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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

**2011**

**For calendar year 2011, or tax year beginning** 2/01 **, 2011, and ending** 1/31 **, 2012**

Donnell-Kay Foundation
730 17th Street #950
Denver, CO 80202

A Employer identification number 59-6169704

B Telephone number (see the instructions) 720-932-1544

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 ► ☐

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 ► ☐

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

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, column (c), line 16)* ► $ 26,205,864.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis )*

| **Part I** **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )* | **(a)** Revenue and expenses per books | **(b)** Net investment income | **(c)** Adjusted net income | **(d)** Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|
| **REVENUE** | | | | |
| 1 Contributions, gifts, grants, etc, received (att sch) | | | | |
| 2 Ck ► ☒ if the foundn is **not** req to att Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 68,767. | 68,767. | 68,767. | |
| 4 Dividends and interest from securities | 608,447. | 608,447. | 608,447. | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain/(loss) from sale of assets not on line 10 | -31,951. | | | |
| b Gross sales price for all assets on line 6a 3,205,726. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| 8 Net short-term capital gain | | | 0. | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit/(loss) (att sch) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 **Total.** Add lines 1 through 11 | 645,263. | 677,214. | 677,214. | |
| **OPERATING AND ADMINISTRATIVE EXPENSES** | | | | |
| 13 Compensation of officers, directors, trustees, etc | 0. | | | |
| 14 Other employee salaries and wages | 449,882. | | | 449,882. |
| 15 Pension plans, employee benefits | 20,889. | | | 20,889. |
| 16a Legal fees (attach schedule) See St 1 | 2,086. | | | 2,086. |
| b Accounting fees (attach sch) See St 2 | 11,800. | 5,900. | | 5,900. |
| c Other prof fees (attach sch) See St 3 | 174,329. | 92,651. | | 81,678. |
| 17 Interest | | | | |
| 18 Taxes (attach schedule)(see instrs) See Stm 4 | 59,194. | 10,490. | | 33,264. |
| 19 Depreciation (attach sch) and depletion | | | | |
| 20 Occupancy | 16,112. | | | 16,112. |
| 21 Travel, conferences, and meetings | 12,144. | | | 12,144. |
| 22 Printing and publications | 1,530. | | | 1,530. |
| 23 Other expenses (attach schedule) See Statement 5 | 280,919. | | | 280,919. |
| 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 1,028,885. | 109,041. | | 904,404. |
| 25 Contributions, gifts, grants paid Part XV | 680,710. | | | 680,710. |
| 26 **Total expenses and disbursements.** Add lines 24 and 25 | 1,709,595. | 109,041. | 0. | 1,585,114. |
| 27 Subtract line 26 from line 12: | | | | |
| a **Excess of revenue over expenses and disbursements** | -1,064,332. | | | |
| b **Net investment income** (if negative, enter -0-) | | 568,173. | | |
| c **Adjusted net income** (if negative, enter -0-) | | | 677,214. | |

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## Part II Balance Sheets

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

| | | | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | **(a)** Book Value | **(b)** Book Value | **(c)** Fair Market Value |
| ASSETS | 1 | Cash – non-interest-bearing | 173,547. | 113,103. | 113,103. |
| | 2 | Savings and temporary cash investments | 974,245. | 1,832,990. | 1,832,990. |
| | 3 | Accounts receivable ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach sch) ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | 23,806. | 12,366. | 12,366. |
| | 10a | Investments – U.S. and state government obligations (attach schedule) Statement 6 | 1,369,108. | 624,525. | 621,536. |
| | b | Investments – corporate stock (attach schedule) Statement 7 | 12,007,387. | 10,899,556. | 23,211,642. |
| | c | Investments – corporate bonds (attach schedule) Statement 8 | 315,402. | 315,402. | 314,227. |
| | 11 | Investments – land, buildings, and equipment: basis ▶ | | | |
| | | Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments – mortgage loans | | | |
| | 13 | Investments – other (attach schedule) | | | |
| | 14 | Land, buildings, and equipment: basis ▶ 641,758. | | | |
| | | Less: accumulated depreciation (attach schedule) See Stmt 9 ▶ 641,758. | | | |
| | 15 | Other assets (describe ▶ See Statement 10 ) | 100,000. | 100,001. | 100,000. |
| | 16 | **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I) | 14,963,495. | 13,897,943. | 26,205,864. |
| LIABILITIES | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶ See Statement 11 ) | 1,629. | 409. | |
| | 23 | **Total liabilities** (add lines 17 through 22) | 1,629. | 409. | |
| NET ASSETS OR FUND BALANCES | | **Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ ☐ | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.** ▶ ☒ | | | |
| | 27 | Capital stock, trust principal, or current funds | 14,961,866. | 13,897,534. | |
| | 28 | Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 | **Total net assets or fund balances** (see instructions) | 14,961,866. | 13,897,534. | |
| | 31 | **Total liabilities and net assets/fund balances** (see instructions) | 14,963,495. | 13,897,943. | |

## 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 | 14,961,866. |
| 2 | Enter amount from Part I, line 27a | 2 | -1,064,332. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 13,897,534. |
| 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 | 13,897,534. |

## 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 shares MLC Company) | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|---|---|---|---|---|
| 1a | See Statement 12 | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

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

| | (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | (l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 — **2** -31,951.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — **3** -146,391.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (column (b) divided by column (c)) |
|---|---|---|---|
| 2010 | 1,514,238. | 25,410,737. | 0.059590 |
| 2009 | 1,612,307. | 23,906,789. | 0.067441 |
| 2008 | 1,666,862. | 29,357,541. | 0.056778 |
| 2007 | 1,592,661. | 34,516,069. | 0.046143 |
| 2006 | 1,446,186. | 31,888,426. | 0.045351 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.275303 |
| 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 | 0.055061 |
| 4 | Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 26,504,506. |
| 5 | Multiply line 4 by line 3 | 5 | 1,459,365. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 5,682. |
| 7 | Add lines 5 and 6 | 7 | 1,465,047. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 1,585,114. |

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)

| | | | | | |
|---|---|---|---|---|---|
| 1 a | Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1.<br>Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instrs) | | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b | | | 1 | 5,682. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 2 | 0. |
| 3 | Add lines 1 and 2 | | | 3 | 5,682. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 4 | 0. |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- | | | 5 | 5,682. |
| 6 | Credits/Payments | | | | |
| a | 2011 estimated tax pmts and 2010 overpayment credited to 2011 | 6a | 10,676. | | |
| 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 | 10,676. |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached | | | 8 | |
| 9 | **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ► | | | 9 | 0. |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ► | | | 10 | 4,994. |
| 11 | Enter the amount of line 10 to be **Credited to 2012 estimated tax** ► | 4,994. | **Refunded** ► | 11 | 0. |

## Part VII-A Statements Regarding Activities

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

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

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

Website address ► dkfoundation.org

14 The books are in care of ► Tony Lewis Telephone no ► 720-932-1544

Located at ► 730 17th Street, Suite 950 Denver CO ZIP + 4 ► 80202

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here . N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ► | | | |

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

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

| | | | | Yes | No |
|---|---|---|---|---|---|
| 1 a | During the year did the foundation (either directly or indirectly): | | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | ☐ Yes ☒ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | ☐ Yes ☒ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | ☐ Yes ☒ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | ☐ Yes ☒ No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | ☐ Yes ☒ No | | | |
| | (6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | ☐ Yes ☒ No | | | |
| b | If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | | 1 b | N/A | |
| | Organizations relying on a current notice regarding disaster assistance check here ► ☐ | | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? | | 1 c | | 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?<br>If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ | ☐ Yes ☒ 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 ) | | 2 b | 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.<br>► 20__ , 20__ , 20__ , 20__ | | | | |
| 3 a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☐ Yes ☒ No | | | |
| b | If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011 )* | | 3 b | N/A | |
| 4 a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4 a | | 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? | | 4 b | | X |

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

**5a** During the year did the foundation pay or incur any amount to·

**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

**(3)** Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

**(4)** Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

*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 (see instructions).**

| **(a)** Name and address | **(b)** Title, and average hours per week devoted to position | **(c)** Compensation **(If not paid, enter -0-)** | **(d)** Contributions to employee benefit plans and deferred compensation | **(e)** Expense account, other allowances |
|---|---|---|---|---|
| See Statement 13 | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |

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

| **(a)** Name and address of each employee paid more than $50,000 | **(b)** Title, and average hours per week devoted to position | **(c)** Compensation | **(d)** Contributions to employee benefit plans and deferred compensation | **(e)** Expense account, other allowances |
|---|---|---|---|---|
| Anthony S Lewis<br>5974 St Vrain Road<br>Longmont, CO 80503 | Exec. Directo<br>50 | 150,000. | 20,900. | 0. |
| Kimberly Knous Dolan<br>940 South Jackson Street<br>Denver, CO 80209 | Assoc. Direct<br>40 | 103,750. | 4,354. | 0. |
| Amy Anderson<br>9712 East 35th Avenue<br>Denver, CO 80238 | Dir Strategic<br>40 | 58,158. | 3,208. | 0. |
| Kristina S. Tabor<br>2716 W. 25th Ave<br>Denver, CO 80211 | Assoc<br>40 | 49,131. | 1,604. | 0. |
| | | | | |

**Total** number of other employees paid over $50,000 ► 0

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

**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

| **(a)** Name and address of each person paid more than $50,000 | **(b)** Type of service | **(c)** Compensation |
|---|---|---|
| Faction Media LLP<br>1730 Blake Street, Suite 200<br>Denver, CO 80202 | Web Design | 53,885. |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ► | | 0 |

## Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|---|---|
| 1 See Statement 14 | 21,916. |
| 2 See Statement 15 | 17,170. |
| 3 See Statement 16 | 15,378. |
| 4 "Hot Lunch" Speaker Series: a discussion series designed to engage Colorado leaders on the current challenges in education today. | 14,454. |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments See instructions<br>3 | |
| **Total.** Add lines 1 through 3 ► | 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 | 26,726,495. |
| b Average of monthly cash balances | | | 1b | 166,559. |
| c Fair market value of all other assets (see instructions) | | | 1c | 15,074. |
| d **Total** (add lines 1a, b, and c) | | | 1d | 26,908,128. |
| 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 | 26,908,128. |
| 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) | | | 4 | 403,622. |
| 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | | | 5 | 26,504,506. |
| 6 **Minimum investment return.** Enter 5% of line 5 | | | 6 | 1,325,225. |

## 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 | 1,325,225. |
| 2a Tax on investment income for 2011 from Part VI, line 5 | 2a | 5,682. | | |
| b Income tax for 2011. (This does not include the tax from Part VI.) | 2b | | | |
| c Add lines 2a and 2b | | | 2c | 5,682. |
| 3 Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 1,319,543. |
| 4 Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 Add lines 3 and 4 | | | 5 | 1,319,543. |
| 6 Deduction from distributable amount (see instructions) | | | 6 | |
| 7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | | | 7 | 1,319,543. |

## 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 | 1,585,114. |
| 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 | 1,585,114. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) | 5 | 5,682. |
| 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 1,579,432. |

**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 | | | | 1,319,543. |
| **2** Undistributed income, if any, as of the end of 2011: | | | | |
| **a** Enter amount for 2010 only | | | 595,589. | |
| **b** Total for prior years: 20___, 20___, 20___ | | 0. | | |
| **3** Excess distributions carryover, if any, to 2011: | | | | |
| **a** From 2006 | | | | |
| **b** From 2007 | | | | |
| **c** From 2008 | | | | |
| **d** From 2009 | | | | |
| **e** From 2010 | | | | |
| **f Total** of lines 3a through e | 0. | | | |
| **4** Qualifying distributions for 2011 from Part XII, line 4: ► $ 1,585,114. | | | | |
| **a** Applied to 2010, but not more than line 2a | | | 595,589. | |
| **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 | | | | 989,525. |
| **e** Remaining amount distributed out of corpus | 0. | | | |
| **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 | 0. | | | |
| **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 instructions | | | 0. | |
| **f** Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 | | | | 330,018. |
| **7** Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0. | | | |
| **8** Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| **9 Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a | 0. | | | |
| **10** Analysis of line 9: | | | | |
| **a** Excess from 2007 | | | | |
| **b** Excess from 2008 | | | | |
| **c** Excess from 2009 | | | | |
| **d** Excess from 2010 | | | | |
| **e** Excess from 2011 | | | | |

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

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

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | (e) Total |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon:<br>a 'Assets' alternative test – enter<br>(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<br>(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 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).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ► ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines·

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

## Part XV Supplementary Information (continued)

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

| Recipient<br>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* | | | | |
| See attached listing stmt 17 | | 501(c) | | 680,710. |
| **Total** | | | ► **3a** | 680,710. |
| **b** *Approved for future payment* | | | | |
| **Total** | | | ► **3b** | |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 68,767. | |
| 4 Dividends and interest from securities | | | 14 | 608,447. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | -31,951. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue. | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 645,263. | |

13 **Total.** Add line 12, columns (b), (d), and (e) 13 645,263.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

**b** If 'Yes,' complete the following schedule

| **(a)** Name of organization | **(b)** Type of organization | **(c)** Description of relationship |
|---|---|---|
| N/A | | |

**Sign Here**

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

▶ Sidney A Simon 12/10/12 ▶ President

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| Deborah L. Dye | | 12-4-12 | | P00047248 |

Firm's name ▶ Trimble Weist Dye & Ezra CPAs Firm's EIN ▶ 84-1063568

Firm's address ▶ 5990 Greenwood Plaza Blvd. Suite 203
Greenwood Village, CO 80111 Phone no (303) 220-8899

### Statement 1
### Form 990-PF, Part I, Line 16a
### Legal Fees

| | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Isaacson Rosenbaum | $ 2,086. | | | $ 2,086. |
| Total | $ 2,086. | $ 0. | $ 0. | $ 2,086. |

### Statement 2
### Form 990-PF, Part I, Line 16b
### Accounting Fees

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Robert L. Hester | $ 5,200. | $ 2,600. | | $ 2,600. |
| TWD&E | 6,600. | 3,300. | | 3,300. |
| Total | $ 11,800. | $ 5,900. | $ 0. | $ 5,900. |

### Statement 3
### Form 990-PF, Part I, Line 16c
### Other Professional Fees

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Bank Fees | $ 745. | $ 745. | | |
| DKF Intern/Fellow | 20,317. | | | $ 20,317. |
| Epicenter Creative | 930. | | | 930. |
| Investment Management | 91,906. | 91,906. | | |
| Other Consultants | 319. | | | 319. |
| Sonderman/ SE2 | 5,695. | | | 5,695. |
| Web Design | 54,417. | | | 54,417. |
| Total | $ 174,329. | $ 92,651. | $ 0. | $ 81,678. |

### Statement 4
### Form 990-PF, Part I, Line 18
### Taxes

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Federal | $ 15,440. | | | |
| Foreign taxes | 10,490. | $ 10,490. | | |
| Payroll taxes | 33,114. | | | $ 33,114. |
| Property taxes | 150. | | | 150. |
| Total | $ 59,194. | $ 10,490. | $ 0. | $ 33,264. |

### Statement 5
### Form 990-PF, Part I, Line 23
### Other Expenses

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Auto expense | $ 24,679. | | | $ 24,679. |
| Communications - Other | 1,399. | | | 1,399. |
| Computer & equipment expense | 21,640. | | | 21,640. |
| Employee Awards | 1,511. | | | 1,511. |
| Furniture & Fixtures | 10,753. | | | 10,753. |
| Insurance | 60,688. | | | 60,688. |
| Licenses & Permits | 142. | | | 142. |
| Meals/Luncheons | 10,479. | | | 10,479. |
| Office expense | 9,692. | | | 9,692. |
| Parking | 12,384. | | | 12,384. |
| Postmaster | 352. | | | 352. |
| Qualified Admin Expenses - other | -212. | | | -212. |
| Repairs & Maintenance | 4,274. | | | 4,274. |
| Special Events | 2,863. | | | 2,863. |
| Special Project- A+ Denver | 697. | | | 697. |
| Special Project - DPS Vision, New Sch | 260. | | | 260. |
| Special Project - Dropouts | 17,170. | | | 17,170. |
| Special Project - Speaker Series | 15,115. | | | 15,115. |
| Special Project- On-line Education | 21,916. | | | 21,916. |
| Special Project- Travel/Meals | 714. | | | 714. |
| Special Project- Turnaround Schools | 15,378. | | | 15,378. |
| Special Project-Centennial School Dist | 5,679. | | | 5,679. |
| Special Project-More Fr Our Schools | 12,106. | | | 12,106. |
| Special Project-School Finance Partnrshp | 9,960. | | | 9,960. |
| Special Projects-Other | 10,159. | | | 10,159. |
| Table Sponsorship | 850. | | | 850. |
| Telephone | 10,271. | | | 10,271. |
| Total | $ 280,919. | $ 0. | $ 0. | $ 280,919. |

### Statement 6
### Form 990-PF, Part II, Line 10a
### Investments - U.S. and State Government Obligations

| U.S. Government Obligations | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| Schwab account see attached | Cost | $ 624,525. | $ 621,536. |
| | | $ 624,525. | $ 621,536. |
| | Total | $ 624,525. | $ 621,536. |

### Statement 7
### Form 990-PF, Part II, Line 10b
### Investments - Corporate Stocks

| Corporate Stocks | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| Schwab account see attached | Cost | $ 10,899,556. | $ 23,211,642. |
| | Total | $ 10,899,556. | $ 23,211,642. |

### Statement 8
### Form 990-PF, Part II, Line 10c
### Investments - Corporate Bonds

| Corporate Bonds | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| Schwab account see attached | Cost | $ 315,402. | $ 314,227. |
| | Total | $ 315,402. | $ 314,227. |

### Statement 9
### Form 990-PF, Part II, Line 14
### Land, Buildings, and Equipment

| Category | Basis | Accum. Deprec. | Book Value | Fair Market Value |
|---|---|---|---|---|
| Auto./Transportation Equip. | $ 20,055. | $ 20,055. | $ 0. | $ 0. |
| Furniture and Fixtures | 100,888. | 100,888. | 0. | 0. |
| Buildings | 520,815. | 520,815. | 0. | 0. |
| Total | $ 641,758. | $ 641,758. | $ 0. | $ 0. |

### Statement 10
### Form 990-PF, Part II, Line 15
### Other Assets

| | Book Value | Fair Market Value |
|---|---|---|
| Rounding | $ 1. | |
| Stock-CryoBioPhysica | 100,000. | $ 100,000. |
| Total | $ 100,001. | $ 100,000. |

### Statement 11
### Form 990-PF, Part II, Line 22
### Other Liabilities

| | |
|---|---|
| Other | $ 409. |
| Total | $ 409. |

### Statement 12
### Form 990-PF, Part IV, Line 1
### Capital Gains and Losses for Tax on Investment Income

| Item | (a) Description | (b) How Acquired | (c) Date Acquired | (d) Date Sold |
|---|---|---|---|---|
| 1 | 26046 Cisco Systems Inc | Purchased | 8/27/2009 | 4/14/2011 |
| 2 | 200000 US Treasury | Purchased | 7/15/2008 | 6/30/2011 |
| 3 | 15000 Honeywell Int'l | Purchased | 1/01/1990 | 8/05/2011 |
| 4 | 5000 Teva Pharm Inds Ltd | Purchased | 1/01/1990 | 10/04/2011 |
| 5 | 12200 MetLife Inc | Purchased | 3/25/2011 | 11/09/2011 |
| 6 | .5 ITT Corporation | Purchased | 5/06/2009 | 11/07/2011 |
| 7 | 1900 Goldman Sachs Group | Purchased | 1/01/1990 | 11/09/2011 |
| 8 | 3750 Berkshire Hathway B | Purchased | 1/01/1990 | 12/16/2011 |
| 9 | 7730 Gilead Sciences Inc | Purchased | 1/01/1990 | 12/16/2011 |
| 10 | 500000 US Treasury | Purchased | 1/01/1990 | 1/01/2012 |

| Item | (e) Gross Sales | (f) Deprec. Allowed | (g) Cost Basis | (h) Gain (Loss) | (i) FMV 12/31/69 | (j) Adj. Bas. 12/31/69 | (k) Excess (i)-(j) | (l) Gain (Loss) |
|---|---|---|---|---|---|---|---|---|
| 1 | 445,630. | | 561,289. | -115,659. | | | | $-115,659. |
| 2 | 200,000. | | 213,918. | -13,918. | | | | -13,918. |
| 3 | 713,093. | | 134,990. | 578,103. | | | | 578,103. |
| 4 | 177,543. | | 249,808. | -72,265. | | | | -72,265. |
| 5 | 400,509. | | 546,900. | -146,391. | | | | -146,391. |
| 6 | 10. | | 8. | 2. | | | | 2. |
| 7 | 199,487. | | 357,870. | -158,383. | | | | -158,383. |
| 8 | 279,972. | | 298,484. | -18,512. | | | | -18,512. |
| 9 | 289,482. | | 343,775. | -54,293. | | | | -54,293. |
| 10 | 500,000. | | 530,635. | -30,635. | | | | -30,635. |
| | | | | | | | Total | $ -31,951. |

### Statement 13
### Form 990-PF, Part VIII, Line 1
### List of Officers, Directors, Trustees, and Key Employees

| Name and Address | Title and Average Hours Per Week Devoted | Compensation | Contribution to EBP & DC | Expense Account/ Other |
|---|---|---|---|---|
| Allen Dines<br>420 S. Marion Parkway<br>Denver, CO | Vice President<br>0 | $ 0. | $ 0. | $ 0. |
| Lucy Delsol<br>3200 Cherry Creek S Drive #460<br>Denver, CO 80209 | Director<br>0 | 0. | 0. | 0. |
| Sidney Dines<br>5205 S. Steele St.<br>Denver, CO | Pres/Treasurer<br>0 | 0. | 0. | 0. |
| Alain Delsol<br>3200 Cherry Creek S Drive #460<br>Denver, CO 80209 | Director<br>0 | 0. | 0. | 0. |

### Statement 13 (continued)
### Form 990-PF, Part VIII, Line 1
### List of Officers, Directors, Trustees, and Key Employees

| Name and Address | Title and Average Hours Per Week Devoted | Compen-sation | Contri-bution to EBP & DC | Expense Account/ Other |
|---|---|---|---|---|
| Connie Dines<br>5205 S. Steele<br>Littleton, CO | Secretary<br>0 | $ 0. | $ 0. | $ 0. |
| | Total | $ 0. | $ 0. | $ 0. |

### Statement 14
### Form 990-PF, Part IX-A, Line 1
### Summary of Direct Charitable Activities

| Direct Charitable Activities | Expenses |
|---|---|
| Blended & On-line Learning: created the Colorado Summit on Blended Learning to learn more about innovative online and blended learning programs and systems, both locally and nationwide. Developed a detailed survey for school districts, BOCES and charter schools to collect information about their on-line programs. | $ 21,916. |

### Statement 15
### Form 990-PF, Part IX-A, Line 2
### Summary of Direct Charitable Activities

| Direct Charitable Activities | Expenses |
|---|---|
| Youth Off-Track to Graduation: created to ensure that the students most at-risk of not graduating have access to high quality educational options. The work involves creating strong partnerships that focus on a regional strategy among metro-area districts. Working together in a coordinated and strategic manner for the greatest impact on student success. | $ 17,170. |

### Statement 16
### Form 990-PF, Part IX-A, Line 3
### Summary of Direct Charitable Activities

| Direct Charitable Activities | Expenses |
|---|---|
| Turnaround Schools: DKF explored ways to assist Colorado's school finance system to achieve the goal of getting students to graduate ready to enter the workforce. Recommendations for policy change include: Transparency, accountability and efficiency guidelines. | $ 15,378. |

STmT 17

DONNELL-KAY FOUNDATION FY 2012
1/31/2012- FINAL

| GRANTEE | RESTRICTION | Actual 1st Qtr. (Feb 2011 - April) | DIST DATE | Actual 2nd Qtr (May - July) | DIST DATE | Actual 3rd Qtr (August - Oct) | DIST. DATE | Actual 4th Qtr (Nov - Jan 2012) | DIST DATE | TOTALS | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **General Operating/Dues** | | | | | | | | | | | |
| Colorado Association of Funders | Annual Membership Dues | | | | | | | $ 1,410 00 | 12/9/2011 | $ 1,410 00 | |
| Colorado Legacy | General Operating | $ 10,000 00 | 2/10/2011 | | | | | | | $ 10,000 00 | |
| Education Reform Now | General Operating | $ 15,000 00 | 3/15/2011 | | | | | | | $ 15,000 00 | |
| **Blended/Online Learning** | | | | | | | | | | $ - | |
| INACOL | Competency-based Summit | $ 30,000 00 | 3/7/2011 | | | | | | | $ 30,000 00 | |
| INACOL | General Operating | | | $ 5,000 00 | 5/3/2011 | | | | | $ 5,000 00 | |
| Innosight | General Operating | | | $ 10,000 00 | 5/4/2011 | | | | | $ 10,000 00 | |
| Odyssey | Blended Learning trip | | | | | $ 2,200 00 | 9/29/2011 | | | $ 2,200 00 | |
| Rocky Mountain Prep | Blended Learning trip | | | | | $ 2,200 00 | 9/29/2011 | | | $ 2,200 00 | |
| Rocky Mountain Prep | Blended Learning implementation | | | | | | | $ 20,000 00 | 12/9/2011 | $ 20,000 00 | |
| Colorado Legacy Foundation (for CDE) | BL strategic plan - CDE | | | | | | | $ 47,000 00 | 1/27/2012 | $ 47,000 00 | |
| Colorado Legacy Foundation (for CDE) | ELO strategic planning | | | | | | | $ 5,000 00 | 11/9/2011 | $ 5,000 00 | |
| Independence Institute | BL and Online summit | | | | | | | $ 1,000 00 | 1/19/2012 | $ 1,000 00 | |
| | | | | | | | | | | $ - | |
| **Early Childhood** | | | | | | | | | | $ - | |
| Mile High United Way | Early Learning Ventures | $ 5,000 00 | 3/15/2011 | | | | | | | $ 5,000 00 | |
| Acorn School | Support for the Wilderness Place | | | | | | | $ 1,500 00 | 12/22/2011 | $ 1,500 00 | |
| | | | | | | | | | | $ - | |
| **New Schools/CMO start-up's** | | | | | | | | | | $ - | |
| Generation Schools | General Operating | | | | | | | $ 50,000 00 | 11/28/2011 | $ 50,000 00 | |
| **K-12 Reform** | | | | | | | | | | $ - | |
| Colorado Succeeds | General Operating and pension reform | | | | | | | $ 70,000 00 | 1/19/2012 | $ 70,000 00 | |
| College Summit | policy work | | | | | | | $ 10,000 00 | 1/19/2012 | $ 10,000 00 | |
| A+ Denver | General Operating | | | | | | | $50,000 | 1/19/2012 | $ 50,000 00 | |
| | | | | | | | | | | $ - | |
| **Dropout Prevention & Recovery/Alt Ed** | | | | | | | | | | $ - | |
| Colorado Youth for a Change | Support for research analysis, regional approach and alternative options | | | $ 45,000 00 | 5/31/2011 | | | | | $ 45,000 00 | |
| DPS (JFF) | Support for students off track to graduation and dropouts | | | $ 42,300 00 | 7/21/2011 | | | | | $ 42,300 00 | |
| Colorado Youth for a Change | Support for JFF to assess Futures Program | | | | | | | $ 19,600 00 | 12/16/2011 | $ 19,600 00 | |
| | | | | | | | | | | $ - | |
| School Finance Act | | | | | | | | | | $ - | |
| Colorado Children's Campaign | School Finance Act | | | $ 30,000 00 | 7/11/2011 | | | | | $ 30,000 00 | |
| Colorado Children's Campaign | General Operating | | | $ 20,000 00 | 7/11/2011 | | | | | $ 20,000 00 | |
| **Universal Choice** | | | | | | | | | | $ - | |
| Get Smart Schools | Federal funding consulting | | | | | | | $ 37,500 00 | 1/20/2012 | $ 37,500 00 | |
| | | | | | | | | | | $ - | |
| **Other/Research/Miscellaneous** | | | | | | | | | | $ - | |
| Philanthrophy Roundtable | Membership Contribution | | | | | | | $ 1,500 00 | 12/19/2011 | $ 1,500 00 | |
| West Denver Prep | Sponsorship for 5 yr anniversary celebration | | | | | | | $ 1,000 00 | 11/28/2011 | $ 1,000 00 | |
| Facing History | "What Matters in Education" speaker series | | | | | | | $ 34,000 00 | 1/27/2012 | $ 34,000 00 | |
| GreenLeaf (Rocky Mt. Farmer's Union Fdtn) | General Operating | | | $ 5,000 00 | 5/6/2011 | | | | | $ 5,000 00 | |
| Keystone Center | Education Policy Summit Working Group | $ 10,000 00 | 3/15/2011 | | | | | | | $ 10,000 00 | |
| Public Education and Business Coalition | EdNews Colorado website | | | | | | | $ 30,000 00 | 11/28/2011 | $ 30,000 00 | |
| Public Education and Business Coalition | EdNews Colorado website | | | | | | | $ 20,000 00 | 1/27/2012 | $ 20,000 00 | |
| Teach for America | Support for Alumni Leadership Project / General Operations | | | $25,000 00 | 7/11/2011 | | | | | $ 25,000 00 | |
| Pine Jog Environmental Education Center | Green Gala Sponsorship | $ 1,000 00 | 2/22/2011 | | | | | | | $ 1,000 00 | |
| DSST | Support for DSST Summer Fellowship Program | | | $7,500 00 | 5/31/2011 | | | | | $ 7,500 00 | |
| Colorado Legacy Foundation | Support for Race To the Top Proposal | | | | | $ 15,000 00 | 10/16/2011 | | | $ 15,000 00 | |
| Kit Carson R-1 | Support for benefit concert for rural music programs | | | | | $ 1 000 00 | 9/29/2011 | | | $ 1,000 00 | |
| Grants | | $ 71,000 00 | | $ 189,800 00 | | $ 20,400 00 | | $ 399,510 00 | | $ 680,710 00 | $ 680,710 00 |

## Investment Detail - Cash and Money Market Funds [Sweep]

| Cash | Market Value | % of Account Assets |
|---|---|---|
| Cash | 6,986.01 | <1% |
| **Total Cash** | **6,986.01** | **<1%** |

| Money Market Funds [Sweep] | Quantity | Market Price | Market Value | Current Yield | % of Account Assets |
|---|---|---|---|---|---|
| SCHWAB US TREAS MONEY FD: SWUXX | 1,826,003.6600 | 1.0000 | 1,826,003.66 | 0.01% | 7% |
| **Total Money Market Funds [Sweep]** | | | **1,826,003.66** | | **7%** |

| **Total Cash & Money Market [Sweep]** | **1,832,989.67** | **7%** |
|---|---|---|

## Investment Detail - Fixed Income

Accounting Method
Fixed Income: First In First Out [FIFO]

| U.S. Treasuries | Par | Market Price | Market Value<br>*Cost Basis* | Adjusted Cost Basis | % of Account Assets | Unrealized Gain or (Loss) | Estimated Annual Income<br>Yield to Maturity |
|---|---|---|---|---|---|---|---|
| **US TREAS NT 3.375%06/13** | **300,000.0000** | **104.4844** | **313,453.20** | **300,742.24** | **1%** | **12,710.96** [b] | **10,125.00** |
| U S T NOTE DUE 06/30/13<br>CUSIP: 912828JD3 | | | *302,466.00* [a] | | | | 3.19%<br>***Accrued Interest: 890.11*** |

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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## Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

| U.S. Treasuries (continued) | Par | Market Price | Market Value<br>*Cost Basis* | Adjusted Cost Basis | % of Account Assets | Unrealized Gain or (Loss) | Estimated Annual Income<br>Yield to Maturity |
|---|---|---|---|---|---|---|---|
| **US TREAS NT 4.875%06/12**<br>U S T NOTE DUE 06/30/12<br>CUSIP: 912828GW4 | 300,000.0000 | 101.9688 | 305,906.40<br>*322,059.00* [a] | 302,412.16 | 1% | 3,494.24 [b] | 14,625.00<br>2.89%<br>***Accrued Interest: 1,285.71*** |
| **Total U.S. Treasuries** | 600,000.0000 | | 619,359.60 | 603,154.40 | 2% | 16,205.20 [b] | 24,750.00 |
| | | Total Cost Basis: | 624,525.00 | | | | |

***Total Accrued Interest for U.S. Treasuries: 2,175.82***

| Corporate Bonds | Par | Market Price | Market Value<br>*Cost Basis* | Adjusted Cost Basis | % of Account Assets | Unrealized Gain or (Loss) | Estimated Annual Income<br>Yield to Maturity |
|---|---|---|---|---|---|---|---|
| **GE CAPITAL 5.25%12**<br>NOTES DUE 10/19/12<br>CUSIP: 36962G3K8<br>MOODY'S: Aa2 S&P: AA+ | 300,000.0000 | 103.2550 | 309,765.00<br>*315,402.00* [a] | 303,640.10 | 1% | 6,124.90 [b] | 15,750.00<br>3.50%<br>***Accrued Interest: 4,462.50*** |
| **Total Corporate Bonds** | 300,000.0000 | | 309,765.00 | 303,640.10 | 1% | 6,124.90 [b] | 15,750.00 |
| | | Total Cost Basis: | 315,402.00 | | | | |

***Total Accrued Interest for Corporate Bonds: 4,462.50***

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| **Total Fixed Income** | 900,000.0000 | | 929,124.60 | 906,794.50 | 4% | 22,330.10 [b] | 40,500.00 |
| | | Total Cost Basis: | 939,927.00 | | | | |

*Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment.*
*Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.*

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## Investment Detail - Equities

Accounting Method
Equities: First In First Out [FIFO]

| Equities | Quantity | Market Price | Market Value<br>Cost Basis | % of Account Assets | Unrealized Gain or (Loss) | Estimated Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|
| **ABB LTD ADR** F<br>SPONSORED ADR<br>1 ADR REP 1 REG SH<br>SYMBOL: ABB | 23,000.0000 | 20.8300 | 479,090.00<br>*474,599.37*[a] | 2% | 4,490.63 | 0.00% | 0.00 |
| **ABBOTT LABORATORIES**<br>SYMBOL: ABT | 9,978.0000 | 54.1500 | 540,308.70<br>*460,464.74*[a] | 2% | 79,843.96 | 3.54% | 19,157.76 |
| **ADOBE SYSTEMS INC**<br>SYMBOL: ADBE | 10,300.0000 | 30.9500 | 318,785.00<br>*300,306.25* | 1% | 18,478.75 | 0.00% | 0.00 |
| **BANK MONTREAL QUEBEC** F<br>SYMBOL: BMO | 9,800.0000 | 58.1200 | 569,576.00<br>*555,407.64* | 2% | 14,168.36 | 4.65% | 26,486.47 |
| **BORG WARNER INC**<br>SYMBOL: BWA | 7,000.0000 | 74.6300 | 522,410.00<br>*431,480.81* | 2% | 90,929.19 | 0.00% | 0.00 |
| **CELGENE CORP**<br>SYMBOL: CELG | 4,693.0000 | 72.6900 | 341,134.17<br>*300,647.66*[a] | 1% | 40,486.51 | 0.00% | 0.00 |
| **CHEVRON CORPORATION**<br>SYMBOL: CVX | 21,240.0000 | 103.1200 | 2,190,268.80<br>*339,850.00*[a] | 8% | 1,850,418.80 | 3.14% | 68,817.60 |
| **COCA COLA COMPANY**<br>SYMBOL: KO | 24,000.0000 | 67.5300 | 1,620,720.00<br>*101,365.00*[a] | 6% | 1,519,355.00 | 2.78% | 45,120.00 |
| **DANAHER CORP DEL**<br>SYMBOL: DHR | 8,898.0000 | 52.5100 | 467,233.98<br>*275,603 54*[a] | 2% | 191,630.44 | 0.19% | 889.80 |
| **DIAGEO PLC NEW ADR** F<br>SPONSORED ADR<br>1 ADR REPS 4 ORD<br>SYMBOL: DEO | 3,600.0000 | 88.5900 | 318,924.00<br>*254,875.06*[a] | 1% | 64,048.94 | 3.58% | 11,420.85 |

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## Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

| Equities (continued) | Quantity | Market Price | Market Value<br>Cost Basis | % of Account Assets | Unrealized Gain or (Loss) | Estimated Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|
| **E M C CORP MASS**<br>SYMBOL: EMC | 15,200.0000 | 25.7600 | 391,552.00<br>*406,912.95* | 2% | (15,360.95) | 0.00% | 0.00 |
| **EXELIS INC**<br>SYMBOL: XLS | 6,497.0000 | 9.9900 | 64,905.03<br>*64,440.90* a | <1% | 464.13 | 4.13% | 2,684.56 |
| **EXXON MOBIL CORPORATION**<br>SYMBOL: XOM | 15,840.0000 | 83.7400 | 1,326,441.60<br>*137,262.32* a | 5% | 1,189,179.28 | 2.24% | 29,779.20 |
| **GENERAL ELECTRIC COMPANY**<br>SYMBOL: GE | 58,678.0000 | 18.7100 | 1,097,865.38<br>*236,222.30* a | 4% | 861,643.08 | 3.63% | 39,901.04 |
| **HONEYWELL INTERNATIONAL**<br>SYMBOL: HON | 15,000.0000 | 58.0400 | 870,600.00<br>*134,989.51* a | 3% | 735,610.49 | 2.56% | 22,350.00 |
| **I T T CORPORATION NEW**<br>SYMBOL: ITT | 3,248.0000 | 21.7400 | 70,611.52<br>*53,091.69* a | <1% | 17,519.83 | 0.00% | 0.00 |
| **INTL BUSINESS MACHINES**<br>SYMBOL: IBM | 3,844.0000 | 192.6000 | 740,354.40<br>*448,780.25* a | 3% | 291,574.15 | 1.55% | 11,532.00 |
| **JOHNSON & JOHNSON**<br>SYMBOL: JNJ | 10,300.0000 | 65.9100 | 678,873.00<br>*94,697.80* a | 3% | 584,175.20 | 3.45% | 23,484.00 |
| **JPMORGAN CHASE & CO**<br>SYMBOL: JPM | 7,000.0000 | 37.3000 | 261,100.00<br>*255,691.68* a | 1% | 5,408.32 | 2.68% | 7,000.00 |
| **MICROSOFT CORP**<br>SYMBOL: MSFT | 18,917.0000 | 29.5300 | 558,619.01<br>*394,227.51* a | 2% | 164,391.50 | 2.70% | 15,133.60 |
| **ORACLE CORPORATION**<br>SYMBOL: ORCL | 20,312.0000 | 28.2100 | 573,001.52<br>*398,247.41* a | 2% | 174,754.11 | 0.85% | 4,874.88 |

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## Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

| Equities (continued) | Quantity | Market Price | Market Value<br>*Cost Basis* | % of Account Assets | Unrealized Gain or (Loss) | Estimated Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|
| **PEPSICO INCORPORATED**<br>SYMBOL: PEP | 10,000.0000 | 65.6700 | 656,700.00<br>*303,930.58*[a] | 3% | 352,769.42 | 3.13% | 20,600.00 |
| **PETROLEO BRASILEIRO ADRF**<br>SA PETROBRAS SPON ADR<br>1 ADR REP 2 PREF SH<br>SYMBOL: PBRA | 12,100.0000 | 27.9300 | 337,953.00<br>*378,365.90*[a] | 1% | (40,412.90) | 0.00% | 0.00 |
| **PROCTER & GAMBLE**<br>SYMBOL: PG | 40,735.0000 | 63.0400 | 2,567,934.40<br>*233,023.76*[a] | 10% | 2,334,910.64 | 3.33% | 85,543.50 |
| **QUALCOMM INC**<br>SYMBOL: QCOM | 12,300.0000 | 58.8200 | 723,486.00<br>*531,830.90* | 3% | 191,655.10 | 1.46% | 10,578.00 |
| **ROCKWELL COLLINS INC**<br>SYMBOL: COL | 15,000.0000 | 57.8900 | 868,350.00<br>*172,537.43*[a] | 3% | 695,812.57 | 1.65% | 14,400.00 |
| **STRYKER CORP**<br>SYMBOL: SYK | 6,252.0000 | 55.4300 | 346,548.36<br>*253,266.64*[a] | 1% | 93,281.72 | 1.53% | 5,314.20 |
| **SYSCO CORPORATION**<br>SYMBOL: SYY | 12,815.0000 | 30.1100 | 385,859.65<br>*304,055.10*[a] | 1% | 81,804.55 | 3.58% | 13,840.20 |
| **THERMO FISHER SCIENTIFIC**<br>SYMBOL: TMO | 8,944.0000 | 52.9000 | 473,137.60<br>*340,352.64*[a] | 2% | 132,784.96 | 0.00% | 0.00 |
| **TRANSCANADA CORP F**<br>SYMBOL: TRP | 11,000.0000 | 41.0500 | 451,550.00<br>*388,194.88* | 2% | 63,355.12 | 4.07% | 18,388.02 |
| **UNITED TECHNOLOGIES CORP**<br>SYMBOL: UTX | 9,000.0000 | 78.3500 | 705,150.00<br>*355,321.10*[a] | 3% | 349,828.90 | 2.45% | 17,280.00 |
| **WAL-MART STORES INC**<br>SYMBOL: WMT | 10,818.0000 | 61.3600 | 663,792.48<br>*534,588.47*[a] | 3% | 129,204.01 | 2.37% | 15,794.28 |

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## Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

| Equities (continued) | Quantity | Market Price | Market Value<br>*Cost Basis* | % of Account Assets | Unrealized Gain or (Loss) | Estimated Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|
| **XYLEM INC**<br>SYMBOL: XYL | 6,497.0000 | 25.9100 | 168,337.27<br>*159,743.40*[a] | <1% | 8,593.87 | 1.56% | 2,629.99 |
| **Total Equities** | 452,806.0000 | | 22,351,172.87 | 86% | 12,276,797.68 | | 532,999.95 |
| | | Total Cost Basis: | 10,074,375.19 | | | | |

*Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate*

## Investment Detail - Other Assets

Accounting Method
Other Assets: First In First Out [FIFO]

| Other Assets | Quantity | Market Price | Market Value<br>*Cost Basis* | % of Account Assets | Unrealized Gain or (Loss) |
|---|---|---|---|---|---|
| **BLDRS EMERGING MKTS**<br>50 ADR INDEX FUND<br>SYMBOL: ADRE | 9,000.0000 | 42.4100 | 381,690.00<br>*290,160.00*[a] | 1% | 91,530.00 |
| **ISHARES TR MSCI EAFE FD**<br>MSCI EAFE INDEX FUND<br>SYMBOL: EFA | 4,400.0000 | 52.1400 | 229,416.00<br>*287,076.00*[a] | <1% | (57,660.00) |
| **VALE SA SPN ADR F**<br>SPONSORED ADR<br>1 ADR REP 1 CL A PFD SHS<br>SYMBOL: VALEP | 10,300.0000 | 24.2100 | 249,363.00<br>*247,945.30*[a] | <1% | 1,417.70 |
| **Total Other Assets** | 23,700.0000 | | 860,469.00 | 3% | 35,287.70 |
| | | Total Cost Basis: | 825,181.30 | | |

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*G000066040508*
DUPLICATE STATEMENT

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
**DONNELL KAY FOUNDATION**

Account Number
**3968-6255**

Statement Period
**January 1-31, 2012**

## Investment Detail - Total

| | |
|---|---|
| **Total Investment Detail** | **25,973,756.14** |
| **Total Account Value** | **25,973,756.14** |
| Total Cost Basis | 11,839,483.49 |

| | Summary: | MKT VALUE | + Accrd INT | TOTAL FMV |
|---|---|---|---|---|
| Line 2 (c) | Cash | 1,832,989.67 | — | 1,832,989.67 |
| Line 10 (a) | U.S. Obligations | 619,359.60 | + 2175.82 | 621,535.42 |
| Line 10 (b) | Investments | 23,211,641.87 | – | 23,211,641.87 |
| Line 10 (c) | Corporate BONDS | 309,765.00 | + 4,462.50 | 314,227.50 |
| | TOTAL | 25,973,756.14 | 6638.32 | 25,980,394.46 |

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