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2.		3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments:			
a 2003 estimated tax pmts and 2002 overpayment credited to 2003	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount on line 10 to be: Credited to 2004 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		X
<i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities</i>		
1 c Did the organization file Form 1120-POL for this year?		X
1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the organization <input type="checkbox"/> \$ 0. (2) On organization managers <input type="checkbox"/> \$ 0.		
1 e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers <input type="checkbox"/> \$ 0.		
2 Has the organization engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? See Statement 7 <i>If 'Yes,' attach the statement required by General Instruction T</i>	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) Pennsylvania, Montana		
8 b If the answer is 'Yes' to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2003 or the taxable year beginning in 2003 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address <input type="checkbox"/> N/A	X	
12 The books are in care of <input type="checkbox"/> Kami K. McGinley, CPA Telephone no. <input type="checkbox"/> 406-586-5253 Located at <input type="checkbox"/> 409 South 22nd Ave, Bozeman, MT ZIP + 4 <input type="checkbox"/> 59718		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> N/A		

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

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

1a During the year did the organization (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
1b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
1c Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2003?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2003, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2003?
b Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If 'Yes,' did it have excess business holdings in 2003 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2003?
5a During the year did the organization pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?
c If the answer is 'Yes' to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?
6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If you answered 'Yes' to 6b, also file Form 8870

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8		0.	0.	0.

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

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

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

1	Expenses
N/A	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a Average monthly fair market value of securities	1a	225,593.
b Average of monthly cash balances	1b	8,596.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b and c)	1d	234,189.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	234,189.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,513.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	230,676.
6 Minimum investment return. Enter 5% of line 5	6	11,534.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	11,534.
2a Tax on investment income for 2003 from Part VI, line 5	2a		
2b Income tax for 2003. (This does not include the tax from Part VI.)	2b		
2c Add lines 2a and 2b	2c		
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		11,534.
4a Recoveries of amounts treated as qualifying distributions	4a		
4b Income distributions from section 4947(a)(2) trusts	4b		
4c Add lines 4a and 4b	4c		
5 Add lines 3 and 4c	5		11,534.
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7		11,534.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	11,500.
b Program-related investments - Total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,500.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,500.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2002	(c) 2002	(d) 2003
1 Distributable amount for 2003 from Part XI, line 7				11,534.
2 Undistributed income, if any, as of the end of 2002:				
a Enter amount for 2002 only			0.	
b Total for prior years: 20 __, 20 __, 19 __		0.		
3 Excess distributions carryover, if any, to 2003				
a From 1998				
b From 1999				
c From 2000				
d From 2001				
e From 2002	1,375.			
f Total of lines 3a through e	1,375.			
4 Qualifying distributions for 2003 from Part XII, line 4: ► \$ 11,500.				
a Applied to 2002, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2003 distributable amount				11,500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2003 (If an amount appears in column (d), the same amount must be shown in column (a))	34.			34.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,341.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2002. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2003. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2004				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 1998 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2004. Subtract lines 7 and 8 from line 6a	1,341.			
10 Analysis of line 9:				
a Excess from 1999				
b Excess from 2000				
c Excess from 2001				
d Excess from 2002	1,341.			
e Excess from 2003				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2003, enter the date of the ruling ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

Robert P. Myers

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

Kami McGinley, CPA- 409 South 22nd Ave - Bozeman, MT 59718

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

Letter form stating nature and amount requesting. Include copy of exemption letter.

c Any submission deadlines:

September 30th

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

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i> See Statement 9</p>				
<p>Total ▶ 3a</p>				<p>11,500.</p>
<p>b <i>Approved for future payment</i></p>				
<p>Total ▶ 3b</p>				

Clinton N. Myers Foundation, Inc

23-6282480

Statement 1
Form 990-PF, Part I, Line 6
Net Gain (Loss) from Noninventory Sales

Description:	Smith Barney		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:	4,286.		
Cost or Other Basis:	4,129.		
		Gain (Loss)	157.
Total Net Gain (Loss) From Noninventory Sales			<u>\$ 157.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	<u>\$ 2,310.</u>	<u>\$ 2,310.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Fees				
Total	<u>\$ 2,465.</u>	<u>\$ 2,465.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Taxes				
Total	<u>\$ 6.</u>	<u>\$ 6.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Clinton N. Myers Foundation, Inc

23-6282480

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Licenses	\$ 15.	\$ 15.		
Total	<u>\$ 15.</u>	<u>\$ 15.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part III, Line 5
Other Decreases

Merger with Pennmont Foundation - 87-0699934	\$ 209,515.
Total	<u>\$ 209,515.</u>

Statement 7
Form 990-PF, Part VII-A, Line 5
Liquidation, Dissolution, Termination, Etc.

See attached merger documentations with Pennmont Foundation - 87-0699934

- 1.) The Clinton N. Myers Foundation merged with Pennmont Foundation effective November 30, 2004. Pennmont Foundation is the surviving Corporation.
- 2.) See attached Articles of Merger
- 3.) Recipients of all assets was the surviving Corporation, Pennmont Foundation, 409 South 22nd Ave, Bozeman, MT 59718, EIN - 87-0699934
- 4.) All cash and investments were transferred into the Pennmont Foundation's name effective November 30, 2004.

Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Robert P. Myers P.O. Box 846 Bozeman, MT 59771	President As Needed	\$ 0.	\$ 0.	\$ 0.
Jean B. MacInnes 16621 Bridger Canyon Rd Bozeman, MT	Vice President As Needed		0.	0.

Clinton N. Myers Foundation, Inc

23-6282480

Statement 8 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Robert C. Myers 230 Paso Dr Stevensville, MT	Director None	\$ 0.	\$ 0.	\$ 0.
Christopher M. Myers 408 N. Bozeman Bozeman, MT	Director None	0.	0.	0.
Molly Myers Benedict Riverside Drive Missoula, MT	Director None	0.	0.	0.
		Total \$	<u>0.</u>	<u>0.</u>

Statement 9
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
St. James Episcopal Church 5 W. Olive Bozeman, MT 59715	NA	Public	For administrative support within church	\$ 2,000.
The Network P.O. Box 752 Bozeman, MT 59771	NA	Public	To help battered women and prevent abuse.	1,000.
Prevent Child Abuse 111 S. Grand Bozeman, MT 59715	NA	Public	To prevent child abuse and help abused children's families.	1,000.
Bozeman Children's Museum Bozeman, MT 59715	NA	Public	To support the continuation and growth of the museum.	2,000.
Old Trail Museum 823 North Main Choteau, MT 59411	NA	Public	To assist in the funding of field programs for up to 400 students.	1,000.

Clinton N. Myers Foundation, Inc

23-6282480

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Emmanuel United Church 124 Broadway Hanover, PA 17331-2500	NA	Public	For administrative support within the Church.	\$ 1,000.
Bozeman Deaconess Hospital 931 Highland Blvd. Suite 3200 Bozeman, MT 59715	NA	Public	To further medical care in Bozeman, MT.	1,000.
The Help Center 421 E. Peach Bozeman, MT 59715	NA	Public	Assist funding of programs to help people in need due to crisis.	1,500.
Fishtail Community Library P.O. Box 11 Fishtail, MT 59028	NA	Public	Support in the building and growth of public library	1,000.
			Total	\$ <u>11,500.</u>


ARTICLES OF MERGER

DOMESTIC AND FOREIGN NON-PROFIT CORPORATIONS

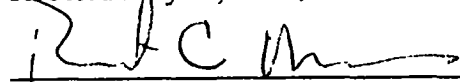
The undersigned members of the Board of Trustees, for the purpose of merging a Montana Non-Profit Corporation under §35-2-608, et sec of the Montana Code Annotated, ("MCA") and a Pennsylvania Non-Profit Corporation and under Title 15, Chapter 59, Subpart C, Pennsylvania Consolidated Statutes, ("Pa.CS").

1. Both corporations would qualify as a public benefit corporation. The surviving corporation is a public benefit corporation.
2. The Plan was approved by each corporation that is a party to the merger, in accordance with §35-2-608, MCA. and §5924, Pa.CS, and is attached hereto as Exhibit "A" and incorporated herein by this reference.
3. Pennmont Foundation has 1 membership outstanding, each member has 1 vote. The Plan was unanimously approved by all members of Pennmont Foundation and all of the Board of Trustees.
4. These articles of merger, when filed, shall be effective as of November 30, 2004.
5. Executed on this 30th day of September, 2004, by the surviving Montana Corporation on behalf of all parties to the merger.

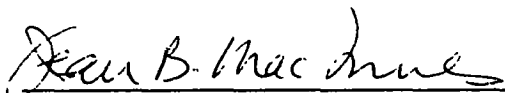
PENNMONT FOUNDATION:



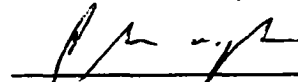
Robert P. Myers, Trustee and Member



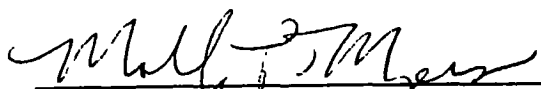
Robert C. Myers, Trustee



Jean B. MacInnes, Trustee



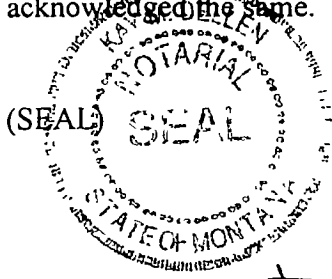
Christopher M. Myers, Trustee



Molly Myers-Benedict, Trustee

STATE OF Montana
:SS.
COUNTY OF Gallatin

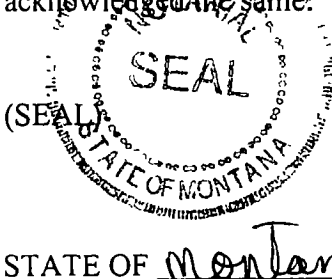
Personally came before me this 14th October day of ~~September~~, 2004, the above-named Robert P. Myers to me known to be the person who executed the foregoing instrument and acknowledged the same.



Kay M. Sellen
(Print Name) Kay M. Sellen
Residing: Gallatin Gateway
My Commission Expires: 9/11/08

STATE OF Montana
:SS.
COUNTY OF Gallatin

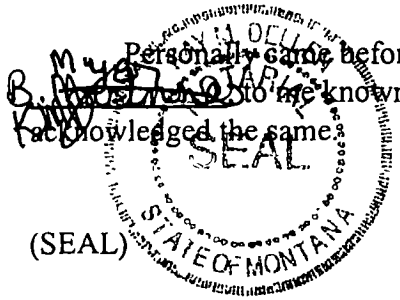
Personally came before me this 14th October day of ~~September~~, 2004, the above-named Jean B. [unclear] to me known to be the person who executed the foregoing instrument and acknowledged the same.



Kay M. Sellen
(Print Name) Kay M. Sellen
Residing: Gallatin Gateway
My Commission Expires: 9/11/08

STATE OF Montana
:SS.
COUNTY OF Gallatin

Personally came before me this 15th October day of ~~September~~, 2004, the above-named Christopher B. [unclear] to me known to be the person who executed the foregoing instrument and acknowledged the same.



Kay M. Sellen
(Print Name) Kay M. Sellen
Residing: Gallatin Gateway
My Commission Expires: 9/11/08

STATE OF Montana
:SS.
COUNTY OF Missoula

Personally came before me this 18th October day of ~~September~~, 2004, the above-named Molly Myers

_____, to me known to be the person who executed the foregoing instrument and acknowledged the same.

(SEAL)



RACHEL L. MAKI
NOTARY PUBLIC-MONTANA
Residing at Missoula, Montana
My Comm. Expires 09/30/2007

Rachel L. Maki
(Print Name) RACHEL L MAKI
Residing: Missoula, MT
My Commission Expires: Sept 30 2007

Personally came before me this 18 day of October, 2004, the above named Robert C. Myers, to me known to be the person who executed the foregoing instrument and acknowledged the same.



NOTARY PUBLIC-MONTANA
Residing at Stevensville, MT
My Comm. Expires 10/1/2007

Vicki L Hanni
(Print Name) Vicki L Hanni
Residing: Stevensville
My Commission Expires: 10/1/2007

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

AGREEMENT MADE this 30th day of September, 2004, by and between Pennmont Foundation, a Montana Non-Profit Corporation, and Clinton N. Myers Foundation, Inc., a Pennsylvania Corporation, by and through their respective boards of trustees.

The parties hereby adopt and agree to merge the two corporations as follows:

I. The name of the surviving corporation is Pennmont Foundation. It is a Montana Non-Profit corporation whose registered agent and office are: Robert P. Myers, 409 S. 22nd Ave., Bozeman, Montana 59718.

The name of the non-surviving corporation is Clinton N. Myers Foundation, Inc., a Pennsylvania non-profit corporation.

II. The Plan of Merger is:

PLAN OF MERGER
OF
PENNMONT FOUNDATION
AND
CLINTON N. MYERS FOUNDATION, INC.
INTO PENNMONT FOUNDATION

ARTICLE I
Names of Component Corporations

1. The name of the merging (non-surviving) corporation is Clinton N. Myers Foundation, Inc.

2. The name of the Surviving Corporation is Pennmont Foundation and subsequent to the merger its name shall be Pennmont Foundation.

ARTICLE II
No Convergence of Membership

1. There shall be no convergence of membership. The Member of Pennmont shall be the member of the surviving corporation.

ARTICLE III
Terms and Conditions of Proposed Merger

1. The terms and the conditions of the proposed merger are as follows:
 - (a) The By-Laws of the Surviving Corporation, as they exist on the effective date of the merger, shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein.
 - (b) The first annual meeting of the member of the Surviving Corporation held after the effective date of the merger shall be the next annual meeting provided by the By-Laws of Pennmont Foundation, one of the Component Corporations.
 - (c) The first regular meeting of the Board of Trustees of the Surviving Corporation shall be held as soon as practicable after the date when the merger shall become effective and may be called or may be convened in the manner provided in the By-Laws of Pennmont Foundation, one of the Component Corporations, for the purpose of calling a special meeting of the Board of Trustees of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting.
 - (d) All persons who are Trustees of Pennmont Foundation, one of the Component Corporations, on the effective date of the merger shall be and remain in the same respective Trustees of the Surviving Corporation until the Board of Trustees of the Surviving Corporation shall elect or appoint their successors.
 - (e) When the merger shall become effective, the separate existence of Clinton N. Myers Foundation, Inc. shall cease and said corporation shall be merged in accordance with the provisions of this plan into Pennmont Foundation which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the Component Corporations, and all of the property, real and personal including subscriptions for shares, causes of action in every other asset of each of the Component Corporations, including, without limitation, the name, trademarks, trade names of each Component Corporation, shall vest in the Surviving Corporation without further act or deed, except that if the Surviving Corporation shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes of this merger, the trustees and officers of either Component Corporation shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger; the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the Component Corporations. No liability or obligations due or to become due, claim or demand for any cause existing against either Component Corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil and criminal, then pending by or against either Component

Corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either Component Corporation.

ARTICLE IV
Miscellaneous Provisions

1. This plan shall be submitted to the respective Board of Trustees and members of the Component Corporations as provided for by law for the adoption thereof by the requisite votes of the members and/or board of trustees of each of the Component Corporations as provided by law, all in accordance with the Montana Code Annotated and Pennsylvania Compiled Statutes.

2. If, at any time prior to the effective date hereof, events or circumstances occur, which in the opinion of the majority of the Board of Trustees of either Component Corporation, renders it inadvisable to consummate the merger, this Plan of Merger shall not become effective even though the provisions previously adopted by the member of the Component Corporations as herein before provided. The filing of the Certificate of Merger shall conclusively establish that no action to terminate this plan has been taken by the Board of Trustees of either Component Corporation.

3. For convenience of the parties and to facilitate the approval of this plan, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

4. It is intended that this Plan of Merger qualify as a corporation reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

5. The effective date of this plan shall be November 30, 2004.

ARTICLE VI
Certificate of Incorporation of Surviving Corporation

1. The Articles of incorporation of the Surviving Corporation shall be amended as follows:

Article VI shall be amended by adding a new clause after the clause entitled "Bylaws". The new clause shall read as follows:

Articles. The power to alter, amend, or repeal the Articles of Incorporation, or to adopt new Articles, shall be vested in the Board of Trustees. Provided, however, such alteration, amendment, or repeal shall require a vote of 75% of the Trustees.

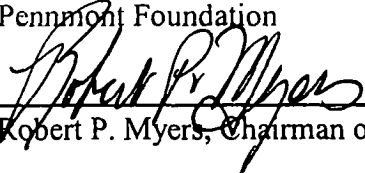
The Certificate of Incorporation of the Surviving Corporation shall not contain any other amendments or changes.

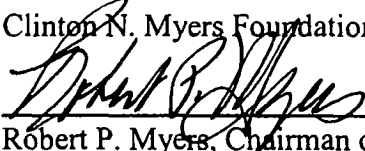
2. The foregoing plan has been duly approved by the respective Boards of Trustees of each Component Corporation on the following dates:

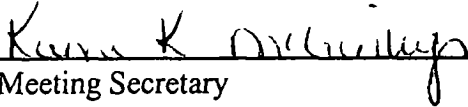
<u>Name of Corporation</u>	<u>Dates of Approval</u>
Clinton N. Myers Foundation, Inc.	<u>Sept 30</u> , 2004.
Pennmont Foundation	<u>Sept 30</u> , 2004.

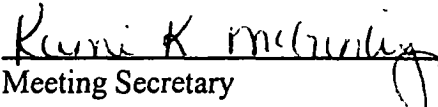
3. The member of Pennmont Foundation approved the Plan of Merger on September 30, 2004., and, the members of Clinton N. Myers Foundation, Inc. approved the Plan of Merger on Sept 30, 2004.

4. Each member has one vote. All votes were unanimous. The number of members and votes of Pennmont Foundation is 1; and the number of members and votes of Clinton N. Myers Foundation, Inc. entitled to vote is 5. All members voted for the Plan and no votes were voted against the Plan or abstained from voting.


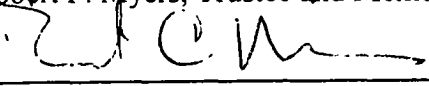
Pennmont Foundation

Robert P. Myers, Chairman of the Board

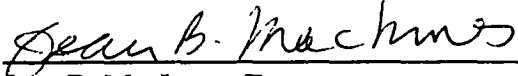
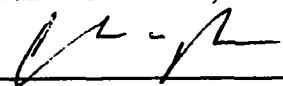
Clinton N. Myers Foundation, Inc.

Robert P. Myers, Chairman of the Board

Attest:

Meeting Secretary

Attest:

Meeting Secretary


The foregoing Plan of Merger was agreed and adopted by the Board of Trustees and the Member of Pennmont Foundation and the Board of Trustees and Members of the Clinton N. Myers Foundation, Inc. this 30th day of September, 2004.

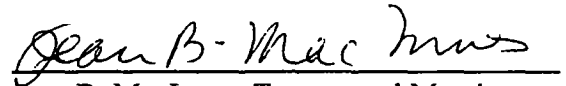
Pennmont Foundation:

Robert P. Myers, Trustee and Member

Robert C. Myers, Trustee



Jean B. MacInnes, Trustee

Christopher M. Myers, Trustee

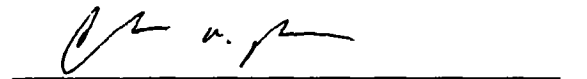

Molly Myers Benedict, Trustee


Clinton N. Myers Foundation, Inc.:


Robert P. Myers, Trustee and Member


Jean B. MacInnes, Trustee and Member


Robert C. Myers, Trustee and Member


Christopher M. Myers, Trustee and Member


Molly Myers Benedict, Trustee and Member