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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation SAEMAN FAMILY FOUNDATION, A CHARITABLE TRUST		A Employer identification number 84-1442064
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (303) 770-7078
299 MILWAUKEE STREET	300	
City or town, state, and ZIP code DENVER, CO 80206		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) \$ 207,341.	J Accounting method <input type="checkbox"/> Cash <input checked="" 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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	425,000.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	5,768.	5,768.		ATCH 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,827,085.			
	b Gross sales price for all assets on line 6a	3,542,748.			
	7 Capital gain net income (from Part IV, line 2)		2,827,085.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	3,257,853.	2,832,853.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	75,000.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	82,089.			82,089.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	79,606.	40,000.		38,060.
	17 Interest	107.	107.		
	18 Taxes (attach schedule) (see instructions)	5,882.			5,882.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	284.	75.		209.
	24 Total operating and administrative expenses. Add lines 13 through 23	242,968.	40,182.		126,240.
	25 Contributions, gifts, grants paid	2,560,072.			2,560,072.
26 Total expenses and disbursements. Add lines 24 and 25	2,803,040.	40,182.		2,686,312.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	454,813.				
b Net investment income (if negative, enter -0-)		2,792,671.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

* ATCH 2 JSA ** ATCH 4

Form 990-PF (2011)

1167

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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	25,745.	45,033.	45,033.
	2 Savings and temporary cash investments	42.		
	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 ▶			
	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)	26,038.	448,484.	162,308.
	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)	51,825.	493,517.	207,341.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	51,825.	493,517.	
30 Total net assets or fund balances (see instructions)	51,825.	493,517.		
31 Total liabilities and net assets/fund balances (see instructions)	51,825.	493,517.		

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	51,825.
2 Enter amount from Part I, line 27a	2	454,813.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	506,638.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 6	5	13,121.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	493,517.

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) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	2,827,085.	
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			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	3,086,677.	84,206.	36.656260
2009	106,342.	33,260.	3.197294
2008	117,635.	81,373.	1.445627
2007	248,490.	94,775.	2.621894
2006	517,127.	286,711.	1.803652
2 Total of line 1, column (d)			2 45.724727
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 9.144945
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,907,071.
5 Multiply line 4 by line 3			5 17,440,059.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 27,927.
7 Add lines 5 and 6			7 17,467,986.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 2,686,312.

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	27,927.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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	27,927.
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	27,927.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6 a	7,200.	
b Exempt foreign organizations - tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	7,200.	
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	20,727.	
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"/> 0 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 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
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 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 N/A				
14	The books are in care of THE ORGANIZATION	Telephone no	303-770-7078	
	Located at 299 MILWAUKEE STREET, STE 300 DENVER, CO	ZIP + 4	80206	
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			

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)		X
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**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X**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 7		75,000.	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				

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

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."

[illegible]

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.

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

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.)

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	1,325,058.
b	Average of monthly cash balances	1b	611,055.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,936,113.
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	1,936,113.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,042.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,907,071.
6	Minimum investment return. Enter 5% of line 5	6	95,354.

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	95,354.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	27,927.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	27,927.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	67,427.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	67,427.
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	67,427.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,686,312.
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	2,686,312.
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	27,927.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,658,385.

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				67,427.
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 468,447.				
b From 2007 243,801.				
c From 2008 113,634.				
d From 2009 104,900.				
e From 2010 3,093,545.				
f Total of lines 3a through e	4,024,327.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,686,312.				
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				67,427.
e Remaining amount distributed out of corpus	2,618,885.			
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	6,643,212.			
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)	468,447.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	6,174,765.			
10 Analysis of line 9				
a Excess from 2007 243,801.				
b Excess from 2008 113,634.				
c Excess from 2009 104,900.				
d Excess from 2010 3,093,545.				
e Excess from 2011 2,618,885.				

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)(iii)

(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))

ATTACHMENT 8

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

ATTACHMENT 9

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

ATTACHMENT 10

c Any submission deadlines

NONE

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

ATTACHMENT 11

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATTACHMENT 12				
Total			3a	2,560,072.
b Approved for future payment ATTACHMENT 13				
Total			3b	1,630,095.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	5,768.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,827,085.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				2,832,853.	
13 Total Add line 12, columns (b), (d), and (e)				2,832,853.	

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization

SAEMAN FAMILY FOUNDATION, A CHARITABLE TRUST

Employer identification number

84-1442064

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 foundationCheck 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization **SAEMAN FAMILY FOUNDATION, A CHARITABLE TRUST**Employer identification number
84-1442064**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	JOHN V. & CAROLYN SAEMAN 299 MILWAUKEE STREET, SUITE 300 DENVER, CO 80206	\$ 425,000.	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)

Name of organization SAEMAN FAMILY FOUNDATION, A CHARITABLE TRUST

Employer identification number

84-1442064

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

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
JP MORGAN FIRST WESTERN TRUST BANK	44. 5,724.	44. 5,724.
TOTAL	<u>5,768.</u>	<u>5,768.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROFESSIONAL FEES	78,060.	40,000.	38,060.
PAYROLL PROCESSING FEE	1,546.		
TOTALS	<u>79,606.</u>	<u>40,000.</u>	<u>38,060.</u>

ATTACHMENT 3

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST EXPENSE	107.	107.
TOTALS	<u>107.</u>	<u>107.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	5,882.	5,882.
TOTALS	<u>5,882.</u>	<u>5,882.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUPPLIES	209.		209.
BROKER FEE	75.	75.	
TOTALS	284.	75.	209.

ATTACHMENT 6FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

FEDERAL INCOME TAX

13,121.

TOTAL

13,121.

SAEMAN FAMILY FOUNDATION, A CHARITABLE TRUST

84-1442064

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

ATTACHMENT 7

<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>
JOHN V. SAEMAN 299 MILWAUKEE STREET 300 DENVER, CO 80206	CO-TRUSTEE	0	0	0
CAROLYN ANN SAEMAN 299 MILWAUKEE STREET 300 DENVER, CO 80206	CO-TRUSTEE	0	0	0
JOHN V SAEMAN III 299 MILWAUKEE STREET 300 DENVER, CO 80206	VP CAPITAL PROJECTS	25,000.	0	0
CRAIG SAEMAN 299 MILWAUKEE STREET 300 DENVER, CO 80206	VP EVANGELIZATION	25,000.	0	0
CATHERINE BORTLE 299 MILWAUKEE STREET 300 DENVER, CO 80206	VP RELIGIOUS EDUCATION	25,000.	0	0

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

ATTACHMENT 7 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RICHARD O. CAMPBELL 299 MILWAUKEE STREET 300 DENVER, CO 80206	DIRECTOR	0	0	0
NICK J ZIESER 299 MILWAUKEE STREET 300 DENVER, CO 80206	SECRETARY / TREASURER	0	0	0
GRAND TOTALS		75,000.	0	0

ATTACHMENT 8

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JOHN V. SAEMAN
CAROLYN ANN SAEMAN

ATTACHMENT 9

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SAEMAN FAMILY FOUNDATION
299 MILWAUKEE STREET, #300
DENVER, CO 80206
303-770-7078

ATTACHMENT 10990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

CONTACT BY MAIL TO INCLUDE:

1. PURPOSE OF THE ORGANIZATION,
2. THE SPECIFIC NEED FOR FUNDS,
3. PREDICTED RESULTS OF THE ENDEAVOR,
4. AMOUNT OF REQUEST.

ATTACHMENT 11

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

PHILANTHROPIC ENDEAVORS IN SUPPORT OF THE CATHOLIC CHURCH AND OTHER
QUALIFIED TAX-EXEMPT ORGANIZATIONS.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARCHDIOCESE OF DENVER 1300 S. STEELE ST. DENVER, CO 80210-2599	NONE PUBLIC		CAMPUS MINISTRY SCHOLARSHIP	36,000.
ASSOCIATION FOR CATHOLIC INFORMATION 1060 ST. FRANCIS WAY DENVER, CO 80204	NONE PUBLIC		GENERAL FUND	30,000.
AVE MARIA UNIVERSITY 5050 AVE MARIA BLVD AVE MARIA, FL 34142-9505	NONE 501 (C) (3)		FRAN AND SUANN MAIER MAGNIFICAT SCHOLARSHIP	26,857.
AUGUSTINE INSTITUTE 3001 S. FEDERAL BLVD. #1126 DENVER, CO 80236	NONE 501 (C) (3)		GENERAL FUND	110,000.
BASILICA OF THE ASSUMPTION HISTORIC TRUST, INC. 408 NORTH CHARLES STREET BALTIMORE, MD 21201	NONE GENERAL		TUITION FUND	5,000.
ACE FOUNDATION 1201 E. COLFAX AVE. SUITE 302 DENVER, CO 80218	NONE 501 (C) (3)		GENERAL FUND	10,000.

ATTACHMENT 12

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ABBEY OF ST. WALBURGA 1029 BENEDICTINE WAY VIRGINIA DALE, CO 80536-7633	NONE 501 (C) (3)	GENERAL FUND	290,000.
ALPHA PHI FOUNDATION 930 SHERMAN AVENUE EVANSTON, IL 60201	NONE 501 (C) (3)	GENERAL FUND	500.
BEST BUDDIES INTERNATIONAL 100 SE 2ND STREET, SUITE 2200 MIAMI, FL 33131	NONE 501 (C) (3)	GENERAL FUND	1,000.
ACTON INSTITUTE 161 OTTAWA AVE. NW, STE 301 GRAND RAPIDS, MI 45903	NONE 501 (C) (3)	GENERAL FUND	2,500.
AMERICAN FRIENDS OF OUR ARMED FORCES 232 WILD HORSE DRIVE PALM DESERT, CA 92211	501 (C) (3)	GENERAL FUND	10,000.
BOY SCOUTS OF AMERICA 10455 N. 6TH AVE #100 DENVER, CO 80215	NONE 501 (C) (3)	FAMILY APOSTOLATE'S MISSION IN NIGERIA	14,043.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AQUINAS COLLEGE 4210 HARDING ROAD NASHVILLE, TN 37205	NONE 501 (C) (3)	GENERAL FUND	10,000.
CATHOLIC CHARITIES 4045 PECOS ST. DENVER, CO 80211	NONE 501 (C) (3)	GENERAL FUND	50,000.
CATHOLIC CHARITIES OF COLORADO SPRINGS 228 NORTH CASCADE AVE COLORADO SPRINGS, CO 80903	NONE 501 (C) (3)	GENERAL FUND	5,000.
CATHOLIC FOUNDATION 3801 EAST FLORIDA AVE., SUITE 725 DENVER, CO 80210	NONE 501 (C) (3)	GENERAL FUND	815,783.
CATHOLICS COME HOME 560 W. CROSSVILLE RD., #101 ROSWELL, GA 30075	NONE 501 (C) (3)	GENERAL FUND	50,000.
CATHOLIC YOUTH MISSION 201 MCAFEE CIRCLE ERIE, CO 80516	NONE 501 (C) (3)	GENERAL FUND	24,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHRISTENDOM COLLEGE 134 CHRISTENDOM DRIVE FRONT ROYAL, VA 22630	NONE 501(C) (3)	GENERAL FUND	1,000.
COLORADO CANCER RESEARCH PROGRAM 2253 S. ONEIDA STREET THIRD FLOOR, SUITE B DENVER, CO 80224-2522	NONE 501(C) (3)	GENERAL FUND	5,000
CENTENNIAL INSTITUTE 8787 W. ALAMEDA AVE LAKEWOOD, CO 80226	NONE 501(C) (3)	GENERAL FUND	10,000.
CROSSING THE GOAL MINISTRIES 143 PARKDALE ROAD STEUBENVILLE, OH 43952	NONE 501(C) (3)	GENERAL FUND	10,000
CENTRO SAN JUAN DIEGO 2830 LAWRENCE STREET DENVER, CO 80205	NONE 501(C) (3)	GENERAL FUND	14,500.
EISENHOWER MEDICAL CENTER FOUNDATION 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270-3221	NONE 501(C) (3)	CAPITAL CAMPAIGN	25,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ENDOW 1300 S. STEELE STREET DENVER, CO 80210	NONE 501 (C) (3)	GENERAL FUND	54,000.
COLORADO COUNCIL FOR ECONOMIC EDUCATION 3443 S. GALENA ST., STE. 190 DENVER, CO 80231	NONE 501 (C) (3)	GENERAL FUND	3,920.
FEDERALIST SOCIETY 1015 18TH STREET NW, SUITE 425 WASHINGTON, DC 20036	NONE 501 (C) (3)	GENERAL FUND	25,000.
COLORADO UPLIFT 3914 KING STREET DENVER,, CO 80211	NONE 501 (C) (3)	GENERAL FUND	10,000.
DOMUS PACIS FAMILY RESPITE, INC. P.O. BOX 3366 BRECKENRIDGE, CO 80424	NONE 501 (C) (3)	GENERAL FUND	1,000.
EQUESTRIAN ORDER OF THE HOLY SEPULCHRE OF JERUSALEM - NORTHERN LIEUTENANCY 12115 N. 178TH CIRCLE BENNINGTON, NE 68007	NONE 501 (C) (3)	EIGHT 4 THIRD WORLD HOPE	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
FAMILY RESEARCH COUNCIL 801 G. STREET, NW WASHINGTON, DC 20001	NONE	501 (C) (3)	GENERAL FUND	10,000.
FR. WOODY'S HAVEN OF HOPE 1101 W. 7TH AVE. DENVER, CO 80204	NONE	501 (C) (3)	GENERAL FUND	1,000.
INDEPENDENCE INSTITUTE 14142 DENVER WEST PKWY, STE 185 GOLDEN, CO 80401-9290	NONE	501 (C) (3)	GENERAL FUND	1,500.
FRIENDS OF BROOMFIELD, INC P.O. BOX 836 BROOMFIELD, CO 80020	NONE	501 (C) (3)	GENERAL FUND	1,000.
LITTLE SISTERS OF THE POOR SACRED HEART HOME 3629 W. 29TH AVENUE DENVER, CO 80211-3601	NONE	501 (C) (3)	GENERAL FUND	6,000.
LITTLE SISTERS OF THE POOR (GALLUP) VILLA GUADALUPE 1900 MARK AVENUE GALLUP, NM 87301-482	NONE	501 (C) (3)	GENERAL FUND	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEROIC MEDIA 11615 ANGUS RD., STE. 102 AUSTIN, TX 78759	NONE 501(C)(3)	GENERAL FUND	19,500
KNIGHTS OF COLUMBUS COUNCIL #5161 2375 E. ARIZONA AVENUE DENVER, CO 80210	NONE 501(C)(3)	GENERAL FUND	2,000.
LIGHTHOUSE, INC. 5994 SO. HOLLY STREET, #148 GREENWOOD VILLAGE, CO 80111	NONE 501(C)(3)	GENERAL FUND	2,232.
MULLEN HIGH SCHOOL 3601 S. LOWELL BLVD. DENVER, CO 80236	NONE 501 (C) (3)	BR. BERNARD KINNEAVY TUITION FUND	5,000
PONTIFICAL NORTH AMERICAN COLLEGE 3211 FOURTH ST. NE WASHINGTON, DC 20017	NONE 501(C)(3)	VISION FOR THE FUTURE CAMPAIGN	20,000.
PRIESTS FOR LIFE PO BOX 141172 STATEN ISLAND, NY 10314	NONE 501(C)(3)	GENERAL FUND	5,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RELIGIOUS SISTERS OF MERCY OF ALMA, MICHIGAN 1965 MICHIGAN AVE. ALMA, MI 48801	NONE 501(C)(3)	CMSWR ENDOWMENT FUND.	50,000
SEEDS OF HOPE 1300 S. STEELE STREET DENVER, CO 80210	NONE 501(C)(3)	GENERAL FUND	102,500.
ST. ANTHONY OF PADUA PARISH 3801 WEST OHIO AVE. DENVER, CO 80219	NONE 501(C)(3)	GENERAL FUND	7,500
ST BERNADETTE CATHOLIC SCHOOL 1100 UPHAM STREET LAKEWOOD, CO 80214	NONE 501(C)(3)	GENERAL FUND	1,000.
ST. FRANCIS DE SALES CHURCH 301 S. SHERMAN STREET DENVER, CO 80209	NONE 501(C)(3)	GENERAL FUND	2,500.
ST. FRANCIS XAVIER 2947 THINNES STREET PO BOX 35 CROSS PLAINS,, WI 53528-0035	NONE 501(C)(3)	CAPITAL CAMPAIGN \$10,000 ENDOWMENT FUND \$ 5,000	15,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. DOMINIC CATHOLIC PARISH 053 W. 29TH AVE. DENVER, CO 80211	NONE 501(C)(3)	ST. MICHAEL STATUE	2,000.
SUSAN B. ANTHONY LIST EDUCATION FUND 1707 L STREET, NW, SUITE 750 WASHINGTON, DC 20036	NONE 501(C)(3)	GENERAL FUND	25,000.
THE ALEXANDER HOUSE PO BOX 592107 SAN ANTONIO, TX 78259	NONE 501(C)(3)	GENERAL FUND	5,000.
THOMAS AQUINAS COLLEGE 10000 NORTH OJAI ROAD SANTA PAULA, CA 93060	NONE 501(C)(3)	GENERAL FUND	50,000.
WYOMING CATHOLIC COLLEGE P.O. BOX 750 LANDER, WY 82520	NONE 501(C)(3)	GENERAL FUND	20,000.
THOMAS MORE LAW CENTER P.O. BOX 393 ANN ARBOR, MI 48106	NONE 501(C)(3)	GENERAL FUND	5,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YOUNG AMERICANS CENTER 3550 EAST FIRST AVE. DENVER, CO 80206	NONE 501(C) (3)	GENERAL FUND	5,000.
LORAS COLLEGE 1450 ALTA VISTA P.O BOX 178 DUBUQUE, IA 52004-0178	NONE 501(C) (3)	GENERAL FUND	260,000.
MARINE CORPS HERITAGE FOUNDATION 3800 FETTLER PARK DR., SUITE 104 DUMFRIES, VA 22025	501(C) (3)	GENERAL FUND	5,000.
MARTHA'S VILLAGE & KITCHEN 83791 DATE AVENUE INDIO, CA 92201-4737	501(C) (3)	GENERAL FUND	50,000.
NEW GATE TO PEACE FOUNDATION 339 COOK STREET DENVER, CO 80206	501(C) (3)	THE GALILEE GALA	10,000.
OUR LADY OF CLEAR CREEK ABBEY 5804 W. MONASTERY ROAD HULBERT, OK 74441-5698	501(C) (3)	GENERAL FUND	10,000.

FORM 990EE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PAPAL FOUNDATION 150 MONUMENT ROAD SUITE 609 BALA CYNWYN, PA 19004	501(C) (3)	GENERAL FUND	95,237.
PHOENIX MULTISPORT 4735 EAST WALNUT, SUITE C BOULDER, CO 80301	501(C) (3)	GENERAL FUND	5,000.
PROJECT CURE 7200 W. ALEMEDA AVE. LAKEWOOD, CO 80226	501(C) (3)	GENERAL FUND	1,000.
REGIS JESUIT HIGH SCHOOL 6300 S. LEWISTON WAY AURORA, CO 80016	501(C) (3)	GENERAL FUND	10,000.
SACRED HEART 43775 DEEP CANYON RD. PALM DESERT, CA 92260	501(C) (3)	GENERAL FUND	51,000
TAPS 2576 S. LANSING WAY AURORA, CO 80014	501(C) (3)	GENERAL FUND	5,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DESERT COMMUNITY FOUNDATION THE JOE LEACH MEMORIAL REDSHIRT FUN 75-105 MERLE STREET, SUITE 300 PALM DESER, CA 92211	501(C) (3)	GENERAL FUND	5,000
THE MONKS OF NORCIA FOUNDATION 511 KEARSARGE MOUNTAIN ROAD WARNER,, NH 03278	501(C) (3)	GENERAL FUND	25,000.
UNIVERSITY OF DENVER 573 VISTA GRANDE DRIVE COLORADO SPRINGS, CO 80906	501(C) (3)	GENERAL FUND	2,000.
VALOR CHRISTIAN HIGH SCHOOL 3775 GRACE BOULEVARD HIGHLANDS RANCH, CO 80126	501(C) (3)	GENERAL FUND	7,500.
TOTAL CONTRIBUTIONS PAID			<u>2,560,072.</u>

FORM 990FF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUGUSTINE INSTITUTE 3001 S. FEDERAL BLVD. DENVER, CO 80236	PUBLIC	GENERAL FUND	100,000
AVE MARIA UNIVERSITY 5050 AVE MARIA BLVD. AVE MARIA, FL 34142-9505	PUBLIC	GENERAL FUND	28,150.
ENDOW 1300 S. STEELE STREET DENVER, CO 80210	PUBLIC	GENERAL FUND	50,000.
RELIGIOUS SISTERS OF MERCY 1965 MICHIGAN AVE. ALMA, MI 48801	PUBLIC	GENERAL FUND	50,000.
ASSOCIATION FOR CATHOLIC INFORMATION 1060 ST. FRANCIS WAY DENVER, CO 80204	PUBLIC	GENERAL FUND	30,000.
LORAS COLLEGE 1450 ALTA VISTA P.O. BOX 178 DUBUQUE, IA 52004-0178	PUBLIC	GENERAL FUND	260,000.

FORM 990FF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE PAPAL FOUNDATION 150 MONUMENT ROAD SUITE 609 BALA CYNWYD, PA 19004	PUBLIC	GENERAL FUND	149,945.
CATHOLIC FOUNDATION 3801 EAST FLORIDA AVE., SUITE 725 DENVER, CO 80210	PUBLIC	GENERAL FUND	777,000.
AQUINAS COLLEGE 4210 HARDING ROAD RANCHO MIRAGE, CA 37205	PUBLIC	GENERAL FUND	10,000.
EISENHOWER MEDICAL CENTER FOUNDATION 39000 BOB HOPE DRIVE RANCHO MIRAGE, CO 80111	PUBLIC	GENERAL FUND	25,000.
LIGHTHOUSE, INC. 5994 SO. HOLLY STREET, #148 GREENWOOD VILLAGE, CA 92270-3221	501(C) (3)	GENERAL FUND	50,000.
SEEDS OF HOPE 1300 S. STEELE STREET DENVER, CO 80210	NONE 501(C) (3)	GENERAL FUND	100,000.
TOTAL CONTRIBUTIONS APPROVED			<u>1,630,095.</u>

ATTACHMENT 13 (CONT'D)

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust

Employer identification number

SAEMAN FAMILY FOUNDATION, A CHARITABLE TRUST

84-1442064

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	2,827,085.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	2,827,085.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part**

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		2,827,085.
14	Net long-term gain or (loss):			
a	Total for year	14a		
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		2,827,085.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

SAEMAN FAMILY FOUNDATION, A CHARITABLE TRUST

84-1442064

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	2,827,085.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2011

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)	
4.		DELSITE INC 16,038.					12/09/2010 -16,034.	07/12/2011
3,542,659.		CALL SLV 4/16/11 682,357.					02/28/2011 2,860,302.	04/15/2011
85.		ISHARES SILVER TRUST CALL 01/21/12 17,268.					12/16/2011 -17,183.	12/19/2011
TOTAL GAIN(LOSS)							<u>2,827,085.</u>	