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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation BEE VRADENBURG FOUNDATION 12160100		A Employer identification number 84-1579108
	Number and street (or P O box number if mail is not delivered to street address) 730 NORTH NEVADA AVENUE		B Telephone number 719-477-0185
	City or town, state, and ZIP code COLORADO SPRINGS, CO 80903		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,141,446. (Part I, column (d) must be on cash basis.)		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	0.		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	106,858.	106,858.		STATEMENT 1
4	Dividends and interest from securities	44,013.	44,013.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-146,515.			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	6,404.	0.		STATEMENT 2
12	Total. Add lines 1 through 11	160,275.	106,858.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages	74,831.	0.		75,013.
15	Pension plans, employee benefits	12,066.	0.		12,235.
16a	Legal fees				
b	Accounting fees STMT 3	5,145.	5,145.		0.
c	Other professional fees STMT 4	24,450.	24,450.		0.
17	Interest				
18	Taxes STMT 5	968.	0.		968.
19	Depreciation and depletion				
20	Occupancy	6,300.	0.		6,300.
21	Travel, conferences, and meetings	2,851.	0.		2,851.
22	Printing and publications				
23	Other expenses STMT 6	10,341.	0.		10,044.
24	Total operating and administrative expenses. Add lines 13 through 23	136,892.	29,595.		107,411.
25	Contributions, gifts, grants paid	99,374.			188,674.
26	Total expenses and disbursements. Add lines 24 and 25	236,266.	29,595.		296,085.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-225,506.			
b	Net investment income (if negative, enter -0-)		121,276.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	10,546.	19,396.	19,396.
	2 Savings and temporary cash investments	1,152,015.	238,076.	238,076.
	3 Accounts receivable ▶ 13,262.			
	Less: allowance for doubtful accounts ▶	22,974.	13,262.	13,262.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	237,422.	141,117.	141,117.
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 8	895,613.	1,383,623.	1,383,623.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	1,656,037.	2,345,972.	2,345,972.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	3,974,607.	4,141,446.	4,141,446.
	17 Accounts payable and accrued expenses	3,196.	3,542.	
	18 Grants payable	227,500.	138,200.	
Net Assets or Fund Balances	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)	230,696.	141,742.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	3,232,635.	3,453,986.	
	25 Temporarily restricted	-34,442.	0.	
	26 Permanently restricted	545,718.	545,718.	
	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	3,743,911.	3,999,704.	
	31 Total liabilities and net assets/fund balances	3,974,607.	4,141,446.	

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	3,743,911.
2 Enter amount from Part I, line 27a	2	-225,506.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS	3	481,299.
4 Add lines 1, 2, and 3	4	3,999,704.
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	3,999,704.

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 VARIOUS				
b				
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			-146,515.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			-146,515.	
b				
c				
d				
e				
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	-146,515.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	327,527.	4,613,689.	.070990
2007	283,819.	5,358,348.	.052968
2006	277,110.	5,297,062.	.052314
2005	271,669.	5,182,725.	.052418
2004	232,801.	5,122,424.	.045447
2 Total of line 1, column (d)			2 .274137
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 .054827
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 3,979,310.
5 Multiply line 4 by line 3			5 218,174.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,213.
7 Add lines 5 and 6			7 219,387.
8 Enter qualifying distributions from Part XII, line 4 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.			8 296,085.

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	1,213.
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	1,213.
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	1,213.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,080.
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	1,080.
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	133.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input checked="" 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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? If "Yes," attach a detailed description of the activities		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? If "Yes," attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CO</u>		
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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► SUSAN EDMONDSON Telephone no. ► 719-477-0185
 Located at ► 730 NORTH NEVADA AVENUE, COLORADO SPRINGS, CO ZIP+4 ► 80903

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		X

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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)?

N/A

5b

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?

N/A

☐ Yes ☐ No

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

6b

X

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

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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	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
SUSAN EDMONDSON - 730 NORTH NEVADA AVENUE, COLORADO SPRINGS, CO 80903	MANAGER 50.00	75,013.	6,281.	0.

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

▶ 0

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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 RESEARCH AND PREPARED REPORT ON FEASIBILITY OF ESTABLISHING A UNITED ARTS FUND FOR COMMUNITY	6,079.
2 CONVENED SUMMIT OF 65 ARTS ADMINISTRATORS, ARTISTS AND DONORS	2,757.
3 SERVED ON STEERING COMMITTEE FOR INDEPENDENT GIVE CAMPAIGN, RAISING \$180,000 IN DONATIONS FOR 29 NONPROFIT ORGANIZATIONS; TAUGHT WORKSHOPS FOR NONPROFITS	2,605.
4 SERVED ON DOWNTOWN DEVELOPMENT AUTHORITY BOARD, PROVIDING FUNDING AND TECHNICAL SUPPORT TO NINE ARTS NONPROFITS	2,605.

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 NONE	0.
2	
All other program-related investments. See instructions.	
3 NONE	0.
Total. Add lines 1 through 3	0.

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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	4,024,938.
b	Average of monthly cash balances	1b	14,971.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,039,909.
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	4,039,909.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	60,599.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,979,310.
6	Minimum investment return. Enter 5% of line 5	6	198,966.

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	198,966.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,213.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,213.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	197,753.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	197,753.
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	197,753.

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	296,085.
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	296,085.
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	1,213.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	294,872.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				197,753.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	62,094.			
f Total of lines 3a through e	62,094.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 296,085.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				197,753.
e Remaining amount distributed out of corpus	98,332.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	160,426.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	160,426.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	62,094.			
e Excess from 2009	98,332.			

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	106,858.		
4 Dividends and interest from securities			14	44,013.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	-146,515.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a MISC REFUNDS			18	692.		
b FEES FOR SERVICES			01	5,712.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		10,760.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	10,760.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII

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

- | | | | |
|--|--------------|------------|-----------|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

- 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 ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee <u>[Signature]</u>		Date <u>15-14-2010</u>	Title <u>President</u>
	Preparer's signature <u>[Signature]</u>	Date <u>5/13/10</u>	Check if self-employed <input type="checkbox"/>	Preparer's identifying number <u>0002444</u>
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code <u>STOCKMAN KAST RYAN & CO, LLP</u> <u>102 N. CASCADE AVENUE, SUITE 400</u> <u>COLORADO SPRINGS, CO 80903</u>			EIN <u> </u> Phone no. <u>719-630-1186</u>

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

SOURCE	AMOUNT
INTEREST	106,858.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	106,858.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISC REFUNDS	692.	0.	
FEES FOR SERVICES	5,712.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,404.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	5,145.	5,145.		0.
TO FORM 990-PF, PG 1, LN 16B	5,145.	5,145.		0.

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 FEES	24,450.	24,450.		0.
TO FORM 990-PF, PG 1, LN 16C	24,450.	24,450.		0.

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
3RD QUARTER 2007 PAYMENT	338.	0.		338.
FOREIGN TAXES	630.	0.		630.
TO FORM 990-PF, PG 1, LN 18	968.	0.		968.

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
MISC DIRECTOR'S OFFICE EXPENSES	2,972.	0.		2,675.
DUES AND SUBSCRIPTIONS	2,400.	0.		2,400.
INSURANCE-OTHER	1,127.	0.		1,127.
EVENT HOSTING	2,378.	0.		2,378.
POSTAGE & SHIPPING	342.	0.		342.
EQUIPMENT	537.	0.		537.
GRAPHICS/WEB DESIGN	299.	0.		299.
WORKERS COMP	286.	0.		286.
TO FORM 990-PF, PG 1, LN 23	10,341.	0.		10,044.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	X		141,117.	141,117.
TOTAL U.S. GOVERNMENT OBLIGATIONS			141,117.	141,117.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			141,117.	141,117.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	1,383,623.	1,383,623.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,383,623.	1,383,623.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	COST	2,345,972.	2,345,972.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,345,972.	2,345,972.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE A VRADENBURG III 730 NORTH NEVADA AVENUE COLORADO SPRINGS, CO 80903	CHAIRMAN 2.00	0.	0.	0.
PHILLIP A KENDALL 730 NORTH NEVADA AVENUE COLORADO SPRINGS, CO 80903	PRESIDENT 5.00	0.	0.	0.
KATHLEEN FOX COLLINS 730 NORTH NEVADA AVENUE COLORADO SPRINGS, CO 80903	SECRETARY 2.00	0.	0.	0.
LIBBY RITTENBERG 730 NORTH NEVADA AVENUE COLORADO SPRINGS, CO 80903	TREASURER 2.00	0.	0.	0.
ALISSA VRADENBURG 730 NORTH NEVADA AVENUE COLORADO SPRINGS, CO 80903	DIRECTOR 1.00	0.	0.	0.

TYLER VRADENBURG	DIRECTOR			
730 NORTH NEVADA AVENUE	1.00	0.	0.	0.
COLORADO SPRINGS, CO 80903				

JOHN VRADENBURG	DIRECTOR			
730 NORTH NEVADA AVENUE	1.00	0.	0.	0.
COLORADO SPRINGS, CO 80903				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.
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FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 11

NAME OF MANAGERGEORGE A VRADENBURG III
ALISSA VRADENBURG
TYLER VRADENBURG

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BUSINESS OF ART CENTER	NONE	TAX EXEMPT	5,000.
CHAMBER ORCHESTRA OF THE SPRINGS	NONE	TAX EXEMPT	5,500.
COLORADO SPRINGS CHILDREN'S CHORALE	NONE	TAX EXEMPT	7,500.
COLORADO SPRINGS CONSERVATORY	NONE	TAX EXEMPT	20,000.
COLORADO SPRINGS DIVERSITY FORUM	NONE	TAX EXEMPT	1,000.
COLORADO SPRINGS FINE ART CENTER	NONE	TAX EXEMPT	20,000.
COLORADO SPRINGS PHILHARMONIC	NONE	TAX EXEMPT	50,374.
COLORADO SPRINGS WORLD ARENA	NONE	TAX EXEMPT	30,000.

CONCRETE COUCH	NONE	TAX EXEMPT	1,500.
COTTONWOOD ARTISTS SCHOOL	NONE	TAX EXEMPT	3,800.
CULTURAL OFFICE OF THE PIKES PEAK REGION	NONE	TAX EXEMPT	16,500.
KRCC	NONE	TAX EXEMPT	5,000.
LA FORET	NONE	TAX EXEMPT	3,500.
OPERA THEATRE OF THE ROCKIES	NONE	TAX EXEMPT	7,500.
PIKES PEAK ARTS COUNCIL	NONE	TAX EXEMPT	1,500.
ROCKY MOUNTAIN ARTS ASSOCIATION - OUT LOUD	NONE	TAX EXEMPT	1,000.
STAR BAR PLAYERS	NONE	TAX EXEMPT	1,500.
UCCS THEATRE WORKS	NONE	TAX EXEMPT	5,000.

BEE VRADENBURG FOUNDATION 12160100

84-1579108

UPSTART PERFORMING ENSEMBLE NONE

TAX EXEMPT 1,000.

VELVET HILLS CHORUS SWEET
ADELINES NONE

TAX EXEMPT 1,000.

WOODLAND MUSIC SERIES NONE

TAX EXEMPT 500.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

188,674.

BEE VRADENBURG FOUNDATION #84-1579108
12/31/2009

STATEMENT A CONSOLIDATED ASSET STATEMENT
(SEE ATTACHED STATEMENTS)

	COST BASIS	FMV
CASH		
CHECKING ACCOUNT	19,396 00	19,396 00
CASH-MONEY MARKET FUNDS		
Vanguard #145 & 5101	76,436 00	76,436 00
SCHWAB #5163-3660	12,036 00	12,036 00
SMITH BARNEY #232-0182C-11	72,238 00	72,238 00
SMITH BARNEY #232-4455C-10	41,070 00	41,070 00
SMITH BARNEY #232-0180C-15	36,296 00	36,296 00
TOTAL	238,076 00	238,076 00
ACCRUED INTEREST	13,262 00	13,262 00
SMITH BARNEY #232-0180C-15		
SMITH BARNEY #232-4455C-10		
SMITH BARNEY #232-0182C-11		
TOTAL	13,262 00	13,262 00
GOVT OBLIGATIONS		
SMITH BARNEY #232-4455C-10	57,075 00	59,648 00
SMITH BARNEY #232-0180C-15	55,235 00	54,313 00
SMITH BARNEY #232-0182C-11	26,617 00	27,156 00
TOTAL	138,927 00	141,117 00
CORPORATE OBLIGATIONS		
VANGUARD #187 & 3355	369,253 00	365,031 00
VANGUARD #145 & 5101	291,737 00	287,582 00
SMITH BARNEY #232-0180C-15	398,922 00	441,987 00
SMITH BARNEY #232-0182C-11	123,910 00	132,669 00
SMITH BARNEY #232-4455C-10	152,207 00	156,354 00
TOTAL	1,336,029 00	1,383,623 00
INVESTMENTS-OTHER		
VANGUARD #187 & 3355	251,798 00	257,854 00
VANGUARD #145 & 5101	700,418 00	715,139 00
VANGUARD #88037400190	68,058 00	70,029 00
SMITH BARNEY #232-0180C-15	100,000 00	106,639 00
SMITH BARNEY #232-0182C-11	100,000 00	106,639 00
SMITH BARNEY #232-4455C-10	201,514 00	211,532 00
ENDOWMENT TEI FUND	53,980 00	53,980 00
SCHWAB #5163-3660	1,071,212 00	824,160 00
TOTAL	2,546,980 00	2,345,972 00
TOTAL SECURITIES	4,260,012 00	4,108,788 00
GRAND TOTAL	4,292,670 00	4,141,446 00
FORM 990-PF, PART X		FMV
CASH-BEGINNING		10,546 00
CASH-ENDING		19,396 00
AVERAGE		29,942 00 /2
		14,971 00
SECURITIES-BEGINNING		3,941,087 00
SECURITIES-ENDING		4,108,788 00
AVERAGE		8,049,875 00 /2
		4,024,937 50

See SD-21-26