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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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 THE MICHAEL P. DOWLING FOUNDATION		A Employer identification number 84-1366597
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (303) 722-3456
671 S. DOWNING STREET		
City or town, state, and ZIP code DENVER, CO 80209-4433		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	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 <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"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,634,378.	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)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc. received (attach schedule) if the foundation is not required to attach Sch B	10,575.			
2 Check <input type="checkbox"/>				
3 Interest on savings and temporary cash investments	1.	1.		
4 Dividends and interest from securities	57,353.	57,353.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	112,110.			
b Gross sales price for all assets on line 6a	352,512.			
7 Capital gain net income (from Part IV, line 2)		112,110.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	180,039.	169,464.		
13 Compensation of officers, directors, trustees, etc.	60,000.	3,000.		57,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	46,919.	2,346.		44,573.
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATTACH 1	3,000.	450.		2,550.
c Other professional fees (attach schedule)				
17 Interest ATTACHMENT 2	2,553.	2,553.		
18 Taxes (attach schedule) (see instructions) *	7,366.	1,302.		4,549.
19 Depreciation (attach schedule) and depletion				
20 Occupancy	10,575.			10,575.
21 Travel, conferences, and meetings	6,334.			6,334.
22 Printing and publications				
23 Other expenses (attach schedule) ATTACH 4	1,788.	620.		1,168.
24 Total operating and administrative expenses Add lines 13 through 23	138,535.	10,271.		126,749.
25 Contributions, gifts, grants paid	144,420.			144,420.
26 Total expenses and disbursements Add lines 24 and 25	282,955.	10,271.	0	271,169.
27 Subtract line 26 from line 12	-102,916.			
a Excess of revenue over expenses and disbursements		159,193.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions

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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			
	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 ▶	100,000.	* 100,000. 100,000.	ATCH 5 100,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule) ATCH 6	1,330,142.	1,089,740.	1,534,378.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,430,142.	1,189,740.	1,634,378.	
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 ▶ ATCH 7)	172,326.	34,840.	
	23	Total liabilities (add lines 17 through 22)	172,326.	34,840.	
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	1,257,816.	1,154,900.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	Total net assets or fund balances (see instructions)	1,257,816.	1,154,900.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,430,142.	1,189,740.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,257,816.
2	Enter amount from Part I, line 27a	2	-102,916.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,154,900.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,154,900.

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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	112,110.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 8, column (c) (see instructions)} \\ \text{If (loss), enter -0- in Part I, line 8} \end{array} \right\}$			3	0	

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	196,445.	1,795,779.	0.109393
2009	224,582.	1,593,600.	0.140927
2008	247,604.	2,136,859.	0.115873
2007	563,894.	2,659,701.	0.212014
2006	132,741.	2,659,598.	0.049910
2 Total of line 1, column (d)			2 0.628117
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.125623
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,826,335.
5 Multiply line 4 by line 3			5 229,430.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,592.
7 Add lines 5 and 6			7 231,022.
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			8 271,169.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	1,592.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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	1,592.
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	1,592.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,347.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,347.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,755.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 1,755. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 checked="" type="checkbox"/> \$ (2) On foundation managers <input checked="" type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" 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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address NONE				
14	The books are in care of MICHAEL P. DOWLING	Telephone no	303-722-3456	
	Located at 671 S. DOWNING ST., DENVER, CO	ZIP + 4	80209-4433	
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		15	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country			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?	<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 checked="" type="checkbox"/> Yes	<input 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)?		X
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?		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 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)		
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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
ATTACHMENT 8		60,000.	46,919.	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				

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (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		0

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE ATTACHMENT 10	106,800.
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 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,854,147.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,854,147.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,854,147.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,812.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,826,335.
6	Minimum investment return. Enter 5% of line 5	6	91,317.

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	91,317.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,592.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,592.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	89,725.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	89,725.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	89,725.

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	271,169.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	271,169.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,592.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	269,577.

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				89,725.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				2,239.
b From 2007				436,425.
c From 2008				142,963.
d From 2009				145,988.
e From 2010				108,003.
f Total of lines 3a through e	835,618.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 271,169.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				89,725.
e Remaining amount distributed out of corpus	181,444.			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,017,062.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	2,239.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,014,823.			
10 Analysis of line 9				
a Excess from 2007	436,425.			
b Excess from 2008	142,963.			
c Excess from 2009	145,988.			
d Excess from 2010	108,003.			
e Excess from 2011	181,444.			

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

NOT APPLICABLE

1 a 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

MICHAEL P. DOWLING, 671 S. DOWNING ST, DENVER, CO 80209-4433

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

NONE

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

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

5 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ATTACHMENT 9				
Total			▶ 3a	144,420.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

JSA
1E1492 1 000

Schedule of Contributors

OMB No 1545-0047

2011

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

Name of the organization

THE MICHAEL P. DOWLING FOUNDATION

Employer identification number

84-1366597

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

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

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

Name of organization THE MICHAEL P. DOWLING FOUNDATION

Employer identification number
84-1366597**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MICHAEL P. DOWLING 671 S. DOWNING STREET DENVER, CO 80209-4433	\$ 10,575.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE MICHAEL P. DOWLING FOUNDATION

Employer identification number
84-1366597**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					16,905.	
150,366.		4525 VANGUARD TOTAL STOCK MRKT INDEX FD PROPERTY TYPE: SECURITIES 81,867.				P	01/09/1997	02/10/2011
							68,499.	
74,107.		12755.102 VANGUARD HIGH-YIELD CORP FD PROPERTY TYPE: SECURITIES 100,025.				P	01/10/1997	02/11/2011
							-25,918.	
60,729.		925 VANGUARD ENERGY FD PROPERTY TYPE: SECURITIES 21,556.				P	07/10/1998	12/05/2011
							39,173.	
50,405.		860 COHEN & STEERS REALTY SHARES PROPERTY TYPE: SECURITIES 36,954.				P	07/10/1998	12/05/2011
							13,451.	
TOTAL GAIN (LOSS)							<u>112,110.</u>	

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION	3,000.	450.		2,550.
TOTALS	<u>3,000.</u>	<u>450.</u>		<u>2,550.</u>

ATTACHMENT 2

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MARGIN INTEREST	2,553.	2,553.
TOTALS	<u>2,553.</u>	<u>2,553.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	4,788.	239.	4,549.
FOREIGN INCOME TAXES	1,063.	1,063.	
FEDERAL EXCISE TAXES	1,515.		
TOTALS	<u>7,366.</u>	<u>1,302.</u>	<u>4,549.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE SERVICES	1,200.	120.	1,080.
TRUSTEE FEES	500.	500.	
OFFICE SUPPLIES	88.		88.
TOTALS	<u>1,788.</u>	<u>620.</u>	<u>1,168.</u>

ATTACHMENT 5FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: COLORADO CONSERVATION TRUST (CCT)
ORIGINAL AMOUNT: 100,000.
INTEREST RATE: 1.000000
DATE OF NOTE: 03/01/2007
MATURITY DATE: 03/01/2012
REPAYMENT TERMS: ANNUAL INTEREST PAYMENTS; BALLOON PYMT AT MATURITY
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: TO FUND CCT'S REVOLVING LOAN FUND FOR NON-PROFITS
DESCRIPTION AND FMV OF CONSIDERATION: \$100,000 CASH
100,000.

BEGINNING BALANCE DUE 100,000.

ENDING BALANCE DUE 100,000.

ENDING FAIR MARKET VALUE 100,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 100,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 100,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 100,000.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COHEN & STEERS REALTY SHARES	73,413.	103,928.
T ROWE PRICE INTL STOCK FD	84,821.	76,858.
VANGUARD HIGH-YIELD CORP FD		
VANGUARD TOTAL BD MKT INDEX FD	200,050.	225,641.
VANGUARD ENERGY FD	63,494.	163,396.
VANGUARD EXTENDED MKT INDEX FD	137,821.	161,072.
VANGUARD INTL GROWTH FD	90,154.	89,974.
VANGUARD SMALL CAP INDEX FD	121,804.	163,222.
VANGUARD TTL STK MKT INDEX FD	318,183.	550,287.
TOTALS	<u>1,089,740.</u>	<u>1,534,378.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
MARGIN LOAN	34,840.
TOTALS	<u>34,840.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MICHAEL P. DOWLING 671 S. DOWNING STREET DENVER, CO 80209-4433	PRESIDENT 20.00	60,000.	46,919.	0
KATHLEEN J. SINGH 3769 KOSTEN PLACE SARASOTA, FL 34240	DIRECTOR 1.00	0	0	0
THOMAS E. DOWLING, JR. 2 BRAYBOURNE DRIVE NORWALK, CT 06855	DIRECTOR 1.00	0	0	0
GRAND TOTALS		60,000.	46,919.	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

EE ATTACHMENT 11

NONE

PUBLIC

144,420

TOTAL CONTRIBUTIONS PAID

144,420

FORM 990-PF, PART IX-A

DIRECT CHARITABLE ACTIVITIES

THE FOUNDATION PRESIDENT, MICHAEL DOWLING, SERVES AS THE STRATEGY CHAIR AND POLICY CO-CHAIR OF THE BOARD OF DIRECTORS OF THE LAND TRUST ALLIANCE, A WASHINGTON, DC BASED NATIONAL NON-PROFIT LAND CONSERVATION ORGANIZATION. THE WORK PERFORMED IN THIS CAPACITY INCLUDED:

1. PREPARATION FOR AND ATTENDANCE AT QUARTERLY BOARD MEETINGS.
2. PREPARATION FOR AND ATTENDANCE AT BOARD COMMITTEE MEETINGS.
3. CHAIRMANSHIP OF THE BOARD'S STRATEGIC PLANNING COMMITTEE.
4. CONSULTATIONS WITH ORGANIZATION'S PRESIDENT AND BOARD MEMBERS REGARDING ORGANIZATIONAL AND POLICY MATTERS.
5. AFTER BEING SELECTED AS THE ALLIANCE'S NEXT BOARD CHAIR IN OCTOBER, 2011, HE DEVOTED SIGNIFICANT TIME TO GOVERNANCE MATTERS (INCLUDING SELECTION OF NEW BOARD OFFICERS, COMMITTEE CHAIRS AND COMMITTEE MEMBERS) AND PREPARATION OF BOARD COMMITTEE CHARTERS.

MICHAEL DOWLING ALSO SERVED AS VICE-CHAIRMAN OF THE BOARD OF TRUSTEES OF THE COLORADO SYMPHONY ORCHESTRA AND AS A MEMBER OF THE BOARD'S EXECUTIVE COMMITTEE THROUGH OCTOBER, 2011. THE WORK PERFORMED IN THIS CAPACITY INCLUDED PREPARATION FOR AND PARTICIPATION IN NUMEROUS MEETINGS OF THE FULL BOARD AND THE EXECUTIVE COMMITTEE.

MICHAEL DOWLING ALSO SERVES AS THE CHAIRMAN EMERITUS AND TRUSTEE OF THE BOARD OF DIRECTORS OF THE COLORADO CONSERVATION TRUST, A NON-PROFIT LAND CONSERVATION ORGANIZATION. THE WORK PERFORMED IN THIS CAPACITY INCLUDES PERIODIC CONSULTATION WITH THE ORGANIZATION'S PRESIDENT, DIRECTORS, AND SENIOR STAFF ON ORGANIZATIONAL AND STRATEGIC MATTERS.

EXPENSES INCURRED INCLUDE AN ALLOCABLE PORTION OF PRESIDENT'S EMPLOYEE BENEFITS, AN ALLOCABLE PORTION OF ADMINISTRATIVE TIME AND MINOR REIMBURSED EXPENSES FOR TRAVEL, MEALS AND PARKING.

FORM 990-PF, PART XV, 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient	If Recipient is an Individual	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Alliance for Sustainable Colorado 1536 Wynkoop Street B500 Denver, CO 80202	N/A	Public	Natural Resource Conservation	\$ 1,500 00
American Farmland Trust P O Box 96982 Washington, DC 20079	N/A	Public	Natural Resource Conservation	\$ 100 00
American Foundation for Suicide Prevention 120 Wall Street, 22nd Floor New York, NY 10005	N/A	Public	Suicide Prevention	\$ 100 00
American Rivers 1101 14th Street, N W , Suite 1400 Washington, D C 20005-5637	N/A	Public	Natural Resource Conservation	\$ 100 00
Clyfford Still Museum 1250 Bannock Street Denver, CO 80204	N/A	Public	Arts and Culture	\$ 220 00
Colorado Cattlemens Agricultural Land Trust 8833 Raiston Rd Arvada, CO 80002	N/A	Public	Natural Resource Conservation	\$ 1,000 00
Colorado Coalition of Land Trusts 1245 E Colfax Ave, Suite 203 Denver, CO 80218	N/A	Public	Natural Resource Conservation	\$ 2,100 00
Colorado Conservation Trust 1551 Ogden Street Denver, CO 80218	N/A	Public	Natural Resource Conservation	\$ 10,000 00
Colorado Environmental Coalition 1536 Wynkoop Street, #5C Denver, CO 80202	N/A	Public	Natural Resource Conservation	\$ 1,250 00
Colorado Open Lands 274 Union Blvd , Suite 320 Lakewood, CO 80228	N/A	Public	Natural Resource Conservation	\$ 100 00
Colorado Public Radio 7409 South Alton Court Centennial, CO 80112	N/A	Public	Public Radio	\$ 2,500 00
Colorado Symphony Orchestra 1000 14th Street, Unit 15 Denver, CO 80202	N/A	Public	Symphony Support	\$ 33,600 00
Colorado Wildlife Federation 1410 Grant Street , Suite C-313 Denver, CO 80203	N/A	Public	Natural Resource Conservation	\$ 250 00
Colorado Yale Association 1410 Grant Street, Suite A201 Denver, CO 80203-1855	N/A	Public	Education	\$ 50 00
Compassion and Choices P O Box 101810 Denver, CO 80250-1810	N/A	Public	Humanitarian Assistance	\$ 100 00
The Conservation Fund 1942 Broadway, Suite 323 Boulder, CO 80302	N/A	Public	Natural Resource Conservation	\$ 1,000 00
Contemplative Outreach 3650 Yates Street Denver, CO 80212	N/A	Public	Religious/Spiritual Education	\$ 1,000.00

FORM 990-PF, PART XV, 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient	If Recipient is an Individual	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Denver Bar Foundation 1905 Sherman Street, Suite 400 Denver, CO 80203	N/A	Public	Metro Volunteer Lawyers program to coordinate the provision of pro bono legal services	\$ 100 00
The Denver Foundation 55 Madison, 8th Floor Denver, CO 80206	N/A	Public	Social Services	\$ 250 00
Denver Museum of Nature & Science 2001 Colorado Boulevard Denver, CO 80205	N/A	Public	Science Research / Education	\$ 1,500 00
Denver Urban Gardens 3377 Blake St , Ste 113 Denver, CO 80205-2463	N/A	Public	Natural Resource Conservation	\$ 100 00
Ducks Unlimited P O Box 421825 Palm Coast, FL 32142-7726	N/A	Public	Natural Resource Conservation	\$ 100 00
Environment Colorado Research & Policy Ctr 1536 Wynkoop St , Ste 100 Denver, CO 80202	N/A	Public	Natural Resource Conservation	\$ 100 00
Environmental Defense Fund 1875 Connecticut Ave NW, Ste 600 Washington, DC 20009	N/A	Public	Natural Resource Conservation	\$ 1,000 00
Fitzie Foundation 396 Washington Street Wellesley, MA 02481	N/A	Public	Scholarship Assistance	\$ 100 00
Food Bank of the Rockies 10975 E 47th Ave Denver, CO 80239-3007	N/A	Public	Humanitarian Assistance	\$ 100 00
History Colorado 1200 Broadway Denver, CO 80103	N/A	Public	Historic Preservation	\$ 100 00
Island Press 1718 Connecticut Ave , N W , Suite 300 Washington, DC 20009	N/A	Public	Environmental Education	\$ 100 00
Jewish Family Service of Colorado 3201 S Tamarac Drive Denver, CO 80231	N/A	Public	Humanitarian Assistance	\$ 250 00
KBDI - Public TV 12 P O Box 1740 Denver, CO 80201-1740	N/A	Public	Public Television	\$ 100 00
Land Trust Alliance 1660 L Street NW, Suite 1100 Washington, DC 20036-5635	N/A	Public	Natural Resource Conservation	\$ 61,000 00
La Plata Open Space Conservancy P O Box 1651 Durango, CO 81301	N/A	Public	Natural Resource Conservation	\$ 100 00
Mesa Land Trust 1006 Main Street Grand Junction, CO 81501	N/A	Public	Natural Resource Conservation	\$ 100 00
National Trust For Historic Preservation P O Box 5043 Hagerstown, MD 21741-9223	N/A	Public	Historic Preservation	\$ 100 00

FORM 990-PF, PART XV, 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient	If Recipient is an Individual	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
National Wildlife Federation P O Box 1582 Merrifield, VA 22116-1582	N/A	Public	Natural Resource Conservation	\$ 100 00
Nature Conservancy P O Box 6014 Albert Lea, MN 56007-6614	N/A	Public	Natural Resource Conservation	\$ 1,000 00
Natural Resources Defense Council 40 W 20th Street New York, NY 10011	N/A	Public	Natural Resource Conservation	\$ 1,000 00
PMC-Jimmy Fund 77 Fourth Ave , Needham, MA 02194	N/A	Public	Medical Research	\$ 400 00
Rocky Mountain Climate Organization P O Box 270444 Louisville, CO 80027-5007	N/A	Public	Climate Conservation	\$ 100 00
Rocky Mountain PBS 1089 Bannock St Denver, CO 80204	N/A	Public	Public Television	\$ 500 00
Sand County Foundation 16 N Carroll Street, Ste 450 Madison, WI 53703	N/A	Public	To Advance the Use of Ethical and Scientifically Sound Land Management Practices	\$ 1,000 00
Scenic Hudson One Civic Center Plaza, Suite 200 Poughkeepsie, NY 12601	N/A	Public	Natural Resource Conservation	\$ 3,000 00
St Anne's School 2701 S York Street Denver, CO 80210	N/A	Public	Education	\$ 1,000 00
Trust for Public Lands 1410 Grant Street, #D-210 Denver, CO 80203	N/A	Public	Natural Resource Conservation	\$ 1,000 00
Volunteers for Outdoor Colorado 600 South Marion Parkway Denver, CO 80209	N/A	Public	Natural Resource Conservation	\$ 1,000 00
Western Resource Advocates 2260 Baseline Road, Ste 200 Boulder, CO 80302-9655	N/A	Public	Natural Resource Conservation	\$ 250 00
Wet Mountain Valley Community Foundation P O Box 718 Westcliffe, CO 81252	N/A	Public	Assistance to Non-Profit Organizations in Custer County, CO	\$ 100 00
Wyoming Stock Growers Agricultural Land Trust, P O Box 206 Cheyenne, WY 82003	N/A	Public	Natural Resource Conservation	\$ 100 00
Yale College Alumni Fund P O Box 2038 New Haven, CT 06521-2038	N/A	Public	Higher Education	\$ 100 00
Yale School of Forestry & Environmental Studies/Annual Fund P O Box 803 New Haven, CT 06503-0803	N/A	Public	Higher Education	\$ 1,000 00
Yale School of Management/Internship Fund 157 Church Street New Haven, CT 06521	N/A	Public	Higher Education	\$ 100 00

FORM 990-PF, PART XV, 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient	If Recipient is an Individual	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Yale University/FES-SOM Scholarship Kroon Hall, 195 Prospect Street New Haven, CT 06511	N/A	Public	Higher Education/Scholarship Fund	\$ 12,500 00

TOTAL 2011 Charitable Contributions:**\$144,420.00**