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

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

2011

For calendar year 2011 or tax year beginning

, and ending

| | | |
|--|---|--|
| Name of foundation BRETT FAMILY FOUNDATION | | A Employer identification number 84-1525821 |
| Number and street (or P O box number if mail is not delivered to street address) 1123 SPRUCE STREET | Room/suite | B Telephone number (303) 442-1200 |
| City or town, state, and ZIP code BOULDER, CO 80302-4001 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change | | 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) \$ 7,826,227. | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | 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)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | | | N/A | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | | |
| 3 Interest on savings and temporary cash investments | | 150. | 150. | | STATEMENT 1 |
| 4 Dividends and interest from securities | | 161,779. | 161,779. | | STATEMENT 2 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 143,623. | | | |
| b Gross sales price for all assets on line 6a | | 1,853,322. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 143,623. | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10a Gross sales less returns and allowances | | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | | | | |
| 12 Total. Add lines 1 through 11 | | 305,552. | 305,552. | | |
| 13 Compensation of officers, directors, trustees, etc | | 60,275. | 6,028. | | 42,193. |
| 14 Other employee salaries and wages | | 17,536. | 1,754. | | 12,275. |
| 15 Pension plans, employee benefits | | 15,315. | 1,531. | | 10,720. |
| 16a Legal fees | | | | | |
| b Accounting fees STMT 3 | | 4,020. | 804. | | 804. |
| c Other professional fees STMT 4 | | 36,906. | 36,384. | | 406. |
| 17 Interest | | | | | |
| 18 Taxes STMT 5 | | 3,859. | 2,472. | | 0. |
| 19 Depreciation and depletion | | 1,308. | 131. | | |
| 20 Occupancy | | 1,871. | 187. | | 1,310. |
| 21 Travel, conferences, and meetings | | 8,337. | 708. | | 5,836. |
| 22 Printing and publications | | 281. | 28. | | 197. |
| 23 Other expenses STMT 6 | | 7,313. | 821. | | 5,050. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 157,021. | 50,848. | | 78,791. |
| 25 Contributions, gifts, grants paid | | 420,600. | | | 420,600. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 577,621. | 50,848. | | 499,391. |
| 27 Subtract line 26 from line 12 | | <272,069.> | | | |
| a Excess of revenue over expenses and disbursements | | | | | |
| b Net investment income (if negative, enter -0-) | | | 254,704. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

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| Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small> | | | | Beginning of year | End of year | |
|--|--|--|------------|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | 66,297. | 7,801. | 7,801. |
| | 2 | Savings and temporary cash investments | | 445,213. | 252,334. | 252,334. |
| | 3 | Accounts receivable | | | | |
| | | Less allowance for doubtful accounts | | | | |
| | 4 | Pledges receivable | | | | |
| | | Less allowance for doubtful accounts | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons | | | | |
| | 7 | Other notes and loans receivable | | | | |
| | | Less allowance for doubtful accounts | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10a | Investments - U.S. and state government obligations | STMT 7 | 157,749. | 102,200. | 102,200. |
| | b | Investments - corporate stock | STMT 8 | 6,792,530. | 6,261,298. | 6,261,298. |
| | c | Investments - corporate bonds | STMT 9 | 979,547. | 1,202,452. | 1,202,452. |
| 11 | Investments - land, buildings, and equipment basis | | | | | |
| | Less accumulated depreciation | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other | | | | | |
| 14 | Land, buildings, and equipment basis | 64,223. | | | | |
| | Less accumulated depreciation | 64,081. | 301. | 142. | 142. | |
| 15 | Other assets (describe) | | | | | |
| 16 | Total assets (to be completed by all filers) | | 8,441,637. | 7,826,227. | 7,826,227. | |
| 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 | | | | |
| | 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 checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | 8,441,637. | 7,826,227. | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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 | | | | |
| 30 | Total net assets or fund balances | | 8,441,637. | 7,826,227. | | |
| 31 | Total liabilities and net assets/fund balances | | 8,441,637. | 7,826,227. | | |

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 | 8,441,637. |
| 2 | Enter amount from Part I, line 27a | 2 | <272,069.> |
| 3 | Other increases not included in line 2 (itemize) NONTAXABLE DISTRIBUTIONS | 3 | 2,194. |
| 4 | Add lines 1, 2, and 3 | 4 | 8,171,762. |
| 5 | Decreases not included in line 2 (itemize) UNREALIZED LOSS ON SECURITIES | 5 | 345,535. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 7,826,227. |

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 | | | |
| b SEE ATTACHED STATEMENTS | | | |
| 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 1,853,322. | | 1,709,699. | 143,623. |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|------------------------|--------------------------------------|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | 143,623. |

| | | |
|---|---|----------|
| 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 | 143,623. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 } | 3 | N/A |

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

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

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

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

☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|---------------------------------------|---|--|
| 2010 | 464,484. | 7,598,219. | .061131 |
| 2009 | 424,165. | 6,691,013. | .063393 |
| 2008 | 590,066. | 8,390,334. | .070327 |
| 2007 | 604,017. | 9,631,721. | .062711 |
| 2006 | 561,440. | 9,302,666. | .060353 |

| | | |
|--|---|------------|
| 2 Total of line 1, column (d) | 2 | .317915 |
| 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 | .063583 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 8,116,696. |
| 5 Multiply line 4 by line 3 | 5 | 516,084. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 2,547. |
| 7 Add lines 5 and 6 | 7 | 518,631. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 499,391. |

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

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

| | | | |
|--|----|--------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions) | | 1 | 5,094. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | 2 | 0. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 3 | 5,094. |
| 3 Add lines 1 and 2 | | 4 | 0. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 5 | 5,094. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 Credits/Payments | | | |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a | 2,120. | |
| 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 | 2,120. | |
| 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 | 2,974. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | | |
| 11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|--|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.BRETTFOUNDATION.ORG</u> | 13 | X | |
| 14 | The books are in care of ► <u>LINDA J. SHOEMAKER, PRESIDENT</u> Telephone no ► <u>(303) 442-1200</u> Located at ► <u>1123 SPRUCE STREET, BOULDER, CO</u> ZIP+4 ► <u>80302-4001</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year | 15 | N/A | |
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► | 16 | Yes | No |
| | | | | X |

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

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

| | Yes | No |
|---|---|----|
| 1a During the year did the foundation (either directly or indirectly) | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here | | X |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? | | 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? If "Yes," list the years ► | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) | N/A | |
| 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.) | N/A | |
| 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)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation.**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 10 | | 60,275. | 6,938. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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



0

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 | 7,907,290. |
| b | Average of monthly cash balances | 1b | 332,869. |
| c | Fair market value of all other assets | 1c | 142. |
| d | Total (add lines 1a, b, and c) | 1d | 8,240,301. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 8,240,301. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 123,605. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 8,116,696. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 405,835. |

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 | 405,835. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a | 5,094. |
| b | Income tax for 2011 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 5,094. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 400,741. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 400,741. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 400,741. |

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 | 499,391. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 499,391. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 499,391. |

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 | | | | 400,741. |
| 2 Undistributed income, if any, as of the end of 2011 | | | | |
| a Enter amount for 2010 only | | | 0. | |
| b Total for prior years | | 0. | | |
| 3 Excess distributions carryover, if any, to 2011 | | | | |
| a From 2006 | 105,879. | | | |
| b From 2007 | 132,433. | | | |
| c From 2008 | 175,131. | | | |
| d From 2009 | 92,444. | | | |
| e From 2010 | 86,680. | | | |
| f Total of lines 3a through e | 592,567. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ | 499,391. | | | |
| a Applied to 2010, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2011 distributable amount | | | | 400,741. |
| e Remaining amount distributed out of corpus | 98,650. | | | |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 691,217. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr | | | 0. | |
| f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 | 105,879. | | | |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a | 585,338. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2007 | 132,433. | | | |
| b Excess from 2008 | 175,131. | | | |
| c Excess from 2009 | 92,444. | | | |
| d Excess from 2010 | 86,680. | | | |
| e Excess from 2011 | 98,650. | | | |

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

N/A

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))

SEE STATEMENT 11

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

SEE STATEMENT 12

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

c Any submission deadlines

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

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

| 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 | | | | |
| 9 TO 5, NATIONAL ASSOCIATION OF WORKING WOMEN 655 BROADWAY, SUITE 800 DENVER, CO 80203 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 15,000. |
| ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW, 2ND FLOOR WASHINGTON, DC 20036 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,500. |
| ANTI-DEFAMATION LEAGUE 1630A 30TH STREET, SUITE 271 BOULDER, CO 80301 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,000. |
| ATTENTION HOMES 3080 BROADWAY, SUITE C BOULDER, CO 80304 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| BISC FOUNDATION 1825 K STREET NW, SUITE 411 WASHINGTON, DC 20006 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,000. |
| Total | SEE CONTINUATION SHEET(S) | | | 420,600. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | | 0. |

Part XVI-A

| Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---------------------------|---------------|--------------------------------------|---------------|---|
| (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| | | | | |
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| | | | | |
| | | | | |
| | | 14 | 150. | |
| | | 14 | 161,779. | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | 18 | 143,623. | |
| | | | | |
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| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | 0. | | 305,552. | 0. |

13
305,552

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B[illegible]

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

| 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 |
|---|--|--------------------------------------|--|----------|
| BOULDER COMMUNITY HOUSING CORPORATION P.O. BOX 471 BOULDER, CO 80306 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - CASA DE LA ESPERANZA | 3,000. |
| BOULDER COUNTY AIDS PROJECT 2118 14TH STREET BOULDER, CO 80302 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 1,000. |
| BOULDER COUNTY PUBLIC HEALTH 3450 BROADWAY BOULDER, CO 80304 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - GENESISTER | 2,500. |
| BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER, CO 80301 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 10,500. |
| CENTER FOR INTERNATIONAL ENVIRONMENTAL LAW 1350 CONNECTICUT AVENUE NW, SUITE 1100 WASHINGTON, DC 20036 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 1,000. |
| CHINOOK FUND 2465 SHERIDAN STREET DENVER, CO 80214 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,500. |
| CITIZENS FOR RESPONSIBILITY AND ETHICS IN WASHINGTON 1400 I STREET NW, SUITE 450 WASHINGTON, DC 20005 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - COLORADO ETHICS WATCH | 2,500. |
| COLORADO CENTER ON LAW AND POLICY 789 SHERMAN STREET, SUITE 300 DENVER, CO 80203 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 10,000. |
| COLORADO CIVIC ENGAGEMENT ROUNDTABLE P.O. BOX 1620 DENVER, CO 80201 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| COLORADO CONSERVATION VOTERS EDUCATION FUND 1536 WYNKOOP STREET, SUITE 4C DENVER, CO 80202 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| Total from continuation sheets | | | | 396,100. |

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

| 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 |
|--|--|--------------------------------------|---|---------|
| COLORADO CRIMINAL JUSTICE REFORM COALITION 1212 MARIPOSA STREET, SUITE 6 DENVER, CO 80204 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| COLORADO IMMIGRANT RIGHTS COALITION 2525 WEST ALAMEDA AVENUE DENVER, CO 80219 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 8,000. |
| COLORADO MUSIC FESTIVAL 900 BASELINE ROAD, COTTAGE 100 BOULDER, CO 80302 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,500. |
| COLORADO NONPROFIT DEVELOPMENT CENTER 4130 TEJON STREET, SUITE A DENVER, CO 80211 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - COLORADO PARTICIPATION PROJECT, THE COLLABORATIVE COMMUNITY/FOCUS | 6,000. |
| COLORADO PROGRESSIVE COALITION 1029 SANTA FE DRIVE DENVER, CO 80204 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 15,000. |
| COLORADO PUBLIC TELEVISION 2900 WELTON STREET DENVER, CO 80205 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - COLORADO PUBLIC NEWS | 10,000. |
| COMMON CAUSE EDUCATION FUND 1536 WYNKOOP STREET, SUITE 102 DENVER, CO 80202 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| COMMUNITY SHARES OF COLORADO 1536 WYNKOOP STREET, SUITE 202 DENVER, CO 80202 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 1,000. |
| COTTONWOOD INSTITUTE P.O. BOX 7067 DENVER, CO 80207 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| ETOWN P.O. BOX 954 BOULDER, CO 80306 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| Total from continuation sheets | | | | |

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

| 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 |
|---|--|--------------------------------------|--|---------|
| FOREVER WILD 8605 SOUTH CRAYCROFT ROAD TUCSON, AZ 85756 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 1,000. |
| FRESC 140 SHERIDAN BOULEVARD DENVER, CO 80226 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 11,000. |
| GLOBAL DOWN SYNDROME FOUNDATION 3300 EAST FIRST AVENUE, SUITE 390 DENVER, CO 80206 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| GREAT EDUCATION COLORADO FUND 1600 DOWNING STREET, SUITE 100 DENVER, CO 80218 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,000. |
| HISPANIC AFFAIRS PROJECT 300 N. CASCADE AVENUE, SUITE C-4 MONTROSE, CO 81401 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| I HAVE A DREAM FOUNDATION 3012 STERLING CIRCLE, SUITE 200 BOULDER, CO 80301 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - BROADWAY BOOKS FUND | 2,600. |
| IMMIGRANT LEGAL CENTER OF BOULDER COUNTY 948 NORTH STREET, SUITE 8 BOULDER, CO 80302 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| IMPACT ON EDUCATION 728 FRONT STREET, SUITE A LOUISVILLE, CO 80027 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| KGNU COMMUNITY RADIO 4700 WALNUT STREET BOULDER, CO 80301 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 1,000. |
| LATINA INITIATIVE 1536 WYNKOOP STREET, SUITE 4-B DENVER, CO 80202 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| Total from continuation sheets | | | | |

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

| 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 |
|--|--|--------------------------------------|---|---------|
| MANAUS FUND P.O. BOX 2026 CARBONDALE, CO 81623 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - ASPEN JOURNALISM | 2,500. |
| MESA - MOVING TO END SEXUAL ASSAULT 1333 IRIS AVENUE BOULDER, CO 80304 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| METRO ORGANIZATIONS FOR PEOPLE 1980 DAHLIA STREET DENVER, CO 80220 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,500. |
| MILE HIGH MONTESSORI 1780 MARION STREET DENVER, CO 80218 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 8,000. |
| ONE COLORADO EDUCATION FUND 1245 E. COLFAX AVENUE, SUITE 204 DENVER, CO 80218 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| OUR CENTER 303 ATWOOD STREET LONGMONT, CO 80501 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| OUT BOULDER P.O. BOX 1018 BOULDER, CO 80306 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 1,000. |
| PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E. 38TH AVENUE DENVER, CO 80207 | N/A | PUBLIC CHARITY | OPERATING SUPPORT; PROGRAM SUPPORT - LONGMONT HEALTH CENTER | 11,500. |
| PROGRESSNOW EDUCATION 1536 WYNKOOP STREET, SUITE 4A DENVER, CO 80202 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 10,000. |
| RIGHTS FOR ALL PEOPLE / DERECHOS PARA TODOS 1400 DAYTON STREET AURORA, CO 80010 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| Total from continuation sheets | | | | |

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

| 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 |
|--|--|--------------------------------------|---|---------|
| ROCKY MOUNTAIN PBS 1089 BANNOCK STREET DENVER, CO 80204 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - ROCKY MOUNTAIN INVESTIGATIVE NEWS NETWORK (I-NEWS) | 10,000. |
| SAFEHOUSE PROGRESSIVE ALLIANCE FOR NONVIOLENCE 835 NORTH STREET BOULDER, CO 80304 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| SECOND WIND FUND OF BOULDER COUNTY P.O. BOX 18776 BOULDER, CO 80305 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 3,000. |
| SOCIAL VENTURE PARTNERS 1123 SPRUCE STREET BOULDER, CO 80302 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,500. |
| TEENS, INC. P.O. BOX 1070 NEDERLAND, CO 80466 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 4,500. |
| THE AMERICAN INDEPENDENT NEWS NETWORK 1825 CONNECTICUT AVENUE NW, SUITE 625 WASHINGTON, DC 20009 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 10,000. |
| THE BELL POLICY CENTER 1905 SHERMAN STREET, SUITE 900 DENVER, CO 80203 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 72,500. |
| THE COMMUNITY FOUNDATION SERVING BOULDER COUNTY 1123 SPRUCE STREET BOULDER, CO 80302 | N/A | PUBLIC CHARITY | OPERATING SUPPORT; PROGRAM SUPPORT - MILAGROS FUND, COMMUNITY TRUST, SHOEMAKER FUND | 26,000. |
| THE FUTURO MEDIA GROUP 361 WEST 125TH STREET, FOURTH FLOOR NEW YORK, NY 10027 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 5,000. |
| THE GLBT CENTER 1301 E. COLFAX AVENUE DENVER, CO 80218 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - CLIP | 1,000. |
| Total from continuation sheets | | | | |

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

| 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 |
|---|--|--------------------------------------|---|---------|
| THE WHITE HOUSE PROJECT 424 WEST 33RD STREET, 8TH FLOOR NEW YORK, NY 10001 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,000. |
| UNIVERSITY OF COLORADO FOUNDATION (BOULDER) 914 BROADWAY 95 UCB BOULDER, CO 80309 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - VARIOUS PROGRAMS | 35,000. |
| UNIVERSITY OF COLORADO FOUNDATION (DENVER) 1380 LAWRENCE STREET, SUITE 1325 DENVER, CO 80204 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - HEALTH POLICY SOLUTIONS | 2,500. |
| VOICES FOR CHILDREN, INC. 2305 CANYON BOULEVARD, SUITE 101 BOULDER, CO 80302 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 1,000. |
| VOLUNTEER CONNECTION 2885 AURORA AVENUE, SUITE 32 BOULDER, CO 80303 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 1,000. |
| WOMEN DONORS NETWORK 565 COMMERCIAL STREET, SUITE 300 SAN FRANCISCO, CA 94111 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 20,000. |
| WOMEN'S FOUNDATION OF COLORADO 1901 EAST ASBURY AVENUE DENVER, CO 80208 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - PEP CLUB | 2,000. |
| WORKING AMERICA EDUCATION FUND 815 SIXTEENTH STREET NW, 5TH FLOOR WASHINGTON, DC 20006 | N/A | PUBLIC CHARITY | OPERATING SUPPORT | 2,500. |
| YWCA OF BOULDER COUNTY 2222 14TH STREET BOULDER, CO 80302 | N/A | PUBLIC CHARITY | PROGRAM SUPPORT - EVENT SPONSORSHIP | 1,000. |
| Total from continuation sheets | | | | |

BRETT FAMILY FOUNDATION

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 | 2,000 SHS QUEST DIAGNOSTICS INC | P | 08/29/02 | 01/18/11 |
| b | 250 SHS AMERICA MOVIL | P | 03/21/06 | 01/25/11 |
| c | 25 SHS GOOGLE INC | P | 06/29/07 | 01/25/11 |
| d | 500 SHS NOVO NORDISK A/S ADR | P | 11/20/07 | 01/25/11 |
| e | 250 SHS ORACLE CORPORATION | P | 11/15/00 | 01/25/11 |
| f | 250 SHS DICKS SPORTING GOODS INC | P | 06/29/07 | 01/25/11 |
| g | 250 SHS APPLE COMPUTER INC | P | 12/18/07 | 01/25/11 |
| h | 250 SHS O'REILLY AUTOMOTIVE INC | P | 10/08/03 | 01/25/11 |
| i | 1,200 SHS HARRIS CORP | P | 02/26/09 | 02/09/11 |
| j | 250 SHS JACOBS ENGR GROUP INC | P | 10/07/08 | 02/22/11 |
| k | 2,000 SHS JACOBS ENGR GROUP INC | P | 06/23/03 | 02/22/11 |
| l | 500 SHS JACOBS ENGR GROUP INC | P | 09/23/08 | 02/22/11 |
| m | 2,000 SHS INTEL CORPORATION | P | 11/15/00 | 04/11/11 |
| n | 1,500 SHS INTEL CORPORATION | P | 05/10/00 | 04/11/11 |
| o | 250 SHS KIMBERLY-CLARK CORP | P | 06/13/00 | 04/11/11 |

| (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 108,252. | | 56,776. | 51,476. |
| b 14,541. | | 8,928. | 5,613. |
| c 15,413. | | 13,113. | 2,300. |
| d 57,112. | | 31,676. | 25,436. |
| e 8,032. | | 7,281. | 751. |
| f 8,648. | | 7,270. | 1,378. |
| g 84,914. | | 45,192. | 39,722. |
| h 14,101. | | 4,958. | 9,143. |
| i 58,583. | | 46,082. | 12,501. |
| j 12,335. | | 9,610. | 2,725. |
| k 98,683. | | 40,161. | 58,522. |
| l 24,671. | | 29,669. | <4,998.> |
| m 40,178. | | 85,500. | <45,322.> |
| n 30,134. | | 82,264. | <52,130.> |
| o 16,387. | | 14,221. | 2,166. |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-") |
|------------------------|--------------------------------------|---|--|
| a | | | 51,476. |
| b | | | 5,613. |
| c | | | 2,300. |
| d | | | 25,436. |
| e | | | 751. |
| f | | | 1,378. |
| g | | | 39,722. |
| h | | | 9,143. |
| i | | | 12,501. |
| j | | | 2,725. |
| k | | | 58,522. |
| l | | | <4,998.> |
| m | | | <45,322.> |
| n | | | <52,130.> |
| o | | | 2,166. |

| | |
|---|---|
| 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 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 } | 3 |

BRETT FAMILY FOUNDATION

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 | 750 SHS KIMBERLY-CLARK CORP | P | 03/13/00 | 04/11/11 |
| b | 500 SHS KIMBERLY-CLARK CORP | P | 02/16/00 | 04/11/11 |
| c | 200 SHS APPLE COMPUTER INC | P | 11/20/07 | 04/13/11 |
| d | 250 SHS PROCTER & GAMBLE CO | P | 12/07/04 | 04/13/11 |
| e | 500 SHS AMERICA MOVIL | P | 03/21/06 | 04/13/11 |
| f | 500 SHS AMERICA MOVIL | P | 07/25/06 | 04/13/11 |
| g | 250 SHS FASTENAL CO | P | 12/13/00 | 04/13/11 |
| h | 300 SHS ISHARES TR RUSSELL 2000 VALUE FUND | P | 06/15/04 | 04/13/11 |
| i | 500 SHS O'REILLY AUTOMOTIVE INC | P | 12/23/03 | 04/13/11 |
| j | 250 SHS ORACLE CORPORATION | P | 11/15/00 | 04/13/11 |
| k | 250 SHS NATIONAL OILWELL INC | P | 09/23/08 | 04/13/11 |
| l | 250 SHS NIKE INC | P | 08/15/00 | 04/13/11 |
| m | 50,000 SHS LEHMAN BROTHERS HLDGS INC | P | 02/24/00 | 05/11/11 |
| n | 500 SHS AKAMAI TECHNOLOGIES INC | P | 11/20/07 | 05/12/11 |
| o | 500 SHS AKAMAI TECHNOLOGIES INC | P | 10/16/07 | 05/12/11 |

| (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 | 49,160. | 34,453. | 14,707. |
| b | 32,773. | 27,642. | 5,131. |
| c | 66,617. | 34,206. | 32,411. |
| d | 15,737. | 13,640. | 2,097. |
| e | 28,907. | 17,856. | 11,051. |
| f | 28,907. | 17,441. | 11,466. |
| g | 16,030. | 3,689. | 12,341. |
| h | 21,894. | 16,476. | 5,418. |
| i | 27,706. | 9,753. | 17,953. |
| j | 8,425. | 7,281. | 1,144. |
| k | 18,578. | 14,185. | 4,393. |
| l | 19,667. | 5,797. | 13,870. |
| m | 11,750. | 50,075. | <38,325.> |
| n | 17,094. | 18,407. | <1,313.> |
| o | 17,094. | 17,079. | 15. |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-") |
|------------------------|--------------------------------------|---|--|
| a | | | 14,707. |
| b | | | 5,131. |
| c | | | 32,411. |
| d | | | 2,097. |
| e | | | 11,051. |
| f | | | 11,466. |
| g | | | 12,341. |
| h | | | 5,418. |
| i | | | 17,953. |
| j | | | 1,144. |
| k | | | 4,393. |
| l | | | 13,870. |
| m | | | <38,325.> |
| n | | | <1,313.> |
| o | | | 15. |

| | |
|---|---|
| 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 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 } | 3 |

BRETT FAMILY FOUNDATION

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 | 1,500 SHS AKAMAI TECHNOLOGIES INC | P | 09/19/07 | 05/12/11 |
| b | 50,000 SHS ABBOTT LABS | P | 05/11/06 | 05/15/11 |
| c | 2,000 SHS FASTENAL CO | P | 10/08/02 | 06/24/11 |
| d | 500 SHS AMGEN INC | P | 12/18/07 | 06/24/11 |
| e | 500 SHS AMGEN INC | P | 11/20/07 | 06/24/11 |
| f | 1,000 SHS AMGEN INC | P | 06/15/04 | 06/24/11 |
| g | 1,000 SHS AMERICA MOVIL | P | 07/25/06 | 08/03/11 |
| h | 1,000 SHS CULLEN FROST BKRS INC | P | 03/21/06 | 08/12/11 |
| i | 500 SHS CULLEN FROST BKRS INC | P | 05/16/06 | 08/12/11 |
| j | 400 SHS HSBC HLDGS PLC | P | 03/16/04 | 08/12/11 |
| k | 750 SHS HSBC HLDGS PLC | P | 04/27/04 | 08/12/11 |
| l | 520 SHS HSBC HLDGS PLC | P | 04/09/09 | 08/12/11 |
| m | 500 SHS ECOLAB INC | P | 06/03/03 | 09/19/11 |
| n | 150 SHS NATIONAL OILWELL INC | P | 09/23/08 | 10/07/11 |
| o | 500 SHS O'REILLY AUTOMOTIVE INC | P | 12/23/03 | 10/07/11 |

| (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 51,283. | | 48,862. | 2,421. |
| b 50,000. | | 50,240. | <240.> |
| c 66,662. | | 13,640. | 53,022. |
| d 28,668. | | 23,520. | 5,148. |
| e 28,668. | | 27,512. | 1,156. |
| f 57,336. | | 55,064. | 2,272. |
| g 24,098. | | 17,441. | 6,657. |
| h 49,739. | | 55,588. | <5,849.> |
| i 24,869. | | 28,679. | <3,810.> |
| j 17,899. | | 30,633. | <12,734.> |
| k 33,561. | | 55,891. | <22,330.> |
| l 23,269. | | 9,614. | 13,655. |
| m 25,455. | | 13,717. | 11,738. |
| n 8,729. | | 8,511. | 218. |
| o 33,825. | | 9,753. | 24,072. |

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 2,421. |
| b | | | <240.> |
| c | | | 53,022. |
| d | | | 5,148. |
| e | | | 1,156. |
| f | | | 2,272. |
| g | | | 6,657. |
| h | | | <5,849.> |
| i | | | <3,810.> |
| j | | | <12,734.> |
| k | | | <22,330.> |
| l | | | 13,655. |
| m | | | 11,738. |
| n | | | 218. |
| o | | | 24,072. |

| | |
|---|---|
| 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 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 } | 3 |

BRETT FAMILY FOUNDATION

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 | 950 SHS SOUTHWESTERN ENERGY CO | P | 09/30/09 | 10/07/11 |
| b | 500 SHS SOUTHWESTERN ENERGY CO | P | 07/01/09 | 10/07/11 |
| c | 250 SHS SCHLUMBERGER LIMITED | P | 07/11/01 | 10/07/11 |
| d | 300 SHS PETSMART INC | P | 08/05/08 | 11/03/11 |
| e | 2,000 SHS LOWES COMPANIES INC | P | 12/23/03 | 11/15/11 |
| f | 2,000 SHS LOWES COMPANIES INC | P | 09/23/03 | 11/15/11 |
| g | 1,000 SHS GENERAL ELECTRIC CO | P | 03/31/09 | 11/15/11 |
| h | 500 SHS GENERAL ELECTRIC CO | P | 09/23/08 | 11/15/11 |
| i | 1,000 SHS GENERAL ELECTRIC CO | P | 12/04/02 | 11/15/11 |
| j | 1,000 SHS GENERAL ELECTRIC CO | P | 05/31/02 | 11/15/11 |
| k | 500 SHS GENERAL ELECTRIC CO | P | 01/22/02 | 11/15/11 |
| l | 50,000 FEDERAL HOME LN BKS CONS BONDS | P | 03/10/05 | 11/15/11 |
| m | 500 SHS GENERAL ELECTRIC CO | P | 08/15/01 | 11/15/11 |
| n | 1,000 SHS EMC CORP | P | 05/10/00 | 11/18/11 |
| o | 1,000 SHS EMC CORP | P | 02/15/01 | 11/18/11 |

| (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 32,248. | | 40,527. | <8,279.> |
| b 16,973. | | 19,447. | <2,474.> |
| c 15,520. | | 6,207. | 9,313. |
| d 14,136. | | 7,275. | 6,861. |
| e 46,079. | | 54,410. | <8,331.> |
| f 46,079. | | 52,706. | <6,627.> |
| g 16,180. | | 10,160. | 6,020. |
| h 8,090. | | 12,620. | <4,530.> |
| i 16,180. | | 26,800. | <10,620.> |
| j 16,180. | | 31,389. | <15,209.> |
| k 8,090. | | 19,375. | <11,285.> |
| l 50,000. | | 51,146. | <1,146.> |
| m 8,090. | | 21,060. | <12,970.> |
| n 23,060. | | 58,196. | <35,136.> |
| o 23,060. | | 60,760. | <37,700.> |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-") |
|------------------------|--------------------------------------|---|--|
| a | | | <8,279.> |
| b | | | <2,474.> |
| c | | | 9,313. |
| d | | | 6,861. |
| e | | | <8,331.> |
| f | | | <6,627.> |
| g | | | 6,020. |
| h | | | <4,530.> |
| i | | | <10,620.> |
| j | | | <15,209.> |
| k | | | <11,285.> |
| l | | | <1,146.> |
| m | | | <12,970.> |
| n | | | <35,136.> |
| o | | | <37,700.> |

| | |
|---|---|
| 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 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 } | 3 |

BRETT FAMILY FOUNDATION

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 | 500 SHS SOUTHWESTERN ENERGY CO | P | 11/29/10 | 10/07/11 |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| f | | | | |
| g | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| (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 16,973. | | 18,275. | <1,302.> |
| b | | | |
| c | | | |
| d | | | |
| e | | | |
| f | | | |
| g | | | |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-") |
|---|--------------------------------------|---|--|
| (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 | |
| a | | | <1,302.> |
| b | | | |
| c | | | |
| d | | | |
| e | | | |
| f | | | |
| g | | | |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| | | |
|---|---|----------|
| 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 | 143,623. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | AMOUNT |
|--|--------|
| FIRST WESTERN TRUST BANK | 150. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 150. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| BNY MELLON, N.A. | 48,650. | 0. | 48,650. |
| BNY MELLON, N.A. | 113,129. | 0. | 113,129. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 161,779. | 0. | 161,779. |

FORM 990-PF ACCOUNTING FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | 4,020. | 804. | | 804. |
| TO FORM 990-PF, PG 1, LN 16B | 4,020. | 804. | | 804. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MANAGEMENT FEES | 36,326. | 36,326. | | 0. |
| CONSULTING | 580. | 58. | | 406. |
| TO FORM 990-PF, PG 1, LN 16C | 36,906. | 36,384. | | 406. |

| FORM 990-PF | TAXES | | | STATEMENT | 5 |
|----------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|----|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| FOREIGN TAXES PAID | 2,472. | 2,472. | | | 0. |
| 2011 FORM 990-PF TAX DEPOSITS | 1,387. | 0. | | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 3,859. | 2,472. | | | 0. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT | 6 |
|-------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|--------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| DUES AND SUBSCRIPTIONS | 1,555. | 156. | | | 1,089. |
| WORKMEN'S COMPENSATION INSURANCE | 2,153. | 215. | | | 1,507. |
| OFFICE EXPENSE | 495. | 50. | | | 347. |
| POSTAGE AND SHIPPING | 130. | 13. | | | 91. |
| PROFESSIONAL DEVELOPMENT | 104. | 10. | | | 73. |
| PARKING | 2,144. | 214. | | | 1,501. |
| INTERNET AND WEBSITE | 632. | 63. | | | 442. |
| INVESTMENT EXPENSES | 100. | 100. | | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 7,313. | 821. | | | 5,050. |

| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | | | STATEMENT | 7 |
|--|--|----------------|------------|----------------------|---|
| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE | |
| 100,000 FFCB NTS 4.375% | X | | 102,200. | 102,200. | |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 102,200. | 102,200. | |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 102,200. | 102,200. | |

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|--|------------|-------------------|
| 2,375 SHS ISHARES MSCI EAFE INDEX FUND | 117,634. | 117,634. |
| 2,000 SHS ECOLAB INC | 115,620. | 115,620. |
| 2,350 SHS PEABODY ENERGY CORPORATION | 77,809. | 77,809. |
| 2,500 SHS DONALDSON CO INC | 170,200. | 170,200. |
| 2,500 SHS EMERSON ELECTRIC COMPANY | 116,475. | 116,475. |
| 1,250 SHS NIKE INC | 120,462. | 120,462. |
| 2,000 SHS O'REILLY AUTOMOTIVE INC | 159,900. | 159,900. |
| 3,200 SHS PETSMART INC | 164,128. | 164,128. |
| 1,500 SHS ESTEE LAUDER COMPANIES INC | 168,480. | 168,480. |
| 1,500 SHS THE PROCTER & GAMBLE COMPANY | 100,065. | 100,065. |
| 2,750 SHS WALGREEN COMPANY | 90,915. | 90,915. |
| 1,400 SHS SCHLUMBERGER LTD | 95,634. | 95,634. |
| 3,150 SHS WELLS FARGO & COMPANY | 86,814. | 86,814. |
| 2,250 SHS ABBOTT LABORATORIES | 126,518. | 126,518. |
| 2,000 SHS STRYKER CORP | 99,420. | 99,420. |
| 2,500 SHS AUTODESK INC | 75,825. | 75,825. |
| 4,500 SHS CISCO SYSTEMS INC | 81,360. | 81,360. |
| 3,000 SHS EMC CORP | 64,620. | 64,620. |
| 1,900 SHS ISHARES RUSSELL 2000 VALUE FUND | 124,716. | 124,716. |
| 3,000 SHS AMERICA MOVIL ADR | 67,800. | 67,800. |
| 1,750 SHS PEPSICO INC | 116,112. | 116,112. |
| 1,750 SHS T ROWE PRICE GROUP INC | 99,663. | 99,663. |
| 225 SHS GOOGLE INC | 145,328. | 145,328. |
| 3,750 SHS DICKS SPORTING GOODS INC | 138,300. | 138,300. |
| 6,500 SHS ISHARES MSCI EMERGING MKTS INDEX FD | 246,610. | 246,610. |
| 1,500 SHS NOVO NORDISK ADR | 172,890. | 172,890. |
| 550 SHS APPLE INC | 222,750. | 222,750. |
| 1,850 SHS NATIONAL OILWELL VARCO INC | 125,781. | 125,781. |
| 1,500 SHS COACH INC | 91,560. | 91,560. |
| 2,250 SHS ACCENTURE PLC | 119,767. | 119,767. |
| 2,000 SHS AMPHENOL CORP | 90,780. | 90,780. |
| 4,125 SHS US BANCORP | 111,581. | 111,581. |
| 3,000 SHS WISDOMTREE EQUITY INCOME FUND | 128,760. | 128,760. |
| 2,000 SHS PRUDENTIAL FINANCIAL INC | 100,240. | 100,240. |
| 3,375 SHS JPMORGAN CHASE & CO | 112,219. | 112,219. |
| 2,000 SHS WISDOMTREE EMERGING MARKETS SMALLCAP | 82,680. | 82,680. |
| 1,500 SHS WATERS CORP | 111,075. | 111,075. |
| 1,300 SHS UNION PACIFIC CORP | 137,722. | 137,722. |
| 1,500 SHS PRAXAIR INC | 160,350. | 160,350. |
| 1,500 SHS OCCIDENTAL PETROLEUM CORP | 140,550. | 140,550. |
| 3,000 SHS AT&T INC | 90,720. | 90,720. |
| 1,000 SHS BAXTER INTERNATIONAL INC | 49,480. | 49,480. |
| 1,000 SHS CHEVRON CORPORATION | 106,400. | 106,400. |
| 600 SHS COSTCO WHOLESALE CORP | 49,992. | 49,992. |
| 2,000 SHS HONEYWELL INTL INC | 108,700. | 108,700. |
| 715 SHS IBM CORPORATION | 131,474. | 131,474. |
| 1,200 SHS JOHNSON & JOHNSON | 78,696. | 78,696. |

BRETT FAMILY FOUNDATION

84-1525821

| | | |
|---|------------|------------|
| 5,500 SHS ORACLE CORP | 141,075. | 141,075. |
| 2,000 SHS QUALCOMM INC | 109,400. | 109,400. |
| 1,750 SHS TARGET CORP | 89,635. | 89,635. |
| 500 SHS CARBO CERAMICS INC | 61,665. | 61,665. |
| 3,000 SHS HORMEL FOODS CORP | 87,870. | 87,870. |
| 750 SHS JOY GLOBAL INC | 56,228. | 56,228. |
| 5,000 SHS ALERIAN MLP ETF | 83,100. | 83,100. |
| 2,500 SHS THE IQ HEDGE MULTI-STRATEGY TRACKER | 67,700. | 67,700. |
| 2,500 SHS IQ ARB GLOBAL RESOURCES ETF | 70,050. | 70,050. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 6,261,298. | 6,261,298. |

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| 50,000 GENERAL ELEC CAP CORP NTS 1.875% | 50,616. | 50,616. |
| 50,000 WELLS FARGO & COMPANY NTS 5.125% | 51,289. | 51,289. |
| 50,000 CAMPBELL SOUP COMPANY NTS 5.000% | 51,913. | 51,913. |
| 50,000 CISCO SYSTEMS INC NTS 5.500% | 58,187. | 58,187. |
| 50,000 BOEING CO NTS 5.125% | 52,421. | 52,421. |
| 50,000 PROCTER & GAMBLE CO NTS 4.950% | 55,477. | 55,477. |
| 50,000 BRISTOL MYERS SQUIBB CO NTS 5.250% | 53,769. | 53,769. |
| 50,000 AMERICAN EXPRESS CO NTS 6.150% | 57,183. | 57,183. |
| 50,000 COSTCO WHOLESALE CORP NTS 5.500% | 59,719. | 59,719. |
| 50,000 CONOCOPHILLIPS NTS 5.200% | 58,205. | 58,205. |
| 50,000 JOHNSON & JOHNSON NTS 5.150% | 60,369. | 60,369. |
| 50,000 WELLS FARGO & COMPANY NTS 2.125% | 50,452. | 50,452. |
| 50,000 IBM CORP NTS 2.100% | 51,031. | 51,031. |
| 50,000 HEWLETT PACKARD CO NTS 4.750% | 52,803. | 52,803. |
| 50,000 WYETH NTS 5.450% | 58,575. | 58,575. |
| 50,000 AMGEN INC NTS 3.450% | 48,841. | 48,841. |
| 50,000 US BANCORP NTS 3.150% | 52,260. | 52,260. |
| 50,000 CATERPILLAR FINANCIAL NTS 2.750% | 51,920. | 51,920. |
| 50,000 AT&T INC NTS 2.500% | 51,774. | 51,774. |
| 50,000 MORGAN STANLEY NTS 3.450% | 46,035. | 46,035. |
| 19,971 SHS T ROWE PRICE HIGH YIELD FUND | 129,613. | 129,613. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 1,202,452. | 1,202,452. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
 TRUSTEES AND FOUNDATION MANAGERS

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|--|--------------------------------|-------------------|------------------------------|--------------------|
| LINDA J. SHOEMAKER 1123 SPRUCE STREET BOULDER, CO 80302-4001 | PRESIDENT AND TRUSTEE 20.00 | 0. | 0. | 0. |
| STEPHEN M. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001 | CHAIRMAN AND TRUSTEE 2.00 | 0. | 0. | 0. |
| MICHAEL BREWER 1123 SPRUCE STREET BOULDER, CO 80302-4001 | EXECUTIVE DIRECTOR 40.00 | 60,275. | 6,938. | 0. |
| MATTHEW S. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001 | TRUSTEE 1.00 | 0. | 0. | 0. |
| EMILY P. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001 | TRUSTEE 1.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 60,275. | 6,938. | 0. |

FORM 990-PF PART XV - LINE 1A STATEMENT 11
 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

LINDA J. SHOEMAKER
 STEPHEN M. BRETT

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE BRETT FAMILY FOUNDATION
1123 SPRUCE STREET
BOULDER, CO 80302

E-MAIL: INFO@BRETTFOUNDATION.ORG

TELEPHONE NUMBER

(303) 442-1200

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS NO PRESCRIBED APPLICATION FORM. FIRST-TIME GRANT APPLICANTS SHOULD INITIALLY CONTACT THE FOUNDATION BY LETTER OF INQUIRY AT LEAST TWO MONTHS PRIOR TO THE TARGETED APPLICATION DEADLINE. PLEASE INCLUDE THE FOLLOWING INFORMATION IN THE LETTER OF INQUIRY: 1.) BRIEF DESCRIPTION OF YOUR ORGANIZATION; 2.) PURPOSE OF THE PROGRAM OR PROJECT FOR WHICH YOU ARE SEEKING FUNDING AND THE AMOUNT BEING REQUESTED; 3.) OUTCOMES ANTICIPATED AND PLANS FOR ASSESSING ACHIEVEMENTS; 4.) CURRENT ORGANIZATIONAL OPERATING BUDGET, PLUS A PROJECT BUDGET IF APPLICABLE; AND 5.) COPY OF CURRENT 501(C)(3) DETERMINATION LETTER FROM THE IRS. THE BRETT FAMILY FOUNDATION WILL SEND A LETTER TO REQUEST A FULL PROPOSAL OR DECLINE YOUR LETTER OF INQUIRY. THE FOUNDATION ENCOURAGES THE USE OF THE COLORADO COMMON GRANT APPLICATION FORMAT FOR FULL PROPOSALS. PLEASE SEE OUR WEBSITE FOR ADDITIONAL INFORMATION (WWW.BRETTFOUNDATION.ORG).

ANY SUBMISSION DEADLINES

GRANT CYCLE DEADLINES ARE ACCORDING TO PROGRAM AREA. PLEASE SEE WEBSITE (WWW.BRETTFOUNDATION.ORG).

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE BRETT FAMILY FOUNDATION SUPPORTS CARING COMMUNITIES BY INVESTING IN ORGANIZATIONS THROUGHOUT COLORADO WORKING FOR SOCIAL JUSTICE, AND BOULDER COUNTY NONPROFITS ADDRESSING THE NEEDS OF UNDERSERVED COMMUNITIES, PRIMARILY DISADVANTAGED YOUTH AND THEIR FAMILIES. THE FOUNDATION HAS TWO PRIMARY FUNDING PRIORITIES: 1.) SOCIAL JUSTICE (STATEWIDE): ORGANIZATIONS THROUGHOUT THE STATE OF COLORADO WORKING TO ADDRESS THE ROOT CAUSES OF SOCIAL, ECONOMIC, GENDER AND RACIAL INEQUITIES THROUGH STRATEGIES THAT EMPOWER AFFECTED COMMUNITIES TO ENGAGE IN THE DEMOCRATIC PROCESS AND ADVANCE PROGRESSIVE POLICY SOLUTIONS. 2.) DIRECT SERVICES (BOULDER COUNTY): BOULDER COUNTY NONPROFITS THAT PROVIDE DIRECT SERVICES AND SUPPORT FOR UNDERSERVED POPULATIONS WITH AN EMPHASIS ON PROGRAMS FOR DISADVANTAGED AND HIGH-RISK YOUTH AND THEIR FAMILIES. THE BRETT FAMILY FOUNDATION FUNDS GROUPS THAT ARE TAX-EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

| Group | Cost Beginning | Cost Acquisitions | Cost Disposals | Cost Ending | Depreciation Prior | Depreciation Additions | Depreciation Reductions | Depreciation Ending |
|----------------------|-------------------|----------------------|-------------------|------------------|-----------------------|---------------------------|----------------------------|------------------------|
| Furniture & Fixtures | 47,204.21 | 0.00 | 0.00 | 47,204.21 | 47,106.04 | 57.12 | 0.00 | 47,163.16 |
| Office Equipment | 14,824.98 | 1,149.36 | 0.00 | 15,974.34 | 14,622.30 | 1,251.17 | 0.00 | 15,873.47 |
| Software | 1,044.00 | 0.00 | 0.00 | 1,044.00 | 1,044.00 | 0.00 | 0.00 | 1,044.00 |
| Grand Total | 63,073.19 | 1,149.36 | 0.00 | 64,222.55 | 62,772.34 | 1,308.29 | 0.00 | 64,080.63 |

FYE: 12/31/2011

| Asset | d | Property Description | Date In Service | Tax Cost | Sec 179 Exp Current = c | Tax Bonus Amt | Tax Prior Depreciation | Tax Current Depreciation | Tax End Depr | Tax Net Book Value | Tax Method | Tax Period |
|--|---|----------------------------|-----------------|----------|-------------------------|---------------|------------------------|--------------------------|--------------|--------------------|------------|------------|
| Group: Furniture & Fixtures | | | | | | | | | | | | |
| 3 | | BLACK CONFERENCE CHAIR, C | 8/21/01 | 744.21 | 0.00 | 0.00 | 744.21 | 0.00 | 744.21 | 0.00 | 200DB | 7.0 |
| 4 | | BLACK CONFERENCE CHAIR, C | 8/21/01 | 744.21 | 0.00 | 0.00 | 744.21 | 0.00 | 744.21 | 0.00 | 200DB | 7.0 |
| 5 | | BLACK CONFERENCE CHAIR, C | 8/21/01 | 744.21 | 0.00 | 0.00 | 744.21 | 0.00 | 744.21 | 0.00 | 200DB | 7.0 |
| 6 | | BLACK CONFERENCE CHAIR, C | 8/21/01 | 744.21 | 0.00 | 0.00 | 744.21 | 0.00 | 744.21 | 0.00 | 200DB | 7.0 |
| 7 | | BLACK CONFERENCE CHAIR, C | 8/21/01 | 744.21 | 0.00 | 0.00 | 744.21 | 0.00 | 744.21 | 0.00 | 200DB | 7.0 |
| 8 | | BLACK CONFERENCE CHAIR, C | 8/21/01 | 744.21 | 0.00 | 0.00 | 744.21 | 0.00 | 744.21 | 0.00 | 200DB | 7.0 |
| 9 | | BLACK CONFERENCE CHAIR, C | 8/21/01 | 744.21 | 0.00 | 0.00 | 744.21 | 0.00 | 744.21 | 0.00 | 200DB | 7.0 |
| 10 | | BLACK CONFERENCE CHAIR, C | 8/21/01 | 744.21 | 0.00 | 0.00 | 744.21 | 0.00 | 744.21 | 0.00 | 200DB | 7.0 |
| 12 | | UTILITY CART, NUCRAFT, WOC | 8/21/01 | 647.13 | 0.00 | 0.00 | 647.13 | 0.00 | 647.13 | 0.00 | 200DB | 7.0 |
| 13 | | COLLAPSIBLE MEETING ROOM | 8/21/01 | 776.56 | 0.00 | 0.00 | 776.56 | 0.00 | 776.56 | 0.00 | 200DB | 7.0 |
| 14 | | COLLAPSIBLE MEETING ROOM | 8/21/01 | 776.56 | 0.00 | 0.00 | 776.56 | 0.00 | 776.56 | 0.00 | 200DB | 7.0 |
| 15 | | COLLAPSIBLE MEETING ROOM | 8/21/01 | 776.56 | 0.00 | 0.00 | 776.56 | 0.00 | 776.56 | 0.00 | 200DB | 7.0 |
| 16 | | COLLAPSIBLE MEETING ROOM | 8/21/01 | 776.56 | 0.00 | 0.00 | 776.56 | 0.00 | 776.56 | 0.00 | 200DB | 7.0 |
| 17 | | COLLAPSIBLE MEETING ROOM | 8/21/01 | 776.56 | 0.00 | 0.00 | 776.56 | 0.00 | 776.56 | 0.00 | 200DB | 7.0 |
| 18 | | COLLAPSIBLE MEETING ROOM | 8/21/01 | 776.56 | 0.00 | 0.00 | 776.56 | 0.00 | 776.56 | 0.00 | 200DB | 7.0 |
| 19 | | COLLAPSIBLE MEETING ROOM | 8/21/01 | 776.56 | 0.00 | 0.00 | 776.56 | 0.00 | 776.56 | 0.00 | 200DB | 7.0 |
| 20 | | COLLAPSIBLE MEETING ROOM | 8/21/01 | 776.56 | 0.00 | 0.00 | 776.56 | 0.00 | 776.56 | 0.00 | 200DB | 7.0 |
| 21 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 22 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 23 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 24 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 25 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 26 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 27 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 28 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 29 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 30 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 31 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 32 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 33 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 34 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 35 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 36 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 37 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 38 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 39 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 40 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 41 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 42 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 43 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 44 | | STACKING CHAIR WITH ARMS | 8/21/01 | 227.15 | 0.00 | 0.00 | 227.15 | 0.00 | 227.15 | 0.00 | 200DB | 7.0 |
| 45 | | LECTURN, DARRAN TABLE TO | 8/21/01 | 842.09 | 0.00 | 0.00 | 842.09 | 0.00 | 842.09 | 0.00 | 200DB | 7.0 |
| 46 | | EASEL, NEVERS AMERICANA, | 8/21/01 | 540.78 | 0.00 | 0.00 | 540.78 | 0.00 | 540.78 | 0.00 | 200DB | 7.0 |
| 47 | | CONFERENCE TABLE, SMALL DR | 5/22/01 | 4,374.92 | 0.00 | 0.00 | 4,374.92 | 0.00 | 4,374.92 | 0.00 | 200DB | 7.0 |
| 51 | | OVAL SIDE TABLE, DARRAN | 8/21/01 | 900.00 | 0.00 | 0.00 | 900.00 | 0.00 | 900.00 | 0.00 | 200DB | 7.0 |
| 56 | | UPHOLSTERED SIDE CHAIR - # | 7/03/01 | 1,200.00 | 0.00 | 0.00 | 1,200.00 | 0.00 | 1,200.00 | 0.00 | 200DB | 7.0 |
| 57 | | UPHOLSTERED SIDE CHAIR - # | 7/03/01 | 1,200.00 | 0.00 | 0.00 | 1,200.00 | 0.00 | 1,200.00 | 0.00 | 200DB | 7.0 |
| 59 | | RECTANGULAR RUG #1 | 7/03/01 | 5,625.00 | 0.00 | 0.00 | 5,625.00 | 0.00 | 5,625.00 | 0.00 | 200DB | 7.0 |
| 71 | | SIGN | 9/06/01 | 6,133.00 | 0.00 | 0.00 | 6,133.00 | 0.00 | 6,133.00 | 0.00 | 200DB | 7.0 |

FYE: 12/31/2011

| Asset | dt | Property Description | Date In Service | Tax Cost | Sec 179 Exp Current = c | Tax Bonus Amt | Tax Prior Depreciation | Tax Current Depreciation | Tax End Depr | Tax Net Book Value | Tax Method | Tax Period |
|--|----|-----------------------------|-----------------|-----------|-------------------------|---------------|------------------------|--------------------------|--------------|--------------------|------------|------------|
| Group: Furniture & Fixtures (continued) | | | | | | | | | | | | |
| 76 | | RECTANGULAR RUG 8' X 10' TA | 10/30/02 | 2,387.75 | 0.00 | 716.33 | 2,387.75 | 0.00 | 2,387.75 | 0.00 | 200DB | 7.0 |
| 77 | | KIDNEY SHAPED ANTIQUE TAI | 10/30/02 | 2,000.00 | 0.00 | 600.00 | 2,000.00 | 0.00 | 2,000.00 | 0.00 | 200DB | 7.0 |
| 78 | | LA-Z-BOY CARR MIDBACK CH. | 10/30/02 | 494.45 | 0.00 | 148.33 | 494.45 | 0.00 | 494.45 | 0.00 | 200DB | 7.0 |
| 79 | | LA-Z-BOY CARR MIDBACK CH. | 10/30/02 | 494.45 | 0.00 | 148.33 | 494.45 | 0.00 | 494.45 | 0.00 | 200DB | 7.0 |
| 80 | | LA-Z-BOY CARR MIDBACK CH. | 12/04/02 | 494.45 | 0.00 | 148.33 | 494.45 | 0.00 | 494.45 | 0.00 | 200DB | 7.0 |
| 81 | | LA-Z-BOY CARR MIDBACK CH. | 12/04/02 | 494.45 | 0.00 | 148.33 | 494.45 | 0.00 | 494.45 | 0.00 | 200DB | 7.0 |
| 82 | | CORIANDE 36" W X 29"H WAL | 12/04/02 | 429.00 | 0.00 | 128.70 | 429.00 | 0.00 | 429.00 | 0.00 | 200DB | 7.0 |
| 83 | | CORIANDE 2-DRAWER WALN | 12/04/02 | 689.00 | 0.00 | 206.70 | 689.00 | 0.00 | 689.00 | 0.00 | 200DB | 7.0 |
| 97 | | DESK | 2/25/05 | 500.00 | 0.00 | 0.00 | 433.06 | 44.63 | 477.69 | 22.31 | 200DB | 7.0 |
| 104 | | BOOKSHELF | 3/31/06 | 139.98 | 0.00 | 0.00 | 108.75 | 12.49 | 121.24 | 18.74 | 200DB | 7.0 |
| Furniture & Fixtures | | | | 47,204.21 | 0.00c | 2,245.05 | 47,106.04 | 57.12 | 47,163.16 | 41.05 | | |
| Group: Office Equipment | | | | | | | | | | | | |
| 2 | | SHARP AR-405 DIGITAL COPIEI | 7/12/00 | 7,695.00 | 0.00 | 0.00 | 7,695.00 | 0.00 | 7,695.00 | 0.00 | 200DB | 5.0 |
| 49 | | DRAPER MOTORIZED SCREEN | 9/17/01 | 1,625.00 | 0.00 | 487.50 | 1,625.00 | 0.00 | 1,625.00 | 0.00 | 200DB | 5.0 |
| 61 | | NETWORK PRINTER BOARD FC | 11/15/01 | 1,745.00 | 0.00 | 523.50 | 1,745.00 | 0.00 | 1,745.00 | 0.00 | 200DB | 5.0 |
| 98 | | SAMSUNG PRINTER | 6/10/05 | 136.98 | 0.00 | 0.00 | 136.98 | 0.00 | 136.98 | 0.00 | 200DB | 5.0 |
| 99 | | APPLE COMPUTER - LAPTOP | 6/10/05 | 1,609.45 | 0.00 | 0.00 | 1,609.45 | 0.00 | 1,609.45 | 0.00 | 200DB | 5.0 |
| 102 | | 2 DELL DIMENSION COMPUTEI | 6/16/06 | 600.00 | 0.00 | 0.00 | 565.44 | 34.56 | 600.00 | 0.00 | 200DB | 5.0 |
| 105 | | HP LASERJET P1005 | 2/07/08 | 139.75 | 0.00 | 69.88 | 119.63 | 8.05 | 127.68 | 12.07 | 200DB | 5.0 |
| 106 | | DELL VOSTRO 1000 LAPTOP | 5/05/08 | 1,027.79 | 0.00 | 513.90 | 879.79 | 59.20 | 938.99 | 88.80 | 200DB | 5.0 |
| 107 | | HP PRINTER | 12/02/10 | 246.01 | 0.00 | 246.01 | 246.01 | 0.00 | 246.01 | 0.00 | 200DB | 5.0 |
| 108 | | COPIER | 9/29/11 | 500.00 | 0.00c | 500.00 | 0.00 | 500.00 | 500.00 | 0.00 | 200DB | 5.0 |
| 109 | | DELL COMPUTER - MB | 11/09/11 | 649.36 | 0.00c | 649.36 | 0.00 | 649.36 | 649.36 | 0.00 | 200DB | 5.0 |
| Office Equipment | | | | 15,974.34 | 0.00c | 2,990.15 | 14,622.30 | 1,251.17 | 15,873.47 | 100.87 | | |
| Group: Software | | | | | | | | | | | | |
| 92 | | FILE MAKER PRO | 7/01/04 | 339.12 | 0.00 | 169.56 | 339.12 | 0.00 | 339.12 | 0.00 | Amort | 3.0 |
| 100 | | FILEMAKER FOR INTERN | 6/10/05 | 356.92 | 0.00 | 0.00 | 356.92 | 0.00 | 356.92 | 0.00 | Amort | 3.0 |
| 103 | | 2 FILEMAKER PRO PC UPGRAD | 8/02/06 | 347.96 | 0.00 | 0.00 | 347.96 | 0.00 | 347.96 | 0.00 | Amort | 3.0 |
| Software | | | | 1,044.00 | 0.00c | 169.56 | 1,044.00 | 0.00 | 1,044.00 | 0.00 | | |
| Grand Total | | | | 64,222.55 | 0.00c | 5,404.76 | 62,772.34 | 1,308.29 | 64,080.63 | 141.92 | | |

Depreciation and Amortization 990PF
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

BRETT FAMILY FOUNDATION

FORM 990-PF PAGE 1

84-1525821

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

| | | | |
|----|---|------------------------------|------------------|
| 1 | Maximum amount (see instructions) | 1 | 500,000. |
| 2 | Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 | Threshold cost of section 179 property before reduction in limitation | 3 | 2,000,000. |
| 4 | Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0- | 4 | |
| 5 | Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5 | |
| 6 | (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
| 7 | Listed property. Enter the amount from line 29 | 7 | |
| 8 | Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 | Tentative deduction. Enter the smaller of line 5 or line 8 | 9 | |
| 10 | Carryover of disallowed deduction from line 13 of your 2010 Form 4562 | 10 | |
| 11 | Business income limitation. Enter the smaller of business income (not less than zero) or line 5 | 11 | |
| 12 | Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 | Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12 | 13 | |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

| | | | |
|----|--|----|--------|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year | 14 | 1,149. |
| 15 | Property subject to section 168(f)(1) election | 15 | |
| 16 | Other depreciation (including ACRS) | 16 | |

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

| | | | |
|----|---|----|------|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2011 | 17 | 159. |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here | | |

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|--|---------------------|----------------|------------|----------------------------|
| 19a 3-year property | | | | | | |
| b 5-year property | | | | | | |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs. | | S/L | |
| h Residential rental property | / | | 27.5 yrs. | MM | S/L | |
| | / | | 27 5 yrs. | MM | S/L | |
| i Nonresidential real property | / | | 39 yrs. | MM | S/L | |
| | / | | | MM | S/L | |

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

| | | | | | | |
|----------------|---|--|---------|----|-----|--|
| 20a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs. | | S/L | |
| c 40-year | / | | 40 yrs. | MM | S/L | |

Part IV Summary (See instructions.)

| | | | |
|----|--|----|--------|
| 21 | Listed property. Enter amount from line 28 | 21 | |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr. | 22 | 1,308. |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

| (a) Type of property (list vehicles first) | (b) Date placed in service | (c) Business/ investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery period | (g) Method/ Convention | (h) Depreciation deduction | (i) Elected section 179 cost |
|--|-------------------------------------|--|-------------------------------|--|---------------------------|------------------------------|----------------------------------|---------------------------------------|
|--|-------------------------------------|--|-------------------------------|--|---------------------------|------------------------------|----------------------------------|---------------------------------------|

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use:

| | | | | | | | | |
|--|--|---|--|--|--|--|--|--|
| | | % | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |

27 Property used 50% or less in a qualified business use:

| | | | | | | | |
|--|--|---|--|--|-----|--|--|
| | | % | | | S/L | | |
| | | % | | | S/L | | |
| | | % | | | S/L | | |

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

| | (a) Vehicle | (b) Vehicle | (c) Vehicle | (d) Vehicle | (e) Vehicle | (f) Vehicle |
|---|----------------|----------------|----------------|----------------|----------------|----------------|
| 30 Total business/investment miles driven during the year (do not include commuting miles) | | | | | | |
| 31 Total commuting miles driven during the year | | | | | | |
| 32 Total other personal (noncommuting) miles driven | | | | | | |
| 33 Total miles driven during the year. Add lines 30 through 32 | | | | | | |
| 34 Was the vehicle available for personal use during off-duty hours? | Yes | No | Yes | No | Yes | No |
| 35 Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | |
| 36 Is another vehicle available for personal use? | | | | | | |

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are **not** more than 5% owners or related persons.

| | | |
|--|-----|----|
| 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | Yes | No |
| 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners | | |
| 39 Do you treat all use of vehicles by employees as personal use? | | |
| 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? | | |
| 41 Do you meet the requirements concerning qualified automobile demonstration use? | | |

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|--|------------------------------------|------------------------------|------------------------|---|--------------------------------------|
| 42 Amortization of costs that begins during your 2011 tax year: | | | | | |
| | | | | | |

43 Amortization of costs that began before your 2011 tax year

43

44 Total. Add amounts in column (f). See the instructions for where to report

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