

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

2009

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 2009, or tax year beginning _____, **and ending** _____

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	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) Room/suite 1123 SPRUCE STREET	B Telephone number (303) 442-1200
	City or town, state, and ZIP code BOULDER, CO 80302	C If exemption application is pending, check here <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	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	D 1. Foreign organizations, check here <input type="checkbox"/> 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, col. (c), line 16) \$ 7,700,242.	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)
1 Contributions, gifts, grants, etc., received	50.		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	86,393.	86,393.		STATEMENT 1
4 Dividends and interest from securities	95,261.	95,261.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<59,705.>			
b Gross sales price for all assets on line 6a	995,764.			
7 Capital gain net income (from Part IV, line 2)		0.		
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	2,227.	2,227.		STATEMENT 3
12 Total. Add lines 1 through 11	124,226.	183,881.		
13 Compensation of officers, directors, trustees, etc.	60,316.	6,032.		42,221.
14 Other employee salaries and wages	17,413.	1,741.		12,189.
15 Pension plans, employee benefits	14,255.	1,426.		9,979.
16a Legal fees				
b Accounting fees	4,400.	880.		880.
c Other professional fees	30,539.	29,761.		606.
17 Interest				
18 Taxes	608.	608.		0.
19 Depreciation and depletion	987.	99.		
20 Occupancy	2,356.	236.		1,649.
21 Travel, conferences, and meetings	6,272.	529.		4,390.
22 Printing and publications	290.	29.		203.
23 Other expenses	10,516.	1,051.		7,361.
24 Total operating and administrative expenses. Add lines 13 through 23	147,952.	42,392.		79,478.
25 Contributions, gifts, grants paid	344,687.			344,687.
26 Total expenses and disbursements. Add lines 24 and 25	492,639.	42,392.		424,165.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<368,413.>			
b Net investment income (if negative, enter -0-)		141,489.		
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		1,199.	7,105.	7,105.	
	2	Savings and temporary cash investments		183,053.	236,675.	236,675.	
	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 8		268,579.	261,313.	261,313.
	b	Investments - corporate stock	STMT 9		4,652,223.	6,085,029.	6,085,029.
	c	Investments - corporate bonds	STMT 10		1,405,100.	1,109,480.	1,109,480.
11	Investments - land, buildings, and equipment: basis						
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment: basis		62,827.				
	Less: accumulated depreciation		62,187.	1,627.	640.	640.	
15	Other assets (describe)						
16	Total assets (to be completed by all filers)			6,511,781.	7,700,242.	7,700,242.	
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		6,511,781.	7,700,242.		
	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			6,511,781.	7,700,242.		
31	Total liabilities and net assets/fund balances			6,511,781.	7,700,242.		

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	6,511,781.
2	Enter amount from Part I, line 27a	2	<368,413.>
3	Other increases not included in line 2 (itemize) UNREALIZED GAIN ON SECURITIES	3	1,556,874.
4	Add lines 1, 2, and 3	4	7,700,242.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,700,242.

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 995,764.		1,055,469.	<59,705.>	
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			<59,705.>	
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	<59,705.>	
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))
2008	590,066.	8,390,334.	.070327
2007	604,017.	9,631,721.	.062711
2006	561,440.	9,302,666.	.060353
2005	629,770.	9,099,904.	.069206
2004	528,139.	8,949,689.	.059012

2 Total of line 1, column (d)	2	.321609
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	.064322
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,691,013.
5 Multiply line 4 by line 3	5	430,379.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,415.
7 Add lines 5 and 6	7	431,794.
8 Enter qualifying distributions from Part XII, line 4	8	424,165.

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	2,830.
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	2,830.
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	2,830.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,749.	
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	2,749.
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	81.
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 2010 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>		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>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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>	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 2009 or the taxable year beginning in 2009 (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

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		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.

	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 page 20 of the 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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <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.) N/A	2b	
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 2009 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 2009.) N/A	3b	
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 2009?	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 **N/A**
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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**

5b		
6b		X
7b		

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 11		60,316.	6,472.	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	6,541,365.
b	Average of monthly cash balances	1b	250,902.
c	Fair market value of all other assets	1c	640.
d	Total (add lines 1a, b, and c)	1d	6,792,907.
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	6,792,907.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	101,894.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,691,013.
6	Minimum investment return. Enter 5% of line 5	6	334,551.

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	334,551.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,830.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,830.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	331,721.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	331,721.
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	331,721.

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	424,165.
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	424,165.
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	424,165.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				331,721.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	84,403.			
b From 2005	178,877.			
c From 2006	105,879.			
d From 2007	132,433.			
e From 2008	175,131.			
f Total of lines 3a through e	676,723.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	424,165.			
a Applied to 2008, 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 2009 distributable amount				331,721.
e Remaining amount distributed out of corpus	92,444.			
5 Excess distributions carryover applied to 2009 (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	769,167.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	84,403.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	684,764.			
10 Analysis of line 9:				
a Excess from 2005	178,877.			
b Excess from 2006	105,879.			
c Excess from 2007	132,433.			
d Excess from 2008	175,131.			
e Excess from 2009	92,444.			

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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
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 the 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 12

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 13

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)				
<i>a Paid during the year</i>				
SEE STATEMENT 14				
Total			▶ 3a	344,687.
<i>b Approved for future payment</i>				
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT STREET BOULDER, CO 80301	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - CONFERENCE ON WORLD AFFAIRS	3,000.
Total			▶ 3b	3,000.

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 1,000 SHS ROBERT HALF INTL INC	P	05/07/03	01/27/09
b 2,000 SHS ROBERT HALF INTL INC	P	01/19/00	01/27/09
c 50,000 GOLDMAN SACHS NTS 7.800%	P	03/31/00	01/28/09
d 50,000 BANK OF AMERICA NTS 4.250%	P	02/08/05	01/28/09
e 25,000 MORGAN STANLEY NTS 5.300%	P	02/26/03	01/28/09
f 50,000 CITIGROUP INC NTS 5.625%	P	06/21/06	01/28/09
g 50,000 MERRILL LYNCH NTS 5.450%	P	04/13/06	01/28/09
h 250 SHS QUEST DIAGNOSTICS INC	P	09/04/02	01/30/09
i 500 SHS INFOSYS TECHNOLOGIES LTD	P	05/27/05	03/03/09
j 1,500 SHS INFOSYS TECHNOLOGIES LTD	P	04/26/05	03/03/09
k 2,500 SHS MSCI EAFE INDEX FUND	P	07/23/04	04/03/09
l .83375 RTS HSBC HOLDINGS PLC	P	04/27/04	04/20/09
m 100,000 IBM CORP NTS 4.375%	P	05/09/05	06/01/09
n 250 SHS PROCTER & GAMBLE COMPANY	P	12/10/04	06/05/09
o 298 SHS HARRIS STRATEX NETWORKS	P	05/28/09	06/08/09

(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 17,171.		16,729.	442.
b 34,341.		26,310.	8,031.
c 51,050.		50,437.	613.
d 48,950.		50,172.	<1,222.>
e 22,937.		25,375.	<2,438.>
f 43,951.		49,950.	<5,999.>
g 44,091.		49,337.	<5,246.>
h 12,713.		7,097.	5,616.
i 12,206.		17,072.	<4,866.>
j 36,618.		46,184.	<9,566.>
k 93,800.		116,456.	<22,656.>
l 7.			7.
m 100,000.		100,975.	<975.>
n 13,413.		13,640.	<227.>
o 1,660.		1,599.	61.

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			442.
b			8,031.
c			613.
d			<1,222.>
e			<2,438.>
f			<5,999.>
g			<5,246.>
h			5,616.
i			<4,866.>
j			<9,566.>
k			<22,656.>
l			7.
m			<975.>
n			<227.>
o			61.

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 .102 SHS HARRIS STRATEX NETWORKS	P	05/28/09	07/22/09
b 300 SHS EXXON MOBIL CORP	P	12/09/02	07/31/09
c 100,000 WAL-MART STORES NTS 6.875%	P	02/22/00	08/10/09
d 250 SHS BED BATH & BEYOND INC	P	08/19/05	10/05/09
e 500 SHS WELLS FARGO & COMPANY	P	04/19/02	10/05/09
f 500 SHS MEDTRONIC INC	P	06/16/00	10/05/09
g 500 SHS MEDTRONIC INC	P	07/14/00	10/05/09
h 1,250 SHS SUNTECH POWER HOLDINGS CO LTD	P	04/09/07	10/13/09
i 1,500 SHS SUNTECH POWER HOLDINGS CO LTD	P	06/08/07	10/13/09
j 1,000 SHS SUNTECH POWER HOLDINGS CO LTD	P	04/03/09	10/13/09
k 250 SHS SUNTECH POWER HOLDINGS CO LTD	P	01/30/09	10/13/09
l 100,000 E I DU PONT & CO NTS 6.875%	P	01/31/00	10/15/09
m 250 SHS MSCI EAFE INDEX FUND	P	07/23/04	10/23/09
n 500 SHS AIR PRODUCTS & CHEMICALS INC	P	08/15/05	12/18/09
o 1,500 SHS PROGRESSIVE CORP OHIO	P	06/06/03	12/18/09

(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 1.		1.	0.
b 21,538.		10,488.	11,050.
c 100,000.		95,813.	4,187.
d 9,297.		10,758.	<1,461.>
e 14,020.		12,694.	1,326.
f 18,206.		24,249.	<6,043.>
g 18,206.		25,499.	<7,293.>
h 18,051.		43,893.	<25,842.>
i 21,661.		51,393.	<29,732.>
j 14,441.		10,750.	3,691.
k 3,610.		2,365.	1,245.
l 100,000.		96,394.	3,606.
m 14,115.		11,645.	2,470.
n 41,314.		30,593.	10,721.
o 25,859.		26,826.	<967.>

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			0.
b			11,050.
c			4,187.
d			<1,461.>
e			1,326.
f			<6,043.>
g			<7,293.>
h			<25,842.>
i			<29,732.>
j			3,691.
k			1,245.
l			3,606.
m			2,470.
n			10,721.
o			<967.>

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 DONALDSON INC	P	04/19/02	12/18/09
b	500 SHS ORACLE CORP	P	11/20/00	12/18/09
c	250 SHS O'REILLY AUTOMOTIVE	P	10/14/03	12/18/09
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 21,471.		11,255.	10,216.
b 11,646.		14,562.	<2,916.>
c 9,420.		4,958.	4,462.
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			10,216.
b			<2,916.>
c			4,462.
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	<59,705.>
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
BNY MELLON, N.A.	86,289.
FIRST WESTERN TRUST BANK	104.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	<u>86,393.</u>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON, N.A.	95,261.	0.	95,261.
TOTAL TO FM 990-PF, PART I, LN 4	<u>95,261.</u>	<u>0.</u>	<u>95,261.</u>

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENT - BRISTOL MYERS SQUIBB	2,090.	2,090.	
CLASS ACTION SETTLEMENT - GLOBAL RESEARCH ANALYST	137.	137.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<u>2,227.</u>	<u>2,227.</u>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,400.	880.		880.
TO FORM 990-PF, PG 1, LN 16B	<u>4,400.</u>	<u>880.</u>		<u>880.</u>

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	29,674.	29,674.		0.
CONSULTING	865.	87.		606.
TO FORM 990-PF, PG 1, LN 16C	30,539.	29,761.		606.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	608.	608.		0.
TO FORM 990-PF, PG 1, LN 18	608.	608.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	4,323.	432.		3,026.
WORKMEN'S COMPENSATION				
INSURANCE	2,542.	254.		1,779.
OFFICE EXPENSE	353.	35.		247.
POSTAGE AND SHIPPING	98.	10.		69.
PROFESSIONAL DEVELOPMENT	523.	52.		366.
PARKING	2,060.	206.		1,442.
INTERNET AND WEBSITE	617.	62.		432.
TO FORM 990-PF, PG 1, LN 23	10,516.	1,051.		7,361.

FORM 990-PF **U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS** **STATEMENT** **8**

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
50,000 FNMA NTS 7.250%	X		50,109.	50,109.
50,000 FHLB NTS 4.125%	X		51,078.	51,078.
50,000 FHLB NTS 4.875%	X		53,407.	53,407.
100,000 FFCB NTS 4.375%	X		106,719.	106,719.
TOTAL U.S. GOVERNMENT OBLIGATIONS			261,313.	261,313.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			261,313.	261,313.

FORM 990-PF **CORPORATE STOCK** **STATEMENT** **9**

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
4,750 SHS ISHARES MSCI EAFE INDEX FUND	262,580.	262,580.
1,150 SHS AIR PRODUCTS & CHEMICALS INC	93,219.	93,219.
2,750 SHS ECOLAB INC	122,595.	122,595.
3,500 SHS PEABODY ENERGY CORP	158,235.	158,235.
2,500 SHS DONALDSON CO INC	106,350.	106,350.
2,500 SHS EMERSON ELECTRIC COMPANY	106,500.	106,500.
6,000 SHS GENERAL ELECTRIC COMPANY	90,780.	90,780.
2,750 SHS JACOBS ENGR GROUP INC	103,428.	103,428.
1,750 SHS BED BATH & BEYOND INC	67,567.	67,567.
1,250 SHS FASTENAL CO	52,050.	52,050.
4,000 SHS LOWE'S COMPANIES INC	93,560.	93,560.
1,500 SHS NIKE INC	99,105.	99,105.
3,250 SHS O'REILLY AUTOMOTIVE	123,890.	123,890.
3,500 SHS PETSMART INC	93,415.	93,415.
1,500 SHS KIMBERLY CLARK CORP	95,565.	95,565.
1,500 SHS ESTEE LAUDER COMPANIES INC	72,540.	72,540.
1,750 SHS PROCTER & GAMBLE COMPANY	106,103.	106,103.
2,500 SHS WALGREEN COMPANY	91,800.	91,800.
1,200 SHS EXXON MOBIL CORP	81,828.	81,828.
2,250 SHS SCHLUMBERGER LIMITED	146,453.	146,453.
1,770 SHS HSBC HOLDINGS PLC	101,049.	101,049.
2,500 SHS PROGRESSIVE CORP OHIO	44,975.	44,975.
1,750 SHS STATE STREET CORP	76,195.	76,195.
2,500 SHS WELLS FARGO & COMPANY	67,475.	67,475.
2,250 SHS ABBOTT LABORATORIES	121,477.	121,477.
2,000 SHS AMGEN INC	113,140.	113,140.
2,000 SHS MEDTRONIC INC	87,960.	87,960.
2,000 SHS QUEST DIAGNOSTICS INC	120,760.	120,760.

2,000 SHS STRYKER CORP	100,740.	100,740.
1,250 SHS TECHNE CORP	85,700.	85,700.
2,500 SHS AUTODESK INC	63,525.	63,525.
6,000 SHS CISCO SYSTEMS INC	143,640.	143,640.
5,000 SHS EMC CORP MASS	87,350.	87,350.
5,000 SHS INTEL CORP	102,000.	102,000.
6,000 SHS ORACLE CORP	147,180.	147,180.
1,000 SHS BURLINGTON NORTHERN SANTA FE CORP	98,620.	98,620.
2,200 SHS ISHARES RUSSELL 2000 VALUE	127,688.	127,688.
3,250 SHS AMERICA MOVIL ADR	152,685.	152,685.
1,750 SHS PEPSICO INC	106,400.	106,400.
1,799 SHS TRANSOCEAN LTD	148,957.	148,957.
1,500 SHS CULLEN FROST BANKERS INC	75,000.	75,000.
2,500 SHS PRICE T ROWE GROUP INC	133,125.	133,125.
250 SHS GOOGLE INC	154,995.	154,995.
4,000 SHS DICKS SPORTING GOODS INC	99,480.	99,480.
6,500 SHS ISHARES MSCI EMERGING MKTS INDEX FUND	269,750.	269,750.
2,000 SHS NOVO NORDISK ADR	127,700.	127,700.
2,500 SHS AKAMAI TECHNOLOGIES INC	63,350.	63,350.
1,000 SHS APPLE INC	210,732.	210,732.
2,800 SHS NATIONAL OILWELL VARCO INC	123,452.	123,452.
1,000 SHS COACH INC	36,530.	36,530.
2,250 SHS ACCENTURE PLC	93,375.	93,375.
2,000 SHS AMPHENOL CORP	92,360.	92,360.
1,135 SHS SPDR DJ WILSHIRE INTL REAL ESTATE	39,600.	39,600.
784 SHS ISHARES COHEN & STEERS REALTY MAJORS	41,176.	41,176.
2,000 SHS SOUTHWESTERN ENERGY CO	96,400.	96,400.
200 SHS FIRST SOLAR INC	27,080.	27,080.
3,500 SHS US BANCORP	78,785.	78,785.
1,200 SHS HARRIS CORPORATION	57,060.	57,060.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,085,029.	6,085,029.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50,000 LEHMAN BROTHERS HLDGS INC NTS 7.875%	9,113.	9,113.
100,000 GENERAL ELEC CAP CORP NTS 7.375%	100,243.	100,243.
100,000 HONEYWELL INTL INC NTS 7.500%	101,203.	101,203.
100,000 JPMORGAN CHASE & CO NTS 4.500%	103,374.	103,374.
50,000 WELLS FARGO & CO NTS 5.125%	52,571.	52,571.
50,000 CAMPBELL SOUP CO NTS 5.000%	54,000.	54,000.
50,000 CISCO SYSTEMS INC NTS 5.500%	54,895.	54,895.
50,000 ABBOTT LABORATORIES NTS 5.600%	53,032.	53,032.
50,000 BOEING CO NTS 5.125%	53,442.	53,442.
50,000 PROCTER & GAMBLE CO NTS 4.950%	54,399.	54,399.
50,000 BRISTOL MYERS SQUIBB CO NTS 5.250%	54,192.	54,192.
50,000 AMERICAN EXPRESS CO NTS 6.150%	52,255.	52,255.
50,000 COSTCO WHOLESALE CORP NTS 5.500%	53,364.	53,364.

50,000 CONOCOPHILLIPS NTS 5.200%	52,448.	52,448.
50,000 JOHNSON & JOHNSON NTS 5.150%	53,782.	53,782.
50,000 WELLS FARGO & COMPANY NTS 2.125%	50,582.	50,582.
50,000 IBM CORP NTS 2.100%	49,900.	49,900.
50,000 HEWLETT PACKARD CO NTS 4.750%	53,393.	53,393.
50,000 WYETH NTS 5.450%	53,292.	53,292.

TOTAL TO FORM 990-PF, PART II, LINE 10C	1,109,480.	1,109,480.
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FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11
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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	PRESIDENT AND TRUSTEE 20.00	0.	0.	0.
STEPHEN M. BRETT 1123 SPRUCE STREET BOULDER, CO 80302	CHAIRMAN AND TRUSTEE 2.00	0.	0.	0.
MICHAEL BREWER 1123 SPRUCE STREET BOULDER, CO 80302	EXECUTIVE DIRECTOR 40.00	60,316.	6,472.	0.
MATTHEW S. BRETT 1123 SPRUCE STREET BOULDER, CO 80302	TRUSTEE 1.00	0.	0.	0.
EMILY P. BRETT 1123 SPRUCE STREET BOULDER, CO 80302	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		60,316.	6,472.	0.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 12
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NAME OF MANAGER

LINDA J. SHOEMAKER
STEPHEN M. BRETT

FORM 990-PF

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

STATEMENT 13

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.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
9 TO 5, NATIONAL ASSOCIATION OF WORKING WOMEN 655 BROADWAY, SUITE 400 DENVER, CO 80203	N/A OPERATING SUPPORT	PUBLIC CHARITY	19,000.
ACORN INSTITUTE 739 8TH STREET SE WASHINGTON, DC 20003	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,000.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW, 2ND FLOOR WASHINGTON, DC 20036	N/A OPERATING SUPPORT	PUBLIC CHARITY	1,000.
ALTERNATIVES FOR YOUTH 24 NINTH AVENUE LONGMONT, CO 80501	N/A OPERATING SUPPORT	PUBLIC CHARITY	3,000.
BALLOT INITIATIVES STRATEGY CENTER FOUNDATION 1825 K STREET NW, SUITE 411 WASHINGTON, DC 20036	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,500.
BOULDER COMMUNITY HOUSING AUTHORITY P.O. BOX 471 BOULDER, CO 80306	N/A PROGRAM SUPPORT - CASA DE LA ESPERANZA	PUBLIC CHARITY	3,000.
BOULDER COUNTY HEALTH DEPARTMENT 1030 BOSTON AVENUE LONGMONT, CO 80501	N/A PROGRAM SUPPORT - OASOS PROGRAM	PUBLIC CHARITY	3,000.
BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER, CO 80301	N/A OPERATING SUPPORT	PUBLIC CHARITY	9,000.

CENTER FOR INDEPENDENT MEDIA 1825 CONNECTICUT AVENUE NW, SUITE 625 WASHINGTON, DC 20009	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,500.
CENTER FOR INTERNATIONAL ENVIRONMENTAL LAW 1350 CONNECTICUT AVENUE NW, SUITE 1100 WASHINGTON, DC 20036	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,500.
CENTER FOR INTERNATIONAL HUMAN RIGHTS, LAW & ADVOCACY 2200 S. JOSEPHINE DENVER, CO 80208	N/A OPERATING SUPPORT	PUBLIC CHARITY	4,500.
CHINOOK FUND 2465 SHERIDAN STREET DENVER, CO 80214	N/A OPERATING SUPPORT	PUBLIC CHARITY	5,000.
CITIZENS FOR RESPONSIBILITY AND ETHICS IN WASHINGTON 1400 I STREET NW, SUITE 450 WASHINGTON, DC 20005	N/A PROGRAM SUPPORT - ETHICS WATCH COLORADO	PUBLIC CHARITY	2,500.
COLOR P.O. BOX 201061 DENVER, CO 80220	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,000.
COLORADANS FOR FAIRNESS AND EQUALITY P.O. BOX 1620 DENVER, CO 80201	N/A OPERATING SUPPORT	PUBLIC CHARITY	8,000.
COLORADO CENTER ON LAW AND POLICY 789 SHERMAN STREET, SUITE 300 DENVER, CO 80203	N/A OPERATING SUPPORT	PUBLIC CHARITY	14,000.
COLORADO CRIMINAL JUSTICE REFORM COALITION 1212 MARIPOSA STREET, SUITE 4 DENVER, CO 80204	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,500.
COLORADO IMMIGRANT RIGHTS COALITION 3131 W. 14TH AVENUE DENVER, CO 80204	N/A OPERATING SUPPORT	PUBLIC CHARITY	5,000.

BRETT FAMILY FOUNDATION

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COLORADO MUSIC FESTIVAL 900 BASELINE ROAD, COTTAGE 100 BOULDER, CO 80302	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,500.
COLORADO PROGRESSIVE COALITION 1029 SANTA FE DRIVE DENVER, CO 80204	N/A OPERATING SUPPORT	PUBLIC CHARITY	24,000.
COLORADO YOUTH PROGRAM 1906 13TH STREET, SUITE 205 BOULDER, CO 80302	N/A OPERATING SUPPORT	PUBLIC CHARITY	3,000.
COMMUNITY ACTION DEVELOPMENT CORPORATION P.O. BOX 471 BOULDER, CO 80306	N/A PROGRAM SUPPORT - LATINA LIFE SKILLS PROGRAM	PUBLIC CHARITY	1,000.
EDUCATION BROADCASTING CORPORATION 450 WEST 33RD STREET, 7TH FLOOR NEW YORK, NY 10001	N/A PROGRAM SUPPORT - NOW ON PBS	PUBLIC CHARITY	2,500.
ESCUELA TLATELOCO CENTRO DE ESTUDIOS 2949 FEDERAL BOULEVARD DENVER, CO 80211	N/A OPERATING SUPPORT	PUBLIC CHARITY	1,000.
FACING HISTORY AND OURSELVES 789 SHERMAN STREET, SUITE 580 DENVER, CO 80203	N/A OPERATING SUPPORT	PUBLIC CHARITY	500.
FRESC 140 SHERIDAN BOULEVARD DENVER, CO 80226	N/A OPERATING SUPPORT	PUBLIC CHARITY	14,000.
GLOBAL DOWN SYNDROME FOUNDATION 3300 EAST FIRST AVENUE, SUITE 390 DENVER, CO 80203	N/A OPERATING SUPPORT	PUBLIC CHARITY	5,000.
GRASSROOTS INSTITUTE FOR FUNDRAISING TRAINING 1904 FRANKLIN STREET, SUITE 705 OAKLAND, CA 94612	N/A OPERATING SUPPORT	PUBLIC CHARITY	750.

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Organization Name and Address	Category	Type	Amount
GREAT EDUCATION COLORADO FUND P.O. BOX 300343 DENVER, CO 80203	N/A	PUBLIC CHARITY	2,000.
GROWING GARDENS 3198 N. BROADWAY BOULDER, CO 80304	N/A	PUBLIC CHARITY	2,500.
I HAVE A DREAM FOUNDATION 2515 EAST STERLING CIRCLE, SUITE 200 BOULDER, CO 80301	N/A	PUBLIC CHARITY	2,687.
IMPACT ON EDUCATION 75 MANHATTAN DRIVE, SUITE 205 BOULDER, CO 80303	N/A	PUBLIC CHARITY	5,000.
INTERCAMBIO DE COMUNIDADES 4735 WALNUT STREET, SUITE B BOULDER, CO 80301	N/A	PUBLIC CHARITY	3,000.
LATINA INITIATIVE 1536 WYNKOOP STREET, SUITE 4-B DENVER, CO 80202	N/A	PUBLIC CHARITY	14,000.
MESA - MOVING TO END SEXUAL ASSAULT 1333 IRIS AVENUE BOULDER, CO 80304	N/A	PUBLIC CHARITY	5,000.
MILE HIGH MONTESSORI 1780 MARION STREET DENVER, CO 80218	N/A	PUBLIC CHARITY	5,000.
NARAL PRO-CHOICE COLORADO FOUNDATION 1905 SHERMAN STREET, SUITE 800 DENVER, CO 80203	N/A	PUBLIC CHARITY	1,000.
NEW ERA COLORADO FOUNDATION P.O. BOX 371364 DENVER, CO 80237	N/A	PUBLIC CHARITY	1,000.

OUR CENTER 303 ATWOOD STREET LONGMONT, CO 80501	N/A OPERATING SUPPORT	PUBLIC CHARITY	5,000.
PADRES UNIDOS 3025 W. 37TH AVENUE, SUITE 209 DENVER, CO 80211	N/A OPERATING SUPPORT	PUBLIC CHARITY	4,000.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E. 38TH AVENUE DENVER, CO 80207	N/A OPERATING SUPPORT	PUBLIC CHARITY	8,000.
PROGRESSNOW EDUCATION 1536 WYNKOOP STREET, SUITE 4A DENVER, CO 80202	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,500.
RIGHTS FOR ALL PEOPLE / DERECHOS PARA TODOS 3131 W. 14TH AVENUE DENVER, CO 80204	N/A OPERATING SUPPORT	PUBLIC CHARITY	5,000.
SAFE SHELTER OF ST. VRAIN VALLEY P.O. BOX 231 LONGMONT, CO 80502	N/A OPERATING SUPPORT	PUBLIC CHARITY	3,000.
SAFEHOUSE PROGRESSIVE ALLIANCE FOR NONVIOLENCE 835 NORTH STREET BOULDER, CO 80304	N/A OPERATING SUPPORT	PUBLIC CHARITY	3,000.
THE BELL POLICY CENTER 1905 SHERMAN STREET, SUITE 900 DENVER, CO 80203	N/A OPERATING SUPPORT	PUBLIC CHARITY	70,000.
THE COMMUNITY FOUNDATION SERVING BOULDER COUNTY 1123 SPRUCE STREET BOULDER, CO 80302	N/A OPERATING SUPPORT	PUBLIC CHARITY	10,000.
THE GAY, LESBIAN, BISEXUAL, TRANSGENDER CENTER P.O. BOX 9798 DENVER, CO 80209	N/A OPERATING SUPPORT	PUBLIC CHARITY	5,000.

BRETT FAMILY FOUNDATION

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THE WHITE HOUSE PROJECT 424 WEST 33RD STREET, 8TH FLOOR NEW YORK, NY 10001	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,000.
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129	N/A PROGRAM SUPPORT - THE BODY POSITIVE	PUBLIC CHARITY	3,000.
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT STREET BOULDER, CO 80301	N/A PROGRAM SUPPORT - CONFERENCE ON WORLD AFFAIRS; COLLEGES	PUBLIC CHARITY	11,000.
VOLUNTEER CONNECTION 2885 AURORA AVENUE, SUITE 32 BOULDER, CO 80303	N/A OPERATING SUPPORT	PUBLIC CHARITY	1,000.
WESTERN EQUALITY P.O. BOX 3335 GRAND JUNCTION, CO 81502	N/A OPERATING SUPPORT	PUBLIC CHARITY	250.
WOMEN DONORS NETWORK 565 COMMERCIAL STREET, SUITE 300 SAN FRANCISCO, CA 94111	N/A OPERATING SUPPORT	PUBLIC CHARITY	18,500.
WOMEN'S FOUNDATION OF COLORADO 1901 EAST ASBURY AVENUE DENVER, CO 80208	N/A PROGRAM SUPPORT - PEP CLUB	PUBLIC CHARITY	2,000.
WOMEN'S WILDERNESS INSTITUTE 5723 ARAPAHOE, SUITE 1B BOULDER, CO 80303	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,000.
YWCA OF BOULDER COUNTY 2222 14TH STREET BOULDER, CO 80302	N/A OPERATING SUPPORT	PUBLIC CHARITY	3,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>344,687.</u>

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

2009

Attachment
 Sequence No. **67**

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

BRETT FAMILY FOUNDATION	Business or activity to which this form relates	Identifying number 84-1525821
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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 the instructions for a higher limit for certain businesses	1	250,000.
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	800,000.
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 2008 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 2010. 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	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	68.

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 2009	17	919.
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 2009 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 2009 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	987.
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, cellular telephones, 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

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost

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: Table with 9 columns for percentage and cost basis.

27 Property used 50% or less in a qualified business use: Table with 9 columns for percentage and 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.

Table for Section B with 6 main rows (30-35) and 12 columns for vehicle use metrics (a-f) and availability (Yes/No).

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.

Table for Section C with 5 rows (37-41) and 2 columns (Yes/No).

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

Table for Section VI with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year

42 Amortization of costs that begins during your 2009 tax year: Table with 6 columns.

43 Amortization of costs that began before your 2009 tax year 43

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