

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

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

For calendar year 2012 or tax year beginning _____, **and ending** _____

Name of foundation BRETT FAMILY FOUNDATION		A Employer identification number 84-1525821
Number and street (or P.O. box number if mail is not delivered to street address) 1123 SPRUCE STREET	Room/suite	B Telephone number (303) 442-1200
City or town, state, and ZIP code BOULDER, CO 80302-4001		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 8,248,055.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	224.	224.		STATEMENT 1
	4 Dividends and interest from securities	217,751.	217,751.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	442,745.			
	b Gross sales price for all assets on line 6a	1,918,755.			
	7 Capital gain net income (from Part IV, line 2)		442,745.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	660,720.	660,720.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	57,318.	5,732.		45,854.
	14 Other employee salaries and wages	21,491.	2,149.		17,193.
	15 Pension plans, employee benefits	14,680.	1,468.		11,744.
	16a Legal fees				
	b Accounting fees	4,420.	442.		3,536.
	c Other professional fees	36,487.	36,234.		225.
	17 Interest				
	18 Taxes	8,941.	847.		0.
	19 Depreciation and depletion	102.	10.		
	20 Occupancy				
	21 Travel, conferences, and meetings	6,359.	533.		5,087.
	22 Printing and publications	147.	15.		118.
	23 Other expenses	7,538.	754.		6,030.
	24 Total operating and administrative expenses. Add lines 13 through 23	157,483.	48,184.		89,787.
	25 Contributions, gifts, grants paid	437,550.			437,550.
26 Total expenses and disbursements. Add lines 24 and 25	595,033.	48,184.		527,337.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	65,687.				
b Net investment income (if negative, enter -0-)		612,536.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing			7,801.	2,429.	2,429.
	2	Savings and temporary cash investments			252,334.	218,398.	218,398.
	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			102,200.		
	b	Investments - corporate stock	STMT 7		6,261,298.	6,665,112.	6,665,112.
	c	Investments - corporate bonds	STMT 8		1,202,452.	1,362,076.	1,362,076.
	11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment: basis		64,223.				
	Less: accumulated depreciation		64,183.	142.	40.	40.	
15	Other assets (describe)						
16	Total assets (to be completed by all filers)			7,826,227.	8,248,055.	8,248,055.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe)		STATEMENT 9	0.	1,491.	
23	Total liabilities (add lines 17 through 22)			0.	1,491.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted			7,826,227.	8,246,564.	
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances			7,826,227.	8,246,564.		
31	Total liabilities and net assets/fund balances			7,826,227.	8,248,055.		

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	7,826,227.
2	Enter amount from Part I, line 27a	2	65,687.
3	Other increases not included in line 2 (itemize) UNREALIZED GAIN ON SECURITIES	3	354,650.
4	Add lines 1, 2, and 3	4	8,246,564.
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	8,246,564.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,918,755.		1,476,010.	442,745.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			442,745.

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	442,745.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
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
2007	604,017.	9,631,721.	.062711

2 Total of line 1, column (d)	2	.319088
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.063818
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,127,456.
5 Multiply line 4 by line 3	5	518,678.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,125.
7 Add lines 5 and 6	7	524,803.
8 Enter qualifying distributions from Part XII, line 4	8	527,337.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	6,125.
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	6,125.
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	6,125.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,120.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,120.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,005.	
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 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of LINDA J. SHOEMAKER, PRESIDENT Telephone no. (303) 442-1200
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2012, 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?

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
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)?
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 2012?
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?
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?
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?
b If "Yes," did it have excess business holdings in 2012 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2012?

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**

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		57,318.	6,070.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,985,339.
b	Average of monthly cash balances	1b	265,845.
c	Fair market value of all other assets	1c	40.
d	Total (add lines 1a, b, and c)	1d	8,251,224.
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	8,251,224.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	123,768.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,127,456.
6	Minimum investment return. Enter 5% of line 5	6	406,373.

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	406,373.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,125.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,125.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	400,248.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	400,248.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	400,248.

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	527,337.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	527,337.
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	6,125.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	521,212.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				400,248.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	132,433.			
b From 2008	175,131.			
c From 2009	92,444.			
d From 2010	86,680.			
e From 2011	98,650.			
f Total of lines 3a through e	585,338.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	527,337.			
a Applied to 2011, 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 2012 distributable amount				400,248.
e Remaining amount distributed out of corpus	127,089.			
5 Excess distributions carryover applied to 2012 (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	712,427.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	132,433.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	579,994.			
10 Analysis of line 9:				
a Excess from 2008	175,131.			
b Excess from 2009	92,444.			
c Excess from 2010	86,680.			
d Excess from 2011	98,650.			
e Excess from 2012	127,089.			

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 11

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

NONE

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

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

a The name, address, and telephone number or e-mail 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)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
9 TO 5, NATIONAL ASSOCIATION OF WORKING WOMEN 655 BROADWAY, SUITE 800 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	7,500.
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.
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	3,500.
Total	SEE CONTINUATION SHEET(S)			437,550.
b Approved for future payment				
NONE				
Total				
				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

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

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

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

Table with 3 columns: Question, Yes, No. Contains questions 1, a, b, c, d regarding transfers and transactions with noncharitable exempt organizations.

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

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: [Signature] Date: [Date] Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes [] No

Table for Paid Preparer Use Only with fields for Print/Type preparer's name, Preparer's signature, Date, Firm's name, Firm's address, Firm's EIN, and Phone no.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	2,350 SHS PEABODY ENERGY CORP	P	05/24/05	01/09/12
b	775 SHS ESTEE LAUDER COS INC	P	08/19/04	01/25/12
c	1,500 SHS PROCTER & GAMBLE CO	P	10/12/04	01/27/12
d	500 SHS CARBO CERAMICS INC	P	04/11/11	02/15/12
e	2,000 SHS STRYKER CORP	P	09/11/03	02/15/12
f	250 SHS DICKS SPORTING GOODS INC	P	06/29/07	02/15/12
g	250 SHS NOVO NORDISK ADR	P	11/20/07	02/15/12
h	25 SHS GOOGLE INC	P	06/29/07	02/15/12
i	3,000 SHS AMERICA MOVIL SPON ADR	P	02/10/06	03/15/12
j	50 SHS GOOGLE INC	P	02/13/07	03/26/12
k	250 SHS PEPSICO INC	P	02/13/07	03/26/12
l	500 SHS PEPSICO INC	P	10/24/06	03/26/12
m	500 SHS ORACLE CORP	P	11/15/00	03/26/12
n	500 SHS DICKS SPORTING GOODS INC	P	06/29/07	03/26/12
o	100 SHS GOOGLE INC	P	10/11/06	04/13/12

(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	83,941.	49,932.	34,009.
b	45,514.	16,405.	29,109.
c	96,395.	80,498.	15,897.
d	43,865.	66,896.	<23,031.>
e	107,350.	74,094.	33,256.
f	11,203.	7,269.	3,934.
g	34,653.	15,838.	18,815.
h	15,252.	13,113.	2,139.
i	70,933.	50,208.	20,725.
j	32,256.	23,074.	9,182.
k	16,415.	15,935.	480.
l	32,831.	31,728.	1,103.
m	14,541.	14,562.	<21.>
n	24,770.	14,539.	10,231.
o	62,585.	42,809.	19,776.

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			34,009.
b			29,109.
c			15,897.
d			<23,031.>
e			33,256.
f			3,934.
g			18,815.
h			2,139.
i			20,725.
j			9,182.
k			480.
l			1,103.
m			<21.>
n			10,231.
o			19,776.

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 SHS GOOGLE INC	P	02/13/07	04/13/12
b	500 SHS WATERS CORP	P	01/25/11	04/25/12
c	750 SHS JOY GLOBAL INC	P	11/15/11	06/14/12
d	350 SHS JOY GLOBAL INC	P	03/05/12	06/14/12
e	50,000 WELLS FARGO & CO NTS 2.125%	P	11/06/09	06/15/12
f	225 SHS NIKE INC	P	08/15/00	06/27/12
g	1,100 SHS PETSMA RT INC	P	12/07/05	06/27/12
h	200 SHS PETSMA RT INC	P	08/05/08	06/27/12
i	100,000 FEDERAL FARM CR BKS NTS 4.375%	P	12/15/05	07/13/12
j	500 SHS WALGREEN CO	P	07/11/00	07/19/12
k	1,000 SHS WALGREEN CO	P	12/04/01	07/19/12
l	1,000 SHS WALGREEN CO	P	12/04/02	07/19/12
m	250 SHS WALGREEN CO	P	02/02/10	07/19/12
n	2,000 SHS DONALDSON INC	P	04/16/02	07/24/12
o	200 SHS NOVO NORDISK ADR	P	10/16/07	08/03/12

(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	31,293.	23,074.	8,219.
b	41,547.	39,171.	2,376.
c	41,737.	64,497.	<22,760.>
d	19,477.	28,759.	<9,282.>
e	50,000.	51,042.	<1,042.>
f	22,020.	5,217.	16,803.
g	71,904.	26,402.	45,502.
h	13,073.	4,850.	8,223.
i	100,000.	97,568.	2,432.
j	17,110.	16,655.	455.
k	34,221.	32,860.	1,361.
l	34,221.	29,478.	4,743.
m	8,555.	9,163.	<608.>
n	65,018.	22,510.	42,508.
o	31,084.	11,792.	19,292.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			8,219.
b			2,376.
c			<22,760.>
d			<9,282.>
e			<1,042.>
f			16,803.
g			45,502.
h			8,223.
i			2,432.
j			455.
k			1,361.
l			4,743.
m			<608.>
n			42,508.
o			19,292.

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 250 SHS NOVO NORDISK ADR	P	11/20/07	08/03/12
b 1,500 SHS AUTODESK INC	P	09/08/04	08/22/12
c 1,000 SHS AUTODESK INC	P	10/19/04	08/22/12
d 50,000 WELLS FARGO & CO NTS 5.125%	P	10/26/05	09/01/12
e 275 SHS UNION PACIFIC CORP	P	06/02/10	09/21/12
f 850 SHS O'REILLY AUTOMOTIVE INC	P	12/23/03	10/16/12
g 1,000 SHS OCCIDENTAL PETROLEUM CORP	P	08/05/10	11/14/12
h 500 SHS OCCIDENTAL PETROLEUM CORP	P	10/05/10	11/14/12
i 50,000 CAMPBELL SOUP CO NTS 5.000%	P	10/12/05	12/03/12
j 125 SHS US BANCORP	P	04/13/10	12/07/12
k 125 SHS US BANCORP DEL	P	10/05/10	12/07/12
l 250 SHS ABBOTT LABS	P	07/11/00	12/07/12
m 500 SHS EMERSON ELECTRIC CO	P	06/13/00	12/07/12
n 250 SHS COACH INC	P	11/18/08	12/19/12
o 1,000 SHS PRUDENTIAL FINANCIAL INC	P	10/05/10	12/19/12

(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 38,855.		15,838.	23,017.
b 52,903.		33,627.	19,276.
c 35,269.		25,152.	10,117.
d 50,000.		50,438.	<438.>
e 33,055.		19,783.	13,272.
f 69,820.		16,581.	53,239.
g 74,824.		77,526.	<2,702.>
h 37,412.		41,271.	<3,859.>
i 50,000.		50,340.	<340.>
j 3,996.		3,429.	567.
k 3,996.		2,801.	1,195.
l 16,390.		10,057.	6,333.
m 25,379.		15,062.	10,317.
n 14,811.		3,730.	11,081.
o 53,471.		53,942.	<471.>

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			23,017.
b			19,276.
c			10,117.
d			<438.>
e			13,272.
f			53,239.
g			<2,702.>
h			<3,859.>
i			<340.>
j			567.
k			1,195.
l			6,333.
m			10,317.
n			11,081.
o			<471.>

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 COACH INC	P	06/02/10	12/19/12
b	500 SHS PRUDENTIAL FINANCIAL INC	P	11/29/10	12/19/12
c	500 SHS PRUDENTIAL FINANCIAL INC	P	01/25/11	12/19/12
d	CAPITAL GAINS DIVIDENDS			
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 29,622.		20,428.	9,194.
b 26,735.		25,472.	1,263.
c 26,735.		30,595.	<3,860.>
d 1,718.			1,718.
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			9,194.
b			1,263.
c			<3,860.>
d			1,718.
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	442,745.
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
BISC FOUNDATION 1825 K STREET NW, SUITE 411 WASHINGTON, DC 20006	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
BOULDER COMMUNITY HOSPITAL FOUNDATION P.O. BOX 9019 BOULDER, CO 80301	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - RED LIPSTICK FUND	4,000.
BOULDER COMMUNITY HOUSING CORPORATION P.O. BOX 471 BOULDER, CO 80306	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - CASA DE LA ESPERANZA	3,000.
BOULDER CONCERT HALL 375 16TH STREET BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
BOULDER COUNTY PUBLIC HEALTH 3450 BROADWAY BOULDER, CO 80304	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - OASOS	5,000.
BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER, CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	12,450.
CAL-WOOD EDUCATION CENTER P.O. BOX 347 JAMESTOWN, CO 80455	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON, DC 20009	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - WOMEN OF WDN	500.
CHINOOK FUND 2465 SHERIDAN STREET DENVER, CO 80214	N/A	PUBLIC CHARITY	OPERATING SUPPORT	250.
CITIZENS FOR RESPONSIBILITY AND ETHICS IN WASHINGTON 1400 I STREET NW, SUITE 450 WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COLORADO ETHICS WATCH	2,500.
Total from continuation sheets				420,050.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLORADO CENTER ON LAW AND POLICY 789 SHERMAN STREET, SUITE 300 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	7,500.
COLORADO CIVIC ENGAGEMENT ROUNDTABLE P.O. BOX 1620 DENVER, CO 80201	N/A	PUBLIC CHARITY	OPERATING SUPPORT; PROGRAM SUPPORT - COLORADO DONOR ALLIANCE	26,500.
COLORADO CONSERVATION VOTERS EDUCATION FUND 1536 WYNKOOP STREET, SUITE 4C DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	6,500.
COLORADO CRIMINAL JUSTICE REFORM COALITION 1212 MARIPOSA STREET, SUITE 6 DENVER, CO 80204	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,500.
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	3,750.
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	10,000.
COLORADO PROGRESSIVE COALITION 1029 SANTA FE DRIVE DENVER, CO 80204	N/A	PUBLIC CHARITY	OPERATING SUPPORT	7,500.
COLORADO PUBLIC TELEVISION 2900 WELTON STREET DENVER, CO 80205	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COLORADO PUBLIC NEWS	10,000.
COLORADO SYMPHONY ASSOCIATION 1000 14TH STREET, UNIT 15 DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	7,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMON CAUSE EDUCATION FUND 1536 WYNKOOP STREET, SUITE 102 DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
COMPANEROS 1022 1/2 MAIN AVENUE DURANGO, CO 81301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
COTTONWOOD INSTITUTE P.O. BOX 7067 DENVER, CO 80207	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
EL CENTRO HUMANITARIO PARA LOS TRABAJADORES 2260 CALIFORNIA STREET DENVER, CO 80205	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
FREE PRESS 40 MAIN STREET, SUITE 301 FLORENCE, MA 01062	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - NCMR 2013	5,000.
FRESC 140 SHERIDAN BOULEVARD DENVER, CO 80226	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
GLOBAL DOWN SYNDROME FOUNDATION 3300 EAST FIRST AVENUE, SUITE 390 DENVER, CO 80206	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - "BE BEAUTIFUL, BE YOURSELF" EVENT	5,000.
GREAT EDUCATION COLORADO FUND 1600 DOWNING STREET, SUITE 100 DENVER, CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
HISPANIC AFFAIRS PROJECT 300 N. CASCADE AVENUE, SUITE C-4 MONTROSE, CO 81401	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
I HAVE A DREAM FOUNDATION 3012 STERLING CIRCLE, SUITE 200 BOULDER, CO 80301	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - BROADWAY BOOKS FUND	600.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
IMMIGRANT LEGAL CENTER OF BOULDER COUNTY 948 NORTH STREET, SUITE 8 BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
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	3,000.
KGNU COMMUNITY RADIO 4700 WALNUT STREET BOULDER, CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
LIDA PROJECT 2701 LAWRENCE STREET DENVER, CO 80205	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - "RED HOT PATRIOT" PLAY	1,000.
MEDICINE ARM-IN-ARM 496 PASEO DEL DESCANSO SANTA BARBARA, CA 93105	N/A	PUBLIC CHARITY	OPERATING SUPPORT	500.
MESA - MOVING TO END SEXUAL ASSAULT 1333 IRIS AVENUE BOULDER, CO 80304	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
METRO ORGANIZATIONS FOR PEOPLE 1980 DAHLIA STREET DENVER, CO 80220	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
MILE HIGH MONTESSORI 1780 MARION STREET DENVER, CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	4,500.
MOTUS THEATER 4519 8TH STREET, UNIT C BOULDER, CO 80304	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NARAL PRO-CHOICE COLORADO FOUNDATION 1905 SHERMAN STREET, SUITE 800 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
NETWORK FOR GOOD 15 HILLSDALE ROAD LAWRENCEVILLE, NJ 08648	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - JOURNALISM AND WOMEN SYMPOSIUM	500.
NEW ERA COLORADO FOUNDATION P.O. BOX 4274 BOULDER, CO 80306	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
ONE COLORADO EDUCATION FUND 1245 E. COLFAX AVENUE, SUITE 204 DENVER, CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
OPEN MEDIA FOUNDATION 700 KALAMATH STREET DENVER, CO 80204	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
OUR CENTER 303 ATWOOD STREET LONGMONT, CO 80501	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
OUT BOULDER P.O. BOX 1018 BOULDER, CO 80306	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E. 38TH AVENUE DENVER, CO 80207	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - LONGMONT HEALTH CENTER	6,000.
PROGRESSNOW EDUCATION 1536 WYNKOOP STREET, SUITE 4A DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	13,000.
PUBLIC EDUCATION & BUSINESS COALITION 1244 GRANT STREET DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RIGHTS FOR ALL PEOPLE / DERECHOS PARA TODOS 1400 DAYTON STREET AURORA, CO 80010	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
ROBERT GOLTEN SPECIAL NEEDS FUND 2855 VALMONT ROAD BOULDER, CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	4,500.
ROCKY MOUNTAIN PBS 1089 BANNOCK STREET DENVER, CO 80204	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - ROCKY MOUNTAIN INVESTIGATIVE NEWS NETWORK (I-NEWS)	15,000.
SAFE SHELTER OF ST. VRAIN VALLEY P.O. BOX 231 LONGMONT, CO 80502	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
SECOND WIND FUND OF BOULDER COUNTY P.O. BOX 18776 BOULDER, CO 80305	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
THE BELL POLICY CENTER 1905 SHERMAN STREET, SUITE 900 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	65,000.
THE COMMUNITY FOUNDATION SERVING BOULDER COUNTY 1123 SPRUCE STREET BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT; PROGRAM SUPPORT - COMMUNITY TRUST, MILAGROS FUND, SHOEMAKER FUND	26,000.
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 WHITE HOUSE PROJECT 424 WEST 33RD STREET, 8TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
UNIVERSITY OF COLORADO FOUNDATION (BOULDER) 914 BROADWAY, 95 UCB BOULDER, CO 80309	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - VARIOUS PROGRAMS	33,500.
UNIVERSITY OF COLORADO FOUNDATION (DENVER) 1380 LAWRENCE STREET, SUITE 1325 DENVER, CO 80204	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - HEALTH POLICY SOLUTIONS	5,000.
UNIVERSITY OF WISCONSIN FOUNDATION U.S. BANK LOCKBOX, BOX 78807 MILWAUKEE, WI 53278	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COWS PROJECT	1,000.
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	1,000.
WOMEN'S WILDERNESS INSTITUTE 1501 LEE HILL DRIVE, UNIT 16 BOULDER, CO 80304	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
WORKING AMERICA EDUCATION FUND 815 SIXTEENTH STREET NW, 5TH FLOOR WASHINGTON, DC 20006	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
YMCA OF BOULDER VALLEY 2800 DAGNY WAY LAFAYETTE, CO 80026	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
FIRST WESTERN TRUST BANK	224.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	224.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON, N.A.	46,948.	0.	46,948.
BNY MELLON, N.A.	172,506.	1,718.	170,788.
INTERPUBLIC GROUP	15.	0.	15.
TOTAL TO FM 990-PF, PART I, LN 4	219,469.	1,718.	217,751.

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	4,420.	442.		3,536.
TO FORM 990-PF, PG 1, LN 16B	4,420.	442.		3,536.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	36,206.	36,206.		0.
CONSULTING	281.	28.		225.
TO FORM 990-PF, PG 1, LN 16C	36,487.	36,234.		225.

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	847.	847.		0.
2011 FORM 990-PF BALANCE DUE	2,974.	0.		0.
2012 FORM 990-PF TAX DEPOSITS	5,120.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,941.	847.		0.

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 WORKMEN'S COMPENSATION INSURANCE	2,358.	236.		1,886.
OFFICE EXPENSE	2,194.	219.		1,755.
POSTAGE AND SHIPPING	552.	55.		442.
PROFESSIONAL DEVELOPMENT	94.	9.		75.
PARKING	50.	5.		40.
INTERNET AND WEBSITE	1,925.	193.		1,540.
TO FORM 990-PF, PG 1, LN 23	7,538.	754.		6,030.

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	135,042.	135,042.
2,000 SHS ECOLAB INC	143,800.	143,800.
3,000 SHS DONALDSON CO INC	98,520.	98,520.
2,000 SHS EMERSON ELECTRIC COMPANY	105,920.	105,920.
2,050 SHS NIKE INC	105,780.	105,780.
1,150 SHS O'REILLY AUTOMOTIVE INC	102,833.	102,833.
1,900 SHS PETSMART INC	129,846.	129,846.
2,225 SHS ESTEE LAUDER COMPANIES INC	133,188.	133,188.
1,525 SHS SCHLUMBERGER LTD	105,680.	105,680.
3,150 SHS WELLS FARGO & COMPANY	107,667.	107,667.

2,000	SHS ABBOTT LABORATORIES	131,000.	131,000.
5,600	SHS CISCO SYSTEMS INC	110,037.	110,037.
3,000	SHS EMC CORP	75,900.	75,900.
1,900	SHS ISHARES RUSSELL 2000 VALUE FUND	143,469.	143,469.
1,000	SHS PEPSICO INC	68,430.	68,430.
1,750	SHS T ROWE PRICE GROUP INC	113,955.	113,955.
3,000	SHS DICKS SPORTING GOODS INC	136,470.	136,470.
6,500	SHS ISHARES MSCI EMERGING MKTS INDEX FD	288,275.	288,275.
800	SHS NOVO NORDISK ADR	130,568.	130,568.
550	SHS APPLE INC	292,695.	292,695.
1,850	SHS NATIONAL OILWELL VARCO INC	126,448.	126,448.
750	SHS COACH INC	41,632.	41,632.
2,250	SHS ACCENTURE PLC	149,625.	149,625.
2,000	SHS AMPHENOL CORP	129,400.	129,400.
3,875	SHS US BANCORP	123,768.	123,768.
3,000	SHS WISDOMTREE EQUITY INCOME FUND	137,399.	137,399.
3,375	SHS JPMORGAN CHASE & CO	148,396.	148,396.
2,000	SHS WISDOMTREE EMERGING MARKETS SMALLCAP	98,880.	98,880.
1,000	SHS WATERS CORP	87,120.	87,120.
1,025	SHS UNION PACIFIC CORP	128,863.	128,863.
1,500	SHS PRAXAIR INC	164,175.	164,175.
4,200	SHS AT&T INC	141,582.	141,582.
1,000	SHS BAXTER INTERNATIONAL INC	66,660.	66,660.
1,000	SHS CHEVRON CORPORATION	108,140.	108,140.
600	SHS COSTCO WHOLESALE CORP	59,238.	59,238.
2,000	SHS HONEYWELL INTL INC	126,940.	126,940.
715	SHS IBM CORPORATION	136,958.	136,958.
1,750	SHS JOHNSON & JOHNSON	122,675.	122,675.
5,000	SHS ORACLE CORP	166,600.	166,600.
2,000	SHS QUALCOMM INC	123,719.	123,719.
1,750	SHS TARGET CORP	103,547.	103,547.
3,000	SHS HORMEL FOODS CORP	93,630.	93,630.
10,000	SHS ALERIAN MLP ETF	159,500.	159,500.
2,500	SHS IQ HEDGE MULTI-STRATEGY TRACKER ETF	69,525.	69,525.
2,500	SHS IQ ARB GLOBAL RESOURCES ETF	76,050.	76,050.
1,875	SHS ENSCO PLC	111,150.	111,150.
1,700	SHS BEAM INC	103,853.	103,853.
1,000	SHS CAPITAL ONE FINANCIAL CORPORATION	57,930.	57,930.
2,000	SHS DISCOVER FINANCIAL SERVICES	77,100.	77,100.
450	SHS GRAINGER W W INC	91,067.	91,067.
2,500	SHS MARATHON OIL CORP	76,650.	76,650.
225	SHS MASTERCARD INC	110,538.	110,538.
1,000	SHS PERRIGO CO	104,030.	104,030.
1,700	SHS THE TRAVELERES COMPANIES INC	122,094.	122,094.
2,000	SHS CHURCH & DWIGHT INC	107,140.	107,140.
13,546	SHS FIDELITY ADVISOR REAL ESTATE INCOME	154,015.	154,015.
TOTAL TO FORM 990-PF, PART II, LINE 10B		6,665,112.	6,665,112.

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50,000 GENERAL ELEC CAP CORP NTS 1.875%	50,493.	50,493.
50,000 CISCO SYSTEMS INC NTS 5.500%	57,153.	57,153.
50,000 BOEING CO NTS 5.125%	50,276.	50,276.
50,000 PROCTER & GAMBLE CO NTS 4.950%	53,703.	53,703.
50,000 BRISTOL MYERS SQUIBB CO NTS 5.250%	51,499.	51,499.
50,000 AMERICAN EXPRESS CO NTS 6.150%	60,248.	60,248.
50,000 COSTCO WHOLESALE CORP NTS 5.500%	58,946.	58,946.
50,000 CONOCOPHILLIPS NTS 5.200%	59,175.	59,175.
50,000 JOHNSON & JOHNSON NTS 5.150%	60,674.	60,674.
50,000 IBM CORP NTS 2.100%	50,312.	50,312.
50,000 HEWLETT PACKARD CO NTS 4.750%	52,120.	52,120.
50,000 WYETH NTS 5.450%	59,072.	59,072.
50,000 AMGEN INC NTS 3.450%	53,521.	53,521.
50,000 US BANCORP NTS 3.150%	52,691.	52,691.
50,000 CATERPILLAR FINANCIAL NTS 2.750%	52,371.	52,371.
50,000 AT&T INC NTS 2.500%	52,129.	52,129.
50,000 MORGAN STANLEY NTS 3.450%	52,095.	52,095.
50,000 AMAZON.COM INC NTS 1.200%	49,725.	49,725.
50,000 ZIONS BANCORP NTS 3.400%	49,662.	49,662.
48,168 SHS T ROWE PRICE HIGH YIELD FUND	336,211.	336,211.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,362,076.	1,362,076.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 9

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

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LINDA J. SHOEMAKER 1123 SPRUCE STREET BOULDER, CO 80302-4001	PRESIDENT AND TRUSTEE 20.00	0.	0.	0.
STEPHEN M. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001	CHAIRMAN AND TRUSTEE 2.00	0.	0.	0.
MICHAEL BREWER 1123 SPRUCE STREET BOULDER, CO 80302-4001	EXECUTIVE DIRECTOR 40.00	57,318.	6,070.	0.
MATTHEW S. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001	TRUSTEE 1.00	0.	0.	0.
EMILY P. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>57,318.</u>	<u>6,070.</u>	<u>0.</u>

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

NAME OF MANAGER

LINDA J. SHOEMAKER
STEPHEN M. BRETT

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE BRETT FAMILY FOUNDATION
1123 SPRUCE STREET
BOULDER, CO 80302

E-MAIL: INFO@BRETTFOUNDATION.ORG

TELEPHONE NUMBER

(303) 442-1200

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

FORM 990-PF

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

STATEMENT 13

RESTRICTIONS AND LIMITATIONS ON AWARDS

GROUPS THAT ARE TAX-EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE
CODE.

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

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

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

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

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

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

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

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

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 2012	17	102.
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 2012 Tax Year Using the General Depreciation System

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

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	102.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

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

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No		24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> 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
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:								
	:	:	%					
	:	:	%					
	:	:	%					
27 Property used 50% or less in a qualified business use:								
	:	:	%			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.

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

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

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

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

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

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year:					
	:				
	:				
43 Amortization of costs that began before your 2012 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44