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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation A.V. Hunter Trust		A Employer identification number 84-0461332
Number and street (or P O box number if mail is not delivered to street address) 650 South Cherry Street	Room/suite 535	B Telephone number 303-399-5450
City or town, state, and ZIP code Glendale, CO 80246		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 54,128,716. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		4,947.	4,947.		
4 Dividends and interest from securities		812,095.	812,095.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,921,750.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			2,921,750.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		62,482.	62,482.		Statement 1
12 Total. Add lines 1 through 11		3,801,274.	3,801,274.		
13 Compensation of officers, directors, trustees, etc		168,000.	25,200.		142,800.
14 Other employee salaries and wages		160,635.	16,117.		144,518.
15 Pension plans, employee benefits		103,046.	10,905.		92,141.
16a Legal fees Stmt 2		1,485.	0.		1,485.
b Accounting fees Stmt 3		22,574.	6,300.		16,274.
c Other professional fees Stmt 4		448,129.	437,406.		10,723.
17 Interest					
18 Taxes Stmt 5		92,293.	919.		0.
19 Depreciation and depletion					
20 Occupancy		61,337.	6,134.		55,203.
21 Travel, conferences, and meetings		3,036.	0.		3,036.
22 Printing and publications		306.	0.		306.
23 Other expenses Stmt 6		3,388.	0.		3,388.
24 Total operating and administrative expenses. Add lines 13 through 23		1,064,229.	502,981.		469,874.
25 Contributions, gifts, grants paid		2,175,200.			2,175,200.
26 Total expenses and disbursements. Add lines 24 and 25		3,239,429.	502,981.		2,645,074.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		561,845.			
b Net investment income (if negative, enter -0-)			3,298,293.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		2,829,927.	11,925,148.	11,925,148.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock Stmt 7	42,038,751.	35,427,908.	38,079,638.	
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other Stmt 8	6,123,384.	4,200,851.	4,123,930.	
	14	Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)	50,992,062.	51,553,907.	54,128,716.	
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
Foundations that follow SFAS 117, check here ▶ ☐	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27	Capital stock, trust principal, or current funds	0.	0.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	50,992,062.	51,553,907.		
	30	Total net assets or fund balances	50,992,062.	51,553,907.		
31	Total liabilities and net assets/fund balances	50,992,062.	51,553,907.			

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	50,992,062.
2	Enter amount from Part I, line 27a	2	561,845.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	51,553,907.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	51,553,907.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly traded securities		Various	Various
b Clarium Capital Fund		01/01/10	10/24/11
c Restoration Offshore Fund, Ltd.		Various	10/26/11
d Longacre Capital Partners II, L.P.		08/01/08	Various
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			3,069,219.
b			<126,000.>
c			57,314.
d			<78,783.>
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			3,069,219.
b			<126,000.>
c			57,314.
d			<78,783.>
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	2,921,750.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	2,138,470.	54,421,098.	.039295
2009	3,223,718.	47,061,951.	.068499
2008	3,573,448.	61,936,752.	.057695
2007	3,271,487.	76,182,230.	.042943
2006	3,016,726.	68,841,772.	.043821

2 Total of line 1, column (d)	2	.252253
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	.050451
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	59,530,857.
5 Multiply line 4 by line 3	5	3,003,391.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	32,983.
7 Add lines 5 and 6	7	3,036,374.
8 Enter qualifying distributions from Part XII, line 4 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.	8	2,645,074.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	65,966.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	65,966.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	65,966.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 82,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	82,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	4.	
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	16,030.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 16,030. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>www.avhuntertrust.org</u>	13	X	
14	The books are in care of ▶ <u>A.V. Hunter Trust, Incorporated</u> Telephone no. ▶ <u>303-399-5450</u> Located at ▶ <u>650 S. Cherry Street Suite 535, Glendale, CO</u> ZIP+4 ▶ <u>80246</u>			
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 ▶ <u>15</u> N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		168,000.	42,593.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Charlotte A. Gillespie - 650 S. Cherry St Ste 535, Glendale, CO	Sr. Program Officer 40.00	87,000.	24,298.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Walthausen & Co., LLC 9 Executive Park Dr., Clifton Park, NY 12065	Investment Management	95,052.
Gabelli Asset Management Co. One Corporate Center, Rye, NY 10580-1422	Investment Management	78,933.
American National Bank 3033 E. First Avenue, Denver, CO 80206	Investment Trust Services	77,984.
Denver Investment Advisors - 1225 17th Street, 26th Floor, Denver, CO 80202	Investment Management	65,399.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	55,553,908.
b	Average of monthly cash balances	1b	4,883,510.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	60,437,418.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	60,437,418.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	906,561.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,530,857.
6	Minimum investment return. Enter 5% of line 5	6	2,976,543.

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

1	Minimum investment return from Part X, line 6	1	2,976,543.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	65,966.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	65,966.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,910,577.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,910,577.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,910,577.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,645,074.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,645,074.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,645,074.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,910,577.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,537,018.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 2,645,074.				
a Applied to 2010, but not more than line 2a			2,537,018.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				108,056.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				2,802,521.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- 4942(j)(3) or 4942(j)(5)

- (4) Gross investment income**

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
A Kid's Place, Inc. 2540 11th Avenue Greeley, CO 80631	N/A	Public Charity	Operations	5,000.
Adam's Camp 6767 South Spruce Street, Suite 102 Centennial, CO 80112	N/A	Public Charity	Operations	12,500.
Adaptive Sports Association P.O. Box 1884 Durango, CO 81302	N/A	Public Charity	Operations	10,000.
Adoption Alliance 2121 South Oneida Street, Ste. 240 Denver, CO 80224	N/A	Public Charity	Program Support	5,000.
Advocate Safehouse Project P.O. Box 2036 Glenwood Springs, CO 81602	N/A	Public Charity	Operations	5,000.
Total	See continuation sheet(s)			3a 2,175,200.
b Approved for future payment				
None				
Total				3b 0.

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

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)					
Advocates for Children 10855 East Bethany Drive, Ste. 200 Aurora, CO 80014	N/A		Public Charity	Operations	5,000.
All Points Transit, Inc. P. O. Box 1416 Montrose, CO 81402	N/A		Public Charity	Program Support	15,000.
Alternative Horizons Corporation P. O. Box 503 Durango, CO 81302	N/A		Public Charity	Program Support	10,000.
Alternatives to Family Violence P.O. Box 385 Commerce City, CO 80034	N/A		Public Charity	Operations	5,000.
American Red Cross 444 Sherman Street Denver, CO 80203	N/A		Public Charity	Program support	10,000.
Anchor Center for Blind Children 2550 Roslyn Street Denver, CO 80238	N/A		Public Charity	Operations	10,000.
Assistance League of Colorado Springs 211 East Costilla Street Colorado Springs, CO 80903-2103	N/A		Public Charity	Program Support	5,000.
Total from continuation sheets					2,137,700.

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

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
Assistance League of Denver 1400 Josephine Street Denver, CO 80206-2213	N/A	Public Charity	Program Support	5,000.
Assistance League of Pueblo 515 Chester Avenue Pueblo, CO 81003	N/A	Public Charity	Program Support	5,000.
Baby Bear Hugs 201 South Main Yuma, CO 80759	N/A	Public Charity	Operations	10,000.
Bayaud Enterprises 333 West Bayaud Avenue Denver, CO 80223	N/A	Public Charity	Operations	25,000.
Bennie E. Goodwin After School Academic Program 12400 East Hoffman Boulevard Aurora, CO 80011	N/A	Public Charity	Operations	10,000.
Big Brothers Big Sisters of Southwest Colorado P. O. Box 2154 Durango, CO 81302	N/A	Public Charity	Operations	5,000.
Black Canyon Boys & Girls Club P.O. Box 1907 Montrose, CO 81402	N/A	Public Charity	Operations	7,500.
Total from continuation sheets				

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year						
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)						
Blue Sky Bridge P. O. Box 19122 Boulder, CO 80308		N/A	Public Charity	Operations	5,000.	
Boulder Bridge House P. O. Box 626 Boulder, CO 80306		N/A	Public Charity	Operations	10,000.	
Boulder County CareConnect, Inc. 951 Arapahoe Avenue, #10 Boulder, CO 80302		N/A	Public Charity	Operations	10,000.	
Boy Scouts of America - Rocky Mountain Council 411 South Pueblo Blvd. Pueblo, CO 81005		N/A	Public Charity	Operations	5,000.	
Boys & Girls Club of La Plata County 2750 Main Avenue Durango, CO 81301		N/A	Public Charity	Operations	5,000.	
Boys & Girls Club of the San Luis Valley P. O. Box 1032 Alamosa, CO 81101		N/A	Public Charity	Operations	20,000.	
Boys & Girls Clubs of Larimer County 103 Smokey Street Fort Collins, CO 80525		N/A	Public Charity	Operations	5,000.	
Total from continuation sheets						

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

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)					
Boys & Girls Clubs of Northwest Colorado P. O. Box 1251 Craig, CO 81626	N/A		Public Charity	Operations	7,500.
Boys & Girls Clubs of Pueblo County 2601 Sprague Avenue Pueblo, CO 81004	N/A		Public Charity	Operations	15,000.
Breckenridge Outdoor Education Center P.O. Box 697 Breckenridge, CO 80424	N/A		Public Charity	Program Support	15,000.
Bridges of Silence 5770 Niagara Street #B Commerce City, CO 80022	N/A		Public Charity	Operations	5,000.
Broadway Assistance Center 1212 Mariposa Street Denver, CO 80204-3621	N/A		Public Charity	Operations	10,000.
Brothers Redevelopment, Inc. 2250 Eaton Street, Garden Level, Suite B Denver, CO 80214-1210	N/A		Public Charity	Operations	30,000.
Canon City Golden Age Center, Inc. 728 Main Street Canon City, CO 81212	N/A		Public Charity	Program Support	10,000.
Total from continuation sheets					

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

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
Capitol Hill Community Services 4000 East Quincy Avenue Englewood, CO 80113	N/A	Public Charity	Operations	10,000.
Care and Share, Inc. 2605 Preamble Point Colorado Springs, CO 80915	N/A	Public Charity	Program Support	20,000.
CASA of Adams & Broomfield Counties 1100 Judicial Center Drive Brighton, CO 80601-0763	N/A	Public Charity	Operations	5,000.
CASA of Jefferson and Gilpin Counties 100 Jefferson County Parkway, #2040 Golden, CO 80401	N/A	Public Charity	Operations	5,000.
CASA of Larimer County 201 LaPorte Avenue, Suite 100 Fort Collins, CO 80521-2761	N/A	Public Charity	Operations	5,000.
CASA of Mesa County P. O. Box 4133 Grand Junction, CO 81502-4133	N/A	Public Charity	Operations	5,000.
CASA of Pueblo 130 West Abriendo Avenue Pueblo, CO 81004	N/A	Public Charity	Operations	5,000.
Total from continuation sheets				

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

Name and address (home or business)	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
CASA of the Continental Divide P.O. Box 2092 Dillon, CO 80435		N/A	Public Charity	Operations	5,000.
CASA of the Pikes Peak Region 701 South Cascade Avenue Colorado Springs, CO 80903		N/A	Public Charity	Operations	5,000.
Center for Hearing, Speech and Language 4280 Hale Parkway Denver, CO 80220		N/A	Public Charity	Operations	15,000.
Child Advocates, Denver CASA 225 E. 16th Ave., Ste. B80 Denver, CO 80203		N/A	Public Charity	Operations	5,000.
Child Advocates, Denver CASA 225 E. 16th Ave., Ste. B80 Denver, CO 80203		N/A	Public Charity	Operations	2,500.
Clinica Tepeyac, Inc. 5075 Lincoln Street Denver, CO 80216		N/A	Public Charity	Program Support	10,000.
Colfax Community Network, Inc. P.O. Box 202373 Denver, CO 80220		N/A	Public Charity	Operations	5,000.
Total from continuation sheets					

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

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
Recipient				
Colorado Bright Beginnings 730 Colorado Blvd., #202 Denver, CO 80206	N/A	Public Charity	Program Support	10,000.
Colorado Farm to Table P O Box 826 Salida, CO 81201	N/A	Public Charity	Operations	7,500.
Colorado Homeless Families P.O. Box 740130 Arvada, CO 80006	N/A	Public Charity	Operations	7,500.
Colorado Therapeutic Riding Center 11968 Mineral Road Longmont, CO 80504	N/A	Public Charity	Operations	10,000.
Colorado UpLift 3914 King Street Denver, CO 80211	N/A	Public Charity	Program Support	10,000.
Community Ministry of Southwest Denver 1755 S. Zuni Denver, CO 80223	N/A	Public Charity	Program Support	7,500.
Counseling and Education Center 2708 Patterson Road Grand Junction, CO 81506	N/A	Public Charity	Operations	2,500.
Total from continuation sheets				

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

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
Counseling and Education Center 2708 Patterson Road Grand Junction, CO 81506	N/A	Public Charity	Operations	5,000.
Crossroads Safehouse, Inc. P.O. Box 993 Fort Collins, CO 80522	N/A	Public Charity	Operations	10,000.
Crossroads Safehouse, Inc. P.O. Box 993 Fort Collins, CO 80522	N/A	Public Charity	Operations	2,500.
Denver Inner City Parish 1212 Mariposa Street Denver, CO 80204	N/A	Public Charity	Program Support	7,500.
Denver Public Schools - Pupil Assistance Fund 1330 Fox Street, Second Floor Denver, CO 80204-2602	N/A	Public Charity	Operations	5,000.
Denver Santa Claus Shop P.O. Box 102104 Denver, CO 80250-2104	N/A	Public Charity	Operations	10,000.
Denver Urban Ministries 1717 East Colfax Avenue Denver, CO 80218	N/A	Public Charity	Operations	15,000.
Total from continuation sheets				

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

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
DenverWorks, Inc. 2828 No. Speer Blvd., Ste. 201 Denver, CO 80211	N/A	Public Charity	Operations	10,000.
Doctors Care 609 West Littleton Blvd., Ste. 100 Littleton, CO 80120	N/A	Public Charity	Operations	10,000.
Douglas/Elbert Task Force 1638 Park Street Castle Rock, CO 80109	N/A	Public Charity	Operations	5,000.
Easter Seals Colorado 5755 West Alameda Ave. Lakewood, CO 80226	N/A	Public Charity	Program Support	15,000.
Ecumenical Social Ministries 201 N. Weber Street Colorado Springs, CO 80903	N/A	Public Charity	Operations	5,000.
Eldergarden, Inc. 910 27th Avenue Greeley, CO 80634	N/A	Public Charity	Operations	7,500.
Elderhaus Adult Day Programs, Inc. 605 South Shields Street Fort Collins, CO 80521	N/A	Public Charity	Operations	10,000.
Total from continuation sheets				

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

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
Emergency Family Assistance Association 1575 Yarmouth Avenue Boulder, CO 80304-0564	N/A	Public Charity	Program Support	7,500.
FACES - Family Advocacy, Care, Education, Support 1325 South Colorado Blvd., Suite B-509 Denver, CO 80222	N/A	Public Charity	Operations	10,000.
Families First 2163 South Yosemite Street Denver, CO 80231	N/A	Public Charity	Program Support	5,000.
Family HomeStead P O Box 40186 Denver, CO 80204	N/A	Public Charity	Operations	10,000.
Family Tree, Inc. 3805 Marshall Street, Ste. 100 Wheat Ridge, CO 80033	N/A	Public Charity	Program Support	10,000.
Family Visitor Programs P.O. Box 1845 Glenwood Springs, CO 81602	N/A	Public Charity	Program Support	10,000.
Florence Crittenton Services of Colorado 55 South Zuni Street Denver, CO 80223-1208	N/A	Public Charity	Program Support	20,000.
Total from continuation sheets				

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

Name and address (home or business)	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
Food Bank for Larimer County 1301 Blue Spruce Drive Fort Collins, CO 80524		N/A	Public Charity	Operations	7,500.
Food Bank of the Rockies 10700 East 45th Avenue Denver, CO 80239		N/A	Public Charity	Program Support	15,000.
FoodWorks, Inc. P.O. Box 7459 Denver, CO 80207		N/A	Public Charity	Operations	20,000.
Fountain Valley Senior Center 5745 Southmoor Drive Fountain, CO 80817		N/A	Public Charity	Operations	5,000.
Friends for Youth 5500 East Yale Avenue, Suite 201 Denver, CO 80222		N/A	Public Charity	Operations	5,000.
Full Circle of Lake County, Inc. P. O. Box 622 Leadville, CO 80461		N/A	Public Charity	Program Support	10,000.
Gateway Battered Women's Services P.O. Box 914 Aurora, CO 80040		N/A	Public Charity	Operations	15,000.
Total from continuation sheets					

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year						
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)						
Greccio Housing 1808 West Colorado Avenue Colorado Springs, CO 80994		N/A	Public Charity	Operations	10,000.	
Greeley Transitional House 1206 10th Street Greeley, CO 80631		N/A	Public Charity	Program Support	7,500.	
Habitat for Humanity of Archuleta County, Inc. P O Box 2827 Pagosa Springs, CO 81147		N/A	Public Charity	Operations	10,000.	
Habitat for Humanity of La Plata County 120-E Girard Street Durango, CO 81303		N/A	Public Charity	Operations	10,000.	
Habitat for Humanity of Teller County P.O. Box 339 Woodland Park, CO 80866		N/A	Public Charity	Operations	10,000.	
HealthSET 4200 West Conejos Place, Ste. 436 Denver, CO 80204-1312		N/A	Public Charity	Operations	5,000.	
High Valley Community Center P.O. Box 302 Del Norte, CO 81132		N/A	Public Charity	Program Support	7,500.	
Total from continuation sheets						

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

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
HomeAid Colorado 600 Grant Street, Suite 550 Denver, CO 80203	N/A	Public Charity	Operations	7,500.
House of Neighborly Service 565 North Cleveland Avenue Loveland, CO 80537	N/A	Public Charity	Operations	15,000.
Howard Dental Center 1420 Ogden Street Denver, CO 80218	N/A	Public Charity	Operations	10,000.
Intercambio de Comunidades 4735 Walnut Street, Suite B Boulder, CO 80306-0925	N/A	Public Charity	Operations	5,000.
Inter-Faith Community Services 3370 South Irving Street Englewood, CO 80110-1816	N/A	Public Charity	Operations	10,000.
Karis Community 1361 Detroit Street Denver, CO 80206	N/A	Public Charity	Program Support	10,000.
Kids Mobility Network 4251 S. Natches Court, Suite C Sheridan, CO 80110	N/A	Public Charity	Operations	5,000.
Total from continuation sheets				

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

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
KIND - Kids In Need of Dentistry 2465 S. Downing, Ste. 210 Denver, CO 80210	N/A	Public Charity	Program Support	5,000.
La Plata Family Centers Coalition P O Box 2451 Durango, CO 81302	N/A	Public Charity	Program Support	10,000.
La Puente Home P. O. Box 1235 Alamosa, CO 81101	N/A	Public Charity	Operations	30,000.
Lamar Area Hospice Association P. O. Box 843 Lamar, CO 81052	N/A	Public Charity	Program Support	10,000.
Longmont Meals on Wheels, Inc. 910 Longs Peak Avenue Longmont, CO 80501-4457	N/A	Public Charity	Operations	10,000.
Manna - The Durango Soup Kitchen P. O. Box 1196 Durango, CO 81302	N/A	Public Charity	Operations	10,000.
Maria Droste Counseling Center 1355 South Colorado Blvd., Suite C-100 Denver, CO 80222-3305	N/A	Public Charity	Program Support	10,000.
Total from continuation sheets				

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

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
Meals on Wheels of Boulder, Inc. 909 Arapahoe, Ste. 121 Boulder, CO 80302-5752	N/A	Public Charity	Operations	10,000.
Meals On Wheels of Greeley & Weld County 2131 9th Street Greeley, CO 80631	N/A	Public Charity	Operations	10,000.
Meals on Wheels of Loveland & Berthoud, Inc. 437 Garfield Avenue Loveland, CO 80537	N/A	Public Charity	Operations	5,000.
Medicine Horse Center P.O. Box 1074 Mancos, CO 81328	N/A	Public Charity	Operations	10,000.
Mental Health America of Colorado, Inc. 1385 S. Colorado Blvd., Suite 610 Denver, CO 80222	N/A	Public Charity	Program Support	10,000.
Mesa County Partners 1169 Colorado Avenue Grand Junction, CO 81501	N/A	Public Charity	Program Support	7,500.
Mesa County RSVP, Inc. P.O. Box 1077 Grand Junction, CO 81502	N/A	Public Charity	Program Support	10,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year					
Name and address (home or business)	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
Metro CareRing P.O. Box 300459 Denver, CO 80203		N/A	Public Charity	Operations	15,000.
Metro Denver Partners 701 South Logan Street, Ste. 109 Denver, CO 80209		N/A	Public Charity	Operations	5,000.
Mi Casa Resource Center 360 Acoma Street Denver, CO 80223		N/A	Public Charity	Operations	5,000.
Mile High Ministries 2330 West Mulberry Place Denver, CO 80204		N/A	Public Charity	Program Support	5,000.
Mountain Resource Center P.O. Box 425 Conifer, CO 80433		N/A	Public Charity	Operations	10,000.
National Sports Center for the Disabled 1801 Bryant Street, #1500 Denver, CO 80204		N/A	Public Charity	Program Support	20,000.
North Metro Children's Advocacy Center 2360 West 112th Avenue Northglenn, CO 80234		N/A	Public Charity	Operations	5,000.
Total from continuation sheets					

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

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
Northerners Senior Citizens Association, Inc. P. O. Box 308 La Jara, CO 81140	N/A	Public Charity	Operations	5,000.
Northwest Colorado Dental Coalition 485 Yampa Avenue Craig, CO 81625	N/A	Public Charity	Operations	10,000.
Open Door Youth Gang Alternatives 1615 California Street, Ste. 712 Denver, CO 80202	N/A	Public Charity	Operations	10,000.
Parenting Place 1235 Pine Street Boulder, CO 80302	N/A	Public Charity	Operations	5,000.
Parker Task Force for Human Services 20118 East Main Street, Unit D Parker, CO 80138	N/A	Public Charity	Operations	10,000.
Parker Task Force for Human Services 20118 East Main Street, Unit D Parker, CO 80138	N/A	Public Charity	Operations	2,500.
Partners Mentoring Youth 530 South College Avenue, Unit 1 Fort Collins, CO 80524	N/A	Public Charity	Operations	5,000.
Total from continuation sheets				

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

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)					
Phillips County Family Education Services, Inc. P. O. Box 365 Holyoke, CO 80734	N/A		Public Charity	Operations	10,000.
Pikes Peak Therapeutic Riding Center 13620 Halleluiah Trail Elbert, CO 80106	N/A		Public Charity	Operations	10,000.
Project Angel Heart 4950 Washington Street Denver, CO 80216	N/A		Public Charity	Operations	20,000.
Project PAVE 2051 York Street Denver, CO 80205-5713	N/A		Public Charity	Program Support	15,000.
Project Self-Sufficiency 375 West 37th Street, #150 Loveland, CO 80538	N/A		Public Charity	Operations	15,000.
Project Self-Sufficiency 375 West 37th Street, #150 Loveland, CO 80538	N/A		Public Charity	Program Support	2,500.
Project WISE 1301 Kalamath Street Denver, CO 80204	N/A		Public Charity	Program Support	5,000.
Total from continuation sheets					

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

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
Prospect Home Care & Hospice, Inc. 16222 W. Hwy 24, Suite 120 Woodland Park, CO 80863	None	N/A	Program Support	10,000.
Pueblo Cooperative Care Center 326 West 8th Street Pueblo, CO 81003	N/A	Public Charity	Program Support	12,500.
Respite Care, Inc. 6203 S. Lemay Avenue Fort Collins, CO 80525	N/A	Public Charity	Operations	10,000.
Rocky Mountain Children's Law Center 1325 S. Colorado Blvd., Suite 308 Denver, CO 80222	N/A	Public Charity	Operations	5,000.
S.A.R.A., Inc. 418 Ensign Street Fort Morgan, CO 80701	N/A	Public Charity	Operations	5,000.
Sacred Heart House of Denver 2844 Lawrence Street Denver, CO 80205	N/A	Public Charity	Operations	10,000.
Safe Shelter of Saint Vrain Valley P.O. Box 231 Longmont, CO 80502-0231	N/A	Public Charity	Operations	10,000.
Total from continuation sheets				

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

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
SafeHouse Denver, Inc. 1649 Downing Street Denver, CO 80218	N/A	Public Charity	Operations	10,000.
Sangre de Cristo Hospice & Palliative Care 1207 Pueblo Blvd. Way Pueblo, CO 81005	N/A	Public Charity	Operations	10,000.
Second Chances 168 Federal Blvd. Denver, CO 80219	N/A	Public Charity	Operations	10,000.
Second Wind Fund of Metro Denver, Inc. 13701 West Jewell Avenue, Suite 251 Lakewood, CO 80228	N/A	Public Charity	Operations	5,000.
SECOR 9650 Jordan Road Parker, CO 80134	N/A	Public Charity	Program Support	5,000.
Senior Assistance Center 2839 West 44th Avenue Denver, CO 80211-1428	N/A	Public Charity	Operations	30,000.
Senior Resource Services 1802 16th Street, Suite 1 Greeley, CO 80631	N/A	Public Charity	Operations	5,000.
Total from continuation sheets				

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year					
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)					
Senior Services Solutions Plus 321 North Cottonwood Avenue Canon City, CO 81212		N/A	Public Charity	Operations	5,000.
Senior Services Solutions Plus 321 North Cottonwood Avenue Canon City, CO 81212		N/A	Public Charity	Operations	2,500.
Senior Support Services, Inc. 846 East 18th Avenue Denver, CO 80218-1025		N/A	Public Charity	Program Support	15,000.
Sexual Assault Services Organization P. O. Box 2723 Durango, CO 81302		N/A	Public Charity	Program Support	5,000.
Sister Carmen Community Center 655 Aspen Ridge Drive Lafayette, CO 80026		N/A	Public Charity	Program Support	5,000.
St. George Community Meals P. O. Box 243 Leadville, CO 80461		N/A	Public Charity	Operations	15,000.
TEENS, Inc. P.O. Box 1070 Nederland, CO 80466		N/A	Public Charity	Program Support	5,000.
Total from continuation sheets					

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

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
Teller Senior Coalition P. O. Box 6956 Woodland Park, CO 80866	N/A	Public Charity	Operations	5,000.
The Action Center P O Box 150609 Lakewood, CO 80215	N/A	Public Charity	Program Support	15,000.
The Adoption Exchange 14232 East Evans Avenue Aurora, CO 80014	N/A	Public Charity	Program Support	5,000.
The Arc - Jefferson, Clear Creek & Gilpin Counties 8725 West 14th Avenue, Ste. 100 Lakewood, CO 80215	N/A	Public Charity	Program Support	7,500.
The Center 315 West 6th Street Leadville, CO 80461-3519	N/A	Public Charity	Public Support	30,000.
The Community Kitchen P O Box 3033 Loveland, CO 80539	N/A	Public Charity	Operations	5,000.
The Conflict Center 4140 Tejon Street Denver, CO 80211	N/A	Public Charity	Operations	10,000.
Total from continuation sheets				

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

Name and address (home or business)	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
The Denver Center for Crime Victims P. O. Box 18975 Denver, CO 80218		N/A	Public Charity	Program Support	15,000.
The Dyslexia Center 825 East Pikes Peak Avenue Colorado Springs, CO 80903		N/A	Public Charity	Program Support	5,000.
The Gathering Place 1535 High Street Denver, CO 80218		N/A	Public Charity	Operations	20,000.
The Joshua School 2303 E. Dartmouth Ave. Englewood, CO 80113		N/A	Public Charity	Operations	5,000.
The Listen Foundation, Inc. 6950 East Bellevue Ave., Suite 203 Greenwood Village, CO 80111		N/A	Public Charity	Program Support	5,000.
The NEST 140 North Linden Street Cortez, CO 81321		N/A	Public Charity	Operations	5,000.
The Senior Hub, Inc. 2360 West 90th Avenue Federal Heights, CO 80260-6700		N/A	Public Charity	Program Support	15,000.
Total from continuation sheets					

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

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
Tu Casa, Inc. P. O. Box 473 Alamosa, CO 81101	N/A	Public Charity	Operations	10,000.
Urban Peak Denver 730 21st Street Denver, CO 80205	N/A	Public Charity	Operations	30,000.
Valle del Sol Community Center P. O. Box 223 Capulin, CO 81124	N/A	Public Charity	Operations	5,000.
Valley to Valley Senior Care Center P O Box 769 Salida, CO 81201	N/A	Public Charity	Operations	5,000.
Valley to Valley Senior Care Center P O Box 769 Salida, CO 81201	N/A	Public Charity	Operations	2,500.
Victim Outreach Information P. O. Box 5173 Golden, CO 80401	N/A	Public Charity	Program Support	5,000.
Visiting Nurse Association - Denver 390 Grant Street Denver, CO 80203	N/A	Public Charity	Program Support	10,000.
Total from continuation sheets				

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

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)					
Voices for Children - Boulder CASA 2305 Canyon Blvd., #101 Boulder, CO 80302	N/A		Public Charity	Operations	5,000.
Volunteers of America Colorado Branch 2660 Larimer Street Denver, CO 80205	N/A		Public Charity	Program Support	30,000.
Warren Village, Inc. 1323 Gilpin Street Denver, CO 80218-2552	N/A		Public Charity	Operations	10,000.
Weld Food Bank 1108 H Street Greeley, CO 80631	N/A		Public Charity	Operations	7,500.
Wellspring Senior Foundation 333 South Eaton Street Lakewood, CO 80226	N/A		Public Charity	Program Support	5,000.
Western Slope Center for Children P. O. Box 3978 Grand Junction, CO 81502	N/A		Public Charity	Operations	5,000.
Whiz Kids Tutoring 5500 East Yale Avenue, Suite 101 Denver, CO 80222	N/A		Public Charity	Operations	10,000.

Total from continuation sheets

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

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
WindWalkers - Equine Assisted Learning & Therapy Center P. O. Box 504 Carbondale, CO 81623	N/A	Public Charity	Operations	5,000.
Women's Bean Project 3201 Curtis Street Denver, CO 80205	N/A	Public Charity	Operations	15,000.
Women's Crisis & Family Outreach Center P.O. Box 367 Castle Rock, CO 80104	N/A	Public Charity	Program Support	10,000.
Work Options for Women 1200 Federal Blvd. Denver, CO 80204	N/A	Public Charity	Operations	5,000.
Special Requests for Individuals - Statement 11	N/A	N/A	Medical equipment and certain medical and dental services for indigent persons. See Statement 11.	460,200.
Total from continuation sheets				

Form 990-PF	Other Income	Statement	1
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Commission rebates	16,321.	16,321.	
Production royalty income	30,291.	30,291.	
Other investment income	3,111.	3,111.	
Longacre Capital Partners II, LP	12,759.	12,759.	
Total to Form 990-PF, Part I, line 11	62,482.	62,482.	

Form 990-PF	Legal Fees	Statement	2
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Greenberg Traurig	1,485.	0.		1,485.
To Fm 990-PF, Pg 1, ln 16a	1,485.	0.		1,485.

Form 990-PF	Accounting Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kundinger, Corder & Engle, PC	21,000.	6,300.		14,700.
ADP Payroll Service	1,574.	0.		1,574.
To Form 990-PF, Pg 1, ln 16b	22,574.	6,300.		16,274.

Form 990-PF

Other Professional Fees

Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
3G Consulting	5,247.	0.		5,247.
Jim Gillespie	2,605.	0.		2,605.
NateLeete	250.	0.		250.
Denver Investment Advisors	65,399.	65,399.		0.
Walthausen	95,052.	95,052.		0.
Manning & Napier	41,766.	41,766.		0.
Ashen Investments	42,131.	42,131.		0.
Thomas Barton Capital	36,141.	36,141.		0.
Gabelli Asset Management	78,933.	78,933.		0.
American National Bank	77,984.	77,984.		0.
Other	2,621.	0.		2,621.
To Form 990-PF, Pg 1, ln 16c	448,129.	437,406.		10,723.

Form 990-PF

Taxes

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payment of 2011 estimated federal excise tax	82,000.	0.		0.
Payment of 2010 excise tax	9,374.	0.		0.
Foreign taxes	919.	919.		0.
To Form 990-PF, Pg 1, ln 18	92,293.	919.		0.

Form 990-PF

Other Expenses

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Miscellaneous	3,388.	0.		3,388.
To Form 990-PF, Pg 1, ln 23	3,388.	0.		3,388.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
Denver Investment Advisors managed fund	8,691,808.	8,706,251.
Gabelli Asset Management managed fund	3,496,309.	5,878,393.
Manning & Napier managed fund	7,890,991.	7,998,033.
Special Equity managed fund	4,940,391.	5,095,645.
Walhausen & Co., LLC managed fund	6,534,199.	7,473,391.
Morgan Stanley Institutional Fund	3,874,210.	2,927,925.
Total to Form 990-PF, Part II, line 10b	35,427,908.	38,079,638.

Form 990-PF	Other Investments	Statement	8
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Description	Valuation Method	Book Value	Fair Market Value
Restoration Offshore Fund, LTD.	COST	100,000.	100,000.
Longacre Capital Partners II, LP	COST	806,646.	968,024.
Tiedemann Global Emerging Markets	COST	500,000.	448,435.
Clarium Capital Fund	COST	43,770.	43,770.
Maverick Capital Fund	COST	2,000,000.	1,856,251.
Platinum US Tax Exempt Fund	COST	750,000.	682,450.
Royalty interest	COST	435.	25,000.
Total to Form 990-PF, Part II, line 13		4,200,851.	4,123,930.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	9
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
Bruce Alexander 650 S. Cherry Street, Suite 535 Denver, CO 80246	President 1.00	5,600.	0. 0.
Allan Adams 650 S. Cherry Street, Suite 535 Denver, CO 80246	Vice President 1.00	5,600.	0. 0.
Mary Anstine 650 S. Cherry Street, Suite 535 Denver, CO 80246	Treasurer 1.00	5,600.	0. 0.
Bob Alexander 650 S. Cherry Street, Suite 535 Denver, CO 80246	Trustee 1.00	5,600.	0. 0.
George Gibson 650 S. Cherry Street, Suite 535 Denver, CO 80246	Trustee 1.00	5,600.	0. 0.
Barbara Howie 650 S. Cherry Street, Suite 535 Denver, CO 80246	Executive Director/Sec. 40.00	140,000.	42,593. 0.

Totals included on 990-PF, Page 6, Part VIII

168,000.

42,593.

0.

Form 990-PF

Grant Application Submission Information
Part XV, Lines 2a through 2d

Statement 10

Name and Address of Person to Whom Applications Should be Submitted

B. Howie
650 South Cherry Street, Suite 535
Glendale, CO 80246

Telephone Number

303-399-5450

Form and Content of Applications

The Trust does not accept applications via fax or email. A detailed list of information that must be included is available on the Trust's website at avhuntertrust.org. Applicant organizations that have not been funded by the A.V. Hunter Trust in the previous calendar year must submit an initial one page letter of inquiry prior to submitting a complete proposal. Financial statements must be included.

Any Submission Deadlines

Grants are approved for funding in May, August and November of each year.

Restrictions and Limitations on Awards

The Trust funds general operating and program support. The Trust will consider only one request from an organization during any calendar year. Organizations must have been operating as a 501(c)(3) for at least three years and, if a new applicant, cannot have had an operating deficit in the immediately completed fiscal year. The Trust does not accept proposals from organizations using a fiscal agent or fiscal sponsor. Applicants must be located within the State of Colorado and benefit Colorado residents.

Form 990PF

Grants and Contributions Paid During the Year

Statement 11

Special Requests for Individuals

\$ 460,200

Represents the purchase of durable medical equipment and certain dental services for indigent persons residing in the state of Colorado, referred by numerous agencies and purchased from many different providers. Requests include but are not limited to dentistry, prostheses, orthopedic braces, wheelchairs, and eyeglasses.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. A.V. Hunter Trust	Employer identification number (EIN) or ☒ 84-0461332
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O Kundinger, Corder & Engle, P.C. - 475 Lincoln St., Ste. 200	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Denver, CO 80203	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

A.V. Hunter Trust, Incorporated

- The books are in the care of ► 650 S. Cherry Street Suite 535 - Glendale, CO 80246
Telephone No. ► 303-399-5450 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 2011 or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	65,966.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	82,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 1-2012)