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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

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

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

Name of foundation
The J Mark Grosvenor Foundation

% DAVID YEAGER

Number and street (or P O box number if mail is not delivered to street address) 6355 Ward Road Suite 301 | Room/suite

City or town, state, and ZIP code
Arvada, CO 80004

A Employer identification number
26-0741701

B Telephone number (see page 10 of the instructions)
(303) 996-6995

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,293,769

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,452	2,452		
	4	Dividends and interest from securities	18,457	18,457		
	5a	Gross rents	0	0		
	b	Net rental income or (loss) -6,043				
	6a	Net gain or (loss) from sale of assets not on line 10	18,304			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		18,304		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	7,623	7,623		
	12	**Total.** Add lines 1 through 11	46,836	46,836		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	12,000	12,000		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	5,000	5,000	0	0
	c	Other professional fees (attach schedule)	30,354	30,354		
	17	Interest	1,440	1,440		
	18	Taxes (attach schedule) (see page 14 of the instructions)	454	454		
	19	Depreciation (attach schedule) and depletion	3,062	3,062		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	640	640		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	52,950	52,950	0	0
	25	Contributions, gifts, grants paid	467,609			467,609
	26	**Total expenses and disbursements.** Add lines 24 and 25	520,559	52,950	0	467,609
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-473,723			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	85,532	69,833	69,833
2	Savings and temporary cash investments			
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (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)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)	143,336	-356,664	444,950
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	3,086,334	3,087,682	2,778,986
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)	3,315,202	2,800,851	3,293,769
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 ▶)	265,238	249,934	
23	**Total liabilities** (add lines 17 through 22)	265,238	249,934	
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			
28	Paid-in or capital surplus, or land, bldg , and equipment fund	4,765,468	4,746,187	
29	Retained earnings, accumulated income, endowment, or other funds	-1,715,504	-2,195,270	
30	**Total net assets or fund balances** (see page 17 of the instructions)	3,049,964	2,550,917	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,315,202	2,800,851	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,049,964
2	Enter amount from Part I, line 27a	2	-473,723
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,576,241
5	Decreases not included in line 2 (itemize) ▶	5	25,324
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,550,917

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	TOTAL SHORT-TERM CAPITAL GAIN OR LOSS FROM PASS THROUGH ENTITIES	P		
b	TOTAL LONG TERM CAPITAL GAIN OR LOSS FROM PASSTHROUGH ENTITIES	P		
c	TOTAL 1231 GAIN/LOSS FROM PASS THROUGH ENTITIES	P		
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				-516
b				18,042
c				778
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				
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	18,304
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	-516

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	460,150	3,471,447	0 132553
2009	420,021	3,837,787	0 109444
2008	520,189	4,145,243	0 125491
2007	20,000	9,850	2 030457
2006			

2	**Total** of line 1, column (d).	2	2 397945
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	0 599486
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	3,243,599
5	Multiply line 4 by line 3.	5	1,944,492
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	0
7	Add lines 5 and 6.	7	1,944,492
8	Enter qualifying distributions from Part XII, line 4.	8	467,609

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 ▶ ☐ 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	0
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	0
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	0
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a			
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,000
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 1,000	**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?	1a		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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities.*	2		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? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ WY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b		No
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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	Yes	

Website address ▶n/a

14 The books are in care of ▶DAVID YEAGER Telephone no ▶(303) 996-6995

Located at ▶6355 WARD ROAD SUITE 301 Arvada CO ZIP+4 ▶80004

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 |

			Yes	No
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		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? ☐ **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**

			Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ **Yes** ☑ **No**

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

			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 page 20 of the instructions).	2b		No

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? ☐ **Yes** ☑ **No**

			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.)*	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)?	**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? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**	
	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?	**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 (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
J Mark Grosvenor 6355 Ward Road Suite 301 Arvada, CO 80004	president 1 0	12,000	0	0
Stephen James 6355 Ward Road Suite 301 Arvada, CO 80004	Vice President 1 0	0	0	0
David Yeager 6355 Ward Road Suite 301 Arvada, CO 80004	Secretary 2 0	0	0	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
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	
All other program-related investments See page 24 of the instructions	
3	
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	436,325
b	Average of monthly cash balances	1b	77,683
c	Fair market value of all other assets (see page 24 of the instructions)	1c	2,778,986
d	**Total** (add lines 1a, b, and c)	1d	3,292,994
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	0
3	Subtract line 2 from line 1d	3	3,292,994
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	49,395
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,243,599
6	**Minimum investment return.** Enter 5% of line 5	6	162,180

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	162,180
2a	Tax on investment income for 2011 from Part VI, line 5	2a	0		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1			3	162,180
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	162,180
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	162,180

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	1a	467,609
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	467,609
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	467,609

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					162,180
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.				0	
b Total for prior years 2009 , 2008 , 2007					
3 Excess distributions carryover, if any, to 2011					
a From 2006.					
b From 2007.	19,811				
c From 2008.	312,927				
d From 2009.	228,132				
e From 2010.	287,227				
f **Total** of lines 3a through e.		848,097			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 467,609					
a Applied to 2010, but not more than line 2a				0	
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.					162,180
e Remaining amount distributed out of corpus		305,429			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,153,526			
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				0	
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		1,153,526			
10 Analysis of line 9					
a Excess from 2007. . . .	19,811				
b Excess from 2008. . . .	312,927				
c Excess from 2009. . . .	228,132				
d Excess from 2010. . . .	287,227				
e Excess from 2011. . . .	305,429				

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))

NA

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

NA

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ 3a				467,609
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	2,452	
4 Dividends and interest from securities. . . .			14	18,457	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	-6,043	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	18,304	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a ROYALTY INCOME			15	137	
b OTHER INCOME			25	7,486	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				40,793	

13 Total. Add line 12, columns (b), (d), and (e). **13** 40,793

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
1	income produced for the charitable purpose

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

Sign Here

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

Signature of officer or trustee	Date	Title
******	2012-11-15	******

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name	HEIN & ASSOCIATES LLP	Firm's EIN	
Firm's address	1999 BROADWAY SUITE 4000 DENVER, CO 80202	Phone no (303) 298-9600	

May the IRS discuss this return with the preparer shown above? See instructions ☑ Yes ☐ No

Additional Data

Software ID:	
Software Version:	
EIN:	26-0741701
Name:	The J Mark Grosvenor Foundation

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 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*				
International Seakeepers355 Alhambra Circle Coral Gable, FL 33134	none	501(c)(3)	TO SUPPORT THE OCEANS	4,500
Jackson Center for the Arts240 South Glenwood Jackson, WY 83001	none	501(C)(3)	Art Theater	101,100
Los Cabos Childrens Foundation3800 West 53rd Street Sioux Falls, SD 57106	none	501(c)(3)	Support of Casa Hogar Boy's home	5,000
Mama Cares Foundation6195 El camino Real Carlsbad, CA 92009	none	501(c)(3)	Treatment of underprivileged children	5,000
Invisible Children1620 5th Ave Suite 400 San Diego, CA 92101	none	501(c)(3)	Support of children in Central Africa	1,000
Community Foundation of Jackson Hole255 East Simpson Street Jackson, WY 83001	none	501(c)(3)	To support the jackson Hole Community	5,000
The Grosvenor Foundation6355 Ward Road Arvada, CO 80004	Common board members	509(a)	Support for the San diego Symphony, Colorado Uplift, and other non-pofit entities	225,000
Santa Fe Christian Schools838 academy drive solana beach, CA 92075	none	501(c)(3)	renovation of middle school campus	20,000
Scripps Health FoundationPO Box 2669 La Jolla, CA 92038	none	501(c)(3)	support Scripps cancer center	20,000
Colorado Uplift3914 King Street Denver, CO 80211	none	501(c)(3)	christmas dinners for poor families	50,000
Honorary Deputy Sheriff's Assocation po Box 421260 san diego, CA 92142	member	501(c)(3)	membership dues	1,000
Life Changing Lives4 Hutton Center Drive Suite 500 santa ana, CA 92707	none	501(c)(3)	One Nation, One Heart Fund	10,000
Walden Family Services6150 Mission Gorge Road san diego, CA 92120	none	501(c)(3)	To support foster and at-risk youth	10,000
Yellowstone Mountain ClubPO BOX 161097 BIG SKY, MT 59716	none	501(c)(3)	PUBLIC SAFETY AND FIRE PROTECTION	10,000
Charitable Contributions from Pass through6355 Ward Road suite 301 Arvada, CO 80004	none	501(c)(3)	general purpose	9
Total . . . . ▶ **3a**				467,609

TY 2011 Accounting Fees Schedule

Name: The J Mark Grosvenor Foundation

EIN: 26-0741701

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,000	5,000		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: The J Mark Grosvenor Foundation

EIN: 26-0741701

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491320021102

TY 2011 Investments - Other Schedule

Name: The J Mark Grosvenor Foundation

EIN: 26-0741701

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARAPAHO PEAK REAL ESTATE FUND	FMV	135,511	135,681
CRESTONE ALTERNATIVE STRATEGIE	FMV	2,050,068	1,873,496
GREY K ENVIRONMENTAL OFFSHORE	FMV	630,935	400,293
MAROON PEAKS PRIVATE EQUITY FU	FMV	238,798	238,784
NATURAL GAS PARTNERS VIII	FMV	32,370	130,732

TY 2011 Land, Etc. Schedule

Name: The J Mark Grosvenor Foundation

EIN: 26-0741701

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value

TY 2011 Other Decreases Schedule

Name: The J Mark Grosvenor Foundation

EIN: 26-0741701

Description	Amount
DISTRIBUTIONS FROM PARTNERSHIPS	19,281
NET RENTAL LOSS FROM PARTNERSHIPS	6,043

TY 2011 Other Expenses Schedule

Name: The J Mark Grosvenor Foundation

EIN: 26-0741701

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL REPORTS	25	25		
POSTAGE AND SHIPPING	53	53		
SECTION 179 DEDUCTIONS	92	92		
SECTIONS 59(E)(2) EXPENDITURES	15,928	15,928		
ROYALTY DEDUCTIONS	2	2		
2% FLOOR DEDUCTIONS	9,699	9,699		
OTHER PORTFOLIO DEDUCTIONS	31	31		
OTHER DEDUCTIONS	522	522		
NON-DEDUCTIBLE EXPENSES	-26,379	-26,379		
FEDERAL TAXES	667	667		

TY 2011 Other Income Schedule

Name: The J Mark Grosvenor Foundation

EIN: 26-0741701

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Gross Royalty Income	137	137	
Ordinary income from pass-throughs	3,402	3,402	
other portfolio inc from pass-throughs	11	11	
Cancellation of debt	2,392	2,392	
other income from pass-throughs	1,559	1,559	
Section 1256 gain	122	122	

TY 2011 Other Liabilities Schedule

Name: The J Mark Grosvenor Foundation

EIN: 26-0741701

Description	Beginning of Year - Book Value	End of Year - Book Value
BANK OVERDRAFT	265,238	249,934

TY 2011 Other Professional Fees Schedule

Name: The J Mark Grosvenor Foundation

EIN: 26-0741701

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	30,354	30,354		

TY 2011 Taxes Schedule

Name: The J Mark Grosvenor Foundation

EIN: 26-0741701

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	454	454		

Form **1118**
(Rev December 2011)
Department of the Treasury
Internal Revenue Service

Foreign Tax Credit—Corporations

▶ **See separate instructions.**
▶ **Attach to the corporation's tax return.**

For calendar year 20 **11** , or other tax year beginning , 20 , and ending , 20

OMB No 1545-0122

Name of corporation: **THE J. MARK GROSVENOR FOUNDATION**

Employer identification number

Use a **separate** Form 1118 for each applicable category of income listed below See **Categories of Income** in the instructions Also, see **Specific Instructions**
Check only one box on each form

☐ Passive Category Income ☐ Section 901(j) Income Name of Sanctioned Country ▶ ________________

☐ General Category Income ☐ Income Re-sourced by Treaty Name of Country ▶ ________________

Schedule A Income or (Loss) Before Adjustments *(Report all amounts in U.S. dollars. See **Specific Instructions**.)*

	1 Foreign Country or U S Possession (Enter two-letter code, see instructions Use a separate line for each) *	Gross Income or (Loss) From Sources Outside the United States (*INCLUDE* Foreign Branch Gross Income here *and* on Schedule F)								
		2 Deemed Dividends (see instructions)		3 Other Dividends		4 Interest	5 Gross Rents, Royalties, and License Fees	6 Gross Income From Performance of Services	7 Other (attach schedule)	8 Total (add columns 2(a) through 7)
		(a) Exclude gross-up	(b) Gross-up (sec 78)	(a) Exclude gross-up	(b) Gross-up (sec 78)					
A				21,171						21,171
B										
C										
D										
E										
F										
Totals (add lines A through F)										

* For section 863(b) income, NOLs, income from RICs, and high-taxed income, use a single line (see instructions)

Deductions (*INCLUDE* Foreign Branch Deductions here *and* on Schedule F)

	9 Definitely Allocable Deductions					10 Apportioned Share of Deductions Not Definitely Allocable (enter amount from applicable line of Schedule H, Part II, column (d))	11 Net Operating Loss Deduction	12 Total Deductions (add columns 9(e) through 11)	13 Total Income or (Loss) Before Adjustments (subtract column 12 from column 8)
	Rental, Royalty, and Licensing Expenses		(c) Expenses Related to Gross Income From Performance of Services	(d) Other Definitely Allocable Deductions	(e) Total Definitely Allocable Deductions (add columns 9(a) through 9(d))				
	(a) Depreciation, Depletion, and Amortization	(b) Other Expenses							
A				9,775				9,775	11,396
B									
C									
D									
E									
F									
Totals									

Schedule B Foreign Tax Credit *(Report all foreign tax amounts in U.S. dollars.)*

Part I—Foreign Taxes Paid, Accrued, and Deemed Paid *(see instructions)*

	1 Credit is Claimed for Taxes ☐ Paid ☐ Accrued		2 Foreign Taxes Paid or Accrued (attach schedule showing amounts in foreign currency and conversion rate(s) used)								3 Tax Deemed Paid (from Schedule C—Part I, column 10, Part II, column 8(b), and Part III, column 8)
			Tax Withheld at Source on			Other Foreign Taxes Paid or Accrued on					
	Date Paid	Date Accrued	(a) Dividends	(b) Interest	(c) Rents, Royalties, and License Fees	(d) Section 863(b) Income	(e) Foreign Branch Income	(f) Services Income	(g) Other	(h) Total Foreign Taxes Paid or Accrued (add columns 2(a) through 2(g))	
A	12/31/11		421							421	
B											
C											
D											
E											
F											
Totals (add lines A through F)			421							421	

Part II—Separate Foreign Tax Credit *(Complete a **separate** Part II for **each** applicable category of income.)*

1	Total foreign taxes paid or accrued (total from Part I, column 2(h))	421	
2	Total taxes deemed paid (total from Part I, column 3)		
3	Reductions of taxes paid, accrued, or deemed paid (enter total from Schedule G)	( )	
4	Taxes reclassified under high-tax kickout		
5	Enter the sum of any carryover of foreign taxes (from Schedule K, line 3, column (xiv)) plus any carrybacks to the current tax year	1,736	
6	Total foreign taxes (combine lines 1 through 5)		2,157
7	Enter the amount from the applicable column of Schedule J, Part I, line 11 (see instructions) If Schedule J is **not** required to be completed, enter the result from the "Totals" line of column 13 of the applicable Schedule A		11,396
8a	Total taxable income from all sources (enter taxable income from the corporation's tax return)	0	
b	Adjustments to line 8a (see instructions)		
c	Subtract line 8b from line 8a		
9	Divide line 7 by line 8c Enter the resulting fraction as a decimal (see instructions) If line 7 is greater than line 8c, enter 1		
10	Total U S income tax against which credit is allowed (regular tax liability (see section 26(b)) minus American Samoa economic development credit)		0
11	Credit limitation (multiply line 9 by line 10) (see instructions)		
12	**Separate foreign tax credit** (enter the smaller of line 6 or line 11 here and on the appropriate line of Part III)		

Part III—Summary of Separate Credits (Enter amounts from Part II, line 12 for **each** applicable category of income **Do not** include taxes paid to sanctioned countries)

1	Credit for taxes on passive category income		
2	Credit for taxes on general category income		
3	Credit for taxes on income re-sourced by treaty (combine all such credits on this line)		
4	Total (add lines 1 through 3)		
5	Reduction in credit for international boycott operations (see instructions)		
6	**Total foreign tax credit** (subtract line 5 from line 4) Enter here and on the appropriate line of the corporation's tax return		

Schedule C **Tax Deemed Paid by Domestic Corporation Filing Return**

Use this schedule to figure the tax deemed paid by the corporation with respect to dividends from a first-tier foreign corporation under section 902(a), and deemed inclusions of earnings from a first- or lower-tier foreign corporation under section 960(a) ***Report all amounts in U.S. dollars unless otherwise specified.***

Part I—Dividends and Deemed Inclusions From Post-1986 Undistributed Earnings

1 Name of Foreign Corporation (identify DISCs and former DISCs)	2 Tax Year End (Yr-Mo) (see instructions)	3 Country of Incorporation (enter country code from instructions)	4 Post-1986 Undistributed Earnings (in functional currency—attach schedule)	5 Opening Balance in Post-1986 Foreign Income Taxes	6 Foreign Taxes Paid and Deemed Paid for Tax Year Indicated		7 Post-1986 Foreign Income Taxes (add columns 5, 6(a), and 6(b))	8 Dividends and Deemed Inclusions		9 Divide Column 8(a) by Column 4	10 Tax Deemed Paid (multiply column 7 by column 9)
					(a) Taxes Paid	(b) Taxes Deemed Paid (from Schedule D, Part I—see instructions)		(a) Functional Currency	(b) U S Dollars		

Total (Add amounts in column 10 Enter the result here and include on "Totals" line of Schedule B, Part I, column 3) ▶

Part II—Dividends Paid Out of Pre-1987 Accumulated Profits

1 Name of Foreign Corporation (identify DISCs and former DISCs)	2 Tax Year End (Yr-Mo) (see instructions)	3 Country of Incorporation (enter country code from instructions)	4 Accumulated Profits for Tax Year Indicated (in functional currency computed under section 902) (attach schedule)	5 Foreign Taxes Paid and Deemed Paid on Earnings and Profits (E&P) for Tax Year Indicated (in functional currency) (see instructions)	6 Dividends Paid		7 Divide Column 6(a) by Column 4	8 Tax Deemed Paid (see instructions)	
					(a) Functional Currency	(b) U S Dollars		(a) Functional Currency	(b) U S Dollars

Total (Add amounts in column 8b Enter the result here and include on "Totals" line of Schedule B, Part I, column 3) ▶

Part III—Deemed Inclusions From Pre-1987 Earnings and Profits

1 Name of Foreign Corporation (identify DISCs and former DISCs)	2 Tax Year End (Yr-Mo) (see instructions)	3 Country of Incorporation (enter country code from instructions)	4 E&P for Tax Year Indicated (in functional currency translated from U S dollars, computed under section 964) (attach schedule)	5 Foreign Taxes Paid and Deemed Paid for Tax Year Indicated (see instructions)	6 Deemed Inclusions		7 Divide Column 6(a) by Column 4	8 Tax Deemed Paid (multiply column 5 by column 7)
					(a) Functional Currency	(b) U S Dollars		

Total (Add amounts in column 8 Enter the result here and include on "Totals" line of Schedule B, Part I, column 3) ▶

Schedule D **Tax Deemed Paid by First- and Second-Tier Foreign Corporations under Section 902(b)**

Use Part I to compute the tax deemed paid by a first-tier foreign corporation with respect to dividends from a second-tier foreign corporation Use Part II to compute the tax deemed paid by a second-tier foreign corporation with respect to dividends from a third-tier foreign corporation ***Report all amounts in U.S. dollars unless otherwise specified.***

Part I—Tax Deemed Paid by First-Tier Foreign Corporations

Section A—Dividends Paid Out of Post-1986 Undistributed Earnings (Include the column 10 results in Schedule C, Part I, column 6(b))

1 Name of Second-Tier Foreign Corporation and Its Related First-Tier Foreign Corporation	2 Tax Year End (Yr-Mo) (see instructions)	3 Country of Incorporation (enter country code from instructions)	4 Post-1986 Undistributed Earnings (in functional currency—attach schedule)	5 Opening Balance in Post-1986 Foreign Income Taxes	6 Foreign Taxes Paid and Deemed Paid for Tax Year Indicated		7 Post-1986 Foreign Income Taxes (add columns 5, 6(a), and 6(b))	8 Dividends Paid (in functional currency)		9 Divide Column 8(a) by Column 4	10 Tax Deemed Paid (multiply column 7 by column 9)
					(a) Taxes Paid	(b) Taxes Deemed Paid (see instructions)		(a) of Second-tier Corporation	(b) of First-tier Corporation		

Section B—Dividends Paid Out of Pre-1987 Accumulated Profits (Include the column 8(b) results in Schedule C, Part I, column 6(b))

1 Name of Second-Tier Foreign Corporation and Its Related First-Tier Foreign Corporation	2 Tax Year End (Yr-Mo) (see instructions)	3 Country of Incorporation (enter country code from instructions)	4 Accumulated Profits for Tax Year Indicated (in functional currency—attach schedule)	5 Foreign Taxes Paid and Deemed Paid for Tax Year Indicated (in functional currency—see instructions)	6 Dividends Paid (in functional currency)		7 Divide Column 6(a) by Column 4	8 Tax Deemed Paid (see instructions)	
					(a) of Second-tier Corporation	(b) of First-tier Corporation		(a) Functional Currency of Second-tier Corporation	(b) U S Dollars

Part II—Tax Deemed Paid by Second-Tier Foreign Corporations

Section A—Dividends Paid Out of Post-1986 Undistributed Earnings (Include the column 10 results in Section A, column 6(b), of Part I above)

1 Name of Third-Tier Foreign Corporation and Its Related Second-Tier Foreign Corporation	2 Tax Year End (Yr-Mo) (see instructions)	3 Country of Incorporation (enter country code from instructions)	4 Post-1986 Undistributed Earnings (in functional currency—attach schedule)	5 Opening Balance in Post-1986 Foreign Income Taxes	6 Foreign Taxes Paid and Deemed Paid for Tax Year Indicated		7 Post-1986 Foreign Income Taxes (add columns 5, 6(a), and 6(b))	8 Dividends Paid (in functional currency)		9 Divide Column 8(a) by Column 4	10 Tax Deemed Paid (multiply column 7 by column 9)
					(a) Taxes Paid	(b) Taxes Deemed Paid (from Schedule E, Part I, column 10)		(a) of Third-tier Corporation	(b) of Second-tier Corporation		

Section B—Dividends Paid Out of Pre-1987 Accumulated Profits (Include the column 8(b) results in Section A, column 6(b), of Part I above)

1 Name of Third-Tier Foreign Corporation and Its Related Second-Tier Foreign Corporation	2 Tax Year End (Yr-Mo) (see instructions)	3 Country of Incorporation (enter country code from instructions)	4 Accumulated Profits for Tax Year Indicated (in functional currency—attach schedule)	5 Foreign Taxes Paid and Deemed Paid for Tax Year Indicated (in functional currency—see instructions)	6 Dividends Paid (in functional currency)		7 Divide Column 6(a) by Column 4	8 Tax Deemed Paid (see instructions)	
					(a) of Third-tier Corporation	(b) of Second-tier Corporation		(a) In Functional Currency of Third-tier Corporation	(b) U S Dollars

Schedule E **Tax Deemed Paid by Certain Third-, Fourth-, and Fifth-Tier Foreign Corporations Under Section 902(b)**

Use this schedule to report taxes deemed paid with respect to dividends from eligible post-1986 undistributed earnings of fourth-, fifth- and sixth-tier controlled foreign corporations ***Report all amounts in U.S. dollars unless otherwise specified.***

Part I—Tax Deemed Paid by Third-Tier Foreign Corporations (Include the column 10 results in Schedule D, Part II, Section A, column 6(b))

1 Name of Fourth-Tier Foreign Corporation and Its Related Third-Tier Foreign Corporation	**2** Tax Year End (Yr-Mo) (see instructions)	**3** Country of Incorporation (enter country code from instructions)	**4** Post-1986 Undistributed Earnings (in functional currency—attach schedule)	**5** Opening Balance in Post-1986 Foreign Income Taxes	**6** Foreign Taxes Paid and Deemed Paid for Tax Year Indicated		**7** Post-1986 Foreign Income Taxes (add columns 5, 6(a), and 6(b))	**8** Dividends Paid (in functional currency)		**9** Divide Column 8(a) by Column 4	**10** Tax Deemed Paid (multiply column 7 by column 9)
					(a) Taxes Paid	**(b)** Taxes Deemed Paid (from Part II, column 10)		**(a)** Of Fourth-tier CFC	**(b)** Of Third-tier CFC		

Part II—Tax Deemed Paid by Fourth-Tier Foreign Corporations (Include the column 10 results in column 6(b) of Part I above)

1 Name of Fifth-Tier Foreign Corporation and Its Related Fourth-Tier Foreign Corporation	**2** Tax Year End (Yr-Mo) (see instructions)	**3** Country of Incorporation (enter country code from instructions)	**4** Post-1986 Undistributed Earnings (in functional currency—attach schedule)	**5** Opening Balance in Post-1986 Foreign Income Taxes	**6** Foreign Taxes Paid and Deemed Paid for Tax Year Indicated		**7** Post-1986 Foreign Income Taxes (add columns 5, 6(a), and 6(b))	**8** Dividends Paid (in functional currency)		**9** Divide Column 8(a) by Column 4	**10** Tax Deemed Paid (multiply column 7 by column 9)
					(a) Taxes Paid	**(b)** Taxes Deemed Paid (from Part III, column 10)		**(a)** Of Fifth-tier CFC	**(b)** Of Fourth-tier CFC		

Part III—Tax Deemed Paid by Fifth-Tier Foreign Corporations (Include the column 10 results in column 6(b) of Part II above)

1 Name of Sixth-Tier Foreign Corporation and Its Related Fifth-Tier Foreign Corporation	**2** Tax Year End (Yr-Mo) (see instructions)	**3** Country of Incorporation (enter country code from instructions)	**4** Post-1986 Undistributed Earnings (in functional currency—attach schedule)	**5** Opening Balance in Post-1986 Foreign Income Taxes	**6** Foreign Taxes Paid For Tax Year Indicated	**7** Post-1986 Foreign Income Taxes (add columns 5 and 6)	**8** Dividends Paid (in functional currency)		**9** Divide Column 8(a) by Column 4	**10** Tax Deemed Paid (multiply column 7 by column 9)
							(a) Of Sixth-tier CFC	**(b)** Of Fifth-tier CFC		

Schedule F Gross Income and Definitely Allocable Deductions for Foreign Branches

	1 Foreign Country or U S Possession (Enter two-letter code from Schedule A, column 1 Use a separate line for each)	2 Gross Income	3 Definitely Allocable Deductions
A			
B			
C			
D			
E			
F			
Totals (add lines A through F)* ▶			

Schedule G Reductions of Taxes Paid, Accrued, or Deemed Paid

A	Reduction of Taxes Under Section 901(e)—Attach separate schedule	
B	Reduction of Foreign Oil and Gas Taxes—Enter amount from Schedule I, Part II, line 6	
C	Reduction of Taxes Due to International Boycott Provisions—Enter appropriate portion of Schedule C (Form 5713), line 2b **Important:** Enter only "specifically attributable taxes" here	
D	Reduction of Taxes for Section 6038(c) Penalty—Attach separate schedule	
E	Other Reductions of Taxes—Attach schedule(s)	
	Total (add lines A through E) Enter here and on Schedule B, Part II, line 3 ▶	

* **Note** *The Schedule F totals are not carried over to any other Form 1118 Schedule (These totals were already included in Schedule A) However the IRS requires the corporation to complete Schedule F under the authority of section 905(b)*

Schedule H Apportionment of Deductions Not Definitely Allocable *(complete only once)*

Part I—Research and Development Deductions

	(a) Sales Method				(b) Gross Income Method — Check method used ☐ Option 1 ☐ Option 2				(c) Total R&D Deductions Not Definitely Allocable (enter the sum of all amounts entered in all applicable "R&D Deductions" columns)
	Product line #1 (SIC Code)*		Product line #2 (SIC Code)*		Product line #1 (SIC Code)*		Product line #2 (SIC Code)*		
	(i) Gross Sales	**(ii)** R&D Deductions	**(iii)** Gross Sales	**(iv)** R&D Deductions	**(v)** Gross Income	**(vi)** R&D Deductions	**(vii)** Gross Income	**(viii)** R&D Deductions	
1 Totals (see instructions)									
2 Total to be apportioned									
3 Apportionment among statutory groupings									
a General category income									
b Passive category income									
c Section 901(j) income*									
d Income re-sourced by treaty*									
4 Total foreign (add lines 3a through 3d)									

* **Important:** *See **Computer-Generated Schedule H** in instructions*

Schedule H Apportionment of Deductions Not Definitely Allocable *(continued)*

Part II—Interest Deductions, All Other Deductions, and Total Deductions

	(a) Average Value of Assets—Check method used ☐ Fair market value ☐ Tax book value ☐ Alternative tax book value		(b) Interest Deductions		(c) All Other Deductions Not Definitely Allocable	(d) Totals (add the corresponding amounts from column (c), Part I, columns (b)(iii) and (b)(iv), Part II, and column (c), Part II) Enter each amount from lines 3a through 3d below in column 10 of the corresponding Schedule A
	(i) Nonfinancial Corporations	(ii) Financial Corporations	(iii) Nonfinancial Corporations	(iv) Financial Corporations		
1a Totals (see instructions)						
b Amounts specifically allocable under Temp Regs 1 861-10T(e)						
c Other specific allocations under Temp Regs 1 861-10T						
d Assets excluded from apportionment formula						
2 Total to be apportioned (subtract the sum of lines 1b, 1c, and 1d from line 1a)						
3 Apportionment among statutory groupings						
a General category income						
b Passive category income						
c Section 901(j) income*						
d Income re-sourced by treaty*						
4 Total foreign (add lines 3a through 3d)						

* **Important:** *See **Computer-Generated Schedule H** in instructions*