

**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>BRETT FAMILY FOUNDATION</b>		<b>A</b> Employer identification number <b>84-1525821</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1123 SPRUCE STREET</b>	Room/suite	<b>B</b> Telephone number <b>(303) 442-1200</b>
City or town, state or province, country, and ZIP or foreign postal code <b>BOULDER, CO 80302-4001</b>		<b>C</b> If exemption application is pending, check here ... <input type="checkbox"/>
<b>G</b> 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		<b>D</b> 1. Foreign organizations, check here ... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>9,246,444.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received			<b>N/A</b>	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	65.	65.		<b>STATEMENT 1</b>
	4 Dividends and interest from securities	204,239.	204,239.		<b>STATEMENT 2</b>
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	633,245.			
	b Gross sales price for all assets on line 6a	2,489,527.			
	7 Capital gain net income (from Part IV, line 2)		633,245.		
	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 <b>Total.</b> Add lines 1 through 11	837,549.	837,549.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	37,000.	3,700.		29,600.
	14 Other employee salaries and wages	11,541.	1,154.		9,233.
	15 Pension plans, employee benefits	2,630.	263.		2,104.
	16a Legal fees				
	b Accounting fees	4,285.	429.		3,428.
	c Other professional fees	38,122.	37,850.		242.
	17 Interest	150.	15.		120.
	18 Taxes	7,665.	460.		0.
	19 Depreciation and depletion	40.	4.		
	20 Occupancy				
	21 Travel, conferences, and meetings	2,037.	164.		1,630.
	22 Printing and publications	152.	15.		122.
	23 Other expenses	3,663.	366.		2,931.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	107,285.	44,420.		49,410.
	25 Contributions, gifts, grants paid	495,000.			495,000.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	602,285.	44,420.		544,410.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	235,264.				
b <b>Net investment income</b> (if negative, enter -0-)		793,129.			
c <b>Adjusted net income</b> (if negative, enter -0-)			<b>N/A</b>		

<b>Part II Balance Sheets</b> 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	
<b>Assets</b>	1 Cash - non-interest-bearing .....	2,429.	21,991.	21,991.	
	2 Savings and temporary cash investments .....	218,398.	412,453.	412,453.	
	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 .....				
	b Investments - corporate stock <b>STMT 7</b> .....	6,665,112.	7,670,494.	7,670,494.	
	c Investments - corporate bonds <b>STMT 8</b> .....	1,362,076.	1,141,506.	1,141,506.	
	11 Investments - land, buildings, and equipment: basis .....				
Less: accumulated depreciation .....					
12 Investments - mortgage loans .....					
13 Investments - other .....					
14 Land, buildings, and equipment: basis ▶ <b>64,223.</b> .....					
Less: accumulated depreciation .....	<b>64,223.</b>	40.	0.	0.	
15 Other assets (describe ▶ .....					
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1) .....	<b>8,248,055.</b>	<b>9,246,444.</b>	<b>9,246,444.</b>		
<b>Liabilities</b>	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 ▶ <b>STATEMENT 9</b> ) .....	1,491.		0.		
23 <b>Total liabilities</b> (add lines 17 through 22) .....	1,491.		0.		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24 Unrestricted .....	8,246,564.	9,246,444.		
	25 Temporarily restricted .....				
	26 Permanently restricted .....				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	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 <b>Total net assets or fund balances</b> .....	<b>8,246,564.</b>	<b>9,246,444.</b>			
31 <b>Total liabilities and net assets/fund balances</b> .....	<b>8,248,055.</b>	<b>9,246,444.</b>			

**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	8,246,564.
2 Enter amount from Part I, line 27a .....	2	235,264.
3 Other increases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN ON SECURITIES</b> .....	3	764,616.
4 Add lines 1, 2, and 3 .....	4	9,246,444.
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	9,246,444.

**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.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENTS			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 2,489,527.		1,856,282.	633,245.

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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			633,245.

<b>2</b> 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 .....	<b>2</b>	633,245.
<b>3</b> 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 .....	<b>3</b>	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 the 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))
2012	521,212.	8,127,456.	.064130
2011	499,391.	8,116,696.	.061526
2010	464,484.	7,598,219.	.061131
2009	424,165.	6,691,013.	.063393
2008	590,066.	8,390,334.	.070327

<b>2</b> Total of line 1, column (d) .....	<b>2</b>	.320507
<b>3</b> 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 .....	<b>3</b>	.064101
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 .....	<b>4</b>	8,559,969.
<b>5</b> Multiply line 4 by line 3 .....	<b>5</b>	548,703.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) .....	<b>6</b>	7,931.
<b>7</b> Add lines 5 and 6 .....	<b>7</b>	556,634.
<b>8</b> Enter qualifying distributions from Part XII, line 4 .....	<b>8</b>	544,410.

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	15,863.
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	15,863.
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	15,863.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		6,200.
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		9,663.
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	15,863.
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	0.
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 2014 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 the 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 2013 or the taxable year beginning in 2013 (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 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 ► <u>WWW.BRETTFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>LINDA J. SHOEMAKER, PRESIDENT</u> Telephone no. ► <u>(303) 442-1200</u> Located at ► <u>1123 SPRUCE STREET, BOULDER, CO</u> ZIP+4 ► <u>80302-4001</u>			
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 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 <b>not</b> 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 <b>all</b> 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 2013 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 2013.)	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 2013?	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 10		37,000.	0.	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.	
<b>Total.</b> 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	8,529,430.
b	Average of monthly cash balances .....	1b	160,894.
c	Fair market value of all other assets .....	1c	0.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	8,690,324.
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	8,690,324.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	130,355.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	8,559,969.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	427,998.

**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	427,998.
2a	Tax on investment income for 2013 from Part VI, line 5 .....	2a	15,863.
b	Income tax for 2013. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	15,863.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	412,135.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	412,135.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	412,135.

**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	544,410.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	4	544,410.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	544,410.

**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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				412,135.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	175,131.			
b From 2009	92,444.			
c From 2010	86,680.			
d From 2011	98,650.			
e From 2012	127,089.			
f Total of lines 3a through e	579,994.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	544,410.			
a Applied to 2012, 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 2013 distributable amount				412,135.
e Remaining amount distributed out of corpus	132,275.			
5 Excess distributions carryover applied to 2013 (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	712,269.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	175,131.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	537,138.			
10 Analysis of line 9:				
a Excess from 2009	92,444.			
b Excess from 2010	86,680.			
c Excess from 2011	98,650.			
d Excess from 2012	127,089.			
e Excess from 2013	132,275.			

**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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 or e-mail address of the person to whom applications should be addressed **SEE STATEMENT 13**

**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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
9 TO 5, NATIONAL ASSOCIATION OF WORKING WOMEN 655 BROADWAY, SUITE 800 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
ACLU FOUNDATION OF COLORADO 303 E. 17TH AVENUE, SUITE 350 DENVER, CO 80203	N/A	PUBLIC CHARITY	EVENT SUPPORT - WHITEHEAD DINNER	1,500.
AFRICAN AMERICAN CIVIC ENGAGEMENT INITIATIVE 1624 MARKET STREET, SUITE 475 DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW, 2ND FLOOR WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
ALTERNATIVES FOR YOUTH 24 9TH AVENUE LONGMONT, CO 80501	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>495,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				
				0.





**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 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 COACH INC	P	11/18/08	01/10/13
b	1,000 SHS TARGET CORP	P	01/25/11	01/24/13
c	1,000 SHS ABBVIE INC	P	01/13/00	01/24/13
d	500 SHS TARGET CORP	P	04/13/11	01/24/13
e	250 SHS TARGET CORP	P	11/04/11	01/24/13
f	500 SHS ABBVIE INC	P	03/13/00	01/24/13
g	500 SHS ABBVIE INC	P	04/12/00	01/24/13
h	50,000 BOEING CO NTS 5.125%	P	03/23/06	02/15/13
i	250 SHS NOVO NORDISK ADR	P	10/16/07	02/15/13
j	7,013 SHS PRICE T ROWE HIGH YIELD FUND	P	04/15/11	04/01/13
k	1,000 SHS PETSMART INC	P	10/21/05	04/03/13
l	900 SHS PETSMART INC	P	12/07/05	04/03/13
m	1,000 SHS US BANCORP DEL	P	01/22/09	04/19/13
n	500 SHS US BANCORP DEL	P	06/02/09	04/19/13
o	1,000 SHS US BANCORP DEL	P	09/30/09	04/19/13

	(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	43,068.		11,189.	31,879.
b	61,734.		56,267.	5,467.
c	37,617.		16,578.	21,039.
d	30,867.		25,002.	5,865.
e	15,433.		12,964.	2,469.
f	18,809.		7,391.	11,418.
g	18,809.		9,688.	9,121.
h	50,000.		49,700.	300.
i	42,713.		14,740.	27,973.
j	50,000.		48,738.	1,262.
k	61,745.		22,629.	39,116.
l	55,571.		21,602.	33,969.
m	32,270.		14,048.	18,222.
n	16,135.		9,025.	7,110.
o	32,270.		21,739.	10,531.

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			31,879.
b			5,467.
c			21,039.
d			5,865.
e			2,469.
f			11,418.
g			9,121.
h			300.
i			27,973.
j			1,262.
k			39,116.
l			33,969.
m			18,222.
n			7,110.
o			10,531.

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	375 SHS US BANCORP DEL	P	10/05/10	04/19/13
b	50,000 IBM CORPORATION NTS 2.100%	P	11/06/09	05/06/13
c	1,000 SHS DONALDSON INC	P	04/16/02	05/07/13
d	1,000 SHS EMC CORP MASS	P	03/13/01	05/07/13
e	2,000 SHS DONALDSON INC	P	05/31/02	05/07/13
f	1,000 SHS EMC CORP MASS	P	10/17/01	05/07/13
g	1,000 SHS EMC CORP MASS	P	03/12/02	05/07/13
h	50 SHS NATIONAL OILWELL VARCO INC	P	09/23/08	06/25/13
i	500 SHS NATIONAL OILWELL VARCO INC	P	10/07/08	06/25/13
j	500 SHS NATIONAL OILWELL VARCO INC	P	11/18/08	06/25/13
k	500 SHS NATIONAL OILWELL VARCO INC	P	06/02/09	06/25/13
l	300 SHS NATIONAL OILWELL VARCO INC	P	07/28/09	06/25/13
m	750 SHS ISHARES MSCI EMG MKT ETF	P	06/05/07	07/02/13
n	2,500 SHS INDEXIQ ETF TR HEDGE MLTI ETF	P	04/13/11	08/08/13
o	1,000 SHS DICKS SPORTING GOODS INC	P	06/29/07	08/08/13

	(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	12,101.		8,404.	3,697.
b	50,000.		50,250.	<250.>
c	36,620.		11,255.	25,365.
d	23,154.		33,060.	<9,906.>
e	73,239.		19,980.	53,259.
f	23,154.		12,090.	11,064.
g	23,154.		11,960.	11,194.
h	3,389.		2,837.	552.
i	33,894.		17,503.	16,391.
j	33,894.		12,245.	21,649.
k	33,894.		20,286.	13,608.
l	20,336.		10,749.	9,587.
m	28,935.		32,101.	<3,166.>
n	70,693.		68,525.	2,168.
o	51,514.		29,078.	22,436.

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			3,697.
b			<250.>
c			25,365.
d			<9,906.>
e			53,259.
f			11,064.
g			11,194.
h			552.
i			16,391.
j			21,649.
k			13,608.
l			9,587.
m			<3,166.>
n			2,168.
o			22,436.

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	475 SHS PRAXAIR INC	P	04/13/10	08/08/13
b	750 SHS ISHARES MSCI EMG MKT ETF	P	04/03/07	08/08/13
c	750 SHS ISHARES MSCI EMG MKT ETF	P	06/05/07	08/08/13
d	500 SHS ISHARES MSCI EMG MKT ETF	P	10/20/09	08/08/13
e	50,000 BRISTOL MYERS SQUIBB CO NTS 5.250%	P	10/11/07	08/15/13
f	50 SHS PRAXAIR INC	P	04/13/10	08/23/13
g	350 SHS PRAXAIR INC	P	06/02/10	08/23/13
h	415 SHS IBM CORPORATION	P	02/14/11	09/13/13
i	300 SHS IBM CORPORATION	P	04/13/11	09/13/13
j	50,000 GENERAL ELEC CAP CORP MT NTS 1.875%	P	09/14/10	09/16/13
k	50 SHS APPLE INC	P	11/20/07	09/26/13
l	200 SHS APPLE INC	P	02/12/08	09/26/13
m	50 SHS APPLE INC	P	02/12/08	10/11/13
n	50 SHS APPLE INC	P	10/07/08	10/11/13
o	1,500 SHS ENSCO PLC	P	09/20/12	11/08/13

(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	57,594.	40,364.	17,230.
b	29,340.	29,840.	<500.>
c	29,340.	32,101.	<2,761.>
d	19,560.	20,474.	<914.>
e	50,000.	50,150.	<150.>
f	5,913.	4,249.	1,664.
g	41,388.	27,035.	14,353.
h	79,889.	67,688.	12,201.
i	57,751.	49,280.	8,471.
j	50,000.	50,118.	<118.>
k	24,240.	8,551.	15,689.
l	96,958.	25,866.	71,092.
m	24,502.	6,466.	18,036.
n	24,502.	4,658.	19,844.
o	90,562.	86,910.	3,652.

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			17,230.
b			<500.>
c			<2,761.>
d			<914.>
e			<150.>
f			1,664.
g			14,353.
h			12,201.
i			8,471.
j			<118.>
k			15,689.
l			71,092.
m			18,036.
n			19,844.
o			3,652.

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	375 SHS ENSCO PLC	P	11/14/12	11/08/13
b	2,000 SHS WISDOMTREE TR EMG MKTS SMCAP FUND	P	11/29/10	12/17/13
c	2,000 SHS INDEXIQ ETF TR IQ GLB RES ETF	P	04/13/11	12/17/13
d	500 SHS INDEXIQ ETF TR IQ GLB RES ETF	P	07/08/11	12/17/13
e	350 SHS ANADARKO PETE CORP	P	05/24/13	12/17/13
f	1,000 SHS ANADARKO PETE CORP	P	01/31/13	12/17/13
g	1,000 SHS CISCO SYSTEMS INC	P	02/15/01	12/17/13
h	1,175 SHS F5 NETWORKS INC	P	09/13/13	12/17/13
i	500 SHS PERRIGO CO	P	02/15/12	12/19/13
j	500 SHS PERRIGO CO	P	04/25/12	12/19/13
k	50,000 ZIONS BANCORPORATION MT NTS 3.400%	P	06/28/12	12/30/13
l	625 SHS PRAXAIR INC	P	04/13/10	04/19/13
m	1,000 SHS US BANCORP DEL	P	03/31/09	04/19/13
n	CAPITAL GAINS DIVIDENDS			
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	22,640.		20,603.	2,037.
b	91,627.		101,533.	<9,906.>
c	55,791.		65,680.	<9,889.>
d	13,948.		15,700.	<1,752.>
e	27,597.		30,932.	<3,335.>
f	78,849.		80,331.	<1,482.>
g	20,994.		30,938.	<9,944.>
h	99,221.		107,512.	<8,291.>
i	77,675.		47,260.	30,415.
j	77,675.		52,362.	25,313.
k	50,000.		50,500.	<500.>
l	68,467.		53,110.	15,357.
m	32,270.		14,448.	17,822.
n	6,222.			6,222.
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			2,037.
b			<9,906.>
c			<9,889.>
d			<1,752.>
e			<3,335.>
f			<1,482.>
g			<9,944.>
h			<8,291.>
i			30,415.
j			25,313.
k			<500.>
l			15,357.
m			17,822.
n			6,222.
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	633,245.
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 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
AMERICAS FOR CONSERVATION AND THE ARTS P.O. BOX 1414 BOULDER, CO 80306	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - AMERICAS LATINO FESTIVAL	2,500.
ASPEN JOURNALISM 1280 UTE AVENUE, SUITE 4 ASPEN, CO 81611	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
ATTENTION HOMES 3080 BROADWAY, SUITE C BOULDER, CO 80304	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
BIENVENIDOS FOOD BANK P.O. BOX 11948 DENVER, CO 80211	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
BIKE DENVER 620 16TH STREET, SUITE 300 DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
BISC FOUNDATION 1825 K STREET NW, SUITE 411 WASHINGTON, DC 20006	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
BOULDER COUNTY PUBLIC HEALTH 3450 BROADWAY BOULDER, CO 80304	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - OASOS	4,000.
BOULDER INTERNATIONAL FILM FESTIVAL 2338 BROADWAY BOULDER, CO 80304	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - YOUTH PAVILION	1,000.
BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER, CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT; EVENT SUPPORT; PROGRAM SUPPORT - ROBERT GOLTEN SPECIAL NEEDS FUND	13,500.
CAL-WOOD EDUCATION CENTER P.O. BOX 347 JAMESTOWN, CO 80455	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
<b>Total from continuation sheets</b> .....				<b>479,500.</b>

**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
CATALYST HIGH SCHOOL 1376 MINERS DRIVE, SUITE 106 LAFAYETTE, CO 80026	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
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	6,000.
COLORADO CENTER ON LAW AND POLICY 789 SHERMAN STREET, SUITE 300 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
COLORADO CIVIC ENGAGEMENT ROUNDTABLE P.O. BOX 1620 DENVER, CO 80201	N/A	PUBLIC CHARITY	OPERATING SUPPORT; PROGRAM SUPPORT - COLORADO FISCAL POLICY INSTITUTE, COLORADO DONOR ALLIANCE	12,000.
COLORADO IMMIGRANT RIGHTS COALITION 2525 WEST ALAMEDA AVENUE DENVER, CO 80219	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
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,	16,000.
COLORADO PROGRESSIVE COALITION 1029 SANTA FE DRIVE DENVER, CO 80204	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
COLORADO SYMPHONY ASSOCIATION 1000 14TH STREET, UNIT 15 DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	7,500.
COLORADO YOUTH FOR A CHANGE 2931 WEST 25TH AVENUE, SUITE 201 DENVER, CO 80211	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
<b>Total from continuation sheets</b> .....				

**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
COMMON CAUSE EDUCATION FUND 1536 WYNKOOP STREET, SUITE 102 DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
COMMUNITY FOUNDATION FOR SOUTHERN ARIZONA 2250 EAST BROADWAY BOULEVARD TUCSON, AZ 85719	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
CONSERVATION COLORADO 1536 WYNKOOP STREET, SUITE 5C DENVER, CO 80212	N/A	PUBLIC CHARITY	OPERATING SUPPORT	7,500.
COTTONWOOD INSTITUTE P.O. BOX 7067 DENVER, CO 80207	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
EL CENTRO HUMANITARIO PARA LOS TRABAJADORES 2260 CALIFORNIA STREET DENVER, CO 80205	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
ETOWN P.O. BOX 954 BOULDER, CO 80306	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
FREE PRESS 40 MAIN STREET, SUITE 301 FLORENCE, MA 01062	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - NCMR 2013	5,000.
FREEDOM SERVICE DOGS 2000 W. UNION AVENUE ENGLEWOOD, CO 80110	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
FRESC 140 SHERIDAN BOULEVARD DENVER, CO 80226	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
GREAT EDUCATION COLORADO FUND 1600 DOWNING STREET, SUITE 100 DENVER, CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
<b>Total from continuation sheets</b> .....				

**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
GROWING GARDENS P.O. BOX 1066 BOULDER, CO 80306	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
HISPANIC AFFAIRS PROJECT 300 N. CASCADE AVENUE, SUITE C-4 MONTROSE, CO 81401	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
I HAVE A DREAM FOUNDATION 3012 STERLING CIRCLE, SUITE 200 BOULDER, CO 80301	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - BROADWAY SCHOLARSHIP FUND	12,000.
IGNITE 1624 FRANKLIN STREET, SUITE 1001 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	EVENT SUPPORT - 2014 CONFERENCE IN COLORADO	2,500.
IMMIGRANT LEGAL CENTER OF BOULDER COUNTY 948 NORTH STREET, SUITE 8 BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	4,000.
IMPACT ON EDUCATION 728 FRONT STREET, SUITE A LOUISVILLE, CO 80027	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - STREAM	5,000.
INTERCAMBIO: UNITING COMMUNITIES 4735 WALNUT STREET, SUITE B BOULDER, CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
INVEST IN KIDS 1775 SHERMAN STREET, SUITE 2075 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
KGNU COMMUNITY RADIO 4700 WALNUT STREET BOULDER, CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
LIDA PROJECT 2701 LAWRENCE STREET DENVER, CO 80205	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - "RED HOT PATRIOT" PLAY	1,500.
<b>Total from continuation sheets</b> .....				

**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
MI CASA RESOURCE CENTER 360 ACOMA STREET DENVER, CO 80223	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
MILE HIGH MONTESSORI 1780 MARION STREET DENVER, CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
NARAL PRO-CHOICE COLORADO FOUNDATION 1905 SHERMAN STREET, SUITE 800 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
NEW ERA COLORADO FOUNDATION P.O. BOX 4274 BOULDER, CO 80306	N/A	PUBLIC CHARITY	OPERATING SUPPORT	8,500.
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	15,000.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E. 38TH AVENUE DENVER, CO 80207	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - LONGMONT HEALTH CENTER	3,000.
PROGRESSNOW EDUCATION 1536 WYNKOOP STREET, SUITE 4A DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT; PROGRAM SUPPORT - STRONG COLORADO	15,000.
RIGHTS FOR ALL PEOPLE / DERECHOS PARA TODOS 1400 DAYTON STREET AURORA, CO 80010	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
ROCKY MOUNTAIN PBS 1089 BANNOCK STREET DENVER, CO 80204	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - ROCKY MOUNTAIN INVESTIGATIVE NEWS NETWORK (I-NEWS)	15,000.
<b>Total from continuation sheets</b> .....				

**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
SAFE SHELTER OF ST. VRAIN VALLEY P.O. BOX 231 LONGMONT, CO 80502	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,500.
SECOND WIND FUND OF BOULDER COUNTY P.O. BOX 18776 BOULDER, CO 80305	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
TEENS, INC. P.O. BOX 1070 NEDERLAND, CO 80466	N/A	PUBLIC CHARITY	OPERATING SUPPORT	4,000.
THE BELL POLICY CENTER 1905 SHERMAN STREET, SUITE 900 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	60,000.
THE COMMUNITY FOUNDATION SERVING BOULDER COUNTY 1123 SPRUCE STREET BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT; PROGRAM SUPPORT - CONVERSATION PROJECT, COMMUNITY PARTNER PROGRAM, MILAGROS	48,500.
THE DAIRY CENTER FOR THE ARTS 2590 WALNUT STREET BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
THE FUTURO MEDIA GROUP 87 LAFAYETTE STREET NEW YORK, NY 10013	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
THE GLBT CENTER 1301 E. COLFAX AVENUE DENVER, CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
THE GROWHAUS 4751 YORK STREET DENVER, CO 80216	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
THE LATINO TASK FORCE OF BOULDER COUNTY 2090 HERON COURT LONGMONT, CO 80503	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - BOULDER COUNTY LATINO HISTORY PROJECT	1,000.
<b>Total from continuation sheets</b> .....				

**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
TOGETHER COLORADO 1980 DAHLIA STREET DENVER, CO 80220	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
UNIVERSITY OF COLORADO FOUNDATION (BOULDER) 914 BROADWAY, 95 UCB BOULDER, CO 80309	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - SCHOOL OF PUBLIC AFFAIRS, CONFERENCE ON WORLD AFFAIRS, CENTER FOR WOMEN'S HEALTH	55,000.
UNIVERSITY OF DENVER 2101 S. UNIVERSITY BOULEVARD DENVER, CO 80208	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - SUSTAINABLE FINANCE COLLABORATIVE	5,000.
UNIVERSITY OF WYOMING 1000 E. UNIVERSITY AVENUE, DEPT. 3035 LARAMIE, WY 82071	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - ROBERT GOLTEN FELLOWSHIP AT THE COLLEGE OF LAW	14,000.
WOMEN DONORS NETWORK 565 COMMERCIAL STREET, SUITE 300 SAN FRANCISCO, CA 94111	N/A	PUBLIC CHARITY	OPERATING SUPPORT	15,000.
WOMEN'S FOUNDATION OF COLORADO 1901 EAST ASBURY AVENUE DENVER, CO 80208	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - PEP CLUB; EVENT SUPPORT	1,500.
WOMEN'S WILDERNESS INSTITUTE 1501 LEE HILL DRIVE, UNIT 16 BOULDER, CO 80304	N/A	PUBLIC CHARITY	OPERATING SUPPORT	4,500.
YMCA OF BOULDER VALLEY 2800 DAGNY WAY LAFAYETTE, CO 80026	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
YWCA OF BOULDER COUNTY 2222 14TH STREET BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
<b>Total from continuation sheets</b> .....				

**Part XV** | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - COLORADO NONPROFIT DEVELOPMENT CENTER

PROGRAM SUPPORT - COLORADO PARTICIPATION PROJECT, THE COLLABORATIVE  
COMMUNITY/FOCUS, EDNEWS COLORADO, WALK DENVER

NAME OF RECIPIENT - THE COMMUNITY FOUNDATION SERVING BOULDER COUNTY

OPERATING SUPPORT; PROGRAM SUPPORT - CONVERSATION PROJECT, COMMUNITY  
PARTNER PROGRAM, MILAGROS FUND, SHOEMAKER FUND; FLOOD RELIEF

NAME OF RECIPIENT - UNIVERSITY OF COLORADO FOUNDATION (BOULDER)

PROGRAM SUPPORT - SCHOOL OF PUBLIC AFFAIRS, CONFERENCE ON WORLD  
AFFAIRS, CENTER FOR WOMEN'S HEALTH RESEARCH, LAW SCHOOL, CU  
INDEPENDENT, JOURNALISM PROGRAM, CIMB, COLLEGE OF MUSIC, HEALTH POLICY  
SOLUTIONS, REACH YOUR PEAK PROGRAM, ATHLETIC LEADERSHIP DEVELOPMENT  
PROGRAM, PUBLIC ACHIEVEMENT

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIRST WESTERN TRUST BANK	65.	65.	
TOTAL TO PART I, LINE 3	65.	65.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BNY MELLON, N.A.	36,653.	0.	36,653.	36,653.	
BNY MELLON, N.A.	173,780.	6,222.	167,558.	167,558.	
TYCO	28.	0.	28.	28.	
TO PART I, LINE 4	210,461.	6,222.	204,239.	204,239.	

## 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	4,285.	429.		3,428.
TO FORM 990-PF, PG 1, LN 16B	4,285.	429.		3,428.

## 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	37,820.	37,820.		0.
CONSULTING	302.	30.		242.
TO FORM 990-PF, PG 1, LN 16C	38,122.	37,850.		242.

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FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	460.	460.		0.
2012 FORM 990-PF BALANCE DUE	1,005.	0.		0.
2013 FORM 990-PF TAX DEPOSITS	6,200.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,665.	460.		0.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	1,254.	125.		1,003.
WORKMEN'S COMPENSATION INSURANCE	321.	32.		257.
OFFICE EXPENSE	547.	55.		438.
POSTAGE AND SHIPPING	142.	14.		114.
PROFESSIONAL DEVELOPMENT	49.	5.		39.
PARKING	1,110.	111.		888.
INTERNET AND WEBSITE	240.	24.		192.
TO FORM 990-PF, PG 1, LN 23	3,663.	366.		2,931.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,375 SHS ISHARES MSCI EAFE INDEX FUND	159,351.	159,351.
2,000 SHS ECOLAB INC	208,540.	208,540.
2,000 SHS EMERSON ELECTRIC COMPANY	140,360.	140,360.
2,050 SHS NIKE INC	161,212.	161,212.
1,150 SHS O'REILLY AUTOMOTIVE INC	148,017.	148,017.
2,225 SHS ESTEE LAUDER COMPANIES INC	167,587.	167,587.
1,525 SHS SCHLUMBERGER LTD	137,418.	137,418.
3,150 SHS WELLS FARGO & COMPANY	143,010.	143,010.
3,300 SHS ABBOTT LABORATORIES	126,489.	126,489.
4,600 SHS CISCO SYSTEMS INC	103,178.	103,178.

1,900 SHS ISHARES RUSSELL 2000 VALUE FUND	189,050.	189,050.
1,000 SHS PEPSICO INC	82,940.	82,940.
1,750 SHS T ROWE PRICE GROUP INC	146,597.	146,597.
2,000 SHS DICKS SPORTING GOODS INC	116,200.	116,200.
3,750 SHS ISHARES MSCI EMERGING MKTS IDX FUND	156,731.	156,731.
550 SHS NOVO NORDISK ADR	101,618.	101,618.
200 SHS APPLE INC	112,204.	112,204.
2,250 SHS ACCENTURE PLC	184,995.	184,995.
2,000 SHS AMPHENOL CORP	178,360.	178,360.
3,000 SHS WISDOMTREE EQUITY INCOME FUND	165,360.	165,360.
3,375 SHS JPMORGAN CHASE & CO	197,370.	197,370.
1,000 SHS WATERS CORP	100,000.	100,000.
1,025 SHS UNION PACIFIC CORP	172,200.	172,200.
4,200 SHS AT&T INC	147,672.	147,672.
1,650 SHS BAXTER INTERNATIONAL INC	114,758.	114,758.
1,000 SHS CHEVRON CORPORATION	124,910.	124,910.
600 SHS COSTCO WHOLESALE CORP	71,412.	71,412.
2,000 SHS HONEYWELL INTL INC	182,740.	182,740.
1,750 SHS JOHNSON & JOHNSON	160,282.	160,282.
5,000 SHS ORACLE CORP	191,300.	191,300.
2,300 SHS QUALCOMM INC	170,775.	170,775.
3,000 SHS HORMEL FOODS CORP	135,510.	135,510.
10,000 SHS ALERIAN MLP ETF	177,900.	177,900.
1,700 SHS BEAM INC	115,702.	115,702.
1,500 SHS CAPITAL ONE FINANCIAL CORPORATION	114,915.	114,915.
2,750 SHS DISCOVER FINANCIAL SERVICES	153,862.	153,862.
525 SHS GRAINGER W W INC	134,096.	134,096.
3,250 SHS MARATHON OIL CORP	114,725.	114,725.
225 SHS MASTERCARD INC	187,978.	187,978.
1,700 SHS THE TRAVELERS COMPANIES INC	153,918.	153,918.
2,000 SHS CHURCH & DWIGHT INC	132,560.	132,560.
13,546 SHS FIDELITY ADVISOR REAL ESTATE INC FUND	149,816.	149,816.
1,800 SHS THE WALT DISNEY COMPANY	137,520.	137,520.
1,850 SHS F M C CORP	139,601.	139,601.
2,175 SHS FLOWSERVE CORPORATION	171,455.	171,455.
1,300 SHS GILEAD SCIENCES INC	97,630.	97,630.
2,500 SHS MATTEL INC	118,950.	118,950.
900 SHS OCEANEERING INTL INC	70,992.	70,992.
1,000 SHS PERRIGO CO PLC	153,460.	153,460.
300 SHS BLACKROCK INC	94,941.	94,941.
750 SHS CIGNA CORP	65,610.	65,610.
2,000 SHS YAHOO INC	80,880.	80,880.
1,000 SHS RYDEX S&P EQUAL WEIGHT ETF	71,250.	71,250.
1,858 SHS BROADVIEW OPPORTUNITY FUND	74,200.	74,200.
1,000 SHS ISHARES S&P SMALLCAP 600 FUND	109,130.	109,130.
606 SHS DODGE & COX INTERNATIONAL STOCK FUND	26,066.	26,066.
2,366 SHS OPPENHEIMER DEVELOPING MARKETS FUND	88,881.	88,881.
500 SHS SPDR S&P DIVIDEND ETF	36,310.	36,310.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>7,670,494.</u>	<u>7,670,494.</u>

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FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50,000 CISCO SYSTEMS INC NTS 5.500%	55,007.	55,007.
50,000 PROCTER & GAMBLE CO NTS 4.950%	51,420.	51,420.
50,000 AMERICAN EXPRESS CO NTS 6.150%	57,685.	57,685.
50,000 COSTCO WHOLESALE CORP NTS 5.500%	56,164.	56,164.
50,000 CONOCOPHILLIPS NTS 5.200%	56,420.	56,420.
50,000 JOHNSON & JOHNSON NTS 5.150%	56,895.	56,895.
50,000 HEWLETT PACKARD CO NTS 4.750%	50,801.	50,801.
50,000 WYETH NTS 5.450%	56,152.	56,152.
50,000 AMGEN INC NTS 3.450%	50,734.	50,734.
50,000 US BANCORP NTS 3.150%	51,523.	51,523.
50,000 CATERPILLAR FINANCIAL NTS 2.750%	51,573.	51,573.
50,000 AT&T INC NTS 2.500%	51,335.	51,335.
50,000 MORGAN STANLEY NTS 3.450%	52,045.	52,045.
50,000 AMAZON.COM INC NTS 1.200%	48,955.	48,955.
41,155 SHS T ROWE PRICE HIGH YIELD FUND	294,259.	294,259.
11,955 SHS OPPENHEIMER SR FLOATING RATE FUND	100,538.	100,538.
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TOTAL TO FORM 990-PF, PART II, LINE 10C	1,141,506.	1,141,506.

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FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARD PAYABLE	1,491.	0.
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TOTAL TO FORM 990-PF, PART II, LINE 22	1,491.	0.



FORM 990-PF

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

STATEMENT 12

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**NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED**

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THE BRETT FAMILY FOUNDATION  
1123 SPRUCE STREET  
BOULDER, CO 80302

E-MAIL: INFO@BRETTFOUNDATION.ORG

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**TELEPHONE NUMBER**

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(303) 442-1200

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**FORM AND CONTENT OF APPLICATIONS**

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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](http://WWW.BRETTFOUNDATION.ORG)).

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**ANY SUBMISSION DEADLINES**

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GRANT CYCLE DEADLINES ARE ACCORDING TO PROGRAM AREA. PLEASE SEE WEBSITE ([WWW.BRETTFOUNDATION.ORG](http://WWW.BRETTFOUNDATION.ORG)).

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**RESTRICTIONS AND LIMITATIONS ON AWARDS**

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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

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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 13

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RESTRICTIONS AND LIMITATIONS ON AWARDS

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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 <b>BRETT FAMILY FOUNDATION</b>	Business or activity to which this form relates <b>FORM 990-PF PAGE 1</b>	Identifying number <b>84-1525821</b>
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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 instructions) .....	<b>1</b>	500,000.
2 Total cost of section 179 property placed in service (see instructions) .....	<b>2</b>	
3 Threshold cost of section 179 property before reduction in limitation .....	<b>3</b>	2,000,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0- .....	<b>4</b>	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions .....	<b>5</b>	
<b>6</b>		
(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property. Enter the amount from line 29 .....	<b>7</b>	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 .....	<b>8</b>	
9 Tentative deduction. Enter the smaller of line 5 or line 8 .....	<b>9</b>	
10 Carryover of disallowed deduction from line 13 of your 2012 Form 4562 .....	<b>10</b>	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 .....	<b>11</b>	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11 .....	<b>12</b>	
13 Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12 .....	<b>13</b>	

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 .....	<b>14</b>	
15 Property subject to section 168(f)(1) election .....	<b>15</b>	
16 Other depreciation (including ACRS) .....	<b>16</b>	

**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 2013 .....	<b>17</b>	40.
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 2013 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
<b>19a</b> 3-year property						
<b>b</b> 5-year property						
<b>c</b> 7-year property						
<b>d</b> 10-year property						
<b>e</b> 15-year property						
<b>f</b> 20-year property						
<b>g</b> 25-year property			25 yrs.		S/L	
<b>h</b> Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
<b>i</b> Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

**Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System**

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

**Part IV Summary (See instructions.)**

21 Listed property. Enter amount from line 28 .....	<b>21</b>	
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. ....	<b>22</b>	40.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs .....	<b>23</b>	

**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
<b>30</b> Total business/investment miles driven during the year (do not include commuting miles) .....												
<b>31</b> Total commuting miles driven during the year .....												
<b>32</b> Total other personal (noncommuting) miles driven .....												
<b>33</b> Total miles driven during the year. Add lines 30 through 32 .....												
<b>34</b> Was the vehicle available for personal use during off-duty hours? .....												
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person? .....												
<b>36</b> 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
<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? .....		
<b>38</b> 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 .....		
<b>39</b> Do you treat all use of vehicles by employees as personal use? .....		
<b>40</b> 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? .....		
<b>41</b> 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 2013 tax year:

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

**43** Amortization of costs that began before your 2013 tax year ..... **43**

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

# Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**  
▶ **Information about Form 8868 and its instructions is at** [www.irs.gov/form8868](http://www.irs.gov/form8868) .

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

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

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

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

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

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

	Enter filer's identifying number	
<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>BRETT FAMILY FOUNDATION</b>	Employer identification number (EIN) or <b>84-1525821</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1123 SPRUCE STREET</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BOULDER, CO 80302-4001</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

**LINDA J. SHOEMAKER, PRESIDENT**

- The books are in the care of ▶ **1123 SPRUCE STREET - BOULDER, CO 80302-4001**  
Telephone No. ▶ **(303) 442-1200** Fax No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year **2013** or  
▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

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

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$ <b>15,863.</b>
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$ <b>6,200.</b>
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$ <b>9,663.</b>

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.