

Return of Private Foundation

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

2014

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990.

Open to Public Inspection

For calendar year 2014 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 or province, country, and ZIP or foreign postal 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) \$ 9,293,946. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small> | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | | | N/A | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | 53. | 53. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 188,426. | 188,426. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | | 383,067. | | |
| | b Gross sales price for all assets on line 6a | 2,640,854. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 383,067. | | |
| | 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 | | 571,546. | 571,546. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 30,000. | 3,000. | | 24,000. |
| | 14 Other employee salaries and wages | 31,759. | 3,176. | | 25,407. |
| | 15 Pension plans, employee benefits | 3,985. | 399. | | 3,188. |
| | 16a Legal fees | | | | |
| | b Accounting fees | 4,440. | 444. | | 3,552. |
| | c Other professional fees | 41,707. | 40,933. | | 688. |
| | 17 Interest | 41. | 4. | | 33. |
| | 18 Taxes | 26,159. | 616. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | 4,776. | 420. | | 3,821. |
| | 22 Printing and publications | 30. | 3. | | 24. |
| | 23 Other expenses | 5,471. | 548. | | 4,377. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 148,368. | 49,543. | | 65,090. |
| | 25 Contributions, gifts, grants paid | 513,150. | | | 513,150. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 661,518. | 49,543. | | 578,240. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | <89,972.> | | | | |
| b Net investment income (if negative, enter -0-) | | 522,003. | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |

| Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small> | | Beginning of year | End of year | |
|---|--|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 21,991. | | |
| | 2 Savings and temporary cash investments | 412,453. | 334,593. | 334,593. |
| | 3 Accounts receivable | | | |
| | Less: allowance for doubtful accounts | | | |
| | 4 Pledges receivable | | | |
| | Less: allowance for doubtful accounts | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable | | | |
| | Less: allowance for doubtful accounts | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock STMT 7 | 7,670,494. | 7,815,399. | 7,815,399. |
| | c Investments - corporate bonds STMT 8 | 1,141,506. | 1,143,954. | 1,143,954. |
| | 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 64,223. | | | | |
| 15 Other assets (describe) | | | | |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 9,246,444. | 9,293,946. | 9,293,946. | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe) | | | |
| 23 Total liabilities (add lines 17 through 22) | 0. | 0. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 9,246,444. | 9,293,946. | |
| | 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 | 9,246,444. | 9,293,946. | | |
| 31 Total liabilities and net assets/fund balances | 9,246,444. | 9,293,946. | | |

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 | 9,246,444. |
| 2 Enter amount from Part I, line 27a | 2 | <89,972.> |
| 3 Other increases not included in line 2 (itemize) UNREALIZED GAIN ON SECURITIES | 3 | 137,474. |
| 4 Add lines 1, 2, and 3 | 4 | 9,293,946. |
| 5 Decreases not included in line 2 (itemize) | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 9,293,946. |

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 | | | |
| | 2,640,854. | 2,257,787. | 383,067. |

| 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 | | | 383,067. |

| | | | |
|---|---|---|----------|
| 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 | 383,067. |
| 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)) |
|---|---------------------------------------|---|--|
| 2013 | 544,410. | 8,559,969. | .063600 |
| 2012 | 521,212. | 8,127,456. | .064130 |
| 2011 | 499,391. | 8,116,696. | .061526 |
| 2010 | 464,484. | 7,598,219. | .061131 |
| 2009 | 424,165. | 6,691,013. | .063393 |

| | | | |
|---|--|---|------------|
| 2 | Total of line 1, column (d) | 2 | .313780 |
| 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 | .062756 |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | 4 | 9,072,189. |
| 5 | Multiply line 4 by line 3 | 5 | 569,334. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 5,220. |
| 7 | Add lines 5 and 6 | 7 | 574,554. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 578,240. |

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 | 5,220. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 5,220. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 5,220. |
| 6 Credits/Payments: | | | |
| a 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a | 15,880. | |
| 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 | 15,880. | |
| 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 | 10,660. | |
| 11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 10,660. Refunded <input type="checkbox"/> | 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 the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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 checked="" 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 2014 or the taxable year beginning in 2014 (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? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.BRETTFOUNDATION.ORG
14 The books are in care of LINDA J. SHOEMAKER, PRESIDENT Telephone no. (303) 442-1200
Located at 1123 SPRUCE STREET, BOULDER, CO ZIP+4 80302-4001
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2014, 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? Yes No X

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

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

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? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes 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)? Yes X 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.) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
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 2014? 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes X 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? Yes X No
b If "Yes," did it have excess business holdings in 2014 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 2014.) 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 2014? 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 4945(d)(4)(A)? (see instructions) 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 **N/A**
 Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

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

| | | |
|----|--|---|
| | | |
| 5b | | |
| 6b | | X |
| 7b | | |

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 9 | | 30,000. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|-----------|
| 1 N/A | |
| 2 | |
| 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 | 8,977,759. |
| b | Average of monthly cash balances | 1b | 232,585. |
| c | Fair market value of all other assets | 1c | 0. |
| d | Total (add lines 1a, b, and c) | 1d | 9,210,344. |
| 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 | 9,210,344. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 138,155. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 9,072,189. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 453,609. |

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 | 453,609. |
| 2a | Tax on investment income for 2014 from Part VI, line 5 | 2a | 5,220. |
| b | Income tax for 2014. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 5,220. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 448,389. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 448,389. |
| 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 | 448,389. |

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 | 578,240. |
| 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 | 578,240. |
| 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 | 5,220. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 573,020. |

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 2013 | (c) 2013 | (d) 2014 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7 | | | | 448,389. |
| 2 Undistributed income, if any, as of the end of 2014: | | | | |
| a Enter amount for 2013 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2014: | | | | |
| a From 2009 | 92,444. | | | |
| b From 2010 | 86,680. | | | |
| c From 2011 | 98,650. | | | |
| d From 2012 | 127,089. | | | |
| e From 2013 | 132,275. | | | |
| f Total of lines 3a through e | 537,138. | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ | 578,240. | | | |
| a Applied to 2013, 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 2014 distributable amount | | | | 448,389. |
| e Remaining amount distributed out of corpus | 129,851. | | | |
| 5 Excess distributions carryover applied to 2014 (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 | 666,989. | | | |
| 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 2013. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 | 92,444. | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 574,545. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2010 | 86,680. | | | |
| b Excess from 2011 | 98,650. | | | |
| c Excess from 2012 | 127,089. | | | |
| d Excess from 2013 | 132,275. | | | |
| e Excess from 2014 | 129,851. | | | |

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 2014, 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)

Table with 5 columns: (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include: 2 a Enter the lesser of the adjusted net income...; 2 b 85% of line 2a; 2 c Qualifying distributions from Part XII...; 2 d Amounts included in line 2c not used directly for active conduct of exempt activities; 2 e Qualifying distributions made directly for active conduct of exempt activities; 3 Complete 3a, b, or c for the alternative test relied upon; 3 a "Assets" alternative test - enter: (1) Value of all assets; (2) Value of assets qualifying under section 4942(j)(3)(B)(i); 3 b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed; 3 c "Support" alternative test - enter: (1) Total support other than gross investment income; (2) Support from general public and 5 or more exempt organizations; (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 10

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed SEE STATEMENT 12

SEE STATEMENT 11

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 | 5,000. |
| AFRICAN AMERICAN CIVIC ENGAGEMENT INITIATIVE 1624 MARKET STREET, SUITE 475 DENVER, CO 80202 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW, 2ND FLOOR WASHINGTON, DC 20036 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 1,000. |
| ALTERNATIVES FOR YOUTH 24 9TH AVENUE LONGMONT, CO 80501 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| ASPEN JOURNALISM 1280 UTE AVENUE, SUITE 4 ASPEN, CO 81611 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| Total | SEE CONTINUATION SHEET(S) | | | 513,150. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| Total | | | | 0. |

BRETT FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|----|---|--|--------------------------------------|----------------------------------|
| 1a | 1,000 SHS FIRST REP BK SAN FRANCISCO | P | 02/03/14 | 08/28/14 |
| b | 500 SHS YAHOO INC | P | 09/26/13 | 09/26/14 |
| c | 2,958.600 SHS PRICE T ROWE HIGH YIELD FUND | P | 04/15/11 | 09/26/14 |
| d | 567.493 SHS PRICE T ROWE HIGH YIELD FUND | P | 02/22/12 | 09/26/14 |
| e | 1,500 SHS YAHOO INC | P | 09/26/13 | 10/03/14 |
| f | 900 SHS OCEANEERING INTL INC | P | 06/25/13 | 10/30/14 |
| g | 1,000 SHS BAXTER INTL INC | P | 07/07/11 | 10/30/14 |
| h | 650 SHS BAXTER INTL INC | P | 05/24/13 | 10/30/14 |
| i | 150 SHS AMAZON.COM INC | P | 02/03/14 | 10/31/14 |
| j | 225 SHS AMAZON.COM INC | P | 03/13/14 | 10/31/14 |
| k | 1,400 SHS F M C CORP | P | 03/07/13 | 11/18/14 |
| l | 1,500 SHS QUALCOMM INC | P | 04/11/11 | 11/18/14 |
| m | 450 SHS F M C CORP | P | 04/19/13 | 11/18/14 |
| n | 300 SHS QUALCOMM INC | P | 11/03/11 | 11/18/14 |
| o | 500 SHS ISHARES RUSSELL 2000 VALUE FUND | P | 06/15/04 | 12/19/14 |

| | (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 | 48,459. | | 47,689. | 770. |
| b | 19,490. | | 16,429. | 3,061. |
| c | 20,977. | | 20,562. | 415. |
| d | 4,024. | | 3,825. | 199. |
| e | 61,550. | | 49,286. | 12,264. |
| f | 59,218. | | 64,204. | <4,986.> |
| g | 69,703. | | 61,253. | 8,450. |
| h | 45,307. | | 46,643. | <1,336.> |
| i | 45,461. | | 52,177. | <6,716.> |
| j | 68,192. | | 85,553. | <17,361.> |
| k | 79,039. | | 85,954. | <6,915.> |
| l | 106,208. | | 80,825. | 25,383. |
| m | 25,405. | | 26,068. | <663.> |
| n | 21,242. | | 16,726. | 4,516. |
| o | 50,344. | | 27,460. | 22,884. |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (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 | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 770. |
| b | | | 3,061. |
| c | | | 415. |
| d | | | 199. |
| e | | | 12,264. |
| f | | | <4,986.> |
| g | | | 8,450. |
| h | | | <1,336.> |
| i | | | <6,716.> |
| j | | | <17,361.> |
| k | | | <6,915.> |
| l | | | 25,383. |
| m | | | <663.> |
| n | | | 4,516. |
| o | | | 22,884. |

| | | |
|---|---|---|
| 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 |

BRETT FAMILY FOUNDATION

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 | 225 SHS LAUDER ESTEE COS INC | P | 08/19/04 | 12/19/14 |
| b | 2,500 SHS MARATHON OIL CORP | P | 12/19/12 | 12/19/14 |
| c | 1,500 SHS ALERIAN MLP ETF | P | 02/15/12 | 12/19/14 |
| d | 750 SHS MARATHON OIL CORP | P | 01/24/13 | 12/19/14 |
| e | 1,000 SHS ANADARKO PETROLEUM CORP | P | 05/14/14 | 12/30/14 |
| f | 600.384 SHS BROADVIEW OPPORTUNITY FUND | P | 10/11/13 | 12/31/14 |
| g | 1,841.395 SHS BROADVIEW OPPORUNITY FUND | P | 06/19/14 | 12/31/14 |
| h | 1,257.862 SHS BROADVIEW OPPORTUNITY FUND | P | 12/19/13 | 12/31/14 |
| i | 2,976.191 SHS OPPENHEIMER SR FLOATING RATE FUND | P | 07/18/14 | 12/31/14 |
| j | 5,966.587 SHS OPPENHEIMER SR FLOATING RATE FUND | P | 08/08/13 | 12/31/14 |
| k | 5,988.024 SHS OPPENHEIMER SR FLOATING RATE FUND | P | 10/16/13 | 12/31/14 |
| l | 5,995.204 SHS OPPENHEIMER SR FLOATING RATE FUND | P | 08/28/14 | 12/31/14 |
| m | 1,261.989 SHS OPPENHEIMER DEVELOPING MKTS FUND | P | 06/19/14 | 12/31/14 |
| n | 21.525 SHS OPPENHEIMER DEVELOPING MKTS FUND | P | 01/25/13 | 12/31/14 |
| o | 1,275 SHS BEAM INC | P | 08/02/12 | 02/03/14 |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|-----------------------|--|---|--|
| a | 17,108. | | 4,763. | 12,345. |
| b | 68,379. | | 78,633. | <10,254.> |
| c | 25,784. | | 22,031. | 3,753. |
| d | 20,514. | | 25,465. | <4,951.> |
| e | 83,598. | | 101,702. | <18,104.> |
| f | 22,268. | | 25,000. | <2,732.> |
| g | 68,297. | | 75,000. | <6,703.> |
| h | 46,654. | | 50,000. | <3,346.> |
| i | 24,077. | | 25,000. | <923.> |
| j | 48,270. | | 50,000. | <1,730.> |
| k | 48,443. | | 50,000. | <1,557.> |
| l | 48,501. | | 50,000. | <1,499.> |
| m | 44,245. | | 50,000. | <5,755.> |
| n | 755. | | 773. | <18.> |
| o | 106,098. | | 77,930. | 28,168. |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (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 | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 12,345. |
| b | | | <10,254.> |
| c | | | 3,753. |
| d | | | <4,951.> |
| e | | | <18,104.> |
| f | | | <2,732.> |
| g | | | <6,703.> |
| h | | | <3,346.> |
| i | | | <923.> |
| j | | | <1,730.> |
| k | | | <1,557.> |
| l | | | <1,499.> |
| m | | | <5,755.> |
| n | | | <18.> |
| o | | | 28,168. |

| | |
|---|---|
| 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 |

BRETT FAMILY FOUNDATION

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 PEPSICO INC | P | 10/24/06 | 02/03/14 |
| b | 2,500 SHS MATTEL INC | P | 05/07/13 | 02/03/14 |
| c | 2,000 SHS AT&T INC | P | 04/11/11 | 02/03/14 |
| d | 425 SHS BEAM INC | P | 09/11/12 | 02/03/14 |
| e | 500 SHS PEPSICO INC | P | 11/21/06 | 02/03/14 |
| f | 1,000 SHS AT&T INC | P | 08/03/11 | 02/03/14 |
| g | 1,200 SHS AT&T INC | P | 03/15/12 | 02/03/14 |
| h | 2,500 SHS CISCO SYSTEMS INC | P | 03/13/01 | 03/13/14 |
| i | 1,000 SHS CISCO SYSTEMS INC | P | 05/02/03 | 03/13/14 |
| j | 1,100 SHS CISCO SYSTEMS INC | P | 01/25/12 | 03/13/14 |
| k | 750 SHS WATERS CORP | P | 06/23/10 | 05/07/14 |
| l | 175 SHS ACCENTURE PLC | P | 06/10/08 | 05/07/14 |
| m | 250 SHS WATERS CORP | P | 01/25/11 | 05/07/14 |
| n | 500 SHS ACCENTURE PLC | P | 08/05/08 | 05/07/14 |
| o | 500 SHS ECOLAB INC | P | 04/29/03 | 05/14/14 |

| | (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 | 39,550. | | 31,728. | 7,822. |
| b | 90,225. | | 112,224. | <21,999.> |
| c | 64,294. | | 61,686. | 2,608. |
| d | 35,366. | | 25,717. | 9,649. |
| e | 39,550. | | 31,337. | 8,213. |
| f | 32,147. | | 29,145. | 3,002. |
| g | 38,576. | | 37,952. | 624. |
| h | 54,064. | | 50,781. | 3,283. |
| i | 21,625. | | 15,350. | 6,275. |
| j | 23,788. | | 21,878. | 1,910. |
| k | 76,443. | | 52,527. | 23,916. |
| l | 13,627. | | 6,865. | 6,762. |
| m | 25,481. | | 19,585. | 5,896. |
| n | 38,934. | | 20,579. | 18,355. |
| o | 53,196. | | 12,795. | 40,401. |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (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 | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 7,822. |
| b | | | <21,999.> |
| c | | | 2,608. |
| d | | | 9,649. |
| e | | | 8,213. |
| f | | | 3,002. |
| g | | | 624. |
| h | | | 3,283. |
| i | | | 6,275. |
| j | | | 1,910. |
| k | | | 23,916. |
| l | | | 6,762. |
| m | | | 5,896. |
| n | | | 18,355. |
| o | | | 40,401. |

| | | |
|---|---|--|
| 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 | |

BRETT FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|----|---|--|--------------------------------------|----------------------------------|
| 1a | 1,000 SHS EMERSON ELECTRIC CO | P | 02/16/00 | 05/14/14 |
| b | 50,000 HEWLETT PACKARD CO NTS 4.750% | P | 03/10/09 | 06/02/14 |
| c | 750 SHS ISHARES MSCI EMG MKTS ETF | P | 04/03/07 | 06/16/14 |
| d | 450 SHS ISHARES MSCI EMG MKTS ETF | P | 03/31/09 | 06/16/14 |
| e | 1,500 SHS WISDOMTREE EQUITY INCOME FUND | P | 01/27/11 | 06/16/14 |
| f | 300 SHS WISDOMTREE EQUITY INCOME FUND | P | 10/12/10 | 06/16/14 |
| g | 1,000 SHS EMERSON ELECTRIC CO | P | 03/13/00 | 06/16/14 |
| h | 250 SHS ECOLAB INC | P | 04/29/03 | 06/16/14 |
| i | 1,000 SHS DICKS SPORTING GOODS INC | P | 07/24/07 | 06/19/14 |
| j | 16,000 AT&T INC NTS 2.500% | P | 02/23/11 | 07/15/14 |
| k | 50,000 PROCTER & GAMBLE CO NTS 4.950% | P | 04/10/06 | 08/15/14 |
| l | 1,000 SHS DICKS SPORTING GOODS INC | P | 08/05/08 | 08/22/14 |
| m | 300 SHS QUALCOMM INC | P | 08/08/13 | 08/22/14 |
| n | 200 SHS QUALCOMM INC | P | 11/03/11 | 08/22/14 |
| o | CAPITAL GAINS DIVIDENDS | | | |

| | (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 | 67,340. | | 24,311. | 43,029. |
| b | 50,000. | | 50,500. | <500.> |
| c | 32,455. | | 29,840. | 2,615. |
| d | 19,473. | | 11,221. | 8,252. |
| e | 87,917. | | 58,782. | 29,135. |
| f | 17,583. | | 11,343. | 6,240. |
| g | 66,389. | | 21,342. | 45,047. |
| h | 26,852. | | 6,397. | 20,455. |
| i | 44,491. | | 28,431. | 16,060. |
| j | 16,380. | | 15,912. | 468. |
| k | 50,000. | | 48,350. | 1,650. |
| l | 45,189. | | 19,187. | 26,002. |
| m | 23,081. | | 19,920. | 3,161. |
| n | 15,388. | | 11,151. | 4,237. |
| o | 33,840. | | | 33,840. |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (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 | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 43,029. |
| b | | | <500.> |
| c | | | 2,615. |
| d | | | 8,252. |
| e | | | 29,135. |
| f | | | 6,240. |
| g | | | 45,047. |
| h | | | 20,455. |
| i | | | 16,060. |
| j | | | 468. |
| k | | | 1,650. |
| l | | | 26,002. |
| m | | | 3,161. |
| n | | | 4,237. |
| o | | | 33,840. |

| | | | |
|---|---|---|----------|
| 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 | 383,067. |
| 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 |
|---|--|--------------------------------------|--|-----------------|
| BALLOT INITIATIVE STRATEGY CENTER (BISC) FOUNDATION 1825 K STREET NW, SUITE 411 WASHINGTON, DC 20006 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - COLORADO PROGRAMMING | 1,000. |
| BIENVENIDOS FOOD BANK P.O. BOX 11948 DENVER, CO 80211 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,000. |
| BIKE DENVER 1536 WYNKOOP STREET DENVER, CO 80202 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 1,000. |
| BOULDER COMMUNITY HOUSING AUTHORITY P.O. BOX 471 BOULDER, CO 80306 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - CASA DE LA ESPERANZA | 3,000. |
| BOULDER COUNTY PUBLIC HEALTH 3450 BROADWAY BOULDER, CO 80304 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - OASOS | 4,000. |
| BOULDER INTERNATIONAL FILM FESTIVAL 2338 BROADWAY BOULDER, CO 80304 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - YOUTH PAVILION | 1,000. |
| BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER, CO 80301 | N/A | PUBLIC CHARITY | OPERATING SUPPORT; EVENT SUPPORT; PROGRAM SUPPORT - ROBERT GOLTEN SPECIAL NEEDS FUND | 10,900. |
| CAL-WOOD EDUCATION CENTER P.O. BOX 347 JAMESTOWN, CO 80455 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| CHILDREN'S MUSEUM OF DENVER 2121 CHILDREN'S MUSEUM DRIVE DENVER, CO 80211 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - MUSEUM EXPANSION | 5,000. |
| CHINOOK FUND 1031 33RD STREET DENVER, CO 80205 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| Total from continuation sheets | | | | 496,150. |

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 |
|---|--|--------------------------------------|--|---------|
| CITIZENS FOR RESPONSIBILITY AND ETHICS IN WASHINGTON 409 7TH STREET NW, SUITE 300 WASHINGTON, DC 20004 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - COLORADO ETHICS WATCH | 7,500. |
| COLORADO CENTER ON LAW AND POLICY 789 SHERMAN STREET, SUITE 300 DENVER, CO 80203 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,000. |
| COLORADO CIVIC ENGAGEMENT ROUNDTABLE P.O. BOX 1620 DENVER, CO 80201 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 20,000. |
| COLORADO FISCAL INSTITUTE 1905 SHERMAN STREET, SUITE 225 DENVER, CO 80203 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| COLORADO FREEDOM OF INFORMATION COALITION 1120 LINCOLN STREET, SUITE 912 DENVER, CO 80203 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,500. |
| COLORADO IMMIGRANT RIGHTS COALITION (CIRC) 2525 WEST ALAMEDA AVENUE DENVER, CO 80219 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| COLORADO MUSIC FESTIVAL 200 E. BASELINE ROAD LAFAYETTE, CO 80026 | N/A | PUBLIC CHARITY | OPERATING SUPPORT; PROGRAM SUPPORT - ARTIST FUND SCHOLARSHIP | 4,500. |
| COLORADO NONPROFIT ASSOCIATION 789 SHERMAN STREET, SUITE 240 DENVER, CO 80203 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - COLORADO COLLABORATION AWARD | 500. |
| COLORADO NONPROFIT DEVELOPMENT CENTER 789 SHERMAN STREET, SUITE 250 DENVER, CO 80203 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - CHALKBEAT COLORADO, COLORADO PARTICIPATION PROJECT, FOCUS RE-ENTRY & WALK DENVER | 20,000. |
| COLORADO PROGRESSIVE COALITION 1029 SANTA FE DRIVE DENVER, CO 80204 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| 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 |
|--|--|--------------------------------------|---|--------|
| COLORADO STATE UNIVERSITY RESEARCH FOUNDATION 601 S. HOWES STREET, SUITE 410 FORT COLLINS, CO 80521 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - COLORADO FUTURES CENTER | 5,000. |
| COLORADO SYMPHONY ASSOCIATION 1000 14TH STREET, UNIT 15 DENVER, CO 80202 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 7,500. |
| COLORADO YOUTH FOR A CHANGE 2931 WEST 25TH AVENUE, SUITE 201 DENVER, CO 80211 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| COMMON CAUSE EDUCATION FUND 1536 WYNKOOP STREET, SUITE 300 DENVER, CO 80202 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| CONSERVATION COLORADO 1536 WYNKOOP STREET, SUITE 510 DENVER, CO 80202 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 7,500. |
| DENVER HEALTH FOUNDATION 655 BROADWAY, SUITE 750 DENVER, CO 80203 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - WOMEN'S HEALTH SERVICES | 1,000. |
| DONOR ALLIANCE, INC. 720 SOUTH COLORADO BOULEVARD, #800-N DENVER, CO 80246 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| ETOWN P.O. BOX 954 BOULDER, CO 80306 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| FREEDOM SERVICE DOGS 2000 W. UNION AVENUE ENGLEWOOD, CO 80110 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 1,000. |
| FRESC 140 SHERIDAN BOULEVARD DENVER, CO 80226 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| 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 |
|---|--|--------------------------------------|--|--------|
| GLOBAL DOWN SYNDROME FOUNDATION 3300 EAST FIRST AVENUE, SUITE 390 DENVER, CO 80206 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| GLOBAL EDUCATION FUND P.O. BOX 548 BOULDER, CO 80306 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 1,000. |
| GREAT EDUCATION COLORADO FUND 1000 EAST 16TH AVENUE, SUITE 18 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 | 1,000. |
| I HAVE A DREAM FOUNDATION 3012 STERLING CIRCLE, SUITE 200 BOULDER, CO 80301 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - BROADWAY SCHOLARSHIP FUND | 3,500. |
| IMMIGRANT LEGAL CENTER OF BOULDER COUNTY 948 NORTH STREET, SUITE 8 BOULDER, CO 80302 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 4,000. |
| KGNU COMMUNITY RADIO 4700 WALNUT STREET BOULDER, CO 80301 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,500. |
| NARAL PRO-CHOICE COLORADO FOUNDATION 1905 SHERMAN STREET, SUITE 800 DENVER, CO 80203 | N/A | PUBLIC CHARITY | OPERATING SUPPORT; PROGRAM SUPPORT - EVENT SUPPORT | 5,750. |
| NEW ERA COLORADO FOUNDATION P.O. BOX 4274 BOULDER, CO 80306 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 7,500. |
| ONE COLORADO EDUCATION FUND 1490 LAFAYETTE STREET, SUITE 304 DENVER, CO 80218 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| 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 |
|--|--|--------------------------------------|---|---------|
| 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 | 3,000. |
| PEACEJAM FOUNDATION 11200 RALSTON ROAD ARVADA, CO 80004 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E. 38TH AVENUE DENVER, CO 80207 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - LONGMONT HEALTH CENTER | 5,000. |
| PROGRESSNOW EDUCATION COLORADO 1714 HUMBOLDT STREET DENVER, CO 80218 | N/A | PUBLIC CHARITY | OPERATING SUPPORT; PROGRAM SUPPORT - STRONG COLORADO | 31,500. |
| PROJECT YES P.O. BOX 93 LAFAYETTE, CO 80026 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| RIGHTS FOR ALL PEOPLE / DERECHOS PARA TODOS 1400 DAYTON STREET AURORA, CO 80010 | N/A | PUBLIC CHARITY | OPERATING SUPPORT; PROGRAM SUPPORT - RISE COLORADO | 8,500. |
| ROCKY MOUNTAIN PBS 1089 BANNOCK STREET DENVER, CO 80204 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - ROCKY MOUNTAIN INVESTIGATIVE NEWS NETWORK (I-NEWS) | 15,000. |
| SAFEHOUSE PROGRESSIVE ALLIANCE FOR NONVIOLENCE 835 NORTH STREET BOULDER, CO 80304 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 4,000. |
| THE BELL POLICY CENTER 1905 SHERMAN STREET, SUITE 900 DENVER, CO 80203 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 90,000. |
| Total from continuation sheets | | | | |

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|---|---------|
| THE COLORADO INDEPENDENT 8273 EAST 29TH PLACE DENVER, CO 80238 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,500. |
| THE COMMUNITY FOUNDATION SERVING BOULDER COUNTY 1123 SPRUCE STREET BOULDER, CO 80302 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - COMMUNITY PARTNER PROGRAM, SHOEMAKER FUND | 13,000. |
| THE FUTURO MEDIA GROUP 361 WEST 125TH STREET, 6TH FLOOR NEW YORK, NY 10027 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| THE GREENWAY FOUNDATION 1855 S. PEARL STREET, SUITE 40 DENVER, CO 80210 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 1,000. |
| THE GROWHAUS 4751 YORK STREET DENVER, CO 80216 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 500. |
| THE LATINO TASK FORCE OF BOULDER COUNTY 2090 HERON COURT LONGMONT, CO 80503 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - BOULDER COUNTY LATINO HISTORY PROJECT | 1,000. |
| THORNE NATURE EXPERIENCE 1466 63RD STREET BOULDER, CO 80303 | N/A | PUBLIC CHARITY | OPERATING SUPPORT; PROGRAM SUPPORT - OAK THORNE VISION FUND | 4,000. |
| TOGETHER COLORADO 1980 DAHLIA STREET DENVER, CO 80220 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 7,500. |
| UNIVERSITY OF COLORADO FOUNDATION 914 BROADWAY, 95 UCB BOULDER, CO 80309 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - CENTER FOR BIOETHICS & HUMANITIES, 1,000 MORE SCHOLARSHIP, ARTS & SCIENCES SCHOLARSHIP, | 62,000. |
| UNIVERSITY OF WYOMING 1000 E. UNIVERSITY AVENUE, DEPT. 3035 LARAMIE, WY 82071 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - ROBERT GOLTEN FELLOWSHIP AT THE COLLEGE OF LAW | 14,000. |
| 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 |
|--|--|--------------------------------------|-------------------------------------|---------|
| VETERANS TO FARMERS 150 S. MARION PKWY DENVER, CO 80209 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 500. |
| WESTERN RESOURCE ADVOCATES 2260 BASELINE ROAD, SUITE 200 BOULDER, CO 80302 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| WEVOL, INC. P.O. BOX 17593 BOULDER, CO 80308 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 1,000. |
| WOMEN DONORS NETWORK 565 COMMERCIAL STREET, SUITE 300 SAN FRANCISCO, CA 94111 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 15,000. |
| WOMEN'S BEAN PROJECT 3201 CURTIS STREET DENVER, CO 80205 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,500. |
| 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 4730 TABLE MESA DRIVE, SUITE K100 BOULDER, CO 80305 | 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 | | | | |

Part XV | **Supplementary Information**

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

NAME OF RECIPIENT - UNIVERSITY OF COLORADO FOUNDATION
PROGRAM SUPPORT - CENTER FOR BIOETHICS & HUMANITIES, 1,000 MORE
SCHOLARSHIP, ARTS & SCIENCES SCHOLARSHIP, CONFERENCE ON WORLD AFFAIRS,
CIMB/BIOFRONTIERS, CENTER FOR WOMEN'S HEALTH RESEARCH, CMCI, CU
INDEPENDENT, REACH YOUR PEAK SCHOLARSHIP, SCHOOL OF PUBLIC AFFAIRS, LAW
SCHOOL, PRE-COLLEGIATE DEVELOPMENT PROGRAM, BA-BS/MD PROGRAM, HEALTH
NEWS CO, PUBLIC ACHIEVEMENT, JIM CARRIGAN MEMORIAL FUND, GUARDIAN
SCHOLARS

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

| SOURCE | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|--------------------------|-----------------------------|---------------------------------|-------------------------------|
| FIRST WESTERN TRUST BANK | 53. | 53. | |
| TOTAL TO PART I, LINE 3 | 53. | 53. | |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|-------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| BNY MELLON, N.A. | 28,837. | 0. | 28,837. | 28,837. | |
| BNY MELLON, N.A. | 193,388. | 33,840. | 159,548. | 159,548. | |
| INTERPUBLIC GROUP | 41. | 0. | 41. | 41. | |
| TO PART I, LINE 4 | 222,266. | 33,840. | 188,426. | 188,426. | |

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 | 4,440. | 444. | | 3,552. |
| TO FORM 990-PF, PG 1, LN 16B | 4,440. | 444. | | 3,552. |

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 | 40,847. | 40,847. | | 0. |
| CONSULTING | 860. | 86. | | 688. |
| TO FORM 990-PF, PG 1, LN 16C | 41,707. | 40,933. | | 688. |

| FORM 990-PF | TAXES | | | STATEMENT | 5 |
|----------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|----|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| FOREIGN TAXES PAID | 616. | 616. | | | 0. |
| 2013 FORM 990-PF BALANCE DUE | 9,663. | 0. | | | 0. |
| 2014 FORM 990-PF TAX DEPOSITS | 15,880. | 0. | | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 26,159. | 616. | | | 0. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT | 6 |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|--------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| DUES AND SUBSCRIPTIONS WORKMEN'S COMPENSATION INSURANCE | 2,164. | 216. | | | 1,731. |
| OFFICE EXPENSE | 801. | 80. | | | 641. |
| POSTAGE AND SHIPPING | 895. | 90. | | | 716. |
| PROFESSIONAL DEVELOPMENT | 181. | 18. | | | 145. |
| PARKING | 5. | 1. | | | 4. |
| INTERNET AND WEBSITE | 1,185. | 119. | | | 948. |
| TO FORM 990-PF, PG 1, LN 23 | 240. | 24. | | | 192. |
| | 5,471. | 548. | | | 4,377. |

| FORM 990-PF | CORPORATE STOCK | | STATEMENT | 7 |
|---|-----------------|----------------------|-----------|---|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | | |
| 2,375 SHS ISHARES MSCI EAFE INDEX FUND | 144,495. | 144,495. | | |
| 1,250 SHS ECOLAB INC | 130,650. | 130,650. | | |
| 2,050 SHS NIKE INC | 197,108. | 197,108. | | |
| 1,150 SHS O'REILLY AUTOMOTIVE INC | 221,513. | 221,513. | | |
| 2,000 SHS ESTEE LAUDER COMPANIES INC | 152,400. | 152,400. | | |
| 1,525 SHS SCHLUMBERGER LTD | 130,250. | 130,250. | | |
| 3,150 SHS WELLS FARGO & COMPANY | 172,683. | 172,683. | | |
| 3,300 SHS ABBOTT LABORATORIES | 148,566. | 148,566. | | |
| 1,400 SHS ISHARES RUSSELL 2000 VALUE FUND | 142,352. | 142,352. | | |
| 1,750 SHS T ROWE PRICE GROUP INC | 150,255. | 150,255. | | |

| | | | | |
|---|-----|---------------------------------------|------------|------------|
| 2,550 | SHS | ISHARES MSCI EMERGING MKTS IDX FUND | 100,190. | 100,190. |
| 2,750 | SHS | NOVO NORDISK ADR | 116,380. | 116,380. |
| 1,700 | SHS | APPLE INC | 187,646. | 187,646. |
| 1,575 | SHS | ACCENTURE PLC | 140,663. | 140,663. |
| 4,000 | SHS | AMPHENOL CORP | 215,240. | 215,240. |
| 1,200 | SHS | WISDOMTREE EQUITY INCOME FUND | 73,896. | 73,896. |
| 3,375 | SHS | JPMORGAN CHASE & CO | 211,207. | 211,207. |
| 2,050 | SHS | UNION PACIFIC CORP | 244,217. | 244,217. |
| 1,000 | SHS | CHEVRON CORPORATION | 112,180. | 112,180. |
| 600 | SHS | COSTCO WHOLESALE CORP | 85,050. | 85,050. |
| 2,000 | SHS | HONEYWELL INTL INC | 199,840. | 199,840. |
| 1,750 | SHS | JOHNSON & JOHNSON | 182,998. | 182,998. |
| 5,000 | SHS | ORACLE CORP | 224,850. | 224,850. |
| 3,000 | SHS | HORMEL FOODS CORP | 156,300. | 156,300. |
| 8,500 | SHS | ALERIAN MLP ETF | 148,920. | 148,920. |
| 1,500 | SHS | CAPITAL ONE FINANCIAL CORPORATION | 123,825. | 123,825. |
| 2,750 | SHS | DISCOVER FINANCIAL SERVICES | 180,097. | 180,097. |
| 525 | SHS | GRAINGER W W INC | 133,817. | 133,817. |
| 2,250 | SHS | MASTERCARD INC | 193,860. | 193,860. |
| 1,700 | SHS | THE TRAVELERS COMPANIES INC | 179,945. | 179,945. |
| 2,000 | SHS | CHURCH & DWIGHT INC | 157,620. | 157,620. |
| 13,546 | SHS | FIDELITY ADVISOR REAL ESTATE INC FUND | 157,672. | 157,672. |
| 1,800 | SHS | THE WALT DISNEY COMPANY | 169,542. | 169,542. |
| 2,175 | SHS | FLOWERVE CORPORATION | 130,130. | 130,130. |
| 1,750 | SHS | GILEAD SCIENCES INC | 164,955. | 164,955. |
| 1,000 | SHS | PERRIGO CO PLC | 167,160. | 167,160. |
| 425 | SHS | BLACKROCK INC | 151,963. | 151,963. |
| 750 | SHS | CIGNA CORP | 77,183. | 77,183. |
| 2,000 | SHS | RYDEX S&P EQUAL WEIGHT ETF | 160,100. | 160,100. |
| 3,700 | SHS | BROADVIEW OPPORTUNITY FUND | 137,220. | 137,220. |
| 1,000 | SHS | ISHARES S&P SMALLCAP 600 FUND | 114,060. | 114,060. |
| 1,138 | SHS | DODGE & COX INTERNATIONAL STOCK FUND | 47,925. | 47,925. |
| 3,628 | SHS | OPPENHEIMER DEVELOPING MARKETS FUND | 127,210. | 127,210. |
| 500 | SHS | SPDR S&P DIVIDEND ETF | 39,400. | 39,400. |
| 1,250 | SHS | NXP SEMICONDUCTORS | 95,500. | 95,500. |
| 1,000 | SHS | ANADARKO PETROLEUM CORP | 82,500. | 82,500. |
| 1,000 | SHS | F5 NETWORKS INC | 130,465. | 130,465. |
| 100 | SHS | GOOGLE INC | 53,066. | 53,066. |
| 1,200 | SHS | INTUIT | 110,628. | 110,628. |
| 500 | SHS | LOWE'S COMPANIES INC | 34,400. | 34,400. |
| 1,325 | SHS | UNITEDHEALTH GROUP INC | 133,944. | 133,944. |
| 1,450 | SHS | WABTEC CORP | 125,991. | 125,991. |
| 1,500 | SHS | CHECK POINT SOFTWARE TECHNOLOGY | 117,855. | 117,855. |
| 2,375 | SHS | FIRST REPUBLIC BANK | 123,785. | 123,785. |
| 1,200 | SHS | LENNOX INTL INC | 114,084. | 114,084. |
| 2,198 | SHS | HARRIS OAKMARK SELECT FUND | 89,648. | 89,648. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | | | 7,815,399. | 7,815,399. |

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|--|------------|-------------------|
| 50,000 CISCO SYSTEMS INC NTS 5.500% | 52,751. | 52,751. |
| 50,000 AMERICAN EXPRESS CO NTS 6.150% | 55,710. | 55,710. |
| 50,000 COSTCO WHOLESALE CORP NTS 5.500% | 54,715. | 54,715. |
| 50,000 CONOCOPHILLIPS NTS 5.200% | 55,285. | 55,285. |
| 50,000 JOHNSON & JOHNSON NTS 5.150% | 56,122. | 56,122. |
| 50,000 WYETH NTS 5.450% | 54,790. | 54,790. |
| 50,000 AMGEN INC NTS 3.450% | 51,950. | 51,950. |
| 50,000 US BANCORP NTS 3.150% | 50,244. | 50,244. |
| 50,000 CATERPILLAR FINANCIAL NTS 2.750% | 50,573. | 50,573. |
| 34,000 AT&T INC NTS 2.500% | 34,367. | 34,367. |
| 50,000 MORGAN STANLEY NTS 3.450% | 50,976. | 50,976. |
| 50,000 AMAZON.COM INC NTS 1.200% | 49,469. | 49,469. |
| 37,629 SHS T ROWE PRICE HIGH YIELD FUND | 255,125. | 255,125. |
| 20,926 SHS OPPENHEIMER SR FLOATING RATE FUND | 169,291. | 169,291. |
| 50,000 APPLE INC NTS 2.100% | 50,567. | 50,567. |
| 50,000 PFIZER INC NTS 3.400% | 52,019. | 52,019. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 1,143,954. | 1,143,954. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 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. |
| STEPHEN M. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001 | CHAIRMAN AND TRUSTEE 2.00 | | 0. | 0. |
| MICHAEL BREWER 1123 SPRUCE STREET BOULDER, CO 80302-4001 | EXECUTIVE DIRECTOR 40.00 | 30,000. | 0. | 0. |
| MATTHEW S. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001 | TRUSTEE 1.00 | | 0. | 0. |
| EMILY P. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001 | TRUSTEE 1.00 | | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 30,000. | 0. | 0. |

FORM 990-PF PART XV - LINE 1A STATEMENT 10
 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

LINDA J. SHOEMAKER
STEPHEN M. BRETT

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

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 12

RESTRICTIONS AND LIMITATIONS ON AWARDS

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