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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury Internal Revenue Service

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation: Hoffman-Brouse Foundation; Employer identification number: 20-2072534; Telephone number: (801) 487-4330; City: Salt Lake City, UT 84105; Accounting method: Cash

Part I Analysis of Revenue and Expenses

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Excess of revenue (27a) and Net investment income (27b).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	53,962	47,754	47,754			
	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 (attach schedule) (see page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)	67,796 <input checked="" type="checkbox"/>	78,698	83,142			
	b Investments—corporate stock (attach schedule)	743,723 <input checked="" type="checkbox"/>	764,759	814,051			
	c Investments—corporate bonds (attach schedule)	38,509 <input checked="" type="checkbox"/>	31,555	34,434			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)						
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
15 Other assets (describe ▶ _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	903,990	922,766	979,381				
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe ▶ _____)						
	23 Total liabilities (add lines 17 through 22)		0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds	903,990	922,766				
30 Total net assets or fund balances (see page 17 of the instructions)	903,990	922,766					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	903,990	922,766					

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	903,990
2	Enter amount from Part I, line 27a	2	18,776
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	922,766
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	922,766

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 455,288		407,168	48,120
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			48,120
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	48,120
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	48,845	952,776	000 051266
2009	57,289	819,797	000 069882
2008			
2007			
2006			

2 Total of line 1, column (d).	2	000 121148
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	000 060574
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,030,855
5 Multiply line 4 by line 3.	5	62,443
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	756
7 Add lines 5 and 6.	7	63,199
8 Enter qualifying distributions from Part XII, line 4.	8	55,637

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,512
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	1,512
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,512
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,100
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	332
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	1,432
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	80
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No		
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No		
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes			
14 The books are in care of ▶ <u>Lynn Hoffman-Brouse</u> Telephone no ▶ <u>(801) 487-4330</u> Located at ▶ <u>1455 E Bryan Avenue Salt Lake City UT</u> ZIP+4 ▶ <u>84105</u>					
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1" style="display:inline-table; vertical-align:middle;"><tr><td style="width:40px; text-align:center;">15</td><td style="width:100px;"></td></tr></table>	15				
15					
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?	16	Yes	No		
See 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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b			No

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)? (see page 22 of the instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. **5b**

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

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

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** **Yes**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Mark Brouse L Hoffman-Brouse 1455 E Bryan Ave Salt Lake City, UT 84105	President / Trustee 001 00	0		
Manlyn Hoffman L Hoffman-Brouse 1455 E Bryan Ave Salt Lake City, UT 84105	Trustee 001 00	0		
Lynn Hoffman-Brouse L Hoffman-Brouse 1455 E Bryan Ave Salt Lake City, UT 84105	Secretary / Treasurer / Trustee 001 00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

Total. Add lines 1 through 3. ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	969,061
b	Average of monthly cash balances.	1b	77,492
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,046,553
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,046,553
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) <input type="checkbox"/>	4	15,698
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,030,855
6	Minimum investment return. Enter 5% of line 5.	6	51,543

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	51,543
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	1,512
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,512
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	50,031
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	50,031
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	50,031

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 <input type="checkbox"/>	1a	55,637
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	55,637
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	55,637

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				50,031
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				16,615
e From 2010.				1,753
f Total of lines 3a through e.	18,368			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>55,637</u>				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2011 distributable amount.				50,031
e Remaining amount distributed out of corpus	5,606			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	23,974			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	23,974			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				16,615
d Excess from 2010.				1,753
e Excess from 2011.				5,606

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 46,300
b <i>Approved for future payment</i>				
Total				3b

Additional Data

Software ID: 11000218

Software Version: 2011.0.0

EIN: 20-2072534

Name: Hoffman-Brouse Foundation

Part VI Line 7 - Tax Paid Original Return: 1432

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

Lynn Hoffman-Brouse
Mark Brouse

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMER RED CROSS - WILLAMETTE CHAPTER675 ORCHARD HEIGHTS RD NW STE 200 SALEM,OR 97304	N/A	509(a)(1)	General Unrestricted	2,000
ASHOKA1700 N MOORE ST ARLINGTON,VA 22209	N/A	509(a)(1)	Ashoka Support Network	10,000
EARTH UNIVERSITY FOUNDATION 3525 PIEDMONT RD NE BLDG 5 ATLANTA,GA 30305	N/A	509(a)(1)	Half Scholarship for the Earth University	7,300
ENVIRONMENTAL ENERGY STUDY INSTIT1112 16TH ST NW STE 300 WASHINGTON,DC 20036	N/A	509(a)(2)	General Unrestricted	1,250
FUGEES FAMILY INCPO BOX 388 SCOTTTDALE,GA 30079	N/A	509(a)(1)	After-School Tutoring or Fugees Academy Program	3,000
IVUMED3269 S MAIN ST STE 230 SALT LAKE CITY,UT 84115	N/A	509(a)(1)	General Unrestricted	2,000
NATIONAL ABILITY CENTERPO BOX 682799 PARK CITY,UT 84068	N/A	509(a)(1)	General Unrestricted	2,000
NATURE CONSERVANCY4245 N FAIRFAX DR STE 100 ARLINGTON,VA 22203	N/A	509(a)(1)	General Unrestricted	2,500
PLAN INTERNATIONAL USA INC155 PLAN WAY WARWICK,RI 02886	N/A	509(a)(2)	Because I am a Girl Programs	1,000
POST CARBON INSTITUTE613 4TH ST STE 208 SANTA ROSA,CA 95404	N/A	509(a)(1)	General Unrestricted	1,250
READING IS FUNDAMENTAL INC 1255 23RD ST NW STE 300 WASHINGTON,DC 20037	N/A	509(a)(1)	General Unrestricted	2,000
SALT LAKE ARTS COUNCIL FOUNDATION54 FINCH LN SALT LAKE CTY,UT 84102	N/A	509(a)(1)	General Unrestricted	5,000
SAVE THE CHILDREN FEDERATION INC54 WILTON RD WESTPORT,CT 06880	N/A	509(a)(1)	General Unrestricted	1,000
SOUTHERN POVERTY LAW CENTER INC400 WASHINGTON AVE MONTGOMERY,AL 36104	N/A	509(a)(1)	General Unrestricted	1,000
SPLORE774 E 3300 S STE 105 SALT LAKE CTY,UT 84106	N/A	509(a)(2)	General Unrestricted	1,500
UTAH CHILDREN747 E S TEMPLE SALT LAKE CITY,UT 84102	N/A	509(a)(1)	General Unrestricted	1,000
YOUNG WOMENS CHRISTIAN ASSN OF SALT322 E 300 S SALT LAKE CITY,UT 84111	N/A	509(a)(1)	General Unrestricted	1,000
ZAMBIAS SCHOLARSHIP FUNDPO BOX 515 BRINGHAM CITY,UT 84302	N/A	509(a)(1)	General Unrestricted	1,500
Total			3a	46,300

TY 2011 Accounting Fees Schedule

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 11000218

Software Version: 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Services	225			225

TY 2011 General Explanation Attachment

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 11000218

Software Version: 2011.0.0

Identifier	Return Reference	Explanation
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TY 2011 Investments Corporate Bonds Schedule

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 11000218

Software Version: 2011.0.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIE - 5.875 - 05/15/2016 002824AT7 200000.00%	2,124	2,353
AMERICAN EXPRESS CO NT - 6.150 - 08/28/2017 025816AX7 300000.00%	3,085	3,376
ASTRAZENECA PLC NT - 5.900 - 09/15/2017 046353AB4 200000.00%	2,070	2,421
CITIGROUP INC SUB NT - 5.000 - 09/15/2014 172967CQ2 300000.00%	2,935	2,981
CONOCOPHILLIPS - 5.750 - 02/01/2019 20825CAR5 200000.00%	2,018	2,420
CREDIT SUISSE USA INC - 4.875 - 01/15/2015 22541LAR4 200000.00%	2,107	2,090
DAIMLERCHRYSLER N. AMER - 6.500 - 11/15/2013 233835AW7 200000.00%	2,098	2,177
ENTERPRISE PRODUCTS BD - 5.200 - 09/01/2020 29379VAP8 100000.00%	1,044	1,107
EXELON CORP NT - 4.900 - 06/15/2015 30161NAD3 200000.00%	1,907	2,163
HOME DEPOT - 5.400 - 09/15/2040 437076AU6 100000.00%	980	1,196
JOHN DEERE CAPITAL CORP - 7.000 - 03/15/2012 244217BG9 200000.00%	2,125	2,027
JPMORGAN CHASE CO GLBL - 4.750 - 03/01/2015 46625HCE8 200000.00%	1,912	2,127
TIME WARNER INC - 4.700 - 01/15/2021 887317AG0 100000.00%	1,050	1,077
VERIZON COMM BD - 5.500 - 02/15/2018 92343VAL8 200000.00%	1,970	2,332
WACHOVIA BANK - 5.600 - 03/15/2016 92976GAE1 200000.00%	2,013	2,142
WAL MART STORES INC NT - 5.800 - 02/15/2018 931142CJ0 200000.00%	2,117	2,445

TY 2011 Investments Corporate Stock Schedule

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 11000218

Software Version: 2011.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
99 shares of ABBOTT LABS ABT	5,208	5,567
31 shares of AETNA INC. NEW AET	1,131	1,308
38 shares of ALTERA CORPORATION ALTR	1,321	1,410
44 shares of AMER FIN GRP HLD AFG	1,489	1,623
36 shares of AMERICAN EXPRESS CO AXP	1,623	1,698
15 shares of AMERIGROUP CORP AGP	849	886
11 shares of APPLE INC. AAPL	2,264	4,455
113 shares of APPLIED MATERIALS INC. AMAT	1,386	1,210
33 shares of ASSURANT INC AIZ	1,267	1,355
136 shares of ATT CORP COM NEW T	4,969	4,113
7 shares of ATRION CORPORATION ATRI	1,558	1,682
53 shares of AUTOMATIC DATA PROCESSING INC. ADP	2,177	2,863
20 shares of BAKER HUGHES INTL BHI	1,127	973
30 shares of BIG LOTS INC EX CONSOLIDATED ST ORES INC COM BIG	1,024	1,133
128 shares of BRISTOL-MYERS SQUIBB CO BMY	3,452	4,511
83 shares of BROOKS AUTOMATION, INC BRKS	750	852
56 shares of CARDTRONICS INC CATM	1,352	1,515
60 shares of CBS CORP CL B CBS	1,495	1,628
27 shares of CHEVRON CORP CVX	1,722	2,873
32 shares of CLIFFS NATURAL RESOURCES INC. CLF	1,957	1,995
119 shares of COCA COLA ENTRPR INC CCE	2,958	3,068
64 shares of COCA-COLA CO KO	3,400	4,478
740 shares of COHEN AND STEERS REALTY SHARES INC CSRSX	36,216	45,019
10 shares of COLGATE-PALMOLIVE COMPANY CL	880	924
30 shares of CONOCOPHILLIPS COP	2,090	2,186
11 shares of CUMMINS INC CMI	1,023	968
84 shares of DISCOVER FINL SVCS COM DFS	2,048	2,016
36 shares of DOLLAR TREE INC. DLTR	2,936	2,992
19 shares of DOMINOS PIZZA INC DPZ	524	645
23 shares of DOMTAR LTD UFS	1,766	1,839

Name of Stock	End of Year Book Value	End of Year Fair Market Value
840 shares of DREMAN CONTRARIAN SMALL CAP VALUE FUND DRSVX	13,352	13,557
3799 shares of DWS INVESTMENT TR DWS HIGH INCOME PLUS FUND CLASS SGHSX	21,886	25,450
16 shares of ESTEE LAUDER COMPANIES INC EL	1,821	1,797
34 shares of FASTENAL COMPANY FAST	1,462	1,483
1258 shares of FIDELITY DIVERSIFIED INTERNATIONAL FUND FDIVX	33,849	32,106
55 shares of FIDELITY NATIONAL INFORMATION SERVICES INC FIS	1,386	1,462
1814 shares of FIRST EAGLE FUNDS INC. SGOVX	40,714	36,940
13 shares of FOSSIL INC COM FOSL	1,131	1,032
245 shares of GAP INC. GPS	4,529	4,545
65 shares of GOODYEAR TIRE RUBBER COMPANY GT	707	921
82 shares of GPRE GPRE	779	800
74 shares of HALLIBURTON COMPANY HAL	2,668	2,554
259 shares of HEWLETT PACKARD CO HPQ	6,765	6,672
118 shares of HILSHIRE BRANDS CO HSH	1,971	2,233
35 shares of HOLLYFRONTIER CORP HFC	1,096	819
253 shares of HOME DEPOT INC. HD	8,130	10,636
23 shares of HUMANA INC HUM	1,321	2,015
44 shares of IAC/INTERACTIVE CORP IACI	1,782	1,874
149 shares of IDT CORP CL B IDT	1,293	1,398
412 shares of INTEL CORP INTC	8,813	9,991
36 shares of INTERNATIONAL BUSINESS MACHINES IBM	5,076	6,620
55 shares of INTL FCSTONE INC INTL	1,258	1,296
363 shares of ISHARES MSCI EMERGING MARKETS INDEX FD EEM	15,564	13,772
563 shares of ISHARES TRUST MSCI EAFE INDEX FUND EFA	22,541	27,885
1083 shares of ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD IWF	48,449	62,587
1280 shares of ISHARES TRUST RUSSELL 1000 VALUE INDEX FUND IWD	56,221	81,254
473 shares of IVY GLOBAL NATURAL RESOURCES FUND CLASS Y IGNYX	9,840	8,132
81 shares of JOHNSON JOHNSON JNJ	5,174	5,312
151 shares of KELLY SERVICES INC CL A KELYA	2,270	2,066
39 shares of KLA TENCOR CORP KLAC	1,797	1,882

Name of Stock	End of Year Book Value	End of Year Fair Market Value
36 shares of KOHLS CORP KSS	1,845	1,777
47 shares of LACLEDE GROUP INC LG	1,864	1,902
22 shares of LAS VEGAS SANDS CORP LVS	976	940
59 shares of LOCKHEED MARTIN CORP LMT	4,246	4,773
5 shares of LORD ABBETT DEVELOPING GROWTH CL A LAGWX	105	89
9 shares of LORILLARD INC COMMON STOCK LO	1,063	1,026
59 shares of LOWES COMPANIES INC. LOW	1,255	1,497
57 shares of MCDONALDS CORP MCD	2,590	5,719
156 shares of MICROSOFT CORPORATION MSFT	4,079	4,050
33 shares of MOLINA HEALTHCARE MOH	512	737
19 shares of NASH-FINCH COMPANY NAFC	514	556
28 shares of NATL OILWELL VARCO NOV	1,810	1,904
40 shares of NORTHROP GRUMMAN CORP NOC	2,294	2,339
31 shares of OCCIDENTAL PETE CORP OXY	2,829	2,905
4250 shares of ON ASSIGNMENT, INC. ASGN	51,911	47,515
1904 shares of OPPENHEIMER DEVELOPING MKTS FD CL A ODMAX	67,279	55,824
3858 shares of OPPENHEIMER INTERNATIONAL BOND FUND - CLASS A OIBAX	24,827	23,957
56 shares of ORACLE CORP ORCL	1,602	1,436
32 shares of OWENS AND MINOR INC OMI	921	889
69 shares of PEPSICO INC PEP	4,456	4,578
295 shares of PFIZER INC. PFE	5,135	6,384
44 shares of PHILIP MORRIS INTL PM	2,164	3,453
9124 shares of PIMCO FD PAC INV MGMT COMMODITY PCRRX	62,455	58,853
4096 shares of PMFM MANAGED PORTFOLIO TRUST CLASS A ETFFX	39,810	35,963
3 shares of PRICELINE.COM INCORPORATED PCLN	539	1,403
58 shares of PROCTER GAMBLE CO PG	3,360	3,869
170 shares of R R DONNELLEY SONS CO RRD	2,632	2,453
13 shares of RALPH LAUREN CORP RL	1,936	1,795
89 shares of RAYTHEON CO. RTN	4,031	4,306
40 shares of RED ROBIN GOURMET BURGERS, INC RRGB	942	1,108

Name of Stock	End of Year Book Value	End of Year Fair Market Value
122 shares of SONIC AUTOMOTIVE INC CL A SAH	1,340	1,807
54 shares of SYNEX CORP SNX	1,503	1,645
48 shares of TECH DATA CORP TECD	2,069	2,372
65 shares of TESORO CORP TSO	1,851	1,518
67 shares of TEXAS INSTRUMENTS INC. TXN	1,949	1,950
52 shares of TORCHMARK CORP TMK	2,266	2,256
53 shares of TOTAL FINA ELF S.A. TOT	3,282	2,709
100 shares of TRAVELERS COMPANIES INC THE TRV	5,161	5,917
71 shares of TYLER TECHNOLOGIES, INC. TYL	2,315	2,138
18 shares of ULTA SALON, COSMETICS FRAGRANCE, INC. ULTA	1,294	1,169
15 shares of UNISOURCE ENERGY CRPHLD CO UNS	545	554
49 shares of UNITED RENTALS INC URI	1,030	1,448
22 shares of UNITEDHEALTH GROUP INC. UNH	1,013	1,115
48 shares of URS CORP NEW URS	1,639	1,686
118 shares of VERIZON COMMUNICATIONS VZ	2,906	4,734
23 shares of VISA INC V	2,072	2,335
115 shares of WAL-MART STORES INC. WMT	6,217	6,872
44 shares of WALT DISNEY HOLDINGS CO. DIS	1,466	1,650
9 shares of WASHINGTON POST CO B WPO	3,020	3,391
12 shares of WELLPOINT INC WLP	805	795
111 shares of WESTERN REFINING INC WNR	1,822	1,475
19 shares of WESTLAKE CHEMICAL CORP WLK	727	765
40 shares of WGL HOLDINGS INC WGL	1,545	1,769
10 shares of WYNN RESORTS LIMITED COMMON WYNN	1,333	1,105

**TY 2011 Investments Government
Obligations Schedule**

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 11000218

Software Version: 2011.0.0

**US Government Securities - End of
Year Book Value:** 78,698

**US Government Securities - End of
Year Fair Market Value:** 83,142

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

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

TY 2011 Other Expenses Schedule

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 11000218

Software Version: 2011.0.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	9,112			9,112
Bank Charges	15	15		

TY 2011 Other Professional Fees Schedule

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 11000218

Software Version: 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	10,842	10,842		

TY 2011 Taxes Schedule

Name: Hoffman-Brouse Foundation

EIN: 20-2072534

Software ID: 11000218

Software Version: 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2011	1,100	0	0	0
Excise Tax for 2010	63	0	0	0