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

OMB No 1545-0052

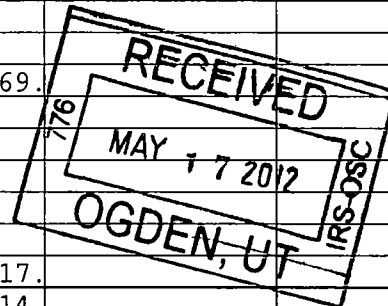
**2011**

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation <b>GREEN FUND</b>		A Employer identification number <b>84-1155083</b>						
Number and street (or P.O. box number if mail is not delivered to street address) <b>C/O KATHRYN PORTER, 4155 W. 105TH PLACE</b>		B Telephone number (see instructions) <b>(303) 864-7201</b>						
City or town, state, and ZIP code <b>WESTMINSTER, CO 80031-1905</b>								
G Check all that apply: <table border="0" style="width:100%"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 8,519,273.</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 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)				
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	193,028.	193,028.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	362,769.			
	b Gross sales price for all assets on line 6a 2,144,726.				
	7 Capital gain net income (from Part IV, line 2)		362,769.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,517.	3,517.		STMT 4
	12 Total. Add lines 1 through 11	559,314.	559,314.		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT. 5	1,550.	NONE	NONE	1,550.
	c Other professional fees (attach schedule) STMT. 6	36,849.	27,637.		9,212.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 7	5,221.	3,130.		2,091.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 8	7,550.	7,550.		
	24 Total operating and administrative expenses. Add lines 13 through 23	51,170.	38,317.	NONE	12,853.
25 Contributions, gifts, grants paid	430,000.			430,000.	
26 Total expenses and disbursements Add lines 24 and 25	481,170.	38,317.	NONE	442,853.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	78,144.				
b Net investment income (if negative, enter -0-)		520,997.			
c Adjusted net income (if negative, enter -0-)					



P  
15

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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .		183,086.	320,347.	320,347.
	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 instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .	NONE			
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .	STMT 9	595,215.	669,428.	708,176.
	b	Investments - corporate stock (attach schedule) . . . . .	STMT 10	4,519,141.	4,008,220.	5,801,619.
	c	Investments - corporate bonds (attach schedule) . . . . .	STMT 12	1,307,196.	1,211,193.	1,260,884.
	11	Investments - land, buildings, and equipment basis ▶ . . . . .				
	Less: accumulated depreciation ▶ (attach schedule) . . . . .					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .	STMT 13		473,000.	428,247.	
14	Land, buildings, and equipment basis ▶ . . . . .					
	Less: accumulated depreciation ▶ (attach schedule) . . . . .					
15	Other assets (describe ▶ . . . . .)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		6,604,638.	6,682,188.	8,519,273.	
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ . . . . .)				
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .		6,604,638.	6,682,188.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		6,604,638.	6,682,188.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		6,604,638.	6,682,188.		

**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	6,604,638.
2	Enter amount from Part I, line 27a . . . . .	2	78,144.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	6,682,782.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	594.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	6,682,188.

Form 990-PF (2011)

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 2,143,843.		1,781,957.	361,886.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
<b>a</b>			361,886.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	362,769.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

**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 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	469,869.	8,928,693.	0.052625
2009	435,700.	7,751,479.	0.056209
2008	539,626.	9,227,809.	0.058478
2007	492,837.	10,913,135.	0.045160
2006	407,933.	10,324,404.	0.039512
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.251984
<b>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</b>			<b>3</b> 0.050397
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>			<b>4</b> 10,177,108.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 512,896.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 5,210.
<b>7 Add lines 5 and 6</b>			<b>7</b> 518,106.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 442,853.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	10,420.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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	10,420.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	10,420.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	1,748.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	1,748.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	8,672.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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? . . . . .		X
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)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

Form 990-PF (2011)

**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?	13	X	
Website address <b>N/A</b>				
14	The books are in care of <b>KATHRYN PORTER</b> Telephone no <b>(303) 864-7201</b>			
	Located at <b>4155 W 105TH PL, WESTMINSTER, CO</b> ZIP + 4 <b>80031-1905</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <b></b>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <b></b>		
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)	2b	X
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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	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

Form 990-PF (2011)

**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 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 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 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
SEE STATEMENT 15		-0-	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2011)

**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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**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 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

Form 990-PF (2011)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	9,695,670.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	636,419.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	10,332,089.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	10,332,089.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	154,981.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	10,177,108.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	508,855.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	508,855.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	10,420.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	10,420.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	498,435.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	498,435.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	498,435.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	442,853.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	442,853.
<b>5</b>	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 instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	442,853.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				498,435.
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .			359,138.	
<b>b</b> Total for prior years 20 <u>09</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .	NONE			
<b>b</b> From 2007 . . . . .	NONE			
<b>c</b> From 2008 . . . . .	NONE			
<b>d</b> From 2009 . . . . .	NONE			
<b>e</b> From 2010 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>442,853.</u>				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			359,138.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2011 distributable amount . . . . .				83,715.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2011 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				414,720.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .	NONE			
<b>b</b> Excess from 2008 . . . . .	NONE			
<b>c</b> Excess from 2009 . . . . .	NONE			
<b>d</b> Excess from 2010 . . . . .	NONE			
<b>e</b> Excess from 2011 . . . . .	NONE			

Form **990-PF** (2011)

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

NOT APPLICABLE

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

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

N/A

**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.

N/A

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

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

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

**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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a</b> <i>Paid during the year</i>  SEE STATEMENT 25				
<b>Total</b> . . . . .			<b>3a</b>	430,000.
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	

**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 instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities . . . . .			14	192,755.	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property .					
<b>7</b> Other investment income . . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	362,769.	
<b>9</b> Net income or (loss) from special events . . .					
<b>10</b> Gross profit or (loss) from sales of inventory . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> SEE STATEMENT 26				3,790.	
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .				559,314.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .			13		559,314.

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

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

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



NOT APPLICABLE

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

- |          |  |              |            |           |
|----------|--|--------------|------------|-----------|
| <b>1</b> | 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?  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |            |           |
|          | (1) Cash .....   | <b>1a(1)</b> |            | X         |
|          | (2) Other assets .....   | <b>1a(2)</b> |            | X         |
| <b>b</b> | Other transactions:  |              |            |           |
|          | (1) Sales of assets to a noncharitable exempt organization .....   | <b>1b(1)</b> |            | X         |
|          | (2) Purchases of assets from a noncharitable exempt organization .....   | <b>1b(2)</b> |            | X         |
|          | (3) Rental of facilities, equipment, or other assets .....   | <b>1b(3)</b> |            | X         |
|          | (4) Reimbursement arrangements .....   | <b>1b(4)</b> |            | X         |
|          | (5) Loans or loan guarantees .....   | <b>1b(5)</b> |            | X         |
|          | (6) Performance of services or membership or fundraising solicitations .....   | <b>1b(6)</b> |            | X         |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees .....   | <b>1c</b>    |            | X         |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |            |           |

[illegible]

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

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) is based on all information of which preparer has any knowledge.

► Kathryn A Potter

05/08/2012

► Director

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

TRUSTEE

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Prepared's signature

Day	
-----	--

Check ☐ if self-employed

PTIN	
------	--

P01285896

Firm's name ► BOKF, N.A.

Firm's EIN ▶ 73-0780382

Firm's address ► P.O. BOX 1620  
TULSA, OK

74101-1620

Phone no 918-619-1544

Form 990-PF (2011)

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ALLEGHENY TECHNOLOGIES INC COM	540.	540.
ALLSTATE LIFE GLB FN TRST @ 5.375% DUE	2,688.	2,688.
ANALOG DEVICES INC COM	1,255.	1,255.
ANNALY MORTGAGE MANAGEMENT INC	2,088.	2,088.
BELLSOUTH CORP @ 5.200% DUE 09/15/2014	2,600.	2,600.
BERKSHIRE HATHAWAY FIN @ 4.625% DUE 10/	2,313.	2,313.
BLACKROCK EQUITY DIVIDEND-I FD#0383	869.	869.
WM BLAIR INTL GROWTH-I FD#1747	1,068.	1,068.
CAMPBELL SOUP COMPANY @ 5.000% DUE 12/	2,500.	2,500.
CATERPILLAR INC	1,325.	1,325.
CATERPILLAR FIN SERV CORP @ 4.700% DUE	2,350.	2,350.
CATERPILLAR FIN SERV CORP @ 5.850% DUE	2,925.	2,925.
CHICAGO IL MOTOR FUEL TAX REV @ 5.050%	2,525.	2,525.
CITIGROUP INC @ 5.300% DUE 01/07/2016	5,300.	5,300.
COHEN & STEERS INTL RLTY-I FD#1396	1,239.	1,239.
CONOCO PHILLIPS @ 4.750% DUE 10/15/2012	2,375.	2,375.
COOK CNTY IL HSD #214 G.O. @ 2.250% DUE	1,125.	1,125.
CREDIT SUISSE FB USA INC @ 5.500% DUE 0	2,750.	2,750.
CREDIT SUISSE FB USA INC @ 5.125% DUE 0	2,563.	2,563.
CUMMINS INC	240.	240.
DIAMOND HILL LONG/SHORT-I FD#0011	128.	128.
EQT CORPORATION	616.	616.
EMERSON ELECTRIC CO	173.	173.
EMERSON ELECTRIC CO @ 4.625% DUE 10/15/	2,313.	2,313.
FHLB @ 4.500% DUE 02/18/2015	2,250.	2,250.
FHLB @ 5.00% DUE 12/11/2015	2,500.	2,500.
FHLB @ 4.375% DUE 01/28/2015	1,094.	1,094.
FNMA @ 5.000% DUE 05/11/2017	2,500.	2,500.
FNMA @ 4.125% DUE 02/17/2011	516.	516.
FEDERATED STRAT VAL DIV-IS FD#0662	13,746.	13,746.
FEDEX CORP COM	39.	39.
FIDELITY LEVERAGED CO STOCK FD#0122	447.	447.

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## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GENERAL ELECTRIC COMPANY @ 5.000% DUE	5,000.	5,000.
GENERAL ELEC CAP CORP @ 4.375% DUE 11/2	2,188.	2,188.
GEN ELEC CAP @ 5.100% DUE 05/15/2015	2,550.	2,550.
GOLDMAN SACHS GROUP INC @ 5.500% DUE 11	2,750.	2,750.
GOLDMAN SACHS GROUP INC @ 5.750% DUE 10	2,875.	2,875.
GOLDMAN SACHS GROUP INC @ 5.000% DUE 10	2,500.	2,500.
HONOLULU HAWAII CITY & CNTY HI GO @ 3.27	1,635.	1,635.
HUSSMAN STRATEGIC GROWTH FD#0601	365.	365.
ISHARES MSCI EMERGING MKT IN FD	9,368.	9,368.
ISHARES S&P MIDCAP 400/GWTH	1,872.	1,872.
IVY ASSET STRATEGY-I FD#0473	606.	606.
JOHNSON CTLS INC	128.	128.
JOHNSON CNTY KS IMPT B GO @ 2.875% DUE 0	1,438.	1,438.
JP MORGAN CHASE @ 5.875% DUE 06/13/2016	2,644.	2,644.
JPM INTL VAL-INSTL FD#1375	13,737.	13,737.
LANE CMNTY COLLEGE OR GO @ 4.324% DUE 12	2,042.	2,042.
LOWES COMPANIES @ 5.000% DUE 10/15/2015	2,500.	2,500.
MASTERCARD INC - CLASS A	101.	101.
MERGER FD#0260	1,992.	1,992.
MERRILL LYNCH & CO @ 4.000% DUE 03/15/2	500.	500.
MESA ST COLLEGE CO AUXILIARY REV @ 3.614	1,807.	1,807.
MORGAN STANLEY @ 5.050% DUE 01/21/2011	1,263.	1,263.
OMNICARE INC	168.	168.
PFIZER INC	197.	197.
PIMCO ALL ASSET-INST FD#0034	4,425.	4,425.
PIMCO COMMOD RR STRAT-INST FD#0045	10,090.	10,090.
RACINE WI TXBL G.O. @ 2.050% DUE 12/01/2	1,025.	1,025.
RICHLAND CNTY SC REC DIST GO @ 2.950% DU	443.	443.
STANLEY BLACK AND DECKER INC	246.	246.
TEMPLETON GLOBAL BOND-ADV FD#0616	5,177.	5,177.
TOWER GROUP INC	1,188.	1,188.
UNITED TECHNOLOGIES CORP @ 5.375% DUE 12	2,688.	2,688.
UNIVERSITY CO ENTERPRISE REV @ 1.105% DU	958.	958.
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## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
VANGUARD DEV MKTS INDX- ADM FD#5227	12,685.	12,685.
VANGUARD ST INVEST GR-ADM FD#0539	428.	428.
VANGUARD INSTITUTIONAL INDEX	9,921.	9,921.
VANGUARD SMALL CAP VALUE INDEX INST FD	6,085.	6,085.
VANGUARD SM CAP INDX-INSTL FD#0857	2,531.	2,531.
VERIZON COMMUNICATIONS COM	3,140.	3,140.
WAL-MART STORES @ 4.125% DUE 02/15/2011	1,031.	1,031.
WELLS FARGO & CO NEW COM	420.	420.
WELLS FARGO COMPANY @ 5.625% DUE 12/11/	2,813.	2,813.
XEROX CORPORATION	119.	119.
WILLIS GROUP HOLDINGS	156.	156.
BOK SHORT-TERM CASH FUND I	78.	78.
BOT SHORT-TERM CASH FUND I	26.	26.
BAQ SHORT-TERM CASH FUND I	82.	82.
CSBT SHORT-TERM CASH FUND I	87.	87.
	-----	-----
TOTAL	193,028.	193,028.
	=====	=====

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MERGER	89.	89.
GRUBER & MCBAIN INTERNATIONAL (A SHARES	3,428.	3,428.
	-----	-----
TOTALS	3,517.	3,517.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,550.			1,550.
TOTALS	1,550.	NONE	NONE	1,550.
	=====	=====	=====	=====

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
CUSTODIAN & MANAGEMENT FEES (A	31,677.	23,758.	7,919.
OTHER ALLOCABLE EXPENSES - 2%	5,172.	3,879.	1,293.
	-----	-----	-----
TOTALS	36,849.	27,637.	9,212.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
FEDERAL TAX PAYMENT - PRIOR YE	343.		343.
FEDERAL ESTIMATES - PRINCIPAL	1,748.		1,748.
FOREIGN TAXES ON QUALIFIED FOR	2,730.	2,730.	
FOREIGN TAXES ON NONQUALIFIED	400.	400.	
	-----	-----	-----
TOTALS	5,221.	3,130.	2,091.
	=====	=====	=====

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NON-ALLOCABLE EXPENSE - INVESTMENT MGMT FEES-SUBJECT T	10. 7,540.	10. 7,540.
TOTALS	----- 7,550. =====	----- 7,550. =====

## GREEN FUND

84-1155083

## FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
FHLB@4.5% DUE 2/18/15	50,831.	50,831.	55,709.
FHLB@5% DUE 12/11/15	50,512.	50,512.	57,974.
FNMA@5% DUE 5/11/17	51,504.	51,504.	59,420.
COOK CNTY ILL HSD#214 G O	50,145.	50,097.	51,148.
HONOLULU HAWAII CITY & CNTY	50,789.	50,600.	52,953.
JOHNSON CNTY KS IMPT B G O	50,424.	50,322.	52,585.
RACINE WIS TXBL G O	50,145.	50,098.	50,884.
RICHLAND CNTY SC REC DIST G O	15,124.	15,090.	15,540.
LANE CMNTY COLLEGE OR GO	50,374.	50,322.	53,021.
MESA ST COLLEGE COLO AUXILIARY	50,000.	50,000.	53,503.
CHICAGO ILL MOTOR FUEL TAX REV	50,000.	50,000.	55,474.
UNIVERSITY CO ENTERPRISE REV		100,052.	100,044.
LENAXA B TEMP NTS GO		50,000.	49,921.
FHLB @ 4.375%	50,371.		
FNMA @ 4.125%	24,996.		
	-----	-----	-----
TOTALS	595,215.	669,428.	708,176.
	=====	=====	=====

## GREEN FUND

84-1155083

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
WM BLAIR INTL BROWTH FD#1747	428,639.	287,783.	347,355.
JPM INTL VAL INSTL FD#1375	543,124.	464,278.	325,643.
VANGUARD DEV MKTS INDX FD#0227	362,318.	306,527.	329,202.
VANGUARD INSTL IND FD#0094	420,461.	420,461.	483,618.
VANGUARD SM CP VAL FD#0865	188,877.	154,333.	273,612.
VANGUARD SM CAP INDX FD#0857	160,871.	125,576.	182,764.
ISHARES MSCI EMERGING MKT	236,867.	361,952.	373,899.
ISHARES S& P MIDCAP	304,041.	232,173.	273,680.
GRUBER&MCBAINE INTERNATIONAL	583,283.	466,391.	1,955,244.
CATERPILLAR INC	54,082.	37,181.	49,830.
VERIZON COMMUNICATIONS	48,650.	48,650.	64,192.
CONTINENTAL RESOURCES INC/OK	24,544.	7,987.	20,013.
NEWFIELD EXPLORATION CO	37,073.	16,477.	15,092.
SOUTHWESTERN ENERGY CO	20,423.	15,317.	28,746.
EQT CORPORATION	40,381.	40,381.	38,353.
MASTERCARD INC-CLASS A	33,503.	24,981.	50,331.
TOWER GROUP INC	49,445.	36,689.	30,255.
CELGENE CORP	53,984.	53,984.	94,640.
EMERITUS CORP	40,300.	40,300.	22,763.
VANGUARD S/T INVEST GR-ADM	24,504.	216,549.	216,599.
STILLWATER MINING CO	44,318.	55,137.	27,196.
VENOCO	25,739.	50,694.	18,279.
ANNALY CAPITAL MGMT	16,452.	16,452.	14,364.
ANALOG DEVICES	48,534.	34,801.	39,358.
FEDERATED STRAT VAL DIV-IS		401,000.	424,206.
OMNICARE INC		30,326.	37,895.
APPLE INC		31,579.	36,450.
STANLEY BLACK AND DECKER		22,552.	20,280.
WILLIS GROUP HOLDINGS		7,709.	7,760.



GREEN FUND

84-1155083

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
EMERSON ELECTRIC	18,163.		
WELLS FARGO	34,805.		
PETROHAWK ENERGY	32,856.		
AON CORP	46,106.		
THERMO FISHER SCIENTIFIC	31,524.		
MYLAN INC	31,827.		
PFIZER INC	17,252.		
TEVA PHARMACEUTICALS	33,532.		
GOOGLE INC-CL A	43,922.		
BLACKROCK EQUITY DIV	416,767.		
ALLEGHENY TECHNOLOGIES	5,739.		
ABB LTD-SPON ADR	16,235.		
TOTALS	4,519,141.	4,008,220.	5,801,619.
	=====	=====	=====

## GREEN FUND

84-1155083

## FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
ALLSTATE LIFE GLB FN TRST	49,500.	49,500.	52,797.
BELLSOUTH CORP	51,407.	51,407.	55,275.
BERKSHIRE HATHAWAY FIN	48,860.	48,860.	53,199.
CAMPBELL SOUP COMPANY	52,992.	52,992.	51,913.
CATERPILLAR FIN SERV CORP	50,700.	50,700.	50,424.
CATERPILLAR FIN SERV CORP	51,125.	51,125.	59,576.
CITIGROUP INC	98,710.	98,710.	103,690.
CONOCO PHILLIPS	51,463.	51,463.	51,493.
CREDIT SUISSE FB USA INC 5.5	50,769.	50,769.	52,162.
CREDIT SUISSE FB USA INC 5.125	51,060.	51,060.	52,116.
EMERSON ELECTRIC CO	50,691.	50,691.	51,593.
GENERAL ELECTRIC COMPANY 5.0	102,680.	102,680.	104,210.
GEN ELEC CAP 5.1	50,000.	50,000.	53,468.
GOLDMAN SACHS GROUP INC @ 5.50	50,237.	50,237.	51,514.
GOLDMAN SACHS GROUP INC @ 5.75	50,000.	50,000.	51,843.
GOLDMAN SACHS GROUP INC @ 5.00	50,190.	50,190.	50,684.
JP MORGAN CHASE	46,689.	46,689.	48,709.
LOWES COMPANIES	49,575.	49,575.	56,039.
UNITED TECHNOLOGIES CORP	49,903.	49,903.	59,147.
WELLS FARGO COMPANY	49,642.	49,642.	56,977.
TEMPLETON GLOBAL		105,000.	94,055.
GENERAL ELEC CAP CORP	49,985.		
MERRILL LYNCH & CO	50,000.		
MORGAN STANLEY	50,080.		
WAL-MART STORES	50,938.		
	-----	-----	-----
TOTALS	1,307,196.	1,211,193.	1,260,884.
	=====	=====	=====

GREEN FUND

84-1155083

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
DIAMOND HILL LONG/SHORT-I	C	71,000.	70,292.
FIDELITY LEVERAGE FD#0122	C	47,000.	38,607.
HUSSMAN STRATEGIC GROWTH	C	71,000.	73,270.
IVY ASSET STRATEGY-I	C	47,000.	40,974.
MERGER	C	71,000.	68,705.
PIMCO ALL ASSET-INST	C	71,000.	66,083.
PIMCO COMMOD RR STRAT-INST	C	48,000.	32,902.
COHEN & STEERS INTL RLTY-I	C	47,000.	37,414.
		-----	-----
TOTALS		473,000.	428,247.
		=====	=====

## FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

-----

AMOUNT

-----

NET ADJUSTMENT TO FUND BALANCE

594.

TOTAL

-----  
594.

=====

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

## OFFICER NAME:

ANN C WYLIE

## ADDRESS:

16244 BACHELORS RD

OLNEY, MD 20832

## TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

## OFFICER NAME:

KATHRYN A PORTER

## ADDRESS:

4155 W 105TH PL

WESTMINSTER, CO 80031-1905

## TITLE:

VICE-PRESIDENT/SECR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

## OFFICER NAME:

MAGGIE FOX

## ADDRESS:

4346 PRADO DR

BOULDER, CO 80303

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

=====

## RECIPIENT NAME:

CU FOUNDATION FOR

DAVID H GETCHES FUND

AMOUNT OF GRANT PAID ..... 50,000.

## RECIPIENT NAME:

FRONT RANGE EARTH FORCE

## ADDRESS:

2555 W 34TH AVE

DENVER, CO 80211

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

COLORADO PUBLIC RADIO

## ADDRESS:

7409 S ALTON

ENGLEWOOD, CO 80112

AMOUNT OF GRANT PAID ..... 10,000.

## RECIPIENT NAME:

PRO MUJER INTERNATIONAL

ATTN JOSIE SENTNER

## ADDRESS:

240 W 35TH ST #404

NEW YORK, NY 10001

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

WOMEN'S FOUNDATION OF  
COLORADO

ADDRESS:

1580 LOGAN ST STE 500  
DENVER, CO 80203

RELATIONSHIP:

NOT APPLICABLE

PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

LUNDY FOUNDATION  
IDWELI CHILDREN'S CENTER

ADDRESS:

1301 N SPEER BLVD  
DENVER, CO 80204-2557

RELATIONSHIP:

NOT APPLICABLE

PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

PLANNED PARENTHOOD OF NY

ADDRESS:

26 BLEEKER ST  
NEW YORK, NY 10012

RELATIONSHIP:

NOT APPLICABLE

PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,500.

=====

## RECIPIENT NAME:

DOCTORS WITHOUT BORDERS

## ADDRESS:

6 E 39TH ST. 8TH FLOOR

NEW YORK, NY 10016

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 10,000.

## RECIPIENT NAME:

CITY DANCE ENSEMBLE

## ADDRESS:

733 15TH ST NEW SUITE 700

WASHINGTON DC, DC 20005

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 10,000.

## RECIPIENT NAME:

COLLEGE BOUND FDN OF

BALTIMORE

## ADDRESS:

204 E LOMBARD ST #6-1

BALTIMORE, MD 21202

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,500.



=====

## RECIPIENT NAME:

SOUTHERN POVERTY LAW CTR

## ADDRESS:

P O BOX 548

MONTGOMERY, AL 36101

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

CREATING HOPE INTL

## ADDRESS:

P O BOX 1058

DEARBORN, MI 48121

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

LALMBA

## ADDRESS:

7685 QUARTZ STREET

ARVADA, CO 80007

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

=====

## RECIPIENT NAME:

PLANNED PARENTHOOD

## ADDRESS:

950 BROADWAY

DENVER, CO 80203

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 20,000.

## RECIPIENT NAME:

COLORADO UPLIFT

ATTN CHALISE JONES

## ADDRESS:

3914 KING ST

DENVER, CO 80211

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 15,000.

## RECIPIENT NAME:

THE GATHERING PLACE

## ADDRESS:

1535 HIGH STREET

DENVER, CO 80218

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 15,000.

=====

## RECIPIENT NAME:

MILLENNIUM TRUST  
COMMUNITY FDN BOULDER

## ADDRESS:

2060 BROADWAY #255  
BOULDER, CO 80302

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

WESTERN RESOURCE ADVOCATE

## ADDRESS:

2260 BASELINE ROAD #200  
BOULDER, CO 80302

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 15,000.

## RECIPIENT NAME:

URGENT ACTION FUND

## ADDRESS:

P O BOX 1287  
BOULDER, CO 80306

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

=====

## RECIPIENT NAME:

E TOWN

## ADDRESS:

P O BOX 954

BOULDER, CO 80306

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 10,000.

## RECIPIENT NAME:

UNIVERSITY OF MARYLAND

## ADDRESS:

2119 MAIN ADMIN BLDG

COLLEGE PARK, MD 80742

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

SCHOLARSHIP PROGRAM

## FOUNDATION STATUS OF RECIPIENT:

SCHOOL

AMOUNT OF GRANT PAID ..... 75,000.

## RECIPIENT NAME:

SIERRA CLUB FOUNDATION

## ADDRESS:

88 2ND ST. SUITE 750

SAN FRANCISCO, CA 94105

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

AMERICAN HIMALAYAN FOUNDATION

ADDRESS:

909 MONTGOMERY STREET

SAN FRANCISCO, CA 94133-4625

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

COMMUNITY FOOD SHARE

ADDRESS:

6363 HORIZON LANE

LONGMONT, CO 80503

RELATIONSHIP:

NOT APPLICABLE

PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

DZI FOUNDATION

ADDRESS:

P.O. BOX 632

RIDGWAY, CO 81432

RELATIONSHIP:

NOT APPLICABLE

PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

ENGINEERS WITHOUT BORDERS

ADDRESS:

1811 LEFTHAND CIR STE A1

LONGMONT, CO 80501

RELATIONSHIP:

NOT APPLICABLE

PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

=====

## RECIPIENT NAME:

GEORGE WASHINGTON UNIVERSITY  
LAW SCHOOL

## ADDRESS:

2000 H STREET, ATTN JOHN COLE  
WASHINGTON, DC 20052

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

FRANCES KELLEY GREEN SCHOLARSHIP

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 50,000.

## RECIPIENT NAME:

HAITI PROJECTS INC

## ADDRESS:

31 LEONARD ST  
GLOUCESTER, MA 01930

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

THORNE ECOLOGICAL INSTITUTE

## ADDRESS:

P O BOX 19107  
BOULDER, CO 80308-2107

## RELATIONSHIP:

NOT APPLICABLE

## PURPOSE OF GRANT:

GENERAL PUBLIC SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

GREEN FUND

84-1155083

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

UNIVERSITY OF COLORADO FDN

LAW SCHOOL

ADDRESS:

401 UCB BOULDER

BOULDER, CO 80309-0401

RELATIONSHIP:

NOT APPLICABLE

PURPOSE OF GRANT:

FRANCES GREEN SUSTAINABILITY SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 50,000.

TOTAL GRANTS PAID:

430,000.

=====

GREEN FUND

84-1155083

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE  
=====

DESCRIPTION -----		AMOUNT -----	RELATED OR EXEMPT FUNCTION INCOME -----
MERGER	14	89.	
BOK SHORT-TERM CAS	14	78.	
BOT SHORT-TERM CAS	14	26.	
BAQ SHORT-TERM CAS	14	82.	
CSBT SHORT-TERM CA	14	87.	
GRUBER & MCBAIN I	14	3,428.	