

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

# 2010

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 2010, 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

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, and ZIP code <b>BOULDER, CO 80302</b>		<b>C</b> If exemption application is pending, check here <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>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>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>8,441,637.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		<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	500.		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	59,975.	59,975.		STATEMENT 1
	4 Dividends and interest from securities	84,560.	84,560.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,950.			
	b Gross sales price for all assets on line 6a	1,655,235.			
	7 Capital gain net income (from Part IV, line 2)		7,950.		
	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	47.	47.		STATEMENT 3	
12 <b>Total.</b> Add lines 1 through 11	153,032.	152,532.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	55,372.	5,537.		38,760.
	14 Other employee salaries and wages	15,470.	1,547.		10,829.
	15 Pension plans, employee benefits	13,235.	1,323.		9,264.
	16a Legal fees				
	b Accounting fees	4,295.	859.		859.
	c Other professional fees	35,583.	34,467.		868.
	17 Interest				
	18 Taxes	4,815.	1,894.		0.
	19 Depreciation and depletion	585.	59.		
	20 Occupancy	2,148.	215.		1,504.
	21 Travel, conferences, and meetings	4,891.	410.		3,424.
	22 Printing and publications	67.	7.		47.
	23 Other expenses	8,470.	847.		5,929.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	144,931.	47,165.		71,484.
	25 Contributions, gifts, grants paid	393,000.			393,000.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	537,931.	47,165.		464,484.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<384,899.>				
b <b>Net investment income</b> (if negative, enter -0-)		105,367.			
c <b>Adjusted net income</b> (if negative, enter -0-)			N/A		

<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 .....	7,105.	66,297.	66,297.	
	2 Savings and temporary cash investments .....	236,675.	445,213.	445,213.	
	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>STMT 8</b> .....	261,313.	157,749.	157,749.	
	b Investments - corporate stock <b>STMT 9</b> .....	6,085,029.	6,792,530.	6,792,530.	
	c Investments - corporate bonds <b>STMT 10</b> .....	1,109,480.	979,547.	979,547.	
	11 Investments - land, buildings, and equipment: basis .....				
Less: accumulated depreciation .....					
12 Investments - mortgage loans .....					
13 Investments - other .....					
14 Land, buildings, and equipment: basis ▶ <b>63,073.</b> .....					
Less: accumulated depreciation .....	<b>62,772.</b>	640.	301.	301.	
15 Other assets (describe ▶ .....					
<b>16 Total assets (to be completed by all filers) .....</b>	<b>7,700,242.</b>	<b>8,441,637.</b>	<b>8,441,637.</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>23 Total liabilities (add lines 17 through 22) .....</b>	<b>0.</b>	<b>0.</b>	<b>0.</b>		
<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 .....	7,700,242.	8,441,637.		
	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 .....				
<b>30 Total net assets or fund balances .....</b>	<b>7,700,242.</b>	<b>8,441,637.</b>	<b>8,441,637.</b>		
<b>31 Total liabilities and net assets/fund balances .....</b>	<b>7,700,242.</b>	<b>8,441,637.</b>	<b>8,441,637.</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	7,700,242.
2 Enter amount from Part I, line 27a .....	2	<384,899.>
3 Other increases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN ON SECURITIES</b> .....	3	1,126,294.
4 Add lines 1, 2, and 3 .....	4	8,441,637.
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	8,441,637.

**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> 1,655,235.		1,647,285.	7,950.

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>			7,950.

<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>	7,950.
<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 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))
2009	424,165.	6,691,013.	.063393
2008	590,066.	8,390,334.	.070327
2007	604,017.	9,631,721.	.062711
2006	561,440.	9,302,666.	.060353
2005	629,770.	9,099,904.	.069206

<b>2</b> Total of line 1, column (d)	<b>2</b>	.325990
<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>	.065198
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	7,598,219.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	495,389.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,054.
<b>7</b> Add lines 5 and 6	<b>7</b>	496,443.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	464,484.

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	2,107.
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	2,107.
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	2,107.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,840.	
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	2,840.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	733.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 733. Refunded		11	0.

**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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 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) 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 2010 or the taxable year beginning in 2010 (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
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16		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 page 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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 2010 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 2010.) 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 2010?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  **N/A**
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
*If "Yes," attach the statement required by Regulations section 53.4945-5(d).* **N/A**
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
*If "Yes" to 6b, file Form 8870.*
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **N/A**

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		55,372.	5,342.	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	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	7,227,906.
b	Average of monthly cash balances	1b	485,721.
c	Fair market value of all other assets	1c	301.
d	<b>Total</b> (add lines 1a, b, and c)	1d	7,713,928.
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	7,713,928.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	115,709.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,598,219.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	379,911.

**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	379,911.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,107.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,107.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	377,804.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	377,804.
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	377,804.

**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	464,484.
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	464,484.
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	464,484.

**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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				377,804.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	178,877.			
b From 2006	105,879.			
c From 2007	132,433.			
d From 2008	175,131.			
e From 2009	92,444.			
f Total of lines 3a through e	684,764.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	464,484.			
a Applied to 2009, 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 2010 distributable amount				377,804.
e Remaining amount distributed out of corpus	86,680.			
5 Excess distributions carryover applied to 2010 (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	771,444.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	178,877.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	592,567.			
10 Analysis of line 9:				
a Excess from 2006	105,879.			
b Excess from 2007	132,433.			
c Excess from 2008	175,131.			
d Excess from 2009	92,444.			
e Excess from 2010	86,680.			

**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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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)

<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>				
<b>SEE STATEMENT 14</b>				
<b>Total</b> .....			<b>▶ 3a</b>	<b>393,000.</b>
<b>b Approved for future payment</b>				
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT STREET BOULDER, CO 80301	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - CONFERENCE ON WORLD AFFAIRS	1,000.
<b>Total</b> .....			<b>▶ 3b</b>	<b>1,000.</b>



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

Table with 3 main columns: Question (a-d), Yes, No. Includes questions about transfers of cash/assets, other transactions, and sharing of facilities.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [ ] Yes [X] No
b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Includes 'N/A' entry.

Signature block containing: Sign Here, Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee, Date, Title, Paid Preparer Use Only section with name ARIC T. HILMAS CPA, firm name HILMAS & ASSOCIATES, LLC, address LOUISVILLE, CO 80027-2329, and phone number (303) 604-2191.

**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	200 SHS FIRST SOLAR INC	P	12/15/09	04/06/10
b	500 SHS SOUTHWESTERN ENERGY CO	P	12/15/09	04/13/10
c	50 SHS SOUTHWESTERN ENERGY CO	P	09/30/09	04/13/10
d	50 SHS EXXON MOBIL CORP	P	04/13/10	08/05/10
e	1,000 SHS BURLINGTON NORTHERN SANTA FE CORP	P	12/07/05	01/14/10
f	50,000 NTS FEDERAL NATL MTG ASSN 7.250%	P	01/26/00	01/15/10
g	100,000 NTS GENERAL ELEC CAP CORP 7.375%	P	01/26/00	01/19/10
h	100,000 NTS HONEYWELL INTL INC 7.500%	P	04/14/00	03/01/10
i	1,000 SHS AIR PRODUCTS AND CHEMICALS INC	P	10/21/05	04/06/10
j	150 SHS AIR PRODUCTS AND CHEMICALS INC	P	08/10/05	04/06/10
k	650 SHS PEABODY ENERGY CORP	P	05/24/05	04/13/10
l	500 SHS PEABODY ENERGY CORP	P	07/25/06	04/13/10
m	100 SHS HSBC HLDGS PLC	P	03/16/04	04/13/10
n	550 SHS TRANSOCEAN LTD	P	05/16/06	04/13/10
o	250 SHS SCHLUMBERGER LIMITED	P	08/15/01	04/13/10

(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	24,157.	28,186.	<4,029.>
b	20,708.	22,182.	<1,474.>
c	2,071.	2,133.	<62.>
d	3,099.	3,413.	<314.>
e	98,978.	65,874.	33,104.
f	50,000.	50,546.	<546.>
g	100,000.	100,000.	0.
h	100,000.	102,292.	<2,292.>
i	74,182.	54,437.	19,745.
j	11,127.	9,178.	1,949.
k	30,797.	13,811.	16,986.
l	23,690.	21,768.	1,922.
m	5,327.	7,658.	<2,331.>
n	46,324.	45,068.	1,256.
o	16,217.	6,417.	9,800.

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			<4,029.>
b			<1,474.>
c			<62.>
d			<314.>
e			33,104.
f			<546.>
g			0.
h			<2,292.>
i			19,745.
j			1,949.
k			16,986.
l			1,922.
m			<2,331.>
n			1,256.
o			9,800.

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 PRICE T ROWE GROUP INC	P	02/13/07	04/13/10
b	250 SHS PRICE T ROWE GROUP INC	P	10/11/06	04/13/10
c	350 SHS SCHLUMBERGER LIMITED	P	07/11/01	04/13/10
d	550 SHS NATIONAL-OILWELL INC	P	09/23/08	04/13/10
e	625 SHS ISHARES MSCI EAFE INDEX FUND	P	06/15/04	05/06/10
f	1,750 SHS ISHARES MSCI EAFE INDEX FUND	P	07/20/04	05/06/10
g	400 SHS TRANSOCEAN LTD	P	01/27/09	05/12/10
h	279.84 SHS TRANSOCEAN LTD	P	08/22/06	05/12/10
i	149.40 SHS TRANSOCEAN LTD	P	05/16/06	05/12/10
j	419.76 SHS TRANSOCEAN LTD	P	04/04/06	05/12/10
k	250 SHS ECOLAB INC	P	06/03/03	06/02/10
l	250 SHS TECHNE CORP	P	01/16/01	06/21/10
m	240 SHS TECHNE CORP	P	03/12/02	06/21/10
n	760 SHS TECHNE CORP	P	03/12/02	06/22/10
o	1,200 SHS EXXON MOBIL CORP	P	12/04/02	08/05/10

	(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	28,160.		24,390.	3,770.
b	14,080.		11,755.	2,325.
c	22,704.		8,690.	14,014.
d	22,841.		31,208.	<8,367.>
e	31,522.		29,096.	2,426.
f	88,263.		81,519.	6,744.
g	28,137.		21,990.	6,147.
h	19,685.		19,082.	603.
i	10,509.		12,242.	<1,733.>
j	29,527.		33,740.	<4,213.>
k	11,745.		6,859.	4,886.
l	15,002.		7,210.	7,792.
m	14,402.		6,674.	7,728.
n	45,354.		21,136.	24,218.
o	74,365.		41,952.	32,413.

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			3,770.
b			2,325.
c			14,014.
d			<8,367.>
e			2,426.
f			6,744.
g			6,147.
h			603.
i			<1,733.>
j			<4,213.>
k			4,886.
l			7,792.
m			7,728.
n			24,218.
o			32,413.

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	50,000 NTS FEDERAL HOME LN BKS 4.125%	P	09/14/05	08/13/10
b	1,135 SHS SPDR INDEX SHS FDS	P	02/20/08	10/05/10
c	784 SHS ISHARES TR COHEN & STEERS REALTY	P	02/20/08	10/05/10
d	250 SHS STATE ST CORP	P	09/23/08	10/06/10
e	1,500 SHS STATE ST CORP	P	03/13/00	10/06/10
f	2,000 SHS PROGRESSIVE CORP OHIO	P	07/23/03	10/06/10
g	500 SHS PROGRESSIVE CORP OHIO	P	06/03/03	10/06/10
h	100,000 NTS JP MORGAN CHASE & CO 4.500%	P	07/20/05	11/15/10
i	400 SHS INTEL CORPORATION	P	09/12/00	11/29/10
j	1,500 SHS CISCO SYSTEMS INC	P	01/16/01	11/29/10
k	1,500 SHS GENERAL ELECTRIC CO	P	03/13/00	11/29/10
l	1,000 SHS BED BATH & BEYOND INC	P	04/21/05	11/29/10
m	750 SHS BED BATH & BEYOND INC	P	08/16/05	11/29/10
n	1,000 SHS MEDTRONIC INC	P	02/14/00	11/29/10
o	1,000 SHS MEDTRONIC INC	P	08/15/01	11/29/10

	(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	50,000.		50,055.	<55.>
b	44,916.		60,213.	<15,297.>
c	49,925.		59,375.	<9,450.>
d	9,702.		13,608.	<3,906.>
e	58,215.		51,509.	6,706.
f	41,832.		32,890.	8,942.
g	10,458.		8,942.	1,516.
h	100,000.		100,350.	<350.>
i	8,464.		26,649.	<18,185.>
j	28,800.		57,337.	<28,537.>
k	23,715.		64,655.	<40,940.>
l	43,251.		36,920.	6,331.
m	32,438.		32,273.	165.
n	33,635.		47,998.	<14,363.>
o	33,635.		44,260.	<10,625.>

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			<55.>
b			<15,297.>
c			<9,450.>
d			<3,906.>
e			6,706.
f			8,942.
g			1,516.
h			<350.>
i			<18,185.>
j			<28,537.>
k			<40,940.>
l			6,331.
m			165.
n			<14,363.>
o			<10,625.>

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



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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1,100 SHS INTEL CORPORATION	P	06/13/00	11/29/10
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 23,276.		69,745.	<46,469.>
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<46,469.>
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) ..... { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } .....	2	7,950.
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

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

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SOURCE	AMOUNT
BNY MELLON, N.A.	59,727.
FIRST WESTERN TRUST BANK	248.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	<u>59,975.</u>

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON, N.A.	84,560.	0.	84,560.
TOTAL TO FM 990-PF, PART I, LN 4	<u>84,560.</u>	<u>0.</u>	<u>84,560.</u>

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FORM 990-PF OTHER INCOME STATEMENT 3

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENT - PROVIDIAN	20.	20.	
CLASS ACTION SETTLEMENT - PSI	27.	27.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<u>47.</u>	<u>47.</u>	

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FORM 990-PF ACCOUNTING FEES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,295.	859.		859.
TO FORM 990-PF, PG 1, LN 16B	<u>4,295.</u>	<u>859.</u>		<u>859.</u>

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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	34,343.	34,343.		0.
CONSULTING	1,240.	124.		868.
TO FORM 990-PF, PG 1, LN 16C	35,583.	34,467.		868.

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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	1,894.	1,894.		0.
2009 FORM 990-PF BALANCE DUE	81.	0.		0.
2010 FORM 990-PF TAX DEPOSITS	2,840.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,815.	1,894.		0.

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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	2,514.	251.		1,760.
WORKMEN'S COMPENSATION INSURANCE	2,000.	200.		1,400.
OFFICE EXPENSE	676.	68.		473.
POSTAGE AND SHIPPING	70.	7.		49.
PROFESSIONAL DEVELOPMENT	401.	40.		281.
PARKING	2,120.	212.		1,484.
INTERNET AND WEBSITE	689.	69.		482.
TO FORM 990-PF, PG 1, LN 23	8,470.	847.		5,929.

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
50,000 FHLB NTS 4.875%	X		51,934.	51,934.
100,000 FFCB NTS 4.375%	X		105,815.	105,815.
TOTAL U.S. GOVERNMENT OBLIGATIONS			157,749.	157,749.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			157,749.	157,749.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,375 SHS ISHARES MSCI EAFE INDEX FUND	138,273.	138,273.
2,500 SHS ECOLAB INC	126,050.	126,050.
2,350 SHS PEABODY ENERGY CORP	150,353.	150,353.
2,500 SHS DONALDSON CO INC	145,700.	145,700.
2,500 SHS EMERSON ELECTRIC COMPANY	142,925.	142,925.
4,500 SHS GENERAL ELECTRIC COMPANY	82,305.	82,305.
2,750 SHS JACOBS ENGR GROUP INC	126,087.	126,087.
1,250 SHS FASTENAL CO	74,888.	74,888.
4,000 SHS LOWE'S COMPANIES INC	100,320.	100,320.
1,500 SHS NIKE INC	128,130.	128,130.
3,250 SHS O'REILLY AUTOMOTIVE	196,365.	196,365.
3,500 SHS PETSMA RT INC	139,370.	139,370.
1,500 SHS KIMBERLY CLARK CORP	94,560.	94,560.
1,500 SHS ESTEE LAUDER COMPANIES INC	121,050.	121,050.
1,750 SHS PROCTER & GAMBLE COMPANY	112,577.	112,577.
2,750 SHS WALGREEN COMPANY	107,140.	107,140.
1,650 SHS SCHLUMBERGER LIMITED	137,775.	137,775.
1,670 SHS HSBC HOLDINGS PLC	85,237.	85,237.
3,150 SHS WELLS FARGO & COMPANY	97,619.	97,619.
2,250 SHS ABBOTT LABORATORIES	107,797.	107,797.
2,000 SHS AMGEN INC	109,800.	109,800.
2,000 SHS QUEST DIAGNOSTICS INC	107,940.	107,940.
2,000 SHS STRYKER CORP	107,400.	107,400.
2,500 SHS AUTODESK INC	95,500.	95,500.
4,500 SHS CISCO SYSTEMS INC	91,035.	91,035.
5,000 SHS EMC CORP MASS	114,500.	114,500.
3,500 SHS INTEL CORP	73,605.	73,605.
6,000 SHS ORACLE CORP	187,800.	187,800.
2,200 SHS ISHARES RUSSELL 2000 VALUE FUND	156,398.	156,398.
3,250 SHS AMERICA MOVIL ADR	186,355.	186,355.

1,750 SHS PEPSICO INC	114,328.	114,328.
1,500 SHS CULLEN FROST BANKERS INC	91,680.	91,680.
1,750 SHS PRICE T ROWE GROUP INC	112,945.	112,945.
250 SHS GOOGLE INC	148,492.	148,492.
4,000 SHS DICKS SPORTING GOODS INC	150,000.	150,000.
6,500 SHS ISHARES MSCI EMERGING MKTS INDEX FUND	309,673.	309,673.
2,000 SHS NOVO NORDISK ADR	225,140.	225,140.
2,500 SHS AKAMAI TECHNOLOGIES INC	117,625.	117,625.
1,000 SHS APPLE INC	322,560.	322,560.
2,250 SHS NATIONAL OILWELL VARCO INC	151,313.	151,313.
1,500 SHS COACH INC	82,965.	82,965.
2,250 SHS ACCENTURE PLC	109,102.	109,102.
2,000 SHS AMPHENOL CORP	105,560.	105,560.
1,950 SHS SOUTHWESTERN ENERGY CO	72,989.	72,989.
4,125 SHS US BANCORP	111,251.	111,251.
1,200 SHS HARRIS CORPORATION	54,360.	54,360.
1,500 SHS WISDOMTREE EQUITY INCOME FUND	58,365.	58,365.
1,500 SHS PRUDENTIAL FINANCIAL INC	88,065.	88,065.
3,375 SHS JP MORGAN CHASE & CO	143,168.	143,168.
2,000 SHS WISDOMTREE EMERGING MARKETS SMALLCAP	109,000.	109,000.
750 SHS WATERS CORP	58,282.	58,282.
1,300 SHS UNION PAC CORP	120,458.	120,458.
1,500 SHS PRAXAIR INC	143,205.	143,205.
1,500 SHS OCCIDENTAL PETROLEUM CORP	147,150.	147,150.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,792,530.	6,792,530.

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%	11,563.	11,563.
50,000 GENERAL ELEC CAP CORP NTS 1.875%	50,026.	50,026.
50,000 WELLS FARGO & CO NTS 5.125%	52,811.	52,811.
50,000 CAMPBELL SOUP CO NTS 5.000%	53,923.	53,923.
50,000 CISCO SYSTEMS INC NTS 5.500%	57,056.	57,056.
50,000 ABBOTT LABORATORIES NTS 5.600%	50,984.	50,984.
50,000 BOEING CO NTS 5.125%	54,119.	54,119.
50,000 PROCTER & GAMBLE CO NTS 4.950%	55,541.	55,541.
50,000 BRISTOL MYERS SQUIBB CO NTS 5.250%	55,271.	55,271.
50,000 AMERICAN EXPRESS CO NTS 6.150%	56,360.	56,360.
50,000 COSTCO WHOLESALE CORP NTS 5.500%	56,967.	56,967.
50,000 CONOCOPHILLIPS NTS 5.200%	55,308.	55,308.
50,000 JOHNSON & JOHNSON NTS 5.150%	56,901.	56,901.
50,000 WELLS FARGO & COMPANY NTS 2.125%	51,149.	51,149.
50,000 IBM CORP NTS 2.100%	51,214.	51,214.
50,000 HEWLETT PACKARD CO NTS 4.750%	54,784.	54,784.
50,000 WYETH NTS 5.450%	56,492.	56,492.
50,000 AMGEN INC NTS 3.450%	47,642.	47,642.
50,000 US BANCORP NTS 3.150%	51,436.	51,436.
TOTAL TO FORM 990-PF, PART II, LINE 10C	979,547.	979,547.

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FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11
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<u>NAME AND ADDRESS</u>	<u>TITLE AND AVRG HRS/WK</u>	<u>COMPEN- SATION</u>	<u>EMPLOYEE BEN PLAN CONTRIB</u>	<u>EXPENSE ACCOUNT</u>
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	55,372.	5,342.	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		<u>55,372.</u>	<u>5,342.</u>	<u>0.</u>

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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

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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 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 800 DENVER, CO 80203	N/A OPERATING SUPPORT	PUBLIC CHARITY	15,000.
ACLU FOUNDATION OF COLORADO 400 CORONA STREET DENVER, CO 80218	N/A OPERATING SUPPORT	PUBLIC CHARITY	1,000.
AIDS WALK COLORADO 2490 W. 26TH AVENUE, SUITE 300A DENVER, CO 80211	N/A OPERATING SUPPORT	PUBLIC CHARITY	1,000.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW, 2ND FLOOR WASHINGTON, DC 20036	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,000.
ATTENTION HOMES 3080 BROADWAY, SUITE C BOULDER, CO 80304	N/A OPERATING SUPPORT	PUBLIC CHARITY	236.
BALLOT INITIATIVES STRATEGY CENTER FOUNDATION 1825 K STREET NW, SUITE 411 WASHINGTON, DC 20036	N/A OPERATING SUPPORT	PUBLIC CHARITY	1,000.
BOULDER COMMUNITY HOUSING CORPORATION P.O. BOX 471 BOULDER, CO 80306	N/A PROGRAM SUPPORT - CASA DE LA ESPERANZA	PUBLIC CHARITY	1,000.
BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER, CO 80301	N/A OPERATING SUPPORT	PUBLIC CHARITY	9,500.



BOULDER YOUTH BODY ALLIANCE 2760 29TH STREET, SUITE 2C BOULDER, CO 80301	N/A OPERATING SUPPORT	PUBLIC CHARITY	4,000.
CENTER FOR INTERNATIONAL HUMAN RIGHTS, LAW & ADVOCACY 2200 S. JOSEPHINE DENVER, CO 80208	N/A OPERATING SUPPORT	PUBLIC CHARITY	3,000.
CENTER FOR NONPROFITS AND VOTING 89 SOUTH STREET, SUITE 203 BOSTON, MA 02111	N/A PROGRAM SUPPORT - COLORADO PARTICIPATION PROJECT	PUBLIC CHARITY	4,000.
CENTER FOR RESOURCE CONSERVATION 2639 SPRUCE STREET BOULDER, CO 80302	N/A OPERATING SUPPORT	PUBLIC CHARITY	1,000.
CHINOOK FUND 2465 SHERIDAN STREET DENVER, CO 80214	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,500.
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	1,000.
COLIE'S CLOSET 5665 PENNSYLVANIA PLACE BOULDER, CO 80303	N/A OPERATING SUPPORT - SECOND WIND FUND OF BOULDER COUNTY	PUBLIC CHARITY	3,000.
COLOR P.O. BOX 40991 DENVER, CO 80220	N/A OPERATING SUPPORT	PUBLIC CHARITY	1,500.
COLORADO CENTER ON LAW AND POLICY 789 SHERMAN STREET, SUITE 300 DENVER, CO 80203	N/A OPERATING SUPPORT	PUBLIC CHARITY	10,000.
COLORADO CIVIC ENGAGEMENT ROUNDTABLE P.O. BOX 1620 DENVER, CO 80201	N/A OPERATING SUPPORT	PUBLIC CHARITY	12,500.

## BRETT FAMILY FOUNDATION

84-1525821

COLORADO CONSERVATION VOTERS EDUCATION FUND 1536 WYNKOOP STREET, SUITE 4C DENVER, CO 80202	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,000.
COLORADO CRIMINAL JUSTICE REFORM COALITION 1212 MARIPOSA STREET, SUITE 6 DENVER, CO 80204	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,500.
COLORADO IMMIGRANT RIGHTS COALITION 2525 WEST ALAMEDA AVENUE DENVER, CO 80219	N/A OPERATING SUPPORT	PUBLIC CHARITY	8,000.
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	25,000.
COLORADO YOUTH PROGRAM 1906 13TH STREET, SUITE 205 BOULDER, CO 80302	N/A OPERATING SUPPORT	PUBLIC CHARITY	3,000.
COMMON CAUSE EDUCATION FUND 1536 WYNKOOP STREET, SUITE 102 DENVER, CO 80202	N/A OPERATING SUPPORT	PUBLIC CHARITY	5,000.
EL COMITE DE LONGMONT 455 KIMBARK STREET LONGMONT, CO 80501	N/A OPERATING SUPPORT	PUBLIC CHARITY	5,000.
ETOWN 1535 SPRUCE STREET BOULDER, CO 80302	N/A OPERATING SUPPORT	PUBLIC CHARITY	5,000.
FRESC 140 SHERIDAN BOULEVARD DENVER, CO 80226	N/A OPERATING SUPPORT	PUBLIC CHARITY	17,000.

## BRETT FAMILY FOUNDATION

84-1525821

GLOBAL DOWN SYNDROME FOUNDATION 3300 EAST FIRST AVENUE, SUITE 580 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	500.
GREAT EDUCATION COLORADO FUND 1600 DOWNING STREET, SUITE 100 DENVER, CO 80218	N/A OPERATING SUPPORT	PUBLIC CHARITY	7,000.
GROWING GARDENS 2527 BROADWAY BOULDER, CO 80304	N/A OPERATING SUPPORT	PUBLIC CHARITY	3,000.
HUNTINGTON'S DISEASE SOCIETY OF AMERICA 545 DIAMOND LANE MOKELUMNE HILL, CA 95245	N/A OPERATING SUPPORT	PUBLIC CHARITY	1,000.
I HAVE A DREAM FOUNDATION 3012 STERLING CIRCLE, SUITE 200 BOULDER, CO 80301	N/A PROGRAM SUPPORT - BROADWAY BOOKS FUND	PUBLIC CHARITY	4,264.
IMPACT ON EDUCATION 728 FRONT STREET, SUITE A LOUISVILLE, CO 80027	N/A OPERATING SUPPORT	PUBLIC CHARITY	3,000.
LATINA INITIATIVE 1536 WYNKOOP STREET, SUITE 4-B DENVER, CO 80202	N/A OPERATING SUPPORT	PUBLIC CHARITY	10,000.
LATINA WOMEN'S LEAGUE 660 NORTHSTAR COURT BOULDER, CO 80304	N/A OPERATING SUPPORT	PUBLIC CHARITY	1,000.
MESA - MOVING TO END SEXUAL ASSAULT 1333 IRIS AVENUE BOULDER, CO 80304	N/A OPERATING SUPPORT	PUBLIC CHARITY	5,000.

## BRETT FAMILY FOUNDATION

84-1525821

MILE HIGH MONTESSORI 1780 MARION STREET DENVER, CO 80218	N/A OPERATING SUPPORT	PUBLIC CHARITY	5,000.
ONE COLORADO EDUCATION FUND 1245 E. COLFAX AVENUE, SUITE 204 DENVER, CO 80218	N/A OPERATING SUPPORT	PUBLIC CHARITY	5,000.
OUR CENTER 303 ATWOOD STREET LONGMONT, CO 80501	N/A OPERATING SUPPORT	PUBLIC CHARITY	5,000.
OUT BOULDER P.O. BOX 1018 BOULDER, CO 80306	N/A OPERATING SUPPORT	PUBLIC CHARITY	500.
PADRES UNIDOS 3025 W. 37TH AVENUE, SUITE 209 DENVER, CO 80211	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,500.
PFLAG BOULDER COUNTY 7983 GRASMERE DRIVE BOULDER, CO 80301	N/A PROGRAM SUPPORT - "FACES & FACETS OF TRANSGENDER EXPERIENCE" FILM	PUBLIC CHARITY	1,000.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E. 38TH AVENUE DENVER, CO 80207	N/A OPERATING SUPPORT	PUBLIC CHARITY	7,500.
PROGRESSNOW EDUCATION 1536 WYNKOOP STREET, SUITE 4A DENVER, CO 80202	N/A OPERATING SUPPORT	PUBLIC CHARITY	10,000.
RIGHTS FOR ALL PEOPLE / DERECHOS PARA TODOS 1400 DAYTON STREET AURORA, CO 80010	N/A OPERATING SUPPORT	PUBLIC CHARITY	5,000.
ROCKY MOUNTAIN PBS 1089 BANNOCK STREET DENVER, CO 80204	N/A PROGRAM SUPPORT - ROCKY MOUNTAIN INVESTIGATIVE NEWS NETWORK	PUBLIC CHARITY	2,500.

## BRETT FAMILY FOUNDATION

84-1525821

SAFEHOUSE PROGRESSIVE ALLIANCE FOR NONVIOLENCE 835 NORTH STREET BOULDER, CO 80304	N/A OPERATING SUPPORT	PUBLIC CHARITY	3,000.
SOCIAL VENTURE PARTNERS 1123 SPRUCE STREET BOULDER, CO 80302	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,500.
THE AMERICAN INDEPENDENT NEWS NETWORK 1825 CONNECTICUT AVENUE NW, SUITE 625 WASHINGTON, DC 20009	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,500.
THE BELL POLICY CENTER 1905 SHERMAN STREET, SUITE 900 DENVER, CO 80203	N/A OPERATING SUPPORT	PUBLIC CHARITY	83,000.
THE COMMUNITY FOUNDATION SERVING BOULDER COUNTY 1123 SPRUCE STREET BOULDER, CO 80302	N/A OPERATING SUPPORT	PUBLIC CHARITY	25,000.
THE WHITE HOUSE PROJECT 424 WEST 33RD STREET, 8TH FLOOR NEW YORK, NY 10001	N/A OPERATING SUPPORT	PUBLIC CHARITY	2,000.
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT STREET BOULDER, CO 80301	N/A PROGRAM SUPPORT - CONFERENCE ON WORLD AFFAIRS; COLLEGES	PUBLIC CHARITY	18,500.
VOLUNTEER CONNECTION 2885 AURORA AVENUE, SUITE 32 BOULDER, CO 80303	N/A OPERATING SUPPORT	PUBLIC CHARITY	1,000.
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.

BRETT FAMILY FOUNDATION

84-1525821

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

393,000.

**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 2009 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 2011. 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>	246.
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 2010 .....	<b>17</b>	339.
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 2010 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 2010 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 <b>Total.</b> 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>	585.
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

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 columns (a-f) and sub-columns for Yes/No for questions 30-36 regarding vehicle 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.

Table for Section C with 41 questions and Yes/No columns regarding employer policies and vehicle 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

Table for Part 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 2010 tax year: Table with 6 columns.

43 Amortization of costs that began before your 2010 tax year 43

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