

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

2011

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation BRETT FAMILY FOUNDATION		A Employer identification number 84-1525821
Number and street (or P.O. box number if mail is not delivered to street address) 1123 SPRUCE STREET	Room/suite	B Telephone number (303) 442-1200
City or town, state, and ZIP code BOULDER, CO 80302-4001		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 7,826,227.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <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"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	150.	150.		STATEMENT 1
	4 Dividends and interest from securities	161,779.	161,779.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	143,623.			
	b Gross sales price for all assets on line 6a	1,853,322.			
	7 Capital gain net income (from Part IV, line 2)		143,623.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	305,552.	305,552.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	60,275.	6,028.		42,193.
	14 Other employee salaries and wages	17,536.	1,754.		12,275.
	15 Pension plans, employee benefits	15,315.	1,531.		10,720.
	16a Legal fees				
	b Accounting fees	4,020.	804.		804.
	c Other professional fees	36,906.	36,384.		406.
	17 Interest				
	18 Taxes	3,859.	2,472.		0.
	19 Depreciation and depletion	1,308.	131.		
	20 Occupancy	1,871.	187.		1,310.
	21 Travel, conferences, and meetings	8,337.	708.		5,836.
	22 Printing and publications	281.	28.		197.
	23 Other expenses	7,313.	821.		5,050.
	24 Total operating and administrative expenses. Add lines 13 through 23	157,021.	50,848.		78,791.
	25 Contributions, gifts, grants paid	420,600.			420,600.
26 Total expenses and disbursements. Add lines 24 and 25	577,621.	50,848.		499,391.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<272,069.>				
b Net investment income (if negative, enter -0-)		254,704.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	66,297.	7,801.	7,801.
	2 Savings and temporary cash investments	445,213.	252,334.	252,334.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	157,749.	102,200.	102,200.
	b Investments - corporate stock STMT 8	6,792,530.	6,261,298.	6,261,298.
	c Investments - corporate bonds STMT 9	979,547.	1,202,452.	1,202,452.
11 Investments - land, buildings, and equipment: basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 64,223.				
Less: accumulated depreciation	64,081.	301.	142.	
15 Other assets (describe ▶				
16 Total assets (to be completed by all filers)	8,441,637.	7,826,227.	7,826,227.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	8,441,637.	7,826,227.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	8,441,637.	7,826,227.		
31 Total liabilities and net assets/fund balances	8,441,637.	7,826,227.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,441,637.
2 Enter amount from Part I, line 27a	2	<272,069.>
3 Other increases not included in line 2 (itemize) ▶ NONTAXABLE DISTRIBUTIONS	3	2,194.
4 Add lines 1, 2, and 3	4	8,171,762.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON SECURITIES	5	345,535.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,826,227.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 1,853,322.		1,709,699.	143,623.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			143,623.

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	143,623.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	464,484.	7,598,219.	.061131
2009	424,165.	6,691,013.	.063393
2008	590,066.	8,390,334.	.070327
2007	604,017.	9,631,721.	.062711
2006	561,440.	9,302,666.	.060353

2 Total of line 1, column (d)	2	.317915
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	.063583
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,116,696.
5 Multiply line 4 by line 3	5	516,084.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,547.
7 Add lines 5 and 6	7	518,631.
8 Enter qualifying distributions from Part XII, line 4	8	499,391.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	5,094.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,094.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,094.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,120.	
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	2,120.	
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	2,974.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	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?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____ CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.BRETTFOUNDATION.ORG	13	X	
14	The books are in care of ► LINDA J. SHOEMAKER, PRESIDENT Telephone no. ► (303) 442-1200 Located at ► 1123 SPRUCE STREET, BOULDER, CO ZIP+4 ► 80302-4001			
15	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	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here **N/A**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). **N/A**

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		60,275.	6,938.	0.

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

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

Total number of other employees paid over \$50,000 **0**

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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	
3 All other program-related investments. See instructions.	
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	7,907,290.
b	Average of monthly cash balances	1b	332,869.
c	Fair market value of all other assets	1c	142.
d	Total (add lines 1a, b, and c)	1d	8,240,301.
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	8,240,301.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	123,605.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,116,696.
6	Minimum investment return. Enter 5% of line 5	6	405,835.

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	405,835.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,094.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,094.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	400,741.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	400,741.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	400,741.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	499,391.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	499,391.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	499,391.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				400,741.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	105,879.			
b From 2007	132,433.			
c From 2008	175,131.			
d From 2009	92,444.			
e From 2010	86,680.			
f Total of lines 3a through e	592,567.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	499,391.			
a Applied to 2010, 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 2011 distributable amount				400,741.
e Remaining amount distributed out of corpus	98,650.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	691,217.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	105,879.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	585,338.			
10 Analysis of line 9:				
a Excess from 2007	132,433.			
b Excess from 2008	175,131.			
c Excess from 2009	92,444.			
d Excess from 2010	86,680.			
e Excess from 2011	98,650.			

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 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 11

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

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

SEE STATEMENT 12

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

c Any submission deadlines:

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)				
a Paid during the year				
9 TO 5, NATIONAL ASSOCIATION OF WORKING WOMEN 655 BROADWAY, SUITE 800 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	15,000.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW, 2ND FLOOR WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
ANTI-DEFAMATION LEAGUE 1630A 30TH STREET, SUITE 271 BOULDER, CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
ATTENTION HOMES 3080 BROADWAY, SUITE C BOULDER, CO 80304	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
BISC FOUNDATION 1825 K STREET NW, SUITE 411 WASHINGTON, DC 20006	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
Total	SEE CONTINUATION SHEET(S)			420,600.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, Subtotal, and Total.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here 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 taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee, Date, Title. May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Check [] if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOULDER COMMUNITY HOUSING CORPORATION P.O. BOX 471 BOULDER, CO 80306	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - CASA DE LA ESPERANZA	3,000.
BOULDER COUNTY AIDS PROJECT 2118 14TH STREET BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
BOULDER COUNTY PUBLIC HEALTH 3450 BROADWAY BOULDER, CO 80304	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - GENESISTER	2,500.
BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER, CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	10,500.
CENTER FOR INTERNATIONAL ENVIRONMENTAL LAW 1350 CONNECTICUT AVENUE NW, SUITE 1100 WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
CHINOOK FUND 2465 SHERIDAN STREET DENVER, CO 80214	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
CITIZENS FOR RESPONSIBILITY AND ETHICS IN WASHINGTON 1400 I STREET NW, SUITE 450 WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COLORADO ETHICS WATCH	2,500.
COLORADO CENTER ON LAW AND POLICY 789 SHERMAN STREET, SUITE 300 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	10,000.
COLORADO CIVIC ENGAGEMENT ROUNDTABLE P.O. BOX 1620 DENVER, CO 80201	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
COLORADO CONSERVATION VOTERS EDUCATION FUND 1536 WYNKOOP STREET, SUITE 4C DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
Total from continuation sheets				396,100.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLORADO CRIMINAL JUSTICE REFORM COALITION 1212 MARIPOSA STREET, SUITE 6 DENVER, CO 80204	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
COLORADO IMMIGRANT RIGHTS COALITION 2525 WEST ALAMEDA AVENUE DENVER, CO 80219	N/A	PUBLIC CHARITY	OPERATING SUPPORT	8,000.
COLORADO MUSIC FESTIVAL 900 BASELINE ROAD, COTTAGE 100 BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
COLORADO NONPROFIT DEVELOPMENT CENTER 4130 TEJON STREET, SUITE A DENVER, CO 80211	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COLORADO PARTICIPATION PROJECT, THE COLLABORATIVE COMMUNITY/FOCUS	6,000.
COLORADO PROGRESSIVE COALITION 1029 SANTA FE DRIVE DENVER, CO 80204	N/A	PUBLIC CHARITY	OPERATING SUPPORT	15,000.
COLORADO PUBLIC TELEVISION 2900 WELTON STREET DENVER, CO 80205	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COLORADO PUBLIC NEWS	10,000.
COMMON CAUSE EDUCATION FUND 1536 WYNKOOP STREET, SUITE 102 DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
COMMUNITY SHARES OF COLORADO 1536 WYNKOOP STREET, SUITE 202 DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
COTTONWOOD INSTITUTE P.O. BOX 7067 DENVER, CO 80207	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
ETOWN P.O. BOX 954 BOULDER, CO 80306	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOREVER WILD 8605 SOUTH CRAYCROFT ROAD TUCSON, AZ 85756	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
FRESC 140 SHERIDAN BOULEVARD DENVER, CO 80226	N/A	PUBLIC CHARITY	OPERATING SUPPORT	11,000.
GLOBAL DOWN SYNDROME FOUNDATION 3300 EAST FIRST AVENUE, SUITE 390 DENVER, CO 80206	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
GREAT EDUCATION COLORADO FUND 1600 DOWNING STREET, SUITE 100 DENVER, CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
HISPANIC AFFAIRS PROJECT 300 N. CASCADE AVENUE, SUITE C-4 MONTROSE, CO 81401	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
I HAVE A DREAM FOUNDATION 3012 STERLING CIRCLE, SUITE 200 BOULDER, CO 80301	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - BROADWAY BOOKS FUND	2,600.
IMMIGRANT LEGAL CENTER OF BOULDER COUNTY 948 NORTH STREET, SUITE 8 BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
IMPACT ON EDUCATION 728 FRONT STREET, SUITE A LOUISVILLE, CO 80027	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
KGNU COMMUNITY RADIO 4700 WALNUT STREET BOULDER, CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
LATINA INITIATIVE 1536 WYNKOOP STREET, SUITE 4-B DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MANAUS FUND P.O. BOX 2026 CARBONDALE, CO 81623	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - ASPEN JOURNALISM	2,500.
MESA - MOVING TO END SEXUAL ASSAULT 1333 IRIS AVENUE BOULDER, CO 80304	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
METRO ORGANIZATIONS FOR PEOPLE 1980 DAHLIA STREET DENVER, CO 80220	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
MILE HIGH MONTESSORI 1780 MARION STREET DENVER, CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	8,000.
ONE COLORADO EDUCATION FUND 1245 E. COLFAX AVENUE, SUITE 204 DENVER, CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
OUR CENTER 303 ATWOOD STREET LONGMONT, CO 80501	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
OUT BOULDER P.O. BOX 1018 BOULDER, CO 80306	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E. 38TH AVENUE DENVER, CO 80207	N/A	PUBLIC CHARITY	OPERATING SUPPORT; PROGRAM SUPPORT - LONGMONT HEALTH CENTER	11,500.
PROGRESSNOW EDUCATION 1536 WYNKOOP STREET, SUITE 4A DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	10,000.
RIGHTS FOR ALL PEOPLE / DERECHOS PARA TODOS 1400 DAYTON STREET AURORA, CO 80010	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ROCKY MOUNTAIN PBS 1089 BANNOCK STREET DENVER, CO 80204	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - ROCKY MOUNTAIN INVESTIGATIVE NEWS NETWORK (I-NEWS)	10,000.
SAFEHOUSE PROGRESSIVE ALLIANCE FOR NONVIOLENCE 835 NORTH STREET BOULDER, CO 80304	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
SECOND WIND FUND OF BOULDER COUNTY P.O. BOX 18776 BOULDER, CO 80305	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
SOCIAL VENTURE PARTNERS 1123 SPRUCE STREET BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
TEENS, INC. P.O. BOX 1070 NEDERLAND, CO 80466	N/A	PUBLIC CHARITY	OPERATING SUPPORT	4,500.
THE AMERICAN INDEPENDENT NEWS NETWORK 1825 CONNECTICUT AVENUE NW, SUITE 625 WASHINGTON, DC 20009	N/A	PUBLIC CHARITY	OPERATING SUPPORT	10,000.
THE BELL POLICY CENTER 1905 SHERMAN STREET, SUITE 900 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	72,500.
THE COMMUNITY FOUNDATION SERVING BOULDER COUNTY 1123 SPRUCE STREET BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT; PROGRAM SUPPORT - MILAGROS FUND, COMMUNITY TRUST, SHOEMAKER FUND	26,000.
THE FUTURO MEDIA GROUP 361 WEST 125TH STREET, FOURTH FLOOR NEW YORK, NY 10027	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
THE GLBT CENTER 1301 E. COLFAX AVENUE DENVER, CO 80218	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - CLIP	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE WHITE HOUSE PROJECT 424 WEST 33RD STREET, 8TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
UNIVERSITY OF COLORADO FOUNDATION (BOULDER) 914 BROADWAY 95 UCB BOULDER, CO 80309	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - VARIOUS PROGRAMS	35,000.
UNIVERSITY OF COLORADO FOUNDATION (DENVER) 1380 LAWRENCE STREET, SUITE 1325 DENVER, CO 80204	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - HEALTH POLICY SOLUTIONS	2,500.
VOICES FOR CHILDREN, INC. 2305 CANYON BOULEVARD, SUITE 101 BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
VOLUNTEER CONNECTION 2885 AURORA AVENUE, SUITE 32 BOULDER, CO 80303	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
WOMEN DONORS NETWORK 565 COMMERCIAL STREET, SUITE 300 SAN FRANCISCO, CA 94111	N/A	PUBLIC CHARITY	OPERATING SUPPORT	20,000.
WOMEN'S FOUNDATION OF COLORADO 1901 EAST ASBURY AVENUE DENVER, CO 80208	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - PEP CLUB	2,000.
WORKING AMERICA EDUCATION FUND 815 SIXTEENTH STREET NW, 5TH FLOOR WASHINGTON, DC 20006	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
YWCA OF BOULDER COUNTY 2222 14TH STREET BOULDER, CO 80302	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - EVENT SPONSORSHIP	1,000.
Total from continuation sheets				

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	2,000 SHS QUEST DIAGNOSTICS INC	P	08/29/02	01/18/11
b	250 SHS AMERICA MOVIL	P	03/21/06	01/25/11
c	25 SHS GOOGLE INC	P	06/29/07	01/25/11
d	500 SHS NOVO NORDISK A/S ADR	P	11/20/07	01/25/11
e	250 SHS ORACLE CORPORATION	P	11/15/00	01/25/11
f	250 SHS DICKS SPORTING GOODS INC	P	06/29/07	01/25/11
g	250 SHS APPLE COMPUTER INC	P	12/18/07	01/25/11
h	250 SHS O'REILLY AUTOMOTIVE INC	P	10/08/03	01/25/11
i	1,200 SHS HARRIS CORP	P	02/26/09	02/09/11
j	250 SHS JACOBS ENGR GROUP INC	P	10/07/08	02/22/11
k	2,000 SHS JACOBS ENGR GROUP INC	P	06/23/03	02/22/11
l	500 SHS JACOBS ENGR GROUP INC	P	09/23/08	02/22/11
m	2,000 SHS INTEL CORPORATION	P	11/15/00	04/11/11
n	1,500 SHS INTEL CORPORATION	P	05/10/00	04/11/11
o	250 SHS KIMBERLY-CLARK CORP	P	06/13/00	04/11/11

	(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	108,252.		56,776.	51,476.
b	14,541.		8,928.	5,613.
c	15,413.		13,113.	2,300.
d	57,112.		31,676.	25,436.
e	8,032.		7,281.	751.
f	8,648.		7,270.	1,378.
g	84,914.		45,192.	39,722.
h	14,101.		4,958.	9,143.
i	58,583.		46,082.	12,501.
j	12,335.		9,610.	2,725.
k	98,683.		40,161.	58,522.
l	24,671.		29,669.	<4,998.>
m	40,178.		85,500.	<45,322.>
n	30,134.		82,264.	<52,130.>
o	16,387.		14,221.	2,166.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			51,476.
b			5,613.
c			2,300.
d			25,436.
e			751.
f			1,378.
g			39,722.
h			9,143.
i			12,501.
j			2,725.
k			58,522.
l			<4,998.>
m			<45,322.>
n			<52,130.>
o			2,166.

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
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	750 SHS KIMBERLY-CLARK CORP	P	03/13/00	04/11/11
b	500 SHS KIMBERLY-CLARK CORP	P	02/16/00	04/11/11
c	200 SHS APPLE COMPUTER INC	P	11/20/07	04/13/11
d	250 SHS PROCTER & GAMBLE CO	P	12/07/04	04/13/11
e	500 SHS AMERICA MOVIL	P	03/21/06	04/13/11
f	500 SHS AMERICA MOVIL	P	07/25/06	04/13/11
g	250 SHS FASTENAL CO	P	12/13/00	04/13/11
h	300 SHS ISHARES TR RUSSELL 2000 VALUE FUND	P	06/15/04	04/13/11
i	500 SHS O'REILLY AUTOMOTIVE INC	P	12/23/03	04/13/11
j	250 SHS ORACLE CORPORATION	P	11/15/00	04/13/11
k	250 SHS NATIONAL OILWELL INC	P	09/23/08	04/13/11
l	250 SHS NIKE INC	P	08/15/00	04/13/11
m	50,000 SHS LEHMAN BROTHERS HLDGS INC	P	02/24/00	05/11/11
n	500 SHS AKAMAI TECHNOLOGIES INC	P	11/20/07	05/12/11
o	500 SHS AKAMAI TECHNOLOGIES INC	P	10/16/07	05/12/11

	(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	49,160.		34,453.	14,707.
b	32,773.		27,642.	5,131.
c	66,617.		34,206.	32,411.
d	15,737.		13,640.	2,097.
e	28,907.		17,856.	11,051.
f	28,907.		17,441.	11,466.
g	16,030.		3,689.	12,341.
h	21,894.		16,476.	5,418.
i	27,706.		9,753.	17,953.
j	8,425.		7,281.	1,144.
k	18,578.		14,185.	4,393.
l	19,667.		5,797.	13,870.
m	11,750.		50,075.	<38,325.>
n	17,094.		18,407.	<1,313.>
o	17,094.		17,079.	15.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			14,707.
b			5,131.
c			32,411.
d			2,097.
e			11,051.
f			11,466.
g			12,341.
h			5,418.
i			17,953.
j			1,144.
k			4,393.
l			13,870.
m			<38,325.>
n			<1,313.>
o			15.

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
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1,500 SHS AKAMAI TECHNOLOGIES INC	P	09/19/07	05/12/11
b 50,000 SHS ABBOTT LABS	P	05/11/06	05/15/11
c 2,000 SHS FASTENAL CO	P	10/08/02	06/24/11
d 500 SHS AMGEN INC	P	12/18/07	06/24/11
e 500 SHS AMGEN INC	P	11/20/07	06/24/11
f 1,000 SHS AMGEN INC	P	06/15/04	06/24/11
g 1,000 SHS AMERICA MOVIL	P	07/25/06	08/03/11
h 1,000 SHS CULLEN FROST BKRS INC	P	03/21/06	08/12/11
i 500 SHS CULLEN FROST BKRS INC	P	05/16/06	08/12/11
j 400 SHS HSBC HLDGS PLC	P	03/16/04	08/12/11
k 750 SHS HSBC HLDGS PLC	P	04/27/04	08/12/11
l 520 SHS HSBC HLDGS PLC	P	04/09/09	08/12/11
m 500 SHS ECOLAB INC	P	06/03/03	09/19/11
n 150 SHS NATIONAL OILWELL INC	P	09/23/08	10/07/11
o 500 SHS O'REILLY AUTOMOTIVE INC	P	12/23/03	10/07/11

(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 51,283.		48,862.	2,421.
b 50,000.		50,240.	<240.>
c 66,662.		13,640.	53,022.
d 28,668.		23,520.	5,148.
e 28,668.		27,512.	1,156.
f 57,336.		55,064.	2,272.
g 24,098.		17,441.	6,657.
h 49,739.		55,588.	<5,849.>
i 24,869.		28,679.	<3,810.>
j 17,899.		30,633.	<12,734.>
k 33,561.		55,891.	<22,330.>
l 23,269.		9,614.	13,655.
m 25,455.		13,717.	11,738.
n 8,729.		8,511.	218.
o 33,825.		9,753.	24,072.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,421.
b			<240.>
c			53,022.
d			5,148.
e			1,156.
f			2,272.
g			6,657.
h			<5,849.>
i			<3,810.>
j			<12,734.>
k			<22,330.>
l			13,655.
m			11,738.
n			218.
o			24,072.

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	950 SHS SOUTHWESTERN ENERGY CO	P	09/30/09	10/07/11
b	500 SHS SOUTHWESTERN ENERGY CO	P	07/01/09	10/07/11
c	250 SHS SCHLUMBERGER LIMITED	P	07/11/01	10/07/11
d	300 SHS PETSMA RT INC	P	08/05/08	11/03/11
e	2,000 SHS LOWES COMPANIES INC	P	12/23/03	11/15/11
f	2,000 SHS LOWES COMPANIES INC	P	09/23/03	11/15/11
g	1,000 SHS GENERAL ELECTRIC CO	P	03/31/09	11/15/11
h	500 SHS GENERAL ELECTRIC CO	P	09/23/08	11/15/11
i	1,000 SHS GENERAL ELECTRIC CO	P	12/04/02	11/15/11
j	1,000 SHS GENERAL ELECTRIC CO	P	05/31/02	11/15/11
k	500 SHS GENERAL ELECTRIC CO	P	01/22/02	11/15/11
l	50,000 FEDERAL HOME LN BKS CONS BONDS	P	03/10/05	11/15/11
m	500 SHS GENERAL ELECTRIC CO	P	08/15/01	11/15/11
n	1,000 SHS EMC CORP	P	05/10/00	11/18/11
o	1,000 SHS EMC CORP	P	02/15/01	11/18/11

	(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	32,248.		40,527.	<8,279.>
b	16,973.		19,447.	<2,474.>
c	15,520.		6,207.	9,313.
d	14,136.		7,275.	6,861.
e	46,079.		54,410.	<8,331.>
f	46,079.		52,706.	<6,627.>
g	16,180.		10,160.	6,020.
h	8,090.		12,620.	<4,530.>
i	16,180.		26,800.	<10,620.>
j	16,180.		31,389.	<15,209.>
k	8,090.		19,375.	<11,285.>
l	50,000.		51,146.	<1,146.>
m	8,090.		21,060.	<12,970.>
n	23,060.		58,196.	<35,136.>
o	23,060.		60,760.	<37,700.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<8,279.>
b			<2,474.>
c			9,313.
d			6,861.
e			<8,331.>
f			<6,627.>
g			6,020.
h			<4,530.>
i			<10,620.>
j			<15,209.>
k			<11,285.>
l			<1,146.>
m			<12,970.>
n			<35,136.>
o			<37,700.>

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 500 SHS SOUTHWESTERN ENERGY CO	P	11/29/10	10/07/11
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 16,973.		18,275.	<1,302.>
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<1,302.>
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	143,623.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIRST WESTERN TRUST BANK	150.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	150.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON, N.A.	48,650.	0.	48,650.
BNY MELLON, N.A.	113,129.	0.	113,129.
TOTAL TO FM 990-PF, PART I, LN 4	161,779.	0.	161,779.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,020.	804.		804.
TO FORM 990-PF, PG 1, LN 16B	4,020.	804.		804.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	36,326.	36,326.		0.
CONSULTING	580.	58.		406.
TO FORM 990-PF, PG 1, LN 16C	36,906.	36,384.		406.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	2,472.	2,472.			0.
2011 FORM 990-PF TAX DEPOSITS	1,387.	0.			0.
TO FORM 990-PF, PG 1, LN 18	3,859.	2,472.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES AND SUBSCRIPTIONS	1,555.	156.			1,089.
WORKMEN'S COMPENSATION INSURANCE	2,153.	215.			1,507.
OFFICE EXPENSE	495.	50.			347.
POSTAGE AND SHIPPING	130.	13.			91.
PROFESSIONAL DEVELOPMENT	104.	10.			73.
PARKING	2,144.	214.			1,501.
INTERNET AND WEBSITE	632.	63.			442.
INVESTMENT EXPENSES	100.	100.			0.
TO FORM 990-PF, PG 1, LN 23	7,313.	821.			5,050.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
100,000 FFCB NTS 4.375%	X		102,200.	102,200.
TOTAL U.S. GOVERNMENT OBLIGATIONS			102,200.	102,200.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			102,200.	102,200.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,375 SHS ISHARES MSCI EAFE INDEX FUND	117,634.	117,634.
2,000 SHS ECOLAB INC	115,620.	115,620.
2,350 SHS PEABODY ENERGY CORPORATION	77,809.	77,809.
2,500 SHS DONALDSON CO INC	170,200.	170,200.
2,500 SHS EMERSON ELECTRIC COMPANY	116,475.	116,475.
1,250 SHS NIKE INC	120,462.	120,462.
2,000 SHS O'REILLY AUTOMOTIVE INC	159,900.	159,900.
3,200 SHS PETSMART INC	164,128.	164,128.
1,500 SHS ESTEE LAUDER COMPANIES INC	168,480.	168,480.
1,500 SHS THE PROCTER & GAMBLE COMPANY	100,065.	100,065.
2,750 SHS WALGREEN COMPANY	90,915.	90,915.
1,400 SHS SCHLUMBERGER LTD	95,634.	95,634.
3,150 SHS WELLS FARGO & COMPANY	86,814.	86,814.
2,250 SHS ABBOTT LABORATORIES	126,518.	126,518.
2,000 SHS STRYKER CORP	99,420.	99,420.
2,500 SHS AUTODESK INC	75,825.	75,825.
4,500 SHS CISCO SYSTEMS INC	81,360.	81,360.
3,000 SHS EMC CORP	64,620.	64,620.
1,900 SHS ISHARES RUSSELL 2000 VALUE FUND	124,716.	124,716.
3,000 SHS AMERICA MOVIL ADR	67,800.	67,800.
1,750 SHS PEPSICO INC	116,112.	116,112.
1,750 SHS T ROWE PRICE GROUP INC	99,663.	99,663.
225 SHS GOOGLE INC	145,328.	145,328.
3,750 SHS DICKS SPORTING GOODS INC	138,300.	138,300.
6,500 SHS ISHARES MSCI EMERGING MKTS INDEX FD	246,610.	246,610.
1,500 SHS NOVO NORDISK ADR	172,890.	172,890.
550 SHS APPLE INC	222,750.	222,750.
1,850 SHS NATIONAL OILWELL VARCO INC	125,781.	125,781.
1,500 SHS COACH INC	91,560.	91,560.
2,250 SHS ACCENTURE PLC	119,767.	119,767.
2,000 SHS AMPHENOL CORP	90,780.	90,780.
4,125 SHS US BANCORP	111,581.	111,581.
3,000 SHS WISDOMTREE EQUITY INCOME FUND	128,760.	128,760.
2,000 SHS PRUDENTIAL FINANCIAL INC	100,240.	100,240.
3,375 SHS JPMORGAN CHASE & CO	112,219.	112,219.
2,000 SHS WISDOMTREE EMERGING MARKETS SMALLCAP	82,680.	82,680.
1,500 SHS WATERS CORP	111,075.	111,075.
1,300 SHS UNION PACIFIC CORP	137,722.	137,722.
1,500 SHS PRAXAIR INC	160,350.	160,350.
1,500 SHS OCCIDENTAL PETROLEUM CORP	140,550.	140,550.
3,000 SHS AT&T INC	90,720.	90,720.
1,000 SHS BAXTER INTERNATIONAL INC	49,480.	49,480.
1,000 SHS CHEVRON CORPORATION	106,400.	106,400.
600 SHS COSTCO WHOLESALE CORP	49,992.	49,992.
2,000 SHS HONEYWELL INTL INC	108,700.	108,700.
715 SHS IBM CORPORATION	131,474.	131,474.
1,200 SHS JOHNSON & JOHNSON	78,696.	78,696.

5,500 SHS ORACLE CORP	141,075.	141,075.
2,000 SHS QUALCOMM INC	109,400.	109,400.
1,750 SHS TARGET CORP	89,635.	89,635.
500 SHS CARBO CERAMICS INC	61,665.	61,665.
3,000 SHS HORMEL FOODS CORP	87,870.	87,870.
750 SHS JOY GLOBAL INC	56,228.	56,228.
5,000 SHS ALERIAN MLP ETF	83,100.	83,100.
2,500 SHS THE IQ HEDGE MULTI-STRATEGY TRACKER	67,700.	67,700.
2,500 SHS IQ ARB GLOBAL RESOURCES ETF	70,050.	70,050.

TOTAL TO FORM 990-PF, PART II, LINE 10B

6,261,298.

6,261,298.

FORM 990-PF

CORPORATE BONDS

STATEMENT

9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50,000 GENERAL ELEC CAP CORP NTS 1.875%	50,616.	50,616.
50,000 WELLS FARGO & COMPANY NTS 5.125%	51,289.	51,289.
50,000 CAMPBELL SOUP COMPANY NTS 5.000%	51,913.	51,913.
50,000 CISCO SYSTEMS INC NTS 5.500%	58,187.	58,187.
50,000 BOEING CO NTS 5.125%	52,421.	52,421.
50,000 PROCTER & GAMBLE CO NTS 4.950%	55,477.	55,477.
50,000 BRISTOL MYERS SQUIBB CO NTS 5.250%	53,769.	53,769.
50,000 AMERICAN EXPRESS CO NTS 6.150%	57,183.	57,183.
50,000 COSTCO WHOLESALE CORP NTS 5.500%	59,719.	59,719.
50,000 CONOCOPHILLIPS NTS 5.200%	58,205.	58,205.
50,000 JOHNSON & JOHNSON NTS 5.150%	60,369.	60,369.
50,000 WELLS FARGO & COMPANY NTS 2.125%	50,452.	50,452.
50,000 IBM CORP NTS 2.100%	51,031.	51,031.
50,000 HEWLETT PACKARD CO NTS 4.750%	52,803.	52,803.
50,000 WYETH NTS 5.450%	58,575.	58,575.
50,000 AMGEN INC NTS 3.450%	48,841.	48,841.
50,000 US BANCORP NTS 3.150%	52,260.	52,260.
50,000 CATERPILLAR FINANCIAL NTS 2.750%	51,920.	51,920.
50,000 AT&T INC NTS 2.500%	51,774.	51,774.
50,000 MORGAN STANLEY NTS 3.450%	46,035.	46,035.
19,971 SHS T ROWE PRICE HIGH YIELD FUND	129,613.	129,613.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,202,452.	1,202,452.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LINDA J. SHOEMAKER 1123 SPRUCE STREET BOULDER, CO 80302-4001	PRESIDENT AND TRUSTEE 20.00	0.	0.	0.
STEPHEN M. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001	CHAIRMAN AND TRUSTEE 2.00	0.	0.	0.
MICHAEL BREWER 1123 SPRUCE STREET BOULDER, CO 80302-4001	EXECUTIVE DIRECTOR 40.00	60,275.	6,938.	0.
MATTHEW S. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001	TRUSTEE 1.00	0.	0.	0.
EMILY P. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>60,275.</u>	<u>6,938.</u>	<u>0.</u>

FORM 990-PF PART XV - LINE 1A STATEMENT 11
 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

LINDA J. SHOEMAKER
STEPHEN M. BRETT

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE BRETT FAMILY FOUNDATION
1123 SPRUCE STREET
BOULDER, CO 80302

E-MAIL: INFO@BRETTFOUNDATION.ORG

TELEPHONE NUMBER

(303) 442-1200

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS NO PRESCRIBED APPLICATION FORM. FIRST-TIME GRANT APPLICANTS SHOULD INITIALLY CONTACT THE FOUNDATION BY LETTER OF INQUIRY AT LEAST TWO MONTHS PRIOR TO THE TARGETED APPLICATION DEADLINE. PLEASE INCLUDE THE FOLLOWING INFORMATION IN THE LETTER OF INQUIRY: 1.) BRIEF DESCRIPTION OF YOUR ORGANIZATION; 2.) PURPOSE OF THE PROGRAM OR PROJECT FOR WHICH YOU ARE SEEKING FUNDING AND THE AMOUNT BEING REQUESTED; 3.) OUTCOMES ANTICIPATED AND PLANS FOR ASSESSING ACHIEVEMENTS; 4.) CURRENT ORGANIZATIONAL OPERATING BUDGET, PLUS A PROJECT BUDGET IF APPLICABLE; AND 5.) COPY OF CURRENT 501(C)(3) DETERMINATION LETTER FROM THE IRS. THE BRETT FAMILY FOUNDATION WILL SEND A LETTER TO REQUEST A FULL PROPOSAL OR DECLINE YOUR LETTER OF INQUIRY. THE FOUNDATION ENCOURAGES THE USE OF THE COLORADO COMMON GRANT APPLICATION FORMAT FOR FULL PROPOSALS. PLEASE SEE OUR WEBSITE FOR ADDITIONAL INFORMATION (WWW.BRETTFOUNDATION.ORG).

ANY SUBMISSION DEADLINES

GRANT CYCLE DEADLINES ARE ACCORDING TO PROGRAM AREA. PLEASE SEE WEBSITE (WWW.BRETTFOUNDATION.ORG).

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE BRETT FAMILY FOUNDATION SUPPORTS CARING COMMUNITIES BY INVESTING IN ORGANIZATIONS THROUGHOUT COLORADO WORKING FOR SOCIAL JUSTICE, AND BOULDER COUNTY NONPROFITS ADDRESSING THE NEEDS OF UNDERSERVED COMMUNITIES, PRIMARILY DISADVANTAGED YOUTH AND THEIR FAMILIES. THE FOUNDATION HAS TWO PRIMARY FUNDING PRIORITIES: 1.) SOCIAL JUSTICE (STATEWIDE): ORGANIZATIONS THROUGHOUT THE STATE OF COLORADO WORKING TO ADDRESS THE ROOT CAUSES OF SOCIAL, ECONOMIC, GENDER AND RACIAL INEQUITIES THROUGH STRATEGIES THAT EMPOWER AFFECTED COMMUNITIES TO ENGAGE IN THE DEMOCRATIC PROCESS AND ADVANCE PROGRESSIVE POLICY SOLUTIONS. 2.) DIRECT SERVICES (BOULDER COUNTY): BOULDER COUNTY NONPROFITS THAT PROVIDE DIRECT SERVICES AND SUPPORT FOR UNDERSERVED POPULATIONS WITH AN EMPHASIS ON PROGRAMS FOR DISADVANTAGED AND HIGH-RISK YOUTH AND THEIR FAMILIES. THE BRETT FAMILY FOUNDATION FUNDS GROUPS THAT ARE TAX-EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

Depreciation and Amortization 990PF
 (Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return BRETT FAMILY FOUNDATION	Business or activity to which this form relates FORM 990-PF PAGE 1	Identifying number 84-1525821
---	--	---

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6		
(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	1,149.
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A		
17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	159.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	1,308.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use **25**

26 Property used more than 50% in a qualified business use:

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
	:	%						
	:	%						
	:	%						

27 Property used 50% or less in a qualified business use:

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
	:	%				S/L -		
	:	%				S/L -		
	:	%				S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 **29**

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2011 tax year:

(a)	(b)	(c)	(d)	(e)	(f)
	:				
	:				

43 Amortization of costs that began before your 2011 tax year **43**

44 Total. Add amounts in column (f). See the instructions for where to report **44**