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
GEORGE W. HOPPER FAMILY FOUNDATION

A Employer identification number
84-1515728

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
21649 CABRINI BLVD

B Telephone number (see instructions)
(303) 526-0785

City or town, state, and ZIP code
GOLDEN, CO 80401-9487

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 643,241.

J Accounting method ☒ Cash ☐ Accrual
☐ 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 ▶ ☐

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)	9,625.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	288.	288.		ATCH 1
4	Dividends and interest from securities	15,002.	15,002.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	5,742.			
b	Gross sales price for all assets on line 6a 677,897.				
7	Capital gain net income (from Part IV, line 2)		5,742.		
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)	646.	646.		ATCH 3
12	**Total** Add lines 1 through 11	31,303.	21,678.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	9,625.	1,925.		7,700.
c	Other professional fees (attach schedule) *	8,343.	8,343.		
17	Interest ATTACHMENT 6	3.	3.		
18	Taxes (attach schedule) (see instructions) **	317.	329.		
19	Depreciation (attach schedule) and depletion	494.	494.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	165.	165.		
24	**Total operating and administrative expenses** Add lines 13 through 23	18,947.	11,259.		7,700.
25	Contributions, gifts, grants paid	47,500.			47,500.
26	**Total expenses and disbursements** Add lines 24 and 25	66,447.	11,259.	0	55,200.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-35,144.			
b	**Net investment income** (if negative, enter -0-)		10,419.		
c	**Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions *ATCH 5 JSA ** ATCH 7 Form **990-PF** (2011)

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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	611,028.	134,676.	134,676.
	3	Accounts receivable ▶ 1,594.			
		Less allowance for doubtful accounts ▶	2,040.	1,594.	1,594.
	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) ATCH 9	207,359.	649,013.	506,971.
	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)	820,427.	785,283.	643,241.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	820,427.	785,283.	
	30	Total net assets or fund balances (see instructions)	820,427.	785,283.	
	31	Total liabilities and net assets/fund balances (see instructions)	820,427.	785,283.	

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	820,427.
2	Enter amount from Part I, line 27a	2	-35,144.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	785,283.
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	785,283.

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	5,742.
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	35,500.	774,766.	0.045820
2009		767,528.	
2008	92,221.	782,952.	0.117786
2007	83,150.	786,214.	0.105760
2006		662,434.	

2	**Total** of line 1, column (d)	2	0.269366
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	0.053873
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	718,328.
5	Multiply line 4 by line 3	5	38,698.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	104.
7	Add lines 5 and 6	7	38,802.
8	Enter qualifying distributions from Part XII, line 4	8	55,200.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	104.
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	104.
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	104.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 361.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	361.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	257.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 257. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MARK R DANIELS, CPA Telephone no ▶ 303-986-7409

Located at ▶ 141 UNION BLVD, STE 450 LAKEWOOD, CO ZIP + 4 ▶ 80228-1838

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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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** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		0	0	0

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

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

Total number of other employees paid over $50,000 . . . . ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see 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 NONE	
2	
3	
4	

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

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

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	478,581.
b	Average of monthly cash balances	1b	250,686.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	729,267.
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	729,267.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,939.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	718,328.
6	**Minimum investment return.** Enter 5% of line 5	6	35,916.

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	35,916.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	104.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	104.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	35,812.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	35,812.
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	35,812.

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	55,200.
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	55,200.
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	104.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	55,096.

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				35,812.
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				
b	From 2007: 47,057.				
c	From 2008: 54,951.				
d	From 2009				
e	From 2010				
f	Total of lines 3a through e	102,008.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 55,200.				
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				35,812.
e	Remaining amount distributed out of corpus	19,388.			
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	121,396.			
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)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	121,396.			
10	Analysis of line 9				
a	Excess from 2007: 47,057.				
b	Excess from 2008: 54,951.				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011: 19,388.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the 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))

SALLY H. HOPPER, 21649 CABRINI BLVD., GOLDEN, CO 80401

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 11

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

ATTACHMENT 12

c Any submission deadlines

SEPTEMBER 15TH OF EACH YEAR

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

ATTACHMENT 13

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 14				
Total ▶ **3a**				47,500.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	288.	
4 Dividends and interest from securities			14	15,002.	
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	523000	19.	15	627.	
8 Gain or (loss) from sales of assets other than inventory			18	5,742.	
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)		19.		21,659.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 21,678.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [ ] Yes [X] No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Sally H. Hopper — Signature of officer or trustee | 11/14/12 — Date | President — Title

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [X] if self-employed	PTIN
MARK R. DANIELS	Mark R. Daniels	11-14-12		P00482041

Firm's name ▶ MARK R. DANIELS, CPA — Firm's EIN ▶ 84-1347866

Firm's address ▶ 141 UNION BLVD., SUITE 450, LAKEWOOD, CO 80228-1838 — Phone no 303-986-7409

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
GEORGE W. HOPPER FAMILY FOUNDATION

Employer identification number
84-1515728

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 GEORGE W. HOPPER FAMILY FOUNDATION

Employer identification number 84-1515728

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	SALLY H. HOPPER 21649 CABRINI BLVD. GOLDEN, CO 80401-9487	$ 9,625.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization GEORGE W. HOPPER FAMILY FOUNDATION

Employer identification number 84-1515728

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
		$	

Name of organization GEORGE W. HOPPER FAMILY FOUNDATION

Employer identification number 84-1515728

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 entry

For 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

(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

(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

(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

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY SMITH BARNEY HLDGS LLC	349.	349.
CHARLES SCHWAB & CO INC	2.	2.
ACCRUED INTEREST @ PURCHASE	-63.	-63.
TOTAL	288.	288.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY SMITH BARNEY HLDGS LLC	8,174.	8,174.
CHARLES SCHWAB & CO INC	6,642.	6,642.
ECA MARCELLUS TRUST I	170.	170.
THE BLACKSTONE GROUP LP	16.	16.
TOTAL	15,002.	15,002.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HEDGING INCOME-ECA MARCELLUS TRUST I	196.	196.
ROYALTY INCOME-ECA MARCELLUS TRUST I	450.	450.
TOTALS	646.	646.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	9,625.	1,925.		7,700.
TOTALS	9,625.	1,925.		7,700.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES	8,343.	8,343.
TOTALS	8,343.	8,343.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MARGIN INTEREST	3.	3.
TOTALS	3.	3.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX	-12.	
FOREIGN TAXES	329.	329.
TOTALS	317.	329.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT EXPENSES	53.	53.
ROYALTY EXPENSES-ECA MARCELLUS	112.	112.
TOTALS	165.	165.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BANK OF AMERICA CORP	57,766.		
CITIGROUP INC	80,553.	80,553.	42,096.
CHIMERA INVESTMENT CORP	69,040.	69,040.	30,120.
CISCO SYSTEMS INC		17,399.	18,080.
FORD MOTOR CO		14,805.	10,760.
GENERAL MOTORS CO		69,537.	40,540.
PLATINUM UNDERWRITERS		38,807.	34,110.
MORGAN STANLEY COMMON STOCKS		322,299.	297,363.
MORGAN STANLEY PFD STOCKS		14,263.	12,147.
MORGAN STANLEY MUTUALS FDS		22,310.	21,755.
TOTALS	207,359.	649,013.	506,971.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SALLY H. HOPPER 21649 CABRINI BLVD GOLDEN, CO 80401-9487	DIRECTOR/PRESIDENT 2.00	0	0	0
NANCY H. HOPPER 244 ALBION STREET DENVER, CO 80209	DIRECTOR/SECY/TREAS 1.00	0	0	0
JOAN H. PEVARNIK 781 NORTH SLATE VAIL, AZ 85641	DIRECTOR/VICE PRES 1.00	0	0	0
CAROLINE H. HAYNES 713 N. EDISON STREET ARLINGTON, VA 22203	DIRECTOR/VICE PRES 1.00	0	0	0
ANNE E. H. VICKSTROM 31461 UPPER BEAR CREEK ROAD EVERGREEN, CO 80439	DIRECTOR/VICE PRES 1.00	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 11

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

SALLY H. HOPPER, PRESIDENT
21649 CABRINI BLVD
GOLDEN, CO 80401
303-526-0785

ATTACHMENT 12

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

GRANT APPLICATION MUST BE FILED WHICH INCLUDES DESCRIPTION OF PROGRAM, TIMETABLE AND BUDGET, OTHER SOURCES OF SUPPORT AND PROGRAM LEADERSHIP.

ATTACHMENT 13

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

MISSION IS TO SUPPORT PROGRAMS TO BUILD SELF-CONFIDENCE OF YOUNG TEEN GIRLS. FOUNDATION WILL NOT FUND GENERAL OPERATING EXPENSES, EXISTING DEFICITS OR DIRECT SUPPORT OF INDIVIDUALS.

ATTACHMENT 13

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

MISSION IS TO SUPPORT PROGRAMS TO BUILD SELF-CONFIDENCE OF YOUNG TEEN GIRLS. FOUNDATION WILL NOT FUND GENERAL OPERATING EXPENSES, EXISTING DEFICITS OR DIRECT SUPPORT OF INDIVIDUALS.

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

ATTACHMENT 14

ECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OSITIVE CONNECTION 801 MILWAUKEE STREET ENVER, CO 80205	NONE PUBLIC	TO SUPPORT PROGRAMS THAT EMPOWER YOUNG WOMEN FOR SUCCESS IN LIFE BY INSPIRING CHANGE, BUILDING SELF-CONFIDENCE, PROMOTING SELF-CARE AND PROVIDING EDUCATIONAL TOOLS	7,500
OYS AND GIRLS CLUBS OF PUEBLO COUNTY 601 SPRAGUE AVENUE UEBLO, CO 81004	NONE PUBLIC	TO SUPPORT AFTER SCHOOL PROGRAM FOR 36 MIDDLE SCHOOL AGE GIRLS, ESPECIALLY THOSE FROM DISADVANTAGED ECONOMIC, SOCIAL AND FAMILY CIRCUMSTANCES	5,000
OYS & GIRLS CLUBS OF METRO DENVER 017 W 9TH AVENUE ENVER, CO 80204	NONE PUBLIC	TO SUPPORT GIRLS-ONLY PROGRAMS	5,000.
ETRO DENVER PARTNERS 01 S LOGAN ST, STE 109 ENVER, CO 80209	NONE PUBLIC	SUPPORT MENTORING PROGRAM FOR AT-RISK GIRLS	5,000.
WCA OF BOULDER COUNTY 222 14TH ST OULDER, CO 80302	NONE PUBLIC	TO SUPPORT GIRLS EMPOWERMENT PROJECT	5,000.
MART-GIRL INC 825 E. TENNESSEE AVE, STE 637 ENVER, CO 80224	NONE PUBLIC	PROGRAM FOR MIDDLE SCHOOL GIRLS	5,000.

ECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
IRL SCOUTS 00 S. BROADWAY .O BOX 9407 ENVER, CO 80209	NONE PUBLIC	TO SUPPORT "GIRLS ARE GREAT" AFTER SCHOOL PROGRAM, WHICH FOCUSES ON BUILDING LIFE SKILLS AND SELF ESTEEM FOR GIRLS 10-14	5,000
ENVER AREA YOUTH SERVICES 530 W 13TH AVENUE ENVER, CO 80204	NONE PUBLIC	TO SUPPORT PROGRAM DESIGNED FOR GIRLS AGES 10-15 WHO ARE INVOLVED IN THE JUVENILE JUSTICE AND/OR CHILD WELFARE SYSTEMS.	5,000
XCELSIOR YOUTH CENTER 5001 EAST OXFORD AVENUE URORA, CO 80014	NONE PUBLIC	TO SUPPORT RESIDENTIAL TREATMENT PROGRAM SERVING GIRLS BETWEEN THE AGES OF 11-18 SUFFERING FROM EMOTIONAL AND BEHAVIOR DIFFICULTIES.	5,000
		TOTAL CONTRIBUTIONS PAID	47,500.

GEORGE W HOPPER FAMILY FOUNDATION
CAPITAL GAINS AND LOSSES
YEAR ENDED DECEMBER 31, 2011

84-1515728

ACCOUNT - SECURITY	ACQUIS DATE	SALE DATE	PROCEEDS	COST	GAIN/LOSS
SHORT-TERM					
YAHOO INC - 2,000 SHRS	01/19/11	02/03/11	33,690 40	32,708 95	981 45
BANK OF AMERICA CORP - 1,000 SHRS	05/06/10	02/08/11	14,667 48	16,368 95	(1,701 47)
BANK OF AMERICA CORP - 1,000 SHRS	06/24/10	02/08/11	14,667 48	15,008 95	(341 47)
BANK OF AMERICA CORP - 1,000 SHRS	06/29/10	02/08/11	14,667 48	14,638 95	28 53
BANK OF AMERICA CORP - 1,000 SHRS	10/19/10	02/08/11	14,667 48	11,748 95	2,918 53
FORD MOTOR CO - 2,000 SHRS	02/09/11	02/11/11	32,950 42	32,296 95	653 47
CLOROX CO - 834 SHRS	02/28/11	02/28/11	56,284 97	55,920 31	364 66
PNC FINL SERVICES GP INC - 1,666 SHRS	02/28/11	02/28/11	101,836 67	101,500 67	336 00
YAHOO INC - 2,000 SHRS	02/24/11	03/02/11	33,410.41	32,608 95	801 46
METLIFE INC - 1,000 SHRS	03/15/11	03/15/11	42,690 23	42,468 35	221 88
PNC FINL SERVICES GP INC - 1,000 SHRS	03/15/11	03/15/11	61,419.87	61,088 95	330 92
FREEPORT MCMORAN CP&GLD - 30 SHRS	03/14/11	03/28/11	1,650 56	1,467 84	182 72
FORD MOTOR CO - 1,000 SHRS	02/23/11	04/04/11	15,660 75	14,804 48	856 27
PROCTER & GAMBLE - 250 SHRS	02/24/11	04/04/11	15,540 48	15,783 95	(243 47)
PROCTER & GAMBLE - 250 SHRS	03/15/11	04/04/11	15,540 47	15,118 83	421 64
FREEPORT MCMORAN CP&GLD - 115 SHRS	03/14/11	04/12/11	6,211 28	5,626 73	584 55
FREEPORT MCMORAN CP&GLD - 30 SHRS	03/15/11	04/12/11	1,620 34	1,457 10	163 24
ISHARES BARCLAYS 1-3 YR - 235 SHRS	03/25/11	04/18/11	19,736 33	19,718 85	17 48
PROSHARES SHORT S&P500 - 40 SHRS	02/15/11	04/26/11	1,616 76	1,659 44	(42 68)
FIRSTENERGY CORP - 200 SHRS	03/15/11	05/05/11	8,304 02	7,521 02	783 00
FIRSTENERGY CORP - 25 SHRS	03/24/11	05/05/11	1,038.00	916 25	121 75
PROSHARES SHORT S&P500 - 160 SHRS	02/15/11	05/06/11	6,440.23	6,637 76	(197.53)
PROSHARES SHORT S&P500 - 180 SHRS	03/02/11	05/06/11	7,245.25	7,536 20	(290 95)
HEWLETT PACKARD 125 SHRS	02/23/11	06/03/11	4,521 16	5,384 68	(863 52)
HEWLETT PACKARD 25 SHRS	03/03/11	06/03/11	904 23	1,080 75	(176 52)
HEWLETT PACKARD 50 SHRS	04/13/11	06/03/11	1,808 47	2,067 00	(258 53)
ARLINGTON ASET INVT CP - 300 SHRS	05/26/11	06/20/11	8,852 83	8,150.97	701 86
ARLINGTON ASET INVT CP - 100 SHRS	06/01/11	06/20/11	2,950 94	2,754 60	196 34
MEDTRONIC INC - 150 SHRS	02/28/11	07/05/11	5,710 40	5,962 17	(251 77)
MEDTRONIC INC - 50 SHRS	02/28/11	07/05/11	1,903 47	1,987 39	(83 92)
MEDTRONIC INC - 25 SHRS	03/24/11	07/05/11	951 73	949 25	2 48
MEDTRONIC INC - 25 SHRS	03/28/11	07/05/11	951 73	971.25	(19 52)
MEDTRONIC INC - 50 SHRS	04/26/11	07/05/11	1,903 47	2,064 00	(160 53)
MEDTRONIC INC - 50 SHRS	06/14/11	07/05/11	1,903 48	1,919 50	(16 02)
NIKE INC - 100 SHRS	03/25/11	07/06/11	9,185 82	7,710 51	1,475 31
NIKE INC - 50 SHRS	04/04/11	07/06/11	4,592 91	3,867 00	725 91
PROSHARES SHORT S&P500 - 88 SHRS	06/29/11	07/13/11	3,577 35	3,638 69	(61 34)
PROSHARES SHORT S&P500 - 297 SHRS	06/29/11	08/01/11	12,503 45	12,280 56	222 89
GOLDMAN SACHS - 150 SHRS	03/28/11	08/24/11	3,641 87	3,594 75	47 12
GOLDMAN SACHS - 50 SHRS	04/13/11	08/24/11	1,213 96	1,212 56	1 40
GOLDMAN SACHS - 100 SHRS	04/26/11	08/24/11	2,427 91	2,447 45	(19 54)
POWERSHARES GLOBAL WATER - 250 SHRS	03/29/11	08/24/11	4,198.86	4,992 70	(793 84)
POWERSHARES GLOBAL WATER - 50 SHRS	05/24/11	08/24/11	839 77	1,016 00	(176 23)
POWERSHARES GLOBAL WATER - 50 SHRS	06/21/11	08/24/11	839.78	989 50	(149 72)
PROSHARES SHORT DOW30 - 208 SHRS	08/24/11	09/02/11	9,002 06	9,062 56	(60 50)
FIDELITY FLOATING RT HI INC - 299 368 SHRS	02/23/11	09/14/11	2,844 00	2,966 74	(122 74)
PROSHARES SHORT S&P500 - 62 SHRS	09/22/11	10/12/11	2,643 84	2,860 74	(216 90)
PROSHARES SHORT S&P500 - 34 SHRS	09/22/11	10/17/11	1,456 60	1,568 79	(112 19)
PROSHARES SHORT S&P500 - 189 SHRS	09/22/11	10/20/11	8,047.61	8,720 65	(673 04)
PROSHARES SHORT S&P500 - 25 SHRS	09/26/11	10/20/11	1,064 50	1,143 94	(79 44)
PROLOGIS INC - 250 SHRS	02/16/11	10/21/11	5,840 16	5,912 50	(72 34)
PROLOGIS INC - 50 SHRS	04/13/11	10/21/11	1,168 03	1,190 00	(21 97)
PROLOGIS INC - 100 SHRS	04/26/11	10/21/11	2,336 07	2,383 00	(46 93)

GEORGE W HOPPER FAMILY FOUNDATION
CAPITAL GAINS AND LOSSES
YEAR ENDED DECEMBER 31, 2011

84-1515728

ACCOUNT - SECURITY	ACQUIS DATE	SALE DATE	PROCEEDS	COST	GAIN/LOSS
ANHEUSER BUSCH - 140 SHRS	08/09/11	10/24/11	7,830 81	7,205 79	625 02
ANHEUSER BUSCH - 35 SHRS	09/06/11	10/24/11	1,957 70	1,832 95	124.75
ABBOTT LABORATORIES - 100 SHRS	02/17/11	10/28/11	5,424.04	4,619 74	804 30
ABBOTT LABORATORIES - 75 SHRS	02/24/11	10/28/11	4,068 03	3,511 50	556 53
ABBOTT LABORATORIES - 25 SHRS	03/03/11	10/28/11	1,356.01	1,203 25	152.76
ABBOTT LABORATORIES - 25 SHRS	03/15/11	10/28/11	1,356 01	1,187 75	168 26
ABBOTT LABORATORIES - 50 SHRS	04/26/11	10/28/11	2,712 03	2,576 00	136.03
NIKE INC - 100 SHRS	08/03/11	11/01/11	9,417 82	8,517 92	899.90
NIKE INC - 15 SHRS	09/06/11	11/01/11	1,412 67	1,229 40	183.27
UNITED STATES STL CP - 25 SHRS	03/10/11	11/11/11	651 48	1,322 43	(670 95)
WEATHERFORD INTL LTD - 50 SHRS	03/01/11	11/11/11	804 98	1,188.24	(383 26)
APOLLO SENIOR FLOATING - 150 SHRS	05/10/11	11/17/11	2,453 08	2,971 50	(518 42)
ISHARES MSCI CANADA INDEX FD - 50 SHRS	03/24/11	12/05/11	1,383.97	1,663 88	(279 91)
UNITED STATES STL CP - 50 SHRS	03/10/11	12/05/11	1,435 97	2,644 86	(1,208.89)
EXPEDITORS INTL WASH INC - 25 SHRS	05/24/11	12/27/11	1,042 22	1,285 25	(243.03)
ISHARES MSCI CANADA INDEX FD - 50 SHRS	04/26/11	12/27/11	1,315 47	1,687 50	(372.03)
PETROLEO BRASILEIRO SA - 25 SHRS	03/10/11	12/27/11	600 48	861 00	(260 52)
WEATHERFORD INTL LTD - 50 SHRS	03/01/11	12/27/11	722 98	1,188 24	(465 26)
TOTAL SHORT-TERM			677,289 57	672,154 78	5,134 79
TOTAL CAPITAL GAINS			$ 677,289 57	$ 672,154 78	$ 5,134 79

GEORGE W. HOPPER FAMILY FOUNDATION 84-1515728

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 LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					605.	
		SEE ATTACHMENT 15 PROPERTY TYPE: SECURITIES				P	VAR	VAR
677,290.		672,155.					5,135.	
TOTAL GAIN(LOSS)							5,742.	