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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052
2010

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

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

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

Name of foundation Hoffman-Brouse Foundation		A Employer identification number 20-2072534
Number and street (or P O box number if mail is not delivered to street address) Room/suite c/o Lynn Hoffman-Brouse 1455 E Brya		B Telephone number (see page 10 of the instructions) (801) 487-4330
City or town, state, and ZIP code Salt Lake City, UT 84105		C If exemption application is pending, check here <input type="checkbox"/> 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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,034,403	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

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) (see page 11 of the instructions))		(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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	23	23		
	4 Dividends and interest from securities	25,359	25,359		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,278			
	b Gross sales price for all assets on line 6a	340,432			
	7 Capital gain net income (from Part IV, line 2)		12,278		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	37,660	37,660			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	10,216	10,216		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	46	46		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)	8,075	30		8,045	
24 Total operating and administrative expenses. Add lines 13 through 23	18,337	10,292		8,045	
25 Contributions, gifts, grants paid	40,800			40,800	
26 Total expenses and disbursements. Add lines 24 and 25	59,137	10,292		48,845	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-21,477				
b Net investment income (if negative, enter -0-)		27,368			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	42,282	53,962	53,962			
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)	66,005 <input checked="" type="checkbox"/>	67,796	69,457			
	b Investments—corporate stock (attach schedule)	778,747 <input checked="" type="checkbox"/>	743,723	869,405			
	c Investments—corporate bonds (attach schedule)	38,433 <input checked="" type="checkbox"/>	38,509	41,579			
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)						
	14 Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
15 Other assets (describe <input type="checkbox"/> _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	925,467	903,990	1,034,403				
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 (attach schedule)						
	22 Other liabilities (describe <input type="checkbox"/> _____)						
	23 Total liabilities (add lines 17 through 22)		0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input checked="" 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	925,467	903,990				
30 Total net assets or fund balances (see page 17 of the instructions)	925,467	903,990					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	925,467	903,990					

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	925,467
2	Enter amount from Part I, line 27a	2	-21,477
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	
4	Add lines 1, 2, and 3	4	903,990
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	903,990

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)
1 a	Publicly-traded Securities			
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 340,432		328,154	12,278	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			12,278	
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 }		12,278
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	}		

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 page 18 of 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))
2009	57,289	819,797	000 069882
2008			
2007			
2006			
2005			

2	Total of line 1, column (d).	2	000 069882
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	000 069882
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	952,776
5	Multiply line 4 by line 3.	5	66,582
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	274
7	Add lines 5 and 6.	7	66,856
8	Enter qualifying distributions from Part XII, line 4.	8	48,845

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	547
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	
3	Add lines 1 and 2.	3	547
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	547
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	484
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	484
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	63
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 2011 estimated tax Refunded	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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?.		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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>		No
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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) _____		
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>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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 page 20 of the instructions).	11		No	
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes		
14 The books are in care of ▶ <u>Lynn Hoffman-Brouse</u> Telephone no ▶ <u>(801) 487-4330</u> Located at ▶ <u>1455 E Bryan Avenue Salt Lake City UT</u> ZIP+4 ▶ <u>84105</u>				
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1" style="display:inline-table; vertical-align:middle;"><tr><td style="width:50px; text-align:center;">15</td></tr></table>	15			
15				
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No	

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ _____

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

		Yes	No
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? <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 type="checkbox"/> Yes <input checked="" 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. <input type="checkbox"/>	1b		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 page 20 of the instructions).	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 ▶ 20____, 20____, 20____, 20____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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)? (see page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	5b	
6b	No	
7b	Yes	

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 (see page 22 of the instructions).

(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
Manlyn Hoffman 1455 E Bryan Avenue Salt Lake City, UT 84105	Trustee 001 00	0		
Mark Brouse 1455 E Bryan Avenue Salt Lake City, UT 84105	President / Trustee 001 00	0		
Lynn Hoffman-Brouse 1455 E Bryan Avenue Salt Lake City, UT 84105	Secretary / Treasurer / Trustee 001 00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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.

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services. **▶**

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 	
2 	
3 	
4 	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 	
2 	
3 All other program-related investments. See page 24 of the instructions	

Total. Add lines 1 through 3. **▶**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	915,076
b	Average of monthly cash balances.	1b	52,209
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	967,285
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	967,285
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) <input type="checkbox"/>	4	14,509
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	952,776
6	Minimum investment return. Enter 5% of line 5.	6	47,639

Part XI Distributable Amount (see page 25 of the 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	47,639
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	547
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	547
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	47,092
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	47,092
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	47,092

Part XII Qualifying Distributions (see page 25 of the 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 <input checked="" type="checkbox"/>	1a	48,845
b	Program-related investments—total from Part IX-B.	1b	
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	48,845
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 (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	48,845

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				47,092
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				
d From 2008.				
e From 2009. 16,615				
f Total of lines 3a through e.	16,615			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 48,845				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2010 distributable amount.				47,092
e Remaining amount distributed out of corpus	1,753			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,368			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions.				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.	18,368			
10 Analysis of line 9				
a Excess from 2006.				
b Excess from 2007.				
c Excess from 2008.				
d Excess from 2009. 16,615				
e Excess from 2010. 1,753				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling.

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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 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
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 40,800
b <i>Approved for future payment</i>				
Total				▶ 3b

TY 2010 General Explanation Attachment

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 10000149

Software Version: 2010.2.13

Identifier	Return Reference	Explanation
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**TY 2010 Investments Corporate
Bonds Schedule**

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 10000149

Software Version: 2010.2.13

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIE - 5.875 - 05/15/2016 002824AT7 200000.00%	2,124	2,307
AMERICAN EXPRESS CO NT - 6.150 - 08/28/2017 025816AX7 300000.00%	3,085	3,391
ASTRAZENECA PLC NT - 5.900 - 09/15/2017 046353AB4 200000.00%	2,070	2,316
BANK OF AMERICA CORP - 5.250 - 12/01/2015 060505BG8 200000.00%	1,975	2,088
CITIGROUP INC SUB NT - 5.000 - 09/15/2014 172967CQ2 300000.00%	2,935	3,104
CONOCOPHILLIPS NOTES 05.75000 02/01/2019 20825CAR5 200000.00%	2,018	2,280
CREDIT SUISSE USA INC 4.87500 01/15/2015 SR NT 22541LAR4 200000.00%	2,107	2,156
CVS CAREMARK CORP SR NT - 6.250 - 06/01/2027 126650BJ8 200000.00%	2,008	2,199
DAIMLERCHRYSLER N. AMER - 6.500 - 11/15/2013 233835AW7 200000.00%	2,098	2,264
EXELON CORP NOTES - 4.900 - 06/15/2015 MAKE WHOLE 30161NAD3 200000.00%	1,907	2,139
HOME DEPOT-05.40-09/15/2040 437076AU6 100000.00%	980	971
JOHN DEERE CAPITAL CORP - 7.00 - 03/15/2012 244217BG9 200000.00%	2,125	2,147
JPMORGAN CHASE CO GLBL - 4.750 - 03/01/2015 46625HCE8 200000.00%	1,912	2,153
MARATHON OIL CORP BOND - 6.000 - 10/01/2017 565849AD8 200000.00%	2,049	2,272
NEWS AMERICA INC - 6.200 - 12/15/2034 652482BJ8 200000.00%	1,966	2,100
TIME WARNER INC COMPANY GUARNT 4.700 01/15/2021 887317AG0 100000.00%	1,050	1,018
VERIZON COMM BONDS 5.5 2/15/18 92343VAL8 200000.00%	1,970	2,200
WACHOVIA BANK - 5.600 - 03/15/2016 92976GAE1 200000.00%	2,013	2,176
WAL MART STORES INC NT - 5.800 - 02/15/2018 931142CJ0 200000.00%	2,117	2,298

TY 2010 Investments Corporate Stock Schedule

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 10000149

Software Version: 2010.2.13

Name of Stock	End of Year Book Value	End of Year Fair Market Value
110 shares of ABBOTT LABS ABT	5,804	5,270
43 shares of AGRIMUM INC. AGU	3,743	3,945
72 shares of AKAMAI TECH COM STK AKAM	3,725	3,388
71 shares of AMERIPRISE FINANCIAL INC AMP	3,763	4,086
12 shares of APPLE INC. AAPL	2,470	3,871
199 shares of ATT CORP COM NEW T	7,384	5,847
366 shares of ATMEL CORPORATION ATML	3,168	4,509
127 shares of AUTOMATIC DATA PROCESSING INC. ADP	5,207	5,878
142 shares of BRISTOL-MYERS SQUIBB CO BMY	3,830	3,760
67 shares of CHEVRONTEXACO CORP CVX	4,242	6,114
232 shares of CHIQUITA BRANDS NEW CQB	3,025	3,253
568 shares of CNO FINANCIAL GROUP INC. CNO	3,140	3,851
93 shares of COCA-COLA CO KO	4,941	6,117
348 shares of COHEN AND STEERS REALTY SHARES INC CSRSX	9,778	20,315
132 shares of COMPLETE PROD SVCS CPX	3,078	3,901
50 shares of DEERE CO DE	3,772	4,153
1660 shares of DREMAN CONTRARIAN SMALL CAP VALUE FUND DRSVX	21,659	33,224
4853 shares of DWS INVESTMENT TR DWS HIGH INCOME PLUS FUND CLASS SGHSX	26,417	33,584
86 shares of ENDO PHARMACEUTICALS HOLDINGS INC. - COMMON STOCK ENDP	3,144	3,071
33 shares of F5 NETWORKS, INC. FFIV	3,806	4,295
3663 shares of FIDELITY DIVERSIFIED INTERNATIONAL FUND FDIVX	115,027	110,442
34 shares of FRANKLIN RES INC BEN	3,908	3,781
39 shares of FREEPORT-MCMORAN COPPER GOLD INC. FCX	3,238	4,684
155 shares of GEORGIA GULF CORP GGC	3,172	3,729
6 shares of GOOGLE INC CL A GOOG	2,161	3,564
378 shares of GT SOLAR INTERNATIONAL INC SOLR	3,182	3,447
183 shares of HOME DEPOT INC. HD	5,666	6,416
66 shares of HUMANA INC HUM	3,790	3,613
210 shares of IDT CORP CL B IDT	3,137	5,387
78 shares of INFORMATICA CORPORATION INFA	3,165	3,434

Name of Stock	End of Year Book Value	End of Year Fair Market Value
281 shares of INTEL CORP INTC	5,651	5,909
40 shares of INTERNATIONAL BUSINESS MACHINES IBM	5,640	5,870
363 shares of ISHARES MSCI EMERGING MARKETS INDEX FD EEM	15,564	17,293
1050 shares of ISHARES TRUST MSCI EAFE INDEX FUND EFA	42,397	61,131
1083 shares of ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD IWF	48,448	62,012
1280 shares of ISHARES TRUST RUSSELL 1000 VALUE INDEX FUND IWD	56,220	83,033
287 shares of ISHARES TRUST RUSSELL 2000 VALUE INDEX FUND IWN	9,272	20,403
223 shares of IVY GLOBAL NATURAL RESOURCES FUND CLASS Y IGNYX	4,192	4,871
89 shares of JOHNSON JOHNSON JNJ	5,708	5,505
155 shares of LAS VEGAS SANDS CORP LVS	6,877	7,122
80 shares of LOCKHEED MARTIN CORP LMT	5,761	5,593
84 shares of MAGNA INTERNATIONAL INC. MGA	3,761	4,368
496 shares of MARSICO INVT FD FOCUS FD MFOCX	9,234	8,975
73 shares of MCDONALDS CORP MCD	3,300	5,603
244 shares of MEDICINES COMPANY THE MDCO	3,222	3,448
217 shares of MICROSOFT CORPORATION MSFT	5,674	6,056
71 shares of NETAPP, INC. NTAP	3,735	3,902
18 shares of NETFLIX INC NFLX	3,144	3,163
64 shares of NEWMONT MINING CORP NEM	3,797	3,932
4250 shares of ON ASSIGNMENT, INC. ASGN	51,910	34,638
404 shares of OPPENHEIMER DEVELOPING MKTS FD CL A ODMAX	14,090	14,736
4783 shares of OPPENHEIMER INTERNATIONAL BOND FUND - CLASS A OIBAX	30,769	31,378
132 shares of ORACLE CORP ORCL	3,776	4,132
109 shares of OWENS AND MINOR INC OMI	3,138	3,208
88 shares of PEPSICO INC PEP	5,683	5,749
326 shares of PFIZER INC. PFE	5,675	5,708
64 shares of PHILIP MORRIS INTL PM	3,148	3,746
7211 shares of PIMCO FD PAC INV MGMT COMMODITY PCRRX	47,195	66,264
10 shares of PRICELINE.COM INCORPORATED PCLN	1,797	3,996
90 shares of PROCTER GAMBLE CO PG	5,205	5,790

Name of Stock	End of Year Book Value	End of Year Fair Market Value
122 shares of RAYTHEON CO. RTN	5,526	5,653
89 shares of RED HAT, INC RHT	3,719	4,063
208 shares of RPC INC RES	3,119	3,769
292 shares of SONIC AUTOMOTIVE INC CL A SAH	3,208	3,866
74 shares of TECH DATA CORP TECD	3,190	3,257
130 shares of TEXAS INSTRUMENTS INC. TXN	3,782	4,225
165 shares of TIBCO SOFTWARE TIBX	3,126	3,252
104 shares of TOTAL FINA ELF S.A. TOT	6,790	5,562
103 shares of TRAVELERS COMPANIES INC THE TRV	5,321	5,738
261 shares of US AIRWAYS GROUP INC LCC	3,112	2,613
174 shares of VERIZON COMMUNICATIONS VZ	4,276	6,226
105 shares of WAL-MART STORES INC. WMT	5,660	5,663
82 shares of WGL HOLDINGS INC WGL	3,168	2,933
114 shares of WORLD FUEL SVCS CP INT	3,201	4,122

**TY 2010 Investments Government
Obligations Schedule**

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 10000149

Software Version: 2010.2.13

**US Government Securities - End of
Year Book Value:** 67,796

**US Government Securities - End of
Year Fair Market Value:** 69,457

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2010 Other Expenses Schedule

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 10000149

Software Version: 2010.2.13

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	8,045			8,045
Bank Charge	30		30	

TY 2010 Other Professional Fees Schedule

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 10000149

Software Version: 2010.2.13

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	10,216	10,216		

TY 2010 Taxes Schedule

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 10000149

Software Version: 2010.2.13

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Tax Paid	46	46	0	0

Additional Data

Software ID: 10000149

Software Version: 2010.2.13

EIN: 20-2072534

Name: Hoffman-Brouse Foundation

Part VI Line 7 - Tax Paid Original Return: 484

Form 990PF Part XV Line 1a - 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).

Lynn Hoffman-Brouse
Mark Brouse

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ASCEND ALLIANCE 3165 MILLROCK DR STE 175 HOLLADAY, UT 84121	N/A	509(a)(1)	General Unrestricted	1,000
ASHOKA 1700 N MOORE ST STE 2000 ARLINGTON, VA 22209	N/A	509(a)(1)	General Unrestricted	2,000
CENTRAL ASIA INSTITUTE PO BOX 7209 BOZEMAN, MT 59771	N/A	509(a)(1)	General Unrestricted	1,000
EARTH UNIVERSITY FOUNDATION 5 PIEDMONT CENTER STE 215 3525 P ATLANTA, GA 30305	N/A	509(a)(1)	Scholarship Fund	7,300
FUGEES FAMILY INC PO BOX 388 SCOTSDALE, GA 30079	N/A	509(a)(1)	General Unrestricted	2,000
INTERNATIONAL VOLUNTEERS IN UROLOGY 3269 S MAIN ST STE 230 SALT LAKE CITY, UT 84115	N/A	509(a)(1)	General Unrestricted	2,000
MOVING WINDMILLS PROJECT INC 111 W 40TH ST NEW YORK, NY 10018	N/A	509(a)(1)	General Unrestricted	1,000
NATIONAL ABILITY CENTER PO BOX 682799 PARK CITY, UT 84068	N/A	509(a)(1)	General Unrestricted	1,000
NATURE CONSERVANCY 4245 N FAIRFAX DR STE 100 ARLINGTON, VA 22203	N/A	509(a)(1)	General Unrestricted	2,000
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVE MONTGOMERY, AL 36104	N/A	509(a)(1)	General Unrestricted	1,000
SPLORE 774 E 3300 S STE 105 SALT LAKE CTY, UT 84106	N/A	509(a)(2)	General Unrestricted	1,000
SUSAN G KOMEN BREAST CANCER FOUNDA 1900 N NORTHLAKE WAY STE 135 SEATTLE, WA 98103	N/A	509(a)(1)	General Unrestricted	1,000
UNITED WAY OF THE MID- WILLAMETTE VA 455 BLILER AVE NE SALEM, OR 97301	N/A	509(a)(2)	Education Division	1,000
UTAH CHILDREN 747 E S TEMPLE STE 100 SALT LAKE CTY, UT 84102	N/A	509(a)(1)	General Unrestricted	1,000
YOUNG MENS CHRISTIAN ASSOCIATION OF 3098 HIGHLAND DR STE 440 SALT LAKE CTY, UT 84106	N/A	509(a)(1)	Community Family Center Project	15,000
Total				40,800

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ZAMBIAS SCHOLARSHIP FUND PO BOX 515 BRINGHAM CITY, UT 84302	N/A	509(a)(1)	General Unrestricted	1,500
Total				3a 40,800