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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052
2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation: THE SPAN FOUNDATION
 A Employer identification number: 87-6220698
 B Telephone number (see page 10 of the instructions)
 Number and street (or P O box number if mail is not delivered to street address) Room/suite: C/O 559 WEST 500 SOUTH
 City or town, state, and ZIP code: BOUNTIFUL, UT 84010
 C If exemption application is pending, check here
 D 1. Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

H Check type of organization: Section 501(c)(3) exempt private foundation, Section 4947(a)(1) nonexempt charitable trust, Other taxable private foundation
 I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,853,986
 J Accounting method: Cash, Accrual, Other (specify) _____ (Part I, column (d) must be on cash basis.)
 E If private foundation status was terminated under section 507(b)(1)(A), check here
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	911	911	911	
4 Dividends and interest from securities	14,884	14,884	14,884	
5a Gross rents	3,000	3,000	3,000	
b Net rental income or (loss) <u>3,000</u>				
6a Net gain or (loss) from sale of assets not on line 10	59,622			
b Gross sales price for all assets on line 6a <u>283,503</u>				
7 Capital gain net income (from Part IV, line 2)		59,622		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	54,923	55,007	55,007	
12 Total. Add lines 1 through 11	133,340	133,424	73,802	
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	2,774	2,774	2,774	
c Other professional fees (attach schedule)				
17 Interest	15	15	15	
18 Taxes (attach schedule) (see page 14 of the instructions)	384,340	384,340	384,340	
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	29,478	29,478	29,478	
24 Total operating and administrative expenses. Add lines 13 through 23	416,607	416,607	416,607	0
25 Contributions, gifts, grants paid	96,361			96,361
26 Total expenses and disbursements. Add lines 24 and 25	512,968	416,607	416,607	96,361
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-379,628			
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)				

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	-21,161	30,300	30,300			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)						
	b Investments—corporate stock (attach schedule)	453,432 <input checked="" type="checkbox"/>	366,410	386,963			
	c Investments—corporate bonds (attach schedule)						
	11 Investments—land, buildings, and equipment basis ▶ _____ 1,850,009 Less accumulated depreciation (attach schedule) ▶ _____	1,850,009 <input checked="" type="checkbox"/>	1,850,009	2,068,388			
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	1,780,229 <input checked="" type="checkbox"/>	1,422,490	1,368,335			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
15 Other assets (describe ▶ _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,062,509	3,669,209	3,853,986				
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
22 Other liabilities (describe ▶ _____)	<input checked="" type="checkbox"/> 14,451 <input checked="" type="checkbox"/>	779					
23 Total liabilities (add lines 17 through 22)	14,451	779					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input checked="" 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	4,048,058	3,668,430					
30 Total net assets or fund balances (see page 17 of the instructions)	4,048,058	3,668,430					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,062,509	3,669,209					

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	4,048,058
2	Enter amount from Part I, line 27a	2	-379,628
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	3,668,430
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,668,430

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	59,622
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		}	3

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	258,259	5,116,491	0.05048
2009	182,581	4,996,200	0.03654
2008	529,152	5,151,199	0.10272
2007	341,522	5,813,773	0.05874
2006	208,407	5,733,315	0.03635

2	Total of line 1, column (d).	2	0.28484
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05697
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	3,918,533
5	Multiply line 4 by line 3.	5	223,231
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	
7	Add lines 5 and 6.	7	223,231
8	Enter qualifying distributions from Part XII, line 4.	8	96,361

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due and overpayment are calculated in rows 9 and 10.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Each row has columns for 'Yes' and 'No' responses. Includes questions about political activities, tax returns, and state reporting.

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 page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of LYNN G ROBBINS Telephone no (801) 296-0200 Located at 559 WEST 500 SOUTH BOUNTIFUL UT ZIP+4 84010			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		<input type="checkbox"/>
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	<input type="checkbox"/>	<input type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			No
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___				
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 page 20 of the instructions).	2b			No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___				
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b			No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	No
6b		No
7b		No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAN E ROBBINS C/O 559 WEST 500 SOUTH BOUNTIFUL, UT 84010	DIRECTOR 0 00	0		
LYNN G ROBBINS C/O 559 WEST 500 SOUTH BOUNTIFUL, UT 84010	TRUSTEE 0 00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 _____	
2 _____	
3 _____	
4 _____	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____	
2 _____	
3 All other program-related investments See page 24 of the instructions _____	

Total. Add lines 1 through 3. ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	482,235
b	Average of monthly cash balances.	1b	59,257
c	Fair market value of all other assets (see page 24 of the instructions).	1c	3,436,714
d	Total (add lines 1a, b, and c).	1d	3,978,206
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	
3	Subtract line 2 from line 1d.	3	3,978,206
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	59,673
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,918,533
6	Minimum investment return. Enter 5% of line 5.	6	195,927

Part XI Distributable Amount (see page 25 of the 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	195,927
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	195,927
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	195,927
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	195,927

Part XII Qualifying Distributions (see page 25 of the 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	96,361
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	96,361
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	96,361

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				195,927
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008. 223,253				
d From 2009.				
e From 2010. 13,590				
f Total of lines 3a through e.	236,843			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 96,361				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				96,361
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	99,566			99,566
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	137,277			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	137,277			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008. 123,687				
c Excess from 2009.				
d Excess from 2010. 13,590				
e Excess from 2011.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

LYNN G ROBBINS

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

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 page 28 of the 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

559 W 500 S
BOUNTIFUL, UT 84010

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

NO SPECIFIC FORM REQUIRED

c Any submission deadlines

NONE

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

NONE

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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 96,361
b <i>Approved for future payment</i>				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, Subtotal, and Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions).

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation...

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule (a) Name of organization (b) Type of organization (c) Description of relationship

Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: ***** Date: 2012-09-21 Title: ***** Preparer's Signature: E LYNN HANSEN Date: Firm's name: Hansen Bradshaw Malmrose & Erickson PC Firm's address: 559 West 500 South Bountiful, UT 84010 Firm's EIN: Phone no: (801) 296-0200

May the IRS discuss this return with the preparer shown above? See instructions [x] Yes [] No

Additional Data

Software ID: 11000144

Software Version: 2011v1.2

EIN: 87-6220698

Name: THE SPAN FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
L/T LOSS SSB GREENWICH STREET CAPITAL	P	2000-01-01	2011-01-01
362 184 PUTNAM INTL CAP OPP	P	2000-01-01	2011-04-26
1907 357 PIMCO TOTAL RETURN	P	2009-06-01	2011-04-26
303 951 MFS VALUE CLASS A	P	2009-06-01	2011-01-03
167 179 HARBOR INTERNATIONAL INVE	P	2009-06-01	2011-04-26
98 896 HARBOR INTERNATIONAL INVE	P	2009-06-01	2011-01-03
2345 582 FIDELITY ADVISOR STRATEGIC INC	P	2009-06-01	2011-04-26
956 938 FIDELITY ADVISOR STRATEGIC INC	P	2009-06-01	2011-01-03
229 226 FIDELITY ADVISOR LEVERGED CO STK CL I	P	2009-06-01	2011-04-26
716 221 FIDELITY ADVISOR EMERGING MKTS	P	2009-11-30	2011-04-26
774 293 FIDELITY ADVISOR EMERGING MKTS	P	2009-06-01	2011-04-26
219 378 FIDELITY ADVISOR CONV	P	2009-06-01	2011-04-26
456 343 COLUMBIA ACORN CLASS Z	P	2009-06-01	2011-04-26
1073 298 COHEN AND STEERS INTL	P	2009-06-01	2011-04-26
297 077 CALAMOS CONVERTIBLE FUND CLASS A	P	2009-06-01	2011-04-26
256 992 BARON SMALL CAP FD	P	2009-06-01	2011-04-26
407 300 AMERICAN SMALLCAP WORLD	P	2009-06-01	2011-04-26
645 756 AMERICAN GROWTH FUND OF AMERICA	P	2009-06-01	2011-04-26
365 700 AMERICAN FUNDAMENTAL INVESTORS	P	2009-06-01	2011-04-26
655 308 AMERICAN CAPITAL WORLD GR	P	2009-06-01	2011-04-26
375 133 ALLIANZ NFJ SMALL CAP	P	2009-06-01	2011-04-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		11,770	-11,770
13,650		10,710	2,940
21,000		19,779	1,221
6,981		5,536	1,445
10,957		7,311	3,646
6,000		4,689	1,311
30,000		25,316	4,684
12,000		10,649	1,351
8,800		5,201	3,599
18,500		13,295	5,205
20,000		14,432	5,568
6,000		3,920	2,080
15,000		9,090	5,910
12,281		10,499	1,782
6,181		5,020	1,161
6,800		4,112	2,688
16,831		10,314	6,517
20,981		15,210	5,771
14,481		10,253	4,228
24,981		19,111	5,870
12,079		7,664	4,415

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-11,770
			2,940
			1,221
			1,445
			3,646
			1,311
			4,684
			1,351
			3,599
			5,205
			5,568
			2,080
			5,910
			1,782
			1,161
			2,688
			6,517
			5,771
			4,228
			5,870
			4,415

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YOUTH LINC1140 E BRICKYARD RD SUITE 76 SALT LAKE CITY,UT 84106	N/A	NONE	VARIOUS	250
WOMENS CRISIS CENTERPROVO PROVO,UT 84604	N/A	NONE	VARIOUS	1,290
THE UTAH NARCOTIC OFFICER 230 WEST 200 SOUTH 2402 SALT LAKE CITY,UT 84101	N/A	NONE	VARIOUS	200
SPECIAL OLYMPICS243 EAST 400 SOUTH 111 SALT LAKE CITY,UT 84111	N/A	NONE	VARIOUS	25
SCENIC VIEW ACADEMY5455 NORTH 250 WEST PROVO,UT 84604	N/A	NONE	VARIOUS	3,545
RISING STAR OUTREACH483 EAST 100 SOUTH PROVO,UT 84606	N/A	NONE	VARIOUS	250
KIDS WISH NETWORK4060 LOUIS AVE HOLIDAY,FL 34691	N/A	NONE	VARIOUS	35
CYSTIC FIBROSIS FOUNDATION 124 SOUTH 400 EAST 250 SALT LAKE CITY,UT 84111	N/A	NONE	VARIOUS	500
U OF U CRIMSON CLUB1901 EAST SOUTH CAMPUS DRIVE SALT LAKE CITY,UT 84112	N/A	NONE	VARIOUS	1,500
COMMISSION ON CRIMINAL & JUV JUSTICEPO BOX 142330 SALT LAKE CITY,UT 84114	N/A	NONE	VARIOUS	5,000
CENTER POINT LEGACY THEATER 525 NORTH 400 WEST CENTERVILLE,UT 84014	N/A	NONE	VARIOUS	2,000
CAMP INVENTION3701 HIGHLAND PARK ST NW NORTH CANTON,OH 44720	N/A	NONE	VARIOUS	760
BYU TELEVISIONBRIGHAM YOUNG UNIVERSITY PROVO,UT 84602	N/A	NONE	VARIOUS	365
AMERICAN HEART ASSOCIATION 465 SOUTH 4TH EAST 110 SALT LAKE CITY,UT 84111	N/A	NONE	VARIOUS	100
UNITED FAMILIES INTERNATIONALPO BOX 2630 GILBERT,AZ 85299	N/A	NONE	VARIOUS	1,000
CLEAR SKY ELEMENTARY PTA1470 CLEAR SKY WAY CASTLE ROCK,CO 80109	N/A	NONE	VARIOUS	1,200
ENVISION UTAH254 SOUTH 600 EAST SUITE 201 SALT LAKE CITY,UT 84102	N/A	NONE	VARIOUS	750
MENTORS INTERNATIONAL65 E WADSWORTH PARK DRIVE 207 DRAPER,UT 84020	N/A	NONE	VARIOUS	10,000
HALE THEATRE3333 SOUTH DECKER LAKE DRIVE WEST VALLEY CITY,UT 84119	N/A	NONE	VARIOUS	4,500
ONE HEART BULGARIA165 N MAIN PROVIDENCE,UT 84332	N/A	NONE	VARIOUS	2,000
PARENTS TELEVISION COUNCIL 707 WILSHIRE BOULEVARD SUITE 2075 LOS ANGELES,CA 90017	N/A	PUBLIC	VARIOUS	250
JUVENILE DIABETES RESEARCH26 BROADWAY 14TH FLOOR NEW YORK,NY 10004	N/A	NONE	VARIOUS	1,000
DAVIS SCHOOL DISTRICT FOUNDATION70 EAST 100 NORTH FARMINGTON,UT 84025	N/A	NONE	VARIOUS	700
UTAH FOOD BANK3150 SOUTH 900 WEST SALT LAKE CITY,UT 84119	N/A	NONE	VARIOUS	500
PRIMARY CHILDREN - FESTIVAL OF TREES100 MARIO CAPECCHI DRIVE SALT LAKE CITY,UT 84101	N/A	NONE	VARIOUS	3,654
LDS CHURCH50 EAST NORTH TEMPLE STREET SALT LAKE CITY,UT 84150	N/A	NONE	VARIOUS	25,450
BOY SCOUTS OF AMERICA15 WEST SOUTH TEMPLE SALT LAKE CITY,UT 84101	N/A	NONE	VARIOUS	10,250
UTAH STATE UNIVERSITY1400 OLD MAIN HILL LOGAN,UT 84322	N/A	NONE	VARIOUS	500
BRIDGE OF LOVEPO BOX 1869 WEST JORDAN,UT 84084	N/A	NONE	VARIOUS	500
ALLIANCE DEFENSE FUND15100 N 90TH STREET SCOTTSDALE,AZ 85260	N/A	NONE	VARIOUS	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRIMARY CHILDRENS MEDICAL CNTR100 MARIO CAPECCHI DRIVE SALT LAKE CITY, UT 84101	N/A	NONE	VARIOUS	15,437
AMERICAN FAMILY ASSOCIATION P O DRAWER 2440 TUPELO, MS 38803	N/A	NONE	VARIOUS	100
MESO AMERICAN RESEARCHC/O 559 WEST 500 SOUTH BOUNTIFUL, UT 84010	N/A	NONE	VARIOUS	1,750
Total				96,361

3a

TY 2011 Accounting Fees Schedule

Name: THE SPAN FOUNDATION

EIN: 87-6220698

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,774	2,774	2,774	0

TY 2011 Investments Corporate Stock Schedule

Name: THE SPAN FOUNDATION

EIN: 87-6220698

Software ID: 11000144

Software Version: 2011v1.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OAKMARK INTERNATIONAL	4,500	3,638
MUTUAL SERIES GLOBAL	19,004	16,968
FIRST EAGLE OVERSEAS CLASS A	4,519	4,013
AMANA MUTUAL FUND	5,000	4,862
ALTEGRIS MANAGED FUTURES	18,019	16,763
FIRST AMERICAN GL INFRASTRUCTURE	13,508	12,921
AMERICAN NEW WORLD FUND	19,004	16,692
T ROWE PRICE SMALL CAP VALUE	7,550	10,458
T ROWE PRICE SPECTRUM	51,285	54,293
PIMCO TOTAL RETURN	18,221	18,382
OPPENHEIMER DEV MARKETS FD CLASS	15,008	18,368
MFS VALUE CLASS A	6,374	7,832
JANUS PERKINS MID CAP	4,082	4,854
JANUS OVERSEAS PROSPECTUS	12,262	9,080
HARBOR INTERNATIONAL INVEST	408	393
FIDELITY REAL ESTATE INCOME	9,681	11,675
FIDELITY ADVISOR STRATEGIC INC	13,319	13,592
FIDELITY ADVISOR SMALL CAP	4,235	4,990
FIDELITY ADVISOR LEVERGED	4,299	5,835
FIDELITY ADV EMERGING MKTS	9,274	9,447
FIDELITY ADVISOR DIVERSIFIED	9,315	9,711
FIDELITY ADV CONVERTIBLE	14,080	13,640
FEDERATED KAUFMANN CLASS A	8,002	9,688
COLUMBIA ACORN INT'L FUND	13,569	14,926
COLUMBIA ACORN CLASS Z	4,960	6,863
COHEN & STEERS INTL REALTY	8,692	7,980
CALAMOS GROWTH CLASS A	15,179	17,043
CALAMOS CONVERTIBLE CLASS A	4,984	5,047
BARON SMALL CAP	1,368	1,961
AMERICAN SMALL CAP WORLD FUND	10,745	14,083

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN GROWTH FUND OF AMERICA	9,496	11,571
AMERICAN FUNDAMENTAL INVESTORS	6,239	7,876
AMERICAN EUROPACIFIC GROWTH	9,336	9,529
AMERICAN CAPITAL WORLD GR	10,893	11,989

TY 2011 Investments - Land Schedule

Name: THE SPAN FOUNDATION

EIN: 87-6220698

Software ID: 11000144

Software Version: 2011v1.2

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	1,850,009		1,850,009	2,068,388

TY 2011 Investments - Other Schedule

Name: THE SPAN FOUNDATION

EIN: 87-6220698

Software ID: 11000144

Software Version: 2011v1.2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CLEAR PLAY	AT COST	1,025,000	1,025,000
CONTINENTAL BANCORP	AT COST	260,999	260,999
PARTNERSHIP INVESTMENT:GREENWICH ST LP	AT COST	136,491	82,336

TY 2011 Other Expenses Schedule**Name:** THE SPAN FOUNDATION**EIN:** 87-6220698**Software ID:** 11000144**Software Version:** 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO LOSS FROM K-1	7,829	7,829	7,829	
PENALTIES	903	903	903	
NON-DEDUCTIBLE EXPENSES FROM K-1	744	744	744	
INVESTMENT INTEREST FROM K-1	724	724	724	
INVESTMENT EXPENSE	3,428	3,428	3,428	
BROKERAGE FEES	150	150	150	
ADMINISTRATIVE FEES	15,700	15,700	15,700	

TY 2011 Other Income Schedule

Name: THE SPAN FOUNDATION

EIN: 87-6220698

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SSB GREENWICH STRT CAP	-84		
CONTNTL BNK 47-0920822	55,007		

TY 2011 Other Liabilities Schedule

Name: THE SPAN FOUNDATION

EIN: 87-6220698

Software ID: 11000144

Software Version: 2011v1.2

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYABLE - SPRING HAVEN FARMS	13,950	278
PAYABLE - SPIRNG HAVEN RANCH	501	501

TY 2011 Taxes Schedule

Name: THE SPAN FOUNDATION

EIN: 87-6220698

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE INCOME TAXES	57,934	57,934	57,934	
PROPERTY TAXES	278	278	278	
FOREIGN TAXES	328	328	328	
FEDERAL INCOME TAXES	325,800	325,800	325,800	