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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation MAZEL U' BROCHA FOUNDATION		A Employer identification number 16-1780620
Number and street (or P O box number if mail is not delivered to street address) 1888 SHERMAN ST, SUITE 600	Room/suite	B Telephone number 303-295-7772
City or town, state, and ZIP code DENVER, CO 80203		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ 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) \$ 2,776,571.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))

	(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	2,000,000.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	19.	19.		STATEMENT 1
4 Dividends and interest from securities	13,986.	13,986.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	41,497.			
b Gross sales price for all assets on line 6a	773,523.			
7 Capital gain net income (from Part IV, line 2)		41,497.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	2,055,502.	55,502.		
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				
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	737.	737.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	737.	737.		0.
25 Contributions, gifts, grants paid	480,305.			480,305.
26 Total expenses and disbursements. Add lines 24 and 25	481,042.	737.		480,305.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,574,460.			
b Net investment income (if negative, enter -0-)		54,765.		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	352,071.	2,119,511.	2,119,511.
	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			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 4	843,098.	650,118.	657,060.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,195,169.	2,769,629.	2,776,571.	
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 ▶ ☒			
	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	1,195,169.	2,769,629.		
30 Total net assets or fund balances	1,195,169.	2,769,629.		
31 Total liabilities and net assets/fund balances	1,195,169.	2,769,629.		

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	1,195,169.
2 Enter amount from Part I, line 27a	2	1,574,460.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,769,629.
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	2,769,629.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 773,523.		732,026.	41,497.

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			
b			
c			
d			
e			41,497.

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	41,497.
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))
2010	275,192.	960,905.	.286388
2009	172,815.	761,567.	.226920
2008	246,040.	667,259.	.368732
2007	79,760.	454,346.	.175549
2006	0.	3,257.	.000000

2 Total of line 1, column (d)	2	1.057589
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	.211518
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,135,835.
5 Multiply line 4 by line 3	5	240,250.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	548.
7 Add lines 5 and 6	7	240,798.
8 Enter qualifying distributions from Part XII, line 4	8	480,305.

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	548.
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	548.
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	548.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,465.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,465.	
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	917.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 917. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Located at ► 1888 SHERMAN ST, SUITE 600, DENVER, CO Telephone no. ► 303-295-7772 ZIP+4 ► 80203			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MIRIAM BEREN 1635 TENNYSON ST DENVER, CO 80204	PRESIDENT 5.00	0.	0.	0.
JOSHUA BEREN 1460 CEDAR ROW LAKEWOOD, NJ 08701	DIRECTOR 1.00	0.	0.	0.
DENA GROSSMAN 1493 NORTH LAKE DRIVE LAKEWOOD, NJ 08701	DIRECTOR 1.00	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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	895,806.
b Average of monthly cash balances	1b	257,326.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,153,132.
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	1,153,132.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,297.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,135,835.
6 Minimum investment return. Enter 5% of line 5	6	56,792.

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	56,792.
2a Tax on investment income for 2011 from Part VI, line 5	2a	548.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	548.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	56,244.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	56,244.
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	56,244.

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	480,305.
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	480,305.
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	548.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	479,757.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				56,244.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	57,519.			
c From 2008	212,797.			
d From 2009	135,051.			
e From 2010	227,703.			
f Total of lines 3a through e	633,070.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 480,305.				
a Applied to 2010, 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 2011 distributable amount				56,244.
e Remaining amount distributed out of corpus	424,061.			
5 Excess distributions carryover applied to 2011 (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:	1,057,131.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,057,131.			
10 Analysis of line 9:				
a Excess from 2007	57,519.			
b Excess from 2008	212,797.			
c Excess from 2009	135,051.			
d Excess from 2010	227,703.			
e Excess from 2011	424,061.			

N/A

- 4942(1)(3) or 4942(1)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2011)

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				
AHAVAS CHESED BROOKLYN, NY	NONE		CHARITABLE	250.
AMERICAN FRIENDS OF KESHER BROOKLYN, NY	NONE		CHARITABLE	500.
AMERICAN FRIENDS OF MOSDOT ZERA YITCHAK BROOKLYN, NY	NONE		CHARITABLE	150.
ANSHE MAAMED FOUNDATION BROOKLYN, NY	NONE		CHARITABLE	20,000.
BAIS CHINUCH L'BONOS OCEAN COUNTY, NJ	NONE		EDUCATIONAL	4,000.
Total	SEE CONTINUATION SHEET(S)			480,305.
b Approved for future payment				
NONE				
Total				0.

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

- | | | | | |
|---|--|-------|-----|----|
| 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? | | Yes | No |
| 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. | | | |

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here  11/13/12  **PRESIDENT**
 Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr.)?
☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	MICHELE SORENSEN	MICHELE SORENSEN	11/12/12		P00841377
	Firm's name ▶ MICHELE F. SORENSEN PC				Firm's EIN ▶ 20-2320888
	Firm's address ▶ 501 S. CHERRY ST., SUITE 660 DENVER, CO 80246				Phone no. 303-333-1001

Form **990-PF** (2011)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BAIS KAILA TORAH LAKEWOOD, NJ	NONE		EDUCATIONAL	3,000.
BEER YITZCHAK BROOKLYN, NY	NONE		CHARITABLE	650.
BEIT SHALOM FLUSHING, NY	NONE		CHARITABLE	5,000.
BETH JACOB HIGH SCHOOL DENVER, CO	NONE		EDUCATIONAL	8,000.
BETH JACOB OF BORO PARK BROOKLYN, NY	NONE		EDUCATIONAL	6,500.
BNOS YISROEL SCHOOL FOR GIRLS BROOKLYN, NY	NONE		EDUCATIONAL	3,000.
CAMP DIVISION OF AGUDATH ISRAEL OF AMERICAN NEW YORK, NY	NONE		CHARITABLE	3,400.
CAMP GAN ISRAEL BROOKLYN, NY	NONE		CHARITABLE	2,600.
CHABAD OF NORTH OAK PARK OAK PARK, MI	NONE		CHARITABLE	7,500.
CHABAD OF SOUTHERN CO COLORADO SPRINGS, CO	NONE		CHARITABLE	500.
Total from continuation sheets				455,405.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHESED CHEL EMES BROOKLYN, NY	NONE		CHARITABLE	200.
CONGREGATION BNOS YAAKOV LAKEWOOD, NJ	NONE		CHARITABLE	3,000.
CONGREGATION SAR SHALOM BROOKLYN, NY	NONE		CHARITABLE	100.
CONGREGATION TOV LKOL BROOKLYN, NY	NONE		CHARITABLE	5,000.
CONGREGATION YETEZ LEV BROOKLYN, NY	NONE		CHARITABLE	1,000.
DARKEI ISH (TIFERES ZVI INSTITUTIONS) BROOKLYN, NY	NONE		CHARITABLE	100.
EZRAS YISROEL BROOKLYN, NY	NONE		CHARITABLE	2,000.
GEMILAS CHASUDEM D'TOSH MONROE, NY	NONE		CHARITABLE	500.
GMACH ZICHRON SHLOMO BROOKLYN, NY	NONE		CHARITABLE	40,000.
INDIGENT PERSONS BROOKLYN, NY	NONE		CHARITABLE	19,300.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INSTITUTE FOR SPECIAL EDUCATION NEW YORK, NY	NONE		CHARITABLE	1,200.
KAHAL CHSAIDAI YRUSHALEM NEW YORK, NY	NONE		CHARITABLE	500.
KESHEV NEW YORK, NY	NONE		CHARITABLE	200.
LAKEWOOD CHEDER LAKEWOOD, NJ	NONE		CHARITABLE	3,750.
LEV BAIS YAAKOV BROOKLYN, NY	NONE		CHARITABLE	4,000.
LONG ISLAND UNIVERSITY BROOKLYN, NY	NONE		EDUCATIONAL	14,344.
MERCY COLLEGE DOBBS FERRY, NY	NONE		EDUCATIONAL	4,811.
MESIVTHA TIFERETH JERUSELEM NEW YORK, NY	NONE		CHARITABLE	1,000.
MOSDOT OHEL YISROEL BROOKLYN, NY	NONE		CHARITABLE	122,000.
NATIONAL COMMITTEE FOR THE FURTHERANCE OF JEWISH EDUCATION BROOKLYN, NY	NONE		EDUCATIONAL	8,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PESACH TIKVAH BROOKLYN, NY	NONE		CHARITABLE	2,000.
SHAAR HASHAMAIM OCEANSIDE, NY	NONE		CHARITABLE	5,000.
SHEVES ACHIM GAM YACHAD BROOKLYN, NY	NONE		CHARITABLE	2,000.
SHUVU CHAZON AVROHOM BROOKLYN, NY	NONE		CHARITABLE	10,000.
STAM G'MACH BROOKLYN, NY	NONE		CHARITABLE	1,000.
TEN YAD KALLAH GEMAH BROOKLYN, NY	NONE		CHARITABLE	500.
THE CHEDER SCHOOL BROOKLYN, NY	NONE		EDUCATIONAL	2,000.
TIFERES ACHIM BROOKLYN, NY	NONE		CHARITABLE	60,500.
TIFERES BAIS YAAKOV LAKEWOOD, NJ	NONE		CHARITABLE	9,200.
TIFERETH ISRAEL QUEENS, NY	NONE		CHARITABLE	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TOMCHEI SHABBOS BROOKLYN, NY	NONE		CHARITABLE	500.
TOURO COLLEGE NEW YORK, NY	NONE		EDUCATIONAL	33,050.
TZEDOK VOCHESD BROOKLYN, NY	NONE		CHARITABLE	200.
UNITED INSTITUTIONS OF KARLIN STOLIN BROOKLYN, NY	NONE		CHARITABLE	1,500.
YAD L'ACHIM BROOKLYN, NY	NONE		CHARITABLE	100.
YESHIVA KETANA OF QUEENS FLUSHING, NY	NONE		EDUCATIONAL	2,400.
YESHIVA LUBAVITCH BROOKLYN, NY	NONE		EDUCATIONAL	6,000.
YESHIVA MASORAS AVOS LAKEWOOD, NJ	NONE		EDUCATIONAL	5,000.
YESHIVA OF STATEN ISLAND NEW YORK, NY	NONE		EDUCATIONAL	6,000.
YESHIVA OHR MOLEH KOSON BROOKLYN, NY	NONE		EDUCATIONAL	500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YESHIVA ORCHOS CHAIM LAKEWOOD, NJ	NONE		EDUCATIONAL	6,000.
YESHIVA SHAAR HATORAH BROOKLYN, NY	NONE		EDUCATIONAL	7,000.
YESHIVA TIFERETH TORAH LAKEWOOD, NJ	NONE		EDUCATIONAL	13,300.
YESHIVA TORAS CHAIM DENVER, CO	NONE		EDUCATIONAL	2,000.
ZEVLUN BROOKLYN, NY	NONE		CHARITABLE	2,500.
ZICHRON AHARON INC BROOKLYN, NY	NONE		CHARITABLE	1,000.
Total from continuation sheets				

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

MAZEL U' BROCHA FOUNDATION

Employer identification number

16-1780620

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.

\$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization MAZEL U' BROCHA FOUNDATION	Employer identification number 16-1780620
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MIRIAM BEREN 1635 TENNYSON STREET DENVER, CO 80204	\$ 2,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

MAZEL U' BROCHA FOUNDATION

16-1780620

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

[illegible]

Name of organization

Employer identification number

MAZEL U' BROCHA FOUNDATION**16-1780620**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	ARTISAN MID CAP VALUE	P	12/23/09	08/05/11
b	ARTISAN MID CAP VALUE	P	12/31/10	08/10/11
c	ARTISAN MID CAP VALUE	P	12/23/09	08/10/11
d	COLUMBIA HIGH YIELD	P	12/31/09	08/11/11
e	COLUMBIA HIGH YIELD	P	12/31/09	08/19/11
f	COLUMBIA HIGH YIELD	P	12/31/10	08/19/11
g	FBR FOCUS FUND	P	04/24/09	03/17/11
h	FBR FOCUS FUND	P	04/24/09	04/14/11
i	FBR FOCUS FUND	P	04/24/09	08/05/11
j	FBR FOCUS FUND	P	04/24/09	08/11/11
k	FIDELITY FLOATING RATE	P	12/31/09	08/25/11
l	FIDELITY FLOATING RATE	P	12/31/10	08/25/11
m	FIDELITY SELECT NATURAL RES	P	01/31/11	06/13/11
n	FIRST EAGLE GLOBAL	P	11/29/02	03/16/11
o	HARBOR HIGH YIELD BOND	P	12/31/09	08/25/11

(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	10,450.	10,487.	<37.>
b	7,022.	7,450.	<428.>
c	11,928.	12,654.	<726.>
d	25,050.	23,152.	1,898.
e	2,510.	2,307.	203.
f	17,145.	15,761.	1,384.
g	17,800.	15,805.	1,995.
h	13,150.	11,444.	1,706.
i	10,450.	9,808.	642.
j	19,650.	19,783.	<133.>
k	36,021.	36,268.	<247.>
l	62,181.	62,608.	<427.>
m	54,130.	59,785.	<5,655.>
n	17,400.	16,775.	625.
o	14,565.	12,874.	1,691.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<37.>
b			<428.>
c			<726.>
d			1,898.
e			203.
f			1,384.
g			1,995.
h			1,706.
i			642.
j			<133.>
k			<247.>
l			<427.>
m			<5,655.>
n			625.
o			1,691.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	HARBOR HIGH YIELD BOND	P	12/31/10	08/25/11
b	MARSICO FLEXIBLE CAPITAL	P	12/31/10	08/11/11
c	MARSICO FLEXIBLE CAPITAL	P	12/31/10	10/04/11
d	MATTHEWS ASIA	P	12/31/09	03/02/11
e	MATTHEWS ASIA	P	12/31/09	03/16/11
f	MATTHEWS ASIA	P	12/31/09	04/13/11
g	MATTHEWS ASIA	P	12/31/09	04/15/11
h	MATTHEWS ASIA	P	12/31/10	04/15/11
i	MUTUAL SERIES GLOBAL DISC	P	12/31/09	03/17/11
j	NEUBERGER BERMAN HIGH YIELD	P	12/31/09	08/04/11
k	NEUBERGER BERMAN HIGH YIELD	P	12/31/09	08/10/11
l	NEUBERGER BERMAN HIGH YIELD	P	12/31/09	08/12/11
m	NEUBERGER BERMAN HIGH YIELD	P	12/31/09	08/19/11
n	NEUBERGER BERMAN HIGH YIELD	P	12/31/10	08/19/11
o	NEUBERGER BERMAN HIGH YIELD	P	12/31/10	10/06/11

(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	1,055.	932.	123.
b	29,450.	32,195.	<2,745.>
c	21,850.	25,069.	<3,219.>
d	37,300.	33,934.	3,366.
e	14,950.	14,249.	701.
f	16,550.	15,057.	1,493.
g	20,265.	18,241.	2,024.
h	2,959.	2,663.	296.
i	17,800.	15,597.	2,203.
j	10,450.	8,541.	1,909.
k	25,250.	21,719.	3,531.
l	25,250.	21,571.	3,679.
m	8,533.	7,257.	1,276.
n	867.	737.	130.
o	4,811.	4,312.	499.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			123.
b			<2,745.>
c			<3,219.>
d			3,366.
e			701.
f			1,493.
g			2,024.
h			296.
i			2,203.
j			1,909.
k			3,531.
l			3,679.
m			1,276.
n			130.
o			499.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	NEUBERGER BERMAN HIGH YIELD	P	09/30/10	10/06/11
b	RS PARTNERS	P	03/11/10	08/05/11
c	RS PARTNERS	P	03/11/10	10/03/11
d	RS PARTNERS	P	12/17/10	10/03/11
e	THE DELAFIELD FUND	P	12/31/09	04/14/11
f	THE DELAFIELD FUND	P	03/10/10	04/15/11
g	THE DELAFIELD FUND	P	12/31/09	05/18/11
h	THE DELAFIELD FUND	P	12/31/09	08/03/11
i	WASATCH INTERNATIONAL GROWTH	P	11/10/09	03/02/11
j	WASATCH INTERNATIONAL GROWTH	P	10/14/10	03/02/11
k	WASATCH INTERNATIONAL OPP	P	01/05/10	03/16/11
l	WASATCH INTERNATIONAL OPP	P	12/31/09	05/18/11
m	WASATCH MICRO CAP	P	01/05/10	05/18/11
n	WASATCH SMALL CAP VALUE	P	04/08/10	04/14/11
o	WASATCH SMALL CAP VALUE	P	12/17/10	04/14/11

(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 3.		2.	1.
b 10,450.		10,595.	<145.>
c 9,925.		11,720.	<1,795.>
d 7,525.		8,885.	<1,360.>
e 17,100.		13,908.	3,192.
f 11,500.		9,338.	2,162.
g 11,350.		9,249.	2,101.
h 15,712.		14,287.	1,425.
i 9,885.		9,013.	872.
j 17,972.		16,424.	1,548.
k 14,950.		13,626.	1,324.
l 11,350.		9,728.	1,622.
m 11,350.		9,390.	1,960.
n 12,544.		11,535.	1,009.
o 406.		373.	33.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1.
b			<145.>
c			<1,795.>
d			<1,360.>
e			3,192.
f			2,162.
g			2,101.
h			1,425.
i			872.
j			1,548.
k			1,324.
l			1,622.
m			1,960.
n			1,009.
o			33.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a WASATCH SMALL CAP VALUE		P	12/17/10	05/18/11
b WASATCH SMALL CAP VALUE		P	12/17/10	08/08/11
c WASATCH SMALL CAP VALUE		P	12/17/10	10/04/11
d WELLS FARGO HIGH INCOME		P	12/31/09	08/05/11
e WELLS FARGO HIGH INCOME		P	12/31/10	08/05/11
f CAPITAL GAINS DIVIDENDS				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 11,350.		10,410.	940.
b 10,450.		10,793.	<343.>
c 13,572.		16,040.	<2,468.>
d 8,524.		7,173.	1,351.
e 596.		502.	94.
f 10,217.			10,217.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			940.
b			<343.>
c			<2,468.>
d			1,351.
e			94.
f			10,217.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	41,497.
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

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

SOURCE	AMOUNT
FIDELITY	19.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	19.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY	24,203.	10,217.	13,986.
TOTAL TO FM 990-PF, PART I, LN 4	24,203.	10,217.	13,986.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER	737.	737.		0.
TO FORM 990-PF, PG 1, LN 23	737.	737.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 4

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	650,118.	657,060.
TOTAL TO FORM 990-PF, PART II, LINE 13		650,118.	657,060.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 5

NAME OF CONTRIBUTOR

ADDRESS

MIRIAM BEREN

1635 TENNYSON ST
DENVER, CO 80204

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

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).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions MAZEL U' BROCHA FOUNDATION	Employer identification number (EIN) or ☒ 16-1780620
Number, street, and room or suite no. If a P O box, see instructions. 1888 SHERMAN ST, SUITE 600	Social security number (SSN) ☐
City, town or post office, state, and ZIP code. For a foreign address, see instructions. DENVER, CO 80203	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 FOUNDATION

- The books are in the care of **1888 SHERMAN ST, SUITE 600 - DENVER, CO 80203**

Telephone No. **303-295-7772**

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 **NOVEMBER 15, 2012**

5 For calendar year **2011**, or other tax year beginning ☐ and ending ☐

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 REQUIRED TO COMPILE DATA NECESSARY FOR 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	\$	1,465.
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	\$	1,465.
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 must be completed for Part II only.

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 ☐

Title **PRESIDENT**

Date ☐