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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning MAY 1, 2010 **, and ending** APR 30, 2011

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: THE BOREN FAMILY FOUNDATION

A Employer identification number: 86-0872576

Number and street (or P O box number if mail is not delivered to street address): 4222 E. MCLELLAN RD., #10

Room/suite:

B Telephone number: 480-396-7945

City or town, state, and ZIP code: MESA, AZ 85205

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 1,035,393.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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))

	Line	Description	(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 ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	10,625.	10,625.		STATEMENT 1
	4	Dividends and interest from securities	20,283.	20,283.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	138,412.			
	b	Gross sales price for all assets on line 6a 864,555.				
	7	Capital gain net income (from Part IV, line 2)		138,412.		
	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	832.	832.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	170,152.	170,152.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	6,500.	2,600.		3,900.
	c	Other professional fees				
	17	Interest				
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	8,722.	6,115.		2,607.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	15,222.	8,715.		6,507.
	25	Contributions, gifts, grants paid	53,780.			53,780.
	26	**Total expenses and disbursements.** Add lines 24 and 25	69,002.	8,715.		60,287.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	101,150.			
	b	**Net investment income** (if negative, enter -0-)		161,437.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	47,668.	32,338.	32,338.
	2 Savings and temporary cash investments			
	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 6	563,836.	839,231.	888,166.
	c Investments - corporate bonds STMT 7	198,802.	0.	0.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	75,002.	114,889.	114,889.
	14 Land, buildings, and equipment: basis ▶ 1,014.			
	Less accumulated depreciation STMT 9 ▶ 1,014.			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	885,308.	986,458.	1,035,393.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	885,308.	986,458.	
	30 **Total net assets or fund balances**	885,308.	986,458.	
	31 **Total liabilities and net assets/fund balances**	885,308.	986,458.	

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	885,308.
2 Enter amount from Part I, line 27a	2	101,150.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	986,458.
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	986,458.

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	MERRILL LYNCH - 4203 SEE STMT	P	VARIOUS	VARIOUS
b	MERRILL LYNCH - 4203 SEE STMT	P	VARIOUS	VARIOUS
c	MERRILL LYNCH - 4229 SEE STMT	P	VARIOUS	VARIOUS
d	MERRILL LYNCH - 4229 SEE STMT	P	VARIOUS	VARIOUS
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	4,603.		4,119.	484.
b	717,437.		614,942.	102,495.
c	6,593.		6,101.	492.
d	135,922.		100,981.	34,941.
e				

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				484.
b				102,495.
c				492.
d				34,941.
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 } 2 138,412.

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))
2009	53,816.	945,313.	.056929
2008	53,880.	957,441.	.056275
2007	62,166.	1,210,190.	.051369
2006	37,383.	1,196,743.	.031237
2005	46,188.	1,156,917.	.039923

2	**Total** of line 1, column (d)	2	.235733
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	.047147
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	977,674.
5	Multiply line 4 by line 3	5	46,094.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,614.
7	Add lines 5 and 6	7	47,708.
8	Enter qualifying distributions from Part XII, line 4	8	60,287.

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 ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b			1	1,614.
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	1,614.
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	1,614.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,564.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	1,700.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	3,264.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	1,650.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 1,650. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*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.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AZ			
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*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ KENNETH BOREN Telephone no. ▶ (480) 396-7945

Located at ▶ 4222 E. MCLELLAN RD #10 , MESA, AZ ZIP+4 ▶ 85205

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

			Yes	No
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		X
	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ 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 ☒ 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 ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	1b		
	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 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ 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 ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? 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
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 ALL EXPENSES RELATE TO MAKING GRANTS TO VARIOUS CHARITABLE ORGANIZATIONS	0.
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	861,145.
b	Average of monthly cash balances		1b	131,417.
c	Fair market value of all other assets		1c	0.
d	**Total** (add lines 1a, b, and c)		1d	992,562.
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	992,562.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	14,888.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	977,674.
6	**Minimum investment return.** Enter 5% of line 5		6	48,884.

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	48,884.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 1,614.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,614.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	47,270.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	47,270.
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	47,270.

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	60,287.
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	60,287.
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	1,614.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	58,673.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				47,270.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007 2,706.				
d From 2008 6,422.				
e From 2009 6,818.				
f **Total** of lines 3a through e	15,946.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 60,287.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				47,270.
e Remaining amount distributed out of corpus	13,017.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	28,963.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	28,963.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007 2,706.				
c Excess from 2008 6,422.				
d Excess from 2009 6,818.				
e Excess from 2010 13,017.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 11

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

NONE

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

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

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

SEE STATEMENT 12

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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 *Paid during the year*				
SEE STATEMENT 13				
Total			▶ **3a**	53,780.
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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	10,625.	
4 Dividends and interest from securities			14	20,283.	
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			14	832.	
8 Gain or (loss) from sales of assets other than inventory			18	138,412.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		170,152.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 170,152.

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

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

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

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

Sign Here

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

▶ Rebecca A. Boren | 3/14/12 | ▶ Vice-President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES A. SCHMIDT	James A Schmidt CPA	3/7/12		
Firm's name ▶ SCHMIDT WESTERGARD & COMPANY, PLLC			Firm's EIN ▶	
Firm's address ▶ 77 WEST UNIVERSITY DRIVE MESA, AZ 85201-5830			Phone no. 480.834.6030	

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis *	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FAX & COPY MACHINE	120997	SL	7.00	16	1,014.			1,014.	1,014.		0.
	* TOTAL 990-PF PG 1 DEPR					1,014.		0.	1,014.	1,014.	0.	0.

028102
05-01-10

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

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

SOURCE	AMOUNT
MERRILL LYNCH - 4203	10,625.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,625.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH - 4203	15,037.	0.	15,037.
MERRILL LYNCH - 4228	2,422.	0.	2,422.
MERRILL LYNCH - 4229	2,824.	0.	2,824.
TOTAL TO FM 990-PF, PART I, LN 4	20,283.	0.	20,283.

FORM 990-PF	OTHER INCOME	STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	832.	832.	
TOTAL TO FORM 990-PF, PART I, LINE 11	832.	832.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,500.	2,600.		3,900.
TO FORM 990-PF, PG 1, LN 16B	6,500.	2,600.		3,900.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	8,658.	6,060.		2,598.
FOREIGN TAXES PAID	49.	49.		0.
BANK FEES	15.	6.		9.
TO FORM 990-PF, PG 1, LN 23	8,722.	6,115.		2,607.

FORM 990-PF CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH STOCKS - 4228	0.	0.
MERRILL LYNCH STOCKS - 4229	0.	0.
MERRILL LYNCH STOCKS - 4203	839,231.	888,166.
TOTAL TO FORM 990-PF, PART II, LINE 10B	839,231.	888,166.

FORM 990-PF CORPORATE BONDS		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH BONDS - 4203	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF OTHER INVESTMENTS			STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH MONEY MARKET - 4203	COST	114,889.	114,889.
MERRILL LYNCH MONEY MARKET - 4226	COST	0.	0.
MERRILL LYNCH MONEY MARKET - 4228	COST	0.	0.
MERRILL LYNCH MONEY MARKET - 4229	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		114,889.	114,889.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FAX & COPY MACHINE	1,014.	1,014.	0.
TOTAL TO FM 990-PF, PART II, LN 14	1,014.	1,014.	0.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KENNETH R. BOREN 4222 E. MCLELLAN CIR. #10 MESA, AZ 85205	PRESIDENT 0.00	0.	0.	0.
REBECCA W. BOREN 4222 E. MCLELLAN CIR. #10 MESA, AZ 85205	VICE PRES/TREASURER 0.00	0.	0.	0.
JENNIFER B. WRIGHT 90 23RD AVE. MILTON, WA 98354	SECRETARY 0.00	0.	0.	0.
ALEXANDER WRIGHT 90 23RD AVE. MILTON, WA 98354	DIRECTOR 0.00	0.	0.	0.
MICHAEL BOREN 34029 SCHWARTZ RD. AVON, OH 44011	DIRECTOR 0.00	0.	0.	0.
DIANA BOREN 34029 SCHWARTZ RD. AVON, OH 44011	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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

NAME OF MANAGER

KENNETH R. BOREN
REBECCA W. BOREN

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KENNETH R. BOREN
4222 EAST MCLELLAN CIR., #10
MESA, AZ 85205

TELEPHONE NUMBER

480-396-7945

FORM AND CONTENT OF APPLICATIONS

LETTER FORMAT STATING THE PROPOSED USE OF REQUESTED FUNDS WITH ANY DOCUMENTATION TO SUPPORT THE REQUEST

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE PURPOSE OF THE SOLICITED FUNDS MUST CONTRIBUTE TO THE ACCOMPLISHMENT OF THE ORGANIZATION'S EXEMPT PURPOSES

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN INDIAN SERVICES 1902 N. CANYON RD. PROVO, UT 84604	N/A COLLEGE SCHOLARSHIPS FOR NATIVE AMERICAN STUDENTS	OTHER PUBLIC CHARITY	5,000.
ARIZONA BRAINFOOD 2635 N. RIDGE MESA, AZ 85203	N/A DISCRETELY PROVIDES FOOD FOR HUNGRY CHILDREN	OTHER PUBLIC CHARITY	3,000.
ARIZONA KIDNEY FOUNDATION 4203 E. INDIAN SCHOOL RD. #140 PHOENIX, AZ 85018	N/A KIDS AUTHORS' LUNCHEON FUND RAISER FOR PATIENT AID,	OTHER PUBLIC CHARITY	5,000.
BAG IT 7090 N. ORACLE ROAD 178-184 TUCSON, AZ 85704	N/A HELPING NEWLY DIAGNOSED CANCER PATIENTS	OTHER PUBLIC CHARITY	2,000.
BOY SCOUTS OF AMERICA 2969 N. GREENFIELD RD. PHOENIX, AZ 85016	N/A SUPPORTING PROGRAMS OF THE BOY SCOUTS OF AMERICA	OTHER PUBLIC CHARITY	15,000.
EAST VALLEY ADULT RESOURCES 45 W. UNIVERSITY, STE. A MESA, AZ 85201	N/A SUPPORT VARIOUS PROGRAMS AT SENIOR CTR.	OTHER PUBLIC CHARITY	2,000.
HUMAN FACTORS & ERGONOMICS SOCIETY P.O. BOX 1369 SANTA MONICA, CA 90406	N/A GENERAL SUPPORT	OTHER PUBLIC CHARITY	30.
INDIANA UNIVERSITY FOUNDATION - KLEIT PROFESSORSHIP P.O. BOX 660245 INDIANAPOLIS, IN 46266	N/A SCHOLARSHIP IN THE DIVISION OF NEPHROLOGY	OTHER PUBLIC CHARITY	5,000.

MARICOPA COLLEGES FOUNDATION 1833 W. SOUTHERN AVE. MESA, AZ 85202	N/A SUPPORT SERVICE LEARNING SCHOLARSHIPS	OTHER PUBLIC CHARITY	10,000.
MESA FOUNDATION FOR EDUCATIONAL EXCELLENCE 549 N. STAPLEY MESA, AZ 85203	N/A SUPPORT MESA SCHOOL TEACHERS AND STUDENTS	OTHER PUBLIC CHARITY	2,000.
PACIFIC BALLROOM DANCE 1604 15TH ST SW, SUITE 109 AUBURN, WA 98001	N/A SCHOLARSHIP AND OUTREACH PROGRAM	OTHER PUBLIC CHARITY	2,750.
UNITED FOOD BANK 358 E. JAVELINA AVE. MESA, AZ 85210	N/A FEEDING THE HUNGRY	OTHER PUBLIC CHARITY	2,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			53,780.

Boren Family Foundation
Merrill Lynch - 4203
Capital Gains/Losses

Description	Acquisition Date	Sale Date	Proceeds	Cost Basis	Gain/Loss	Term
1 SHARES COLUMBIA ACORN	12/16/2010	3/9/2011	27 60	24.04	3 56	S
83 SHARES COLUMBIA ACORN	12/16/2010	3/9/2011	2,290 82	2,182 06	108 76	S
0 466 SHARES COLUMBIA ACORN	12/16/2010	3/9/2011	12 86	12 25	0 61	S
1 SHARES JP MORG MID CAP	12/21/2010	3/9/2011	23 64	20 83	2 81	S
9 SHARES JP MORG MID CAP	12/21/2010	3/9/2011	212 77	201 87	10 90	S
0 487 SHARES JP MORG MID CAP	12/21/2010	3/9/2011	11 51	10 92	0 59	S
0 894 SHARES FED MDT ACAP COR	6/18/2010	3/9/2011	11 40	9 45	1 95	S
33 SHARES COLUMBIA ACORN INTL	6/10/2010	3/9/2011	1,361 91	1,037 52	324 39	S
1 SHARES COLUMBIA ACORN INTL	6/11/2010	3/9/2011	41 27	32 45	8 82	S
0 754 SHARES COLUMBIA ACORN INTL	12/16/2010	3/9/2011	31 12	29 95	1 17	S
14 SHARES COLUMBIA ACORN INTL	12/16/2010	3/9/2011	577 79	557 06	20 73	S
			4,602 69	4,118 40	484 29	

100,000 SHARES GOLDMAN SACHS	3/2/2007	3/11/2011	106,676 00	97,479 00	9,197 00	L
100,000 SHARES SBC COMMUN	3/2/2007	3/11/2011	104,546 00	100,681 99	3,864 01	L
1967 SHARES COLUMBIA ACORN	9/24/2004	3/9/2011	54,289 20	45,241 01	9,048 19	L
5 SHARES COLUMBIA ACORN	12/13/2004	3/9/2011	138 00	121 75	16 25	L
74 SHARES COLUMBIA ACORN	12/13/2004	3/9/2011	2,042 40	1,801 90	240 50	L
2 SHARES COLUMBIA ACORN	6/9/2005	3/9/2011	55 19	49 72	5 47	L
30 SHARES COLUMBIA ACORN	6/9/2005	3/9/2011	828 00	745 80	82 20	L
2 SHARES COLUMBIA ACORN	12/12/2005	3/9/2011	55 19	53 68	1 51	L
89 SHARES COLUMBIA ACORN	12/12/2005	3/9/2011	2,456 40	2,388 76	67 64	L
24 SHARES COLUMBIA ACORN	6/7/2006	3/9/2011	662 40	658 80	3 60	L
1 SHARES COLUMBIA ACORN	6/8/2006	3/9/2011	27 60	27 09	0 51	L
6 SHARES COLUMBIA ACORN	12/11/2006	3/9/2011	165 60	166 92	(1 32)	L
157 SHARES COLUMBIA ACORN	12/11/2006	3/9/2011	4,333 20	4,367 74	(34 54)	L
1 SHARES COLUMBIA ACORN	12/12/2006	3/9/2011	27 60	27 62	(0 02)	L
3 SHARES COLUMBIA ACORN	6/6/2007	3/9/2011	82 80	92 49	(9 69)	L
26 SHARES COLUMBIA ACORN	6/6/2007	3/9/2011	717 60	801 58	(83 98)	L
9 SHARES COLUMBIA ACORN	12/12/2007	3/9/2011	248 40	246 78	1 62	L
156 SHARES COLUMBIA ACORN	12/12/2007	3/9/2011	4,305 60	4,277 52	28 08	L
1 SHARES COLUMBIA ACORN	12/13/2007	3/9/2011	27 60	27 49	0 11	L
1 SHARES COLUMBIA ACORN	12/13/2007	3/9/2011	27 60	27 49	0 11	L
3 SHARES COLUMBIA ACORN	6/12/2008	3/9/2011	82 80	75 69	7 11	L
52 SHARES COLUMBIA ACORN	6/12/2008	3/9/2011	1,435 20	1,311 96	123 24	L
1 SHARES COLUMBIA ACORN	6/13/2008	3/9/2011	27 60	25 65	1 95	L
18 SHARES COLUMBIA ACORN	12/10/2008	3/9/2011	496 80	273 78	223 02	L
2366 SHARES JP MORG MID CAP	9/24/2004	3/9/2011	55,932 24	47,178 05	8,754 19	L
27 SHARES JP MORG MID CAP	12/16/2004	3/9/2011	638 27	578 61	59 66	L
7 SHARES JP MORG MID CAP	12/16/2004	3/9/2011	165 48	150 01	15 47	L
5 SHARES JP MORG MID CAP	9/1/2005	3/9/2011	118 20	114 35	3 85	L
5 SHARES JP MORG MID CAP	9/1/2005	3/9/2011	118 20	114 35	3 85	L
29 SHARES JP MORG MID CAP	12/16/2005	3/9/2011	685 56	671 64	13 92	L
24 SHARES JP MORG MID CAP	12/16/2005	3/9/2011	567 36	555 84	11 52	L
1 SHARES JP MORG MID CAP	12/19/2005	3/9/2011	23 64	22 90	0 74	L
6 SHARES JP MORG MID CAP	8/31/2006	3/9/2011	141 84	146 58	(4 74)	L
11 SHARES JP MORG MID CAP	8/31/2006	3/9/2011	260 04	268 73	(8 69)	L
1 SHARES JP MORG MID CAP	9/1/2006	3/9/2011	23 64	24 64	(1 00)	L
35 SHARES JP MORG MID CAP	12/18/2006	3/9/2011	827 40	895 65	(68 25)	L
59 SHARES JP MORG MID CAP	12/18/2006	3/9/2011	1,394 76	1,509 81	(115 05)	L
1 SHARES JP MORG MID CAP	12/19/2006	3/9/2011	23 64	25 54	(1 90)	L
11 SHARES JP MORG MID CAP	12/26/2006	3/9/2011	260 04	277 97	(17 93)	L
1 SHARES JP MORG MID CAP	12/27/2006	3/9/2011	23 63	25 49	(1 86)	L
10 SHARES JP MORG MID CAP	12/18/2007	3/9/2011	236 40	234 30	2 10	L
217 SHARES JP MORG MID CAP	12/18/2007	3/9/2011	5,129 89	5,084 31	45 58	L
135 SHARES JP MORG MID CAP	12/19/2008	3/9/2011	3,191 40	1,938 60	1,252.80	L
1 SHARES JP MORG MID CAP	12/22/2008	3/9/2011	23 64	14 23	9 41	L
45 SHARES JP MORG MID CAP	6/24/2009	3/9/2011	1,063 80	648 00	415 80	L
6387 SHARES EV LG CAP	3/10/2009	3/9/2011	120,011 73	72,208 30	47,803 43	L
6345 SHARES FED MDT ACAP COR	3/7/2007	3/9/2011	80,898 75	99,997 20	(19,098 45)	L
348 SHARES FED MDT ACAP COR	12/31/2007	3/9/2011	4,436 99	5,606 28	(1,169 29)	L
120 SHARES FED MDT ACAP COR	12/31/2007	3/9/2011	1,530 00	1,933 20	(403 20)	L
1 SHARES FED MDT ACAP COR	1/2/2008	3/9/2011	12 76	15 85	(3 09)	L
5000 SHARES PIMCO INVESTMENT GRADE	5/6/2009	3/9/2011	52,850 00	50,000 00	2,850 00	L
1757 SHARES COLUMBIA ACORN INTL	11/3/2008	3/9/2011	72,511 38	40,489 10	32,022 28	L
1523 SHARES BLACKROCK GLOBAL ALLOC	11/3/2008	3/9/2011	30,581 84	23,240 97	7,340 87	L
			717,437 30	614,942 71	102,494 59	

Boren Family Foundation
Merrill Lynch - 4229
Capital Gains/Losses

Description	Acquisition Date	Sale Date	Proceeds	Cost Basis	Gain/Loss	Term
Short Term						
10 SHARES KRAFT FOODS INC VA	10/22/2010	2/24/2011	318 13	318 70	(0 57)	S
30 SHARES KRAFT FOODS INC VA	10/25/2010	2/24/2011	954 42	968 13	(13 71)	S
8 SHARES AIR PRODUCTS&CHEM	10/27/2010	2/24/2011	726 83	676 03	50 80	S
28 SHARES DISNEY (WALT) CO COM STK	3/12/2010	2/24/2011	1,182 24	942 06	240 18	S
4 SHARES FRANKLIN RES INC	1/25/2011	2/24/2011	493 19	476.48	16 71	S
4 SHARES INTL BUSINESS MACHINES	3/12/2010	2/24/2011	641 10	510 81	130 29	S
20 SHARES JPMORGAN CHASE & CO	1/24/2011	2/24/2011	919 12	899 87	19 25	S
10 SHARES RIO TINTO	10/22/2010	2/24/2011	679 07	643 06	36 01	S
10 SHARES RIO TINTO	10/25/2010	2/24/2011	679 07	665 66	13 41	S
			6,593 17	6,100 80	492 37	
Long Term						
68 SHARES BANK OF AMERICA CORP	10/30/2008	10/21/2010	777 32	1,552 30	(774 98)	L
20 SHARES FLUOR CORP NEW DEL COM	10/30/2008	10/21/2010	994 51	778 73	215 78	L
7 SHARES MICROSOFT CORP	10/30/2008	10/21/2010	177 35	163 10	14 25	L
23 SHARES PEABODY ENERGY CORP COM	10/30/2008	10/21/2010	1,182 90	758 81	424 09	L
37 SHARES ABBOTT LABS	10/30/2008	2/24/2011	1,739 47	1,984 68	(245 21)	L
9 SHARES ABBOTT LABS	3/31/2009	2/24/2011	423 12	433 78	(10 66)	L
105 SHARES ALTRIA GROUP INC	10/30/2008	2/24/2011	2,590 92	2,012 66	578 26	L
15 SHARES ALTRIA GROUP INC	6/4/2009	2/24/2011	370 14	254 49	115 65	L
14 SHARES AMER EXPRESS COMPANY	10/30/2008	2/24/2011	609 97	370 83	239 14	L
2 SHARES APPLE INC	5/2/2008	2/24/2011	684 05	359 58	324 47	L
4 SHARES APPLE INC	6/17/2008	2/24/2011	1,368 11	722 80	645 31	L
3 SHARES APPLE INC	6/18/2008	2/24/2011	1,026 08	537 23	488 85	L
6 SHARES APPLE INC	7/24/2008	2/24/2011	2,052 16	966 23	1,085 93	L
3 SHARES APPLE INC	6/3/2009	2/24/2011	1,026 09	418 26	607 83	L
30 SHARES AUTOMATIC DATA PROC	10/30/2008	2/24/2011	1,467 42	1,022.29	445 13	L
8 SHARES BECTON DICKINSON CO	6/3/2009	2/24/2011	631 51	550 19	81 32	L
3 SHARES BECTON DICKINSON CO	7/14/2009	2/24/2011	236 82	208 92	27 90	L
35 SHARES CHEVRON CORP	10/30/2008	2/24/2011	3,571 33	2,529 42	1,041 91	L
11 SHARES CHEVRON CORP	11/25/2009	2/24/2011	1,122 42	876 26	246 16	L
60 SHARES CONOCOPHI LLIPS	10/30/2008	2/24/2011	4,609 68	3,065 39	1,544 29	L
6 SHARES CONOCOPHILLIPS	5/7/2009	2/24/2011	460 97	266 28	194 69	L
28 SHARES CATERPILLAR INC DEL	10/30/2008	2/24/2011	2,810 33	1,037 79	1,772 54	L
56 SHARES CISCO SYSTEMS INC COM	10/30/2008	2/24/2011	1,027 69	992 32	35 37	L
69 SHARES COCA COLA COM	10/30/2008	2/24/2011	4,404 36	3,105 00	1,299.36	L
14 SHARES COCA COLA COM	6/3/2009	2/24/2011	893 65	688 56	205 09	L
81 SHARES EXXON MOBIL CORP COM	10/30/2008	2/24/2011	6,941 87	5,921 02	1,020 85	L
12 SHARES EXXON MOBIL CORP COM	8/4/2009	2/24/2011	1,028 42	844 60	183 82	L
7 SHARES EXXON MOBIL CORP COM	2/22/2010	2/24/2011	599 92	459 27	140 65	L
23 SHARES FREEPRT-MCMRAN CPR & GLD	11/27/2009	2/24/2011	1,456 04	1,171 19	284 85	L
25 SHARES FOMENTO ECNMCO MEX SPADR	10/30/2008	2/24/2011	1,360 81	631 26	729 55	L
8 SHARES FRANKLIN RES INC	10/30/2008	2/24/2011	986 38	515 28	471 10	L
7 SHARES GENL DYNAMICS CORP COM	7/25/2005	2/24/2011	532 46	409 50	122 96	L
10 SHARES GENL DYNAMICS CORP COM	7/20/2006	2/24/2011	760 68	683 93	76 75	L
112 SHARES GENERAL ELECTRIC	10/30/2008	2/24/2011	2,296 17	2,156 00	140 17	L
67 SHARES HALLIBURTON COMPANY	10/30/2008	2/24/2011	3,045 93	1,306 50	1,739 43	L
26 SHARES HSBC HLDG PLC SP ADR	10/30/2008	2/24/2011	1,458 70	1,633 84	(175 14)	L
10 SHARES HSBC HLDG PLC SPADR	4/8/2009	2/24/2011	561 05	184 87	376 18	L
1 SHARES INTUITIVE SURGICAL INC	10/30/2008	2/24/2011	325 93	166 87	159 06	L
2 SHARES INTUITIVE SURGICAL INC	4/2/2009	2/24/2011	651 87	195 94	455 93	L
114 SHARES INTEL CORP	10/30/2008	2/24/2011	2,429 40	1,769 28	660 12	L
16 SHARES INTL BUSINESS MACHINES	1/15/2010	2/24/2011	2,564 38	2,102 71	461 67	L
28 SHARES JPMORGAN CHASE & CO	10/14/2008	2/24/2011	1,286 75	1,166 44	120.31	L
20 SHARES JPMORGAN CHASE & CO	1/13/2009	2/24/2011	919 11	505.83	413 28	L
9 SHARES JPMORGAN CHASE & CO	6/2/2009	2/24/2011	413 59	313 77	99 82	L
57 SHARES JOHNSON AND JOHNSON COM	10/30/2008	2/24/2011	3,435 46	3,504 78	(69 32)	L
9 SHARES JOHNSON AND JOHNSON COM	3/31/2009	2/24/2011	542 44	473 89	68 55	L
7 SHARES JOHNSON AND JOHNSON COM	6/4/2009	2/24/2011	421 91	390 24	31 67	L
23 SHARES LAUDER ESTEE COS INC A	10/30/2008	2/24/2011	2,089 34	804 98	1,284 36	L
35 SHARES MERCK AND CO INC SHS	10/30/2008	2/24/2011	1,122 78	1,067 85	54 93	L
12 SHARES MERCK AND CO INC SHS	6/5/2009	2/24/2011	384 95	314 70	70 25	L
8 SHARES MERCK AND CO INC SHS	7/1/2009	2/24/2011	256 64	225 04	31 60	L
10 SHARES MCDONALDS CORP COM	7/2/2007	2/24/2011	748 72	511 81	236 91	L

10 SHARES MCDONALDS CORP COM	10/9/2007	2/24/2011	748 72	571 13	177 59	L
10 SHARES MCDONALDS CORP COM	1/25/2008	2/24/2011	748 73	545.38	203 35	L
1 SHARES MCDONALDS CORP COM	3/25/2008	2/24/2011	74 87	56 43	18 44	L
12 SHARES MCDONALDS CORP COM	6/3/2009	2/24/2011	898 48	729 53	168 95	L
14 SHARES MCDONALDS CORP COM	11/24/2009	2/24/2011	1,048 23	897 46	150 77	L
34 SHARES MCGRAW HILL COMPANIES	10/30/2008	2/24/2011	1,277 85	838 06	439 79	L
20 SHARES MEDTRONIC INC COM	10/30/2008	2/24/2011	786 38	806 00	(19 62)	L
102 SHARES MICROSOFT CORP	10/30/2008	2/24/2011	2,739 83	2,376 60	363 23	L
20 SHARES MICROCHIP TECHNOLOGY INC	10/30/2008	2/24/2011	731 46	497 40	234.06	L
168 SHARES NEWS CORP	10/30/2008	2/24/2011	2,815 95	1,597 68	1,218 27	L
51 SHARES NESTLES	10/30/2008	2/24/2011	2,897 76	1,968.60	929 16	L
24 SHARES NESTLES	11/27/2009	2/24/2011	1,363 66	1,152 69	210 97	L
20 SHARES NOVO NORDISK	10/30/2008	2/24/2011	2,432 98	1,047 40	1,385 58	L
25 SHARES OCCIDENTAL PETE CORP	10/30/2008	2/24/2011	2,545 20	1,289 24	1,255 96	L
4 SHARES OCCIDENTAL PETE CORP	11/25/2009	2/24/2011	407 24	333 63	73 61	L
14 SHARES PRUDENTIAL FINANCIAL INC	10/30/2008	2/24/2011	894 52	521 32	373 20	L
97 SHARES PHILIP MORRIS INTL INC	10/30/2008	2/24/2011	6,038 13	4,089 51	1,948 62	L
17 SHARES PHILIP MORRIS INTL INC	1/13/2009	2/24/2011	1,058 23	721 83	336 40	L
6 SHARES PHILIP MORRIS INTL INC	3/31/2009	2/24/2011	373 50	214 60	158 90	L
46 SHARES PEPSICO INC	10/30/2008	2/24/2011	2,893 46	2,610 04	283 42	L
4 SHARES PRAXAIR INC	5/15/2007	2/24/2011	389 67	266 94	122 73	L
6 SHARES PRAXAIR INC	5/16/2007	2/24/2011	584 51	403 64	180 87	L
10 SHARES PRAXAIR INC	7/24/2007	2/24/2011	974 19	778 85	195.34	L
50 SHARES PROCTER & GAMBLE CO	10/30/2008	2/24/2011	3,155 42	3,118 00	37 42	L
6 SHARES QUALCOMM INC	3/25/2008	2/24/2011	346 44	245 36	101 08	L
14 SHARES QUALCOMM INC	8/5/2008	2/24/2011	808 38	770 07	38 31	L
8 SHARES QUALCOMM INC	8/8/2008	2/24/2011	461 93	446 88	15 05	L
5 SHARES QUALCOMM INC	8/11/2008	2/24/2011	288 72	278 63	10 09	L
36 SHARES ROYAL DUTCH SHELL PLC	10/30/2008	2/24/2011	2,545 56	1,926 74	618 82	L
8 SHARES ROYAL DUTCH SHELL PLC	3/31/2009	2/24/2011	565 69	357 39	208 30	L
14 SHARES ROCHE HLDG LTD	01119/10	2/24/2011	516 58	630 68	(114 10)	L
13 SHARES ROCHE HLDG LTD	1/22/2010	2/24/2011	479 69	578 16	(98 47)	L
3 SHARES ROCHE HLDG LTD	1/26/2010	2/24/2011	110 69	131 93	(21 24)	L
11 SHARES ROCHE HLDG LTD	1/27/2010	2/24/2011	405 91	480 55	(74 64)	L
8 SHARES SCHLUMBERGER LTD	9/10/2007	2/24/2011	720 01	767 18	(47 17)	L
3 SHARES SCHLUMBERGER LTD	10/8/2008	2/24/2011	270 00	199 97	70 03	L
9 SHARES SCHLUMBERGER LTD	10/13/2008	2/24/2011	810 03	580 28	229 75	L
30 SHARES SYSCO CORPORATION	10/30/2008	2/24/2011	831 37	768 30	63 07	L
37 SHARES TOTAL SA	10/30/2008	2/24/2011	2,213 38	1,988 38	225 00	L
9 SHARES TOTAL SA	2/22/2010	2/24/2011	538 40	524 18	14 22	L
67 SHARES TEXAS INSTRUMENTS	10/30/2008	2/24/2011	2,362 38	1,246 84	1,115 54	L
6 SHARES TARGET CORP COM	10/3/2008	2/24/2011	312 84	266 31	46 53	L
29 SHARES TARGET CORP COM	10/16/2008	2/24/2011	1,512 09	1,083 88	428 21	L
29 SHARES UNITED TECHS CORP COM	10/30/2008	2/24/2011	2,401 23	1,532 94	868 29	L
2 SHARES WAL-MART STORES INC	10/14/2008	2/24/2011	104 15	108 86	(4 71)	L
7 SHARES WAL-MART STORES INC	10/16/2008	2/24/2011	364 55	370 55	(6 00)	L
9 SHARES WAL-MART STORES INC	10/17/2008	2/24/2011	468 71	493 33	(24 62)	L
16 SHARES WAL-MART STORES INC	3/31/2009	2/24/2011	833 27	834 38	(1 11)	L
5 SHARES WAL-MART STORES INC	5/14/2009	2/24/2011	260 40	247 43	12 97	L
64 SHARES WALGREEN CO	10/30/2008	2/24/2011	2,630 70	1,602 50	1,028 20	L
			135,922 14	100,980 95	34,941 19	

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print. File by the extended due date for filing your return See instructions.	Name of exempt organization	Employer identification number
	THE BOREN FAMILY FOUNDATION	86-0872576
	Number, street, and room or suite no If a P O. box, see instructions. 4222 E. MCLELLAN RD., #10	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MESA, AZ 85205	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ KENNETH BOREN 4222 E. MCLELLAN RD #10 - MESA, AZ 85205
  Telephone No. ▶ (480) 396-7945 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MARCH 15, 2012 .

5 For calendar year ______ , or other tax year beginning MAY 1, 2010 , and ending APR 30, 2011 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 3,264.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 3,264.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ James a Schmidt Title ▶ CPA Date ▶ 12/8/11

023842
01-24-11