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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**Department of the Treasury
Internal Revenue Service

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 Jul 1 , 2011, **and ending** Jun 30 , 2012

Name of foundation P. BRUCE AND VIRGINIA C. BENSON FOUNDATION		A Employer identification number 84-1090517
Number and street (or P O box number if mail is not delivered to street address) 1422 ALAMO AVENUE		B Telephone number (see the instructions) (719) 635-5950
City or town COLORADO SPRINGS	State ZIP code CO 80907-7302	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 3,637,307.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part 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 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	98,980.	98,980.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	118,342.			
b Gross sales price for all assets on line 6a	966,361.			
7 Capital gain net income (from Part IV, line 2)		107,129.		
8 Net short-term capital gain			11,213.	
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) See Line 11 Stmt	-9,397.	-9,397.		
12 Total. Add lines 1 through 11	207,925.	196,712.	11,213.	
ADMINISTRATIVE EXPENSES				
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 sch)	3,100.	2,480.		
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	2,923.	2,923.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	34,664.	34,664.		
24 Total operating and administrative expenses. Add lines 13 through 23	40,687.	40,067.		
25 Contributions, gifts, grants paid	182,500.			
26 Total expenses and disbursements. Add lines 24 and 25	223,187.	40,067.		
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-15,262.			
b Net investment income (if negative, enter -0-)		156,645.		
c Adjusted net income (if negative, enter -0-)			11,213.	

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Part I 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	1,290.	841.	841.
	2 Savings and temporary cash investments	259,228.	256,024.	256,024.
	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			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	3,008,844.	2,997,953.	3,377,743.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe L-15 Stmt)	3,417.	2,699.	2,699.	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	3,272,779.	3,257,517.	3,637,307.	
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)			
	23 Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,272,779.	3,257,517.	
	30 Total net assets or fund balances (see instructions)	3,272,779.	3,257,517.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,272,779.	3,257,517.	

Part II 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	3,272,779.
2 Enter amount from Part I, line 27a	2	-15,262.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	3,257,517.
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	3,257,517.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a PUBLICLY TRADED SECURITIES		P	Various	Various
b CAPITAL GAIN DISTRIBUTIONS		P	Various	Various
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 959,051.		848,018.	111,033.
b 7,309.		0.	7,309.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a 0.	0.	0.	111,033.
b 0.	0.	0.	7,309.
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	107,129.
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	11,213.

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	182,500.	3,825,030.	0.047712
2009	174,601.	3,396,032.	0.051413
2008	169,094.	3,143,029.	0.053800
2007	228,236.	4,292,050.	0.053176
2006	347,936.	7,068,407.	0.049224

2 Total of line 1, column (d)	2	0.255325
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	0.051065
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,559,506.
5 Multiply line 4 by line 3	5	181,766.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,566.
7 Add lines 5 and 6	7	183,332.
8 Enter qualifying distributions from Part XII, line 4	8	182,500.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,133.
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	3,133.
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	3,133.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	2,699.	
b Exempt foreign organizations— tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,699.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	5.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	439.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	11		
	Refunded		

Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return or Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
b <i>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</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>DAVID BENSON</u> Telephone no. <u>(719) 635-5950</u> Located at <u>1422 ALAMO AVENUE</u> <u>COLORADO SPRINGS CO</u> ZIP + 4 <u>80907</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No
				X

Part VIII 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement— see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part III Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If 'Yes' to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part IV 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
DAVE BENSON 1422 ALAMO AVENUE COLORADO SPRINGS CO 80907	SEC/TREASURER 10.00	0.	0.	0.
POLLY BENSON-BROWN 1422 ALAMO AVENUE COLORADO SPRINGS CO 80907	VICE PRESIDENT 0.00	0.	0.	0.
LUCIA DHAENS 1422 ALAMO AVENUE COLORADO SPRINGS CO 80907	PRESIDENT 0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

None

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		None

Part VIII 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 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	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	

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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 3,313,613.
b Average of monthly cash balances	1b 300,099.
c Fair market value of all other assets (see instructions)	1c
d Total (add lines 1a, b, and c)	1d 3,613,712.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2 Acquisition indebtedness applicable to line 1 assets	2
3 Subtract line 2 from line 1d	3 3,613,712.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 54,206.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 3,559,506.
6 Minimum investment return. Enter 5% of line 5	6 177,975.

Part X 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	1 177,975.
2a Tax on investment income for 2011 from Part VI, line 5	2a 3,133.
b Income tax for 2011 (This does not include the tax from Part VI)	2b
c Add lines 2a and 2b	2c 3,133.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 174,842.
4 Recoveries of amounts treated as qualifying distributions	4
5 Add lines 3 and 4	5 174,842.
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	7 174,842.

Part X 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 182,500.
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	4 182,500.
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 0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 182,500.

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.

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Part XII 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				174,842.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			5,874.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	0.			
c From 2008	43,139.			
d From 2009	5,609.			
e From 2010	0.			
f Total of lines 3a through e	48,748.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 182,500.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				174,842.
e Remaining amount distributed out of corpus	7,658.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	56,406.			
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				
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			5,874.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
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	56,406.			
10 Analysis of line 9				
a Excess from 2007	0.			
b Excess from 2008	43,139.			
c Excess from 2009	5,609.			
d Excess from 2010	0.			
e Excess from 2011	7,658.			

Part XXV 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)

- 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**

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))

- 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 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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN CIVIL RIGHTS PO BOX 188350 SACRAMENTO CA 95818		PUB CHARITY	CHARITABLE	8,000.
ARIZONA NATURE CONSERVACY 1510 E. FORT LOWELL ROAD TUSCON AZ 85719		PUBLIC CHAR	CHARITABLE	3,000.
BARRINGTON YOUTH DANCE ENSEMBLE 758 W. NORTHWEST HWY BARRINGTON IL 60010		PUBLIC CHAR	CHARITABLE	11,000.
CAMPING & EDUCATION FOUNDATION 230 NORTHLAND BLVD #206 CINCINNATI OH 45246-9585		PUBLIC CHAR	CHARITABLE	10,000.
CENTER FOR WORK EDUCATION 1175 OSAGE STE 300 DENVER CO 80204		PUBLIC CHAR	CHARITABLE	500.
CHALLENGE FOUNDATION 36 CHARLOU CIRCLE ENGLEWOOD CO 80111		PUBLIC CHAR	CHARITABLE	1,000.
CHEYENNE MOUNTAIN ZOO 4250 CHEYENNE MTN. ZOO ROAD COLORADO SPRINGS CO 80906		PUBLIC CHAR	CHARITABLE	12,000.
CITIZENS FOR CONSERVATION 459 WEST HIGHWAY 22 BARRINGTON IL 60011		PUBLIC CHAR	CHARITABLE	5,000.
COLORADO SPRINGS PHILHARMONIC PO BOX 1266 COLORADO SPRINGS CO 80901		PUBLIC CHAR	CHARITABLE	1,000.
See Line 3a statement				131,000.
Total			3a	182,500.
b Approved for future payment				
Total			3b	

Part XV Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14		
5 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			14		
8 Gain or (loss) from sales of assets other than inventory			18		118,342.
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)					118,342.
13 Total. Add line 12, columns (b), (d), and (e)				13	118,342.

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

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

[illegible]

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2011

Name P. BRUCE AND VIRGINIA C. BENSON FOUNDATION	Employer Identification Number 84-1090517
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Asset Information:

Description of Property. <u>PUBLICLY TRADED SECURITIES</u>	
Date Acquired: <u>Various</u>	How Acquired: _____
Date Sold: <u>Various</u>	Name of Buyer: _____
Sales Price: <u>966,361.</u>	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: <u>848,019.</u>	Valuation Method: _____
Total Gain (Loss): <u>118,342.</u>	Accumulation Depreciation: _____

Description of Property. _____	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Description of Property. _____	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Description of Property. _____	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Description of Property. _____	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Description of Property. _____	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Description of Property. _____	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Description of Property. _____	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
PARTNERSHIP LOSS	-10,800.	-10,800.	
OTHER INCOME	1,403.	1,403.	
Total	<u>-9,397.</u>	<u>-9,397.</u>	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAX	45.	45.		
FEDERAL TAXES	2,878.	2,878.		
Total	<u>2,923.</u>	<u>2,923.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
INVESTMENT FEES	33,491.	33,491.		
INVESTMENT EXPENSES	1,173.	1,173.		
Total	<u>34,664.</u>	<u>34,664.</u>		

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
CREATIVE ACRES, INC				Person or <input type="checkbox"/>
PO BOX 1143				Business <input type="checkbox"/>
BRIGHTON CO 80601		PUBLIC CH	CHARITABLE	500.
DARROW SCHOOL				Person or <input type="checkbox"/>
110 DARROW ROAD				Business <input type="checkbox"/>
NEW LEBANON NY 12125		PUBLIC CH	CHARITABLE	20,000.
FIGHTING BLINDNESS				Person or <input type="checkbox"/>
423 E FAIRMONT DRIVE				Business <input type="checkbox"/>
TEMPE AZ 85282		PUBLIC CH	CHARITABLE	2,500.
GALAPAGOS CONSERVANCY				Person or <input type="checkbox"/>
11150 FAIRFAX BLVD				Business <input type="checkbox"/>
FAIRFAX VA 22030		PUBLIC CH	CHARITABLE	500.
HOSPICE OF NE ILLINOIS				Person or <input type="checkbox"/>
410 S. HAGER AVENUE				Business <input type="checkbox"/>
BARRINGTON IL 60010		PUBLIC CH	CHARITABLE	10,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
HOWARD JARVIS TAXPAYERS FOUNDATION 621 S. WESTMORELAND AVE #202 LOS ANGELES CA 90405		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 13,000.
KCME 1921 NORTH WEBER STREET COLORADO SPRINGS CO 80907		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 3,500.
KRCC RADIO 908 N. WEBER COLORADO SPRINGS CO 80903		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,000.
MAYO CLINIC 13400 E. SHEA BLVD SCOTTSDALE AZ 85259		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
NATURE CONSERVANCY 2424 SPRUCE STREET BOULDER CO 80302		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN GAY ROAD WINNETKA IL 60093		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 15,000.
NRA CIVIL RIGHTS DEFENSE 11250 WAPLES MILL ROAD FAIRFAX VA 22030		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 10,000.
PIKES PEAK HOSPICE 825 EAST PIKES PEAK AVENUE COLORADO SPRINGS CO 80903		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,000.
PLANNED PARENTHOOD 7155 EAST 38TH AVENUE DENVER CO 80207		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 4,000.
ROCKY MOUNTAIN PBS 1089 BANNOCK STREET DENVER CO 80204		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,000.
SAMARITAN COUNSELING CENTER 800 HART ROAD SUITE 250 BARRINGTON IL 60010		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
SAMOHI ALUMNI ASSOCIATION 527 21ST PLACE SANTA MONICA CA 90402		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
TEEN COURT PO BOX 2169 COLORADO SPRINGS CO 80901		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 4,000.
US ENGLISH FOUNDATION 1747 PENNSYLVANIA #1100 NW WASHINGTON DC 20006		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,000.
YMCA OF SANTA MONICA 2019 14TH STREET SANTA MONICA CA 90405		PUBLIC CH	CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 20,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				

Total

131,000.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
ABBOTT LABORATORIES	45,611.	58,023.
ABERDEEN ASIA PACIFIC	16,350.	22,920.
BANK OF AMERICA CORP	17,921.	12,270.
BANK OF NOVA SCOTIA	22,267.	20,716.
BEST BUY COMPANY	92,393.	50,304.
CATERPILLAR INC	26,338.	25,473.
CISCO SYSTEMS	60,614.	51,510.
COCA COLA COMPANY	55,201.	86,009.
CONAGRA FOODS INC	27,166.	31,116.
CONOCOPHILLIPS	54,780.	55,880.
CORNING INC	44,250.	34,911.
COUNTRYWIDE CAP V	61,727.	67,041.
DUKE ENERGY CORPORATION	23,049.	29,978.
EATON VANCE LIMITED DURATION	29,920.	32,600.
ELI LILLY & CO	19,585.	21,455.
EURO PAC GROWTH FUND	213,091.	208,034.
EXXON MOBIL	25,531.	48,518.
FREEPORT MCMORAN	63,686.	57,919.
FRONTIER COMMUNICATIONS	8,477.	3,677.
GENERAL ELECTRIC CAP CORP MTN	18,952.	19,734.
GENERAL ELECTRIC	82,665.	104,200.
HONEYWELL INTL	37,850.	39,088.
INTEL CORP	96,633.	119,925.
IBM	76,825.	136,906.
INTERNATIONAL PAPER	17,007.	20,237.
JOHNSON & JOHNSON	30,385.	33,780.
KINDER MORGAN ENERGY	39,245.	157,160.
KINDER MORGAN INC	68,896.	67,662.
LLOYDS TSB GROUP	24,615.	9,481.
LOOMIS SAYLES	76,679.	92,278.
MCDONALDS CORP	31,583.	30,985.
MERCK & CO	40,751.	66,800.
MICROSOFT CORP	75,089.	91,770.
MORGAN STANLEY	39,200.	39,154.

Form 990-PF, Page 2, Part II, Line 10b

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
MUTUAL SERIES FUND	216,444.	258,062.
PFIZER	52,980.	46,000.
PHILLIPS 66	16,280.	16,620.
PIMCO HIGH YIELD FUND	161,876.	165,213.
SCHLUMBERGER	28,551.	25,964.
SEATTLE GENETICS	79,762.	114,255.
SPECTRA ENERGY CORP	28,783.	43,590.
TEMPLETON FUNDS	65,043.	48,436.
TEMPLETON GLOBAL	83,326.	86,061.
VERIZON	96,181.	133,320.
VODAFONE GROUP	58,503.	67,632.
WALMART	52,891.	69,720.
WASTE MANAGEMENT	71,689.	66,800.
WHITING PETROLEUM CORP	21,312.	16,448.
JACKSON LIFE	300,000.	272,108.
Total	<u>2,997,953.</u>	<u>3,377,743.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
PREPAID FEDERAL TAX	3,417.	2,699.	2,699.
Total	<u>3,417.</u>	<u>2,699.</u>	<u>2,699.</u>