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

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

2011

For calendar year 2011 or tax year beginning AUG 1, 2011, and ending JUL 31, 2012

Name of foundation ANIMAL ASSISTANCE FOUNDATION		A Employer identification number 84-0715412
Number and street (or P.O. box number if mail is not delivered to street address) 1805 S. Bellaire Street	Room/suite 400	B Telephone number 303-744-8396
City or town, state, and ZIP code Denver, CO 80222		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 24,787,331. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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	0.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	102.	102.		
	4 Dividends and interest from securities	466,869.	466,869.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<143,287.>			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	39,082.	39,082.			
12 Total. Add lines 1 through 11	362,766.	506,053.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	118,734.	11,873.		106,861.
	14 Other employee salaries and wages	185,021.	0.		185,021.
	15 Pension plans, employee benefits	68,376.	1,710.		66,666.
	16a Legal fees				
	b Accounting fees Stmt 2	21,361.	4,272.		17,089.
	c Other professional fees Stmt 3	70,737.	66,483.		4,254.
	17 Interest				
	18 Taxes Stmt 4	11,799.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	40,197.	11,255.		28,942.
	21 Travel, conferences, and meetings	13,916.	371.		13,545.
	22 Printing and publications				
	23 Other expenses Stmt 5	37,647.	0.		37,647.
	24 Total operating and administrative expenses. Add lines 13 through 23	567,788.	95,964.		460,025.
	25 Contributions, gifts, grants paid	622,040.			622,040.
26 Total expenses and disbursements. Add lines 24 and 25	1,189,828.	95,964.		1,082,065.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<827,062.>				
b Net investment income (if negative, enter -0-)		410,089.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1 Cash - non-interest-bearing		34,717.	39,155.	39,155.		
	2 Savings and temporary cash investments		387,079.	187,883.	187,883.		
	3 Accounts receivable ▶						
	Less: allowance for doubtful accounts ▶						
	4 Pledges receivable ▶						
	Less: allowance for doubtful accounts ▶						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons						
	7 Other notes and loans receivable ▶						
	Less: allowance for doubtful accounts ▶						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges			78.	78.		
	10a Investments - U.S. and state government obligations						
	b Investments - corporate stock Stmt 6	10,535,504.	12,710,674.	14,037,607.			
	c Investments - corporate bonds Stmt 7	3,880,331.	3,426,849.	3,610,720.			
Liabilities	11 Investments - land, buildings, and equipment basis ▶						
	Less: accumulated depreciation ▶						
	12 Investments - mortgage loans						
	13 Investments - other Stmt 8	8,298,274.	5,944,204.	6,909,893.			
	14 Land, buildings, and equipment basis ▶ 27,648.						
	Less: accumulated depreciation Stmt 9 ▶ 27,648.						
	15 Other assets (describe ▶ Lease deposit)	1,995.	1,995.	1,995.			
	16 Total assets (to be completed by all filers)	23,137,900.	22,310,838.	24,787,331.			
	17 Accounts payable and accrued expenses						
	18 Grants payable						
19 Deferred revenue							
20 Loans from officers, directors, trustees, and other disqualified persons							
21 Mortgages and other notes payable							
22 Other liabilities (describe ▶)							
23 Total liabilities (add lines 17 through 22)	0.	0.					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here 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	0.	0.				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.				
	29 Retained earnings, accumulated income, endowment, or other funds	23,137,900.	22,310,838.				
30 Total net assets or fund balances	23,137,900.	22,310,838.					
31 Total liabilities and net assets/fund balances	23,137,900.	22,310,838.					

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	23,137,900.
2 Enter amount from Part I, line 27a	2	<827,062.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	22,310,838.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,310,838.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly traded securities	P	Various	Various
b Artio International Equity Fund II	P	Various	Various
c Grosvenor Institutional Partnership	P	Various	Various
d GAM US Institutional Trading II, L.P.	P	Various	Various
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			<84,000.>
b			<44,823.>
c			<16,751.>
d			2,287.
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<84,000.>
b			<44,823.>
c			<16,751.>
d			2,287.
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	<143,287.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,104,583.	24,893,504.	.044372
2009	1,165,394.	23,415,341.	.049771
2008	1,089,945.	22,840,195.	.047720
2007	1,168,935.	30,961,975.	.037754
2006	1,126,769.	31,313,958.	.035983

2 Total of line 1, column (d)	2	.215600
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	.043120
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	24,163,638.
5 Multiply line 4 by line 3	5	1,041,936.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,101.
7 Add lines 5 and 6	7	1,046,037.
8 Enter qualifying distributions from Part XII, line 4	8	1,082,065.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	4,101.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,101.
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	4,101.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,703.	
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	7,703.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,602.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 3,602. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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 www.aaf-fd.org	13	X	
14	The books are in care of Roger Haston Telephone no. 303-744-8396 Located at 1805 S. Bellaire Street #400, Denver, CO ZIP+4 80222			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country 16 Yes No X			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here 1b		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years 2a		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A 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. 2c		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A 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 VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

X

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

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

☐ Yes ☒ No

7b

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		118,734.	14,842.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Kevin Morris - 1805 S. Bellaire St., Ste. 400, Denver, CO 80222	Director of Research	82,272.	10,277.	0.
Sarah Timms - 1805 S. Bellaire St., Ste. 400, Denver, CO 80222	Program Officer	57,067.	7,127.	0.

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

0

Form 990-PF (2011)

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	24,425,007.
b	Average of monthly cash balances	1b	106,605.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	24,531,612.
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	24,531,612.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	367,974.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,163,638.
6	Minimum investment return. Enter 5% of line 5	6	1,208,182.

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	1,208,182.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,101.
2b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,101.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,204,081.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,204,081.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,204,081.

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	1,082,065.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,082,065.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,101.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,077,964.

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				1,204,081.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,037,434.	
b Total for prior years:		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: ► \$ 1,082,065.				
a Applied to 2010, but not more than line 2a			1,037,434.	
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				44,631.
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 instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				1,159,450.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Adams County Animal Shelter 10705 Fulton Street Brighton, CO 80601	None	Public Charity	Spay/Neuter/Medical	846.
All Breed Rescue Network PO Box 15083 Lakewood, CO 80215	None	Public Charity	Spay/Neuter/Medical	6,989.
Almost Home Adoptions 6010 West 88th Avenue Westminster, CO 80031	None	Public Charity	Spay/Neuter/Medical	6,112.
Animal Welfare & Protective Society - Pueblo PO Box 11208 Pueblo, CO 81001	None	Public Charity	Shelter (Capital)	20,000.
Aurora Animal Shelter 15750 East 32nd Avenue Aurora, CO 80011-1518	None	Public Charity	Spay/Neuter/Medical	3,000.
Total	See continuation sheet(s)			622,040.
b Approved for future payment				
None				
Total				0.

Part XVI-A 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
	(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			14	102.		
4 Dividends and interest from securities			14	466,869.		
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	39,082.		
8 Gain or (loss) from sales of assets other than inventory			18	<143,287.>		
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)		0.		362,766.		0.
13 Total. Add line 12, columns (b), (d), and (e)				13		362,766

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

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
	a Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
	b Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
	d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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.

Signature of officer or trustee: *[Signature]* Date: *11/15/12* Title: *Executive Director*

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Laurie Anderson	<i>Laurie Anderson</i>	11-8-12		P01416697
	Firm's name ▶ Kundinger, Corder, & Engle, P.C.				Firm's EIN ▶ 84-1255164
	Firm's address ▶ 475 Lincoln St. #200 Denver, CO 80203				Phone no. 303-534-5953

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Barnwater Cats Rescue 3131 E. Evans Avenue Denver, CO 80210	None	Public Charity	Shelter (Program)	2,133.
Big Dogs Huge Paws PO Box 24230 Denver, CO 80224-0230	None	Public Charity	Shelter (Program)	2,500.
Breeder Release Adoption Service PO Box 181 Boncarbo, CO 81024	None	Public Charity	Spay/Neuter and Medical	1,000.
Chihuahua & Small Dog Rescue PO Box 31653 Colorado Springs, CO 80931	None	Public Charity	Spay/Neuter/Medical	2,000.
City of Aurora Animal Shelter 15750 E. 32nd Avenue. Aurora, CO 80011	None	Public Charity	Shelter (Program)	10,000.
CLAWS/Cats League & Assistance of Western Slope 2214 Sanford, #A5 Grand Junction, CO 81505	None	Public Charity	Spay/Neuter/Medical	5,000.
Clear Creek County Animal Rescue Hope For Animals P O Box 63 Georgetown, CO 80444	None	Public Charity	Spay/Neuter/Medical	752.
Colorado Association of Animal Control Officers PO Box 1921 Longmont, CO 80502	None	Public Charity	Sponsorship	500.
Colorado Beagle Rescue Inc 4755 West 102nd Place Westminster, CO 80031	None	Public Charity	Shelter (Program)	3,000.
Colorado Federation of Animal Welfare Agencies PO Box 22603 Denver, CO 80222	None	Public Charity	Sponsorship	1,000.
Total from continuation sheets				585,093.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Colorado Horsemen's Council 420 E. 58th Avenue #145 Denver, CO 80216	None	Public Charity	Sponsorship	416.
Colorado Nonprofit Association 455 Sherman St #207 Denver, CO 80203	None	Public Charity	Sponsorship	545.
Colorado Peke & Pom Rescue PO Box 242 Morrison, CO 80465	None	Public Charity	Spay/Neuter/Medical	2,000.
Colorado Veterinary Medical Foundation/HCA 191 Yuma St Denver, CO 80223	None	Public Charity	Spay/Neuter/Medical/Sp	66,400.
Community Resource Center 655 Broadway, ste 300 Denver, CO 80203-3426	None	Public Charity	Sponsorship	1,000.
Denver Municipal Animal Shelter 678 South Jason Street Denver, CO 80223	None	Public Charity	Shelter (Operating)	11,726.
Divine Feline 3067 S. Dexter Way Denver, CO 80222	None	Public Charity	Spay/Neuter/Medical	10,400.
Dogster's Spay & Neuter Program 10 Town Plaza #115 Durango, CO 81301	None	Public Charity	Spay/Neuter/Medical	5,000.
Elder Pet Care PO Box 48 Fort Collins, CO 80522	None	Public Charity	Spay/Neuter/Medical	1,500.
Feline Alliance 9193 Everett St Westminster, CO 80021	None	Public Charity	Spay/Neuter/Medical	4,119.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Feline Friends of the Pikes Peak Region P.O. Box 5696 Woodland Park, CO 80866	None	Public Charity	Spay/Neuter/Medical	2,500.
For Pets' Sake Humane Society PO Box 1705 Cortez, CO 81321	None	Public Charity	Spay/Neuter/Medical	7,000.
Forgotten Felines 3124 S. Parker Rd. Suite A2-607 Aurora, CO 80014	None	Public Charity	Spay/Neuter/Medical	1,000.
Fort Collins Cat Rescue 2321 East Mulberry #1 Fort Collins, CO 80524	None	Public Charity	Spay/Neuter/Medical	2,500.
Fort Morgan Humane Society 900 E. Railroad Fort Morgan, CO 80701	None	Public Charity	Shelter (Operating)	10,000.
Freedom Service Dogs, Inc. 2000 W. Union Avenue Englewood, CO 80110	None	Public Charity	AAT/HAB/Spay/Neuter/Me	34,500.
Friends of Cedaredge Animal Control PO Box 853 Cedaredge, CO 81413	None	Public Charity	Spay/Neuter/Medical	5,000.
Friends of Charlie's Place PO Box 292 Dumont, CO 80436	None	Public Charity	Spay/Neuter/Medical	3,000.
Front Range German Shepherd Rescue PO Box 213 Larkspur, CO 80118	None	Public Charity	Spay/Neuter/Medical	574.
FUR-ever Friends 9029 East Mississippi Avenue Apt. K-103 Denver, CO 80247	None	Public Charity	Spay/Neuter/Medical	3,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Golden Retriever Freedom Rescue PO Box 9628 Denver, CO 80209-9628	None	Public Charity	Shelter (Operating), Spay/Neuter/Medical	3,750.
Golden Retriever Rescue of the Rockies 15350 West 72nd Avenue Arvada, CO 80007	None	Public Charity	Shelter (Program), Spay/Neuter/Medical	2,750.
Happy Cats Haven 1412 South 21st Street Colorado Springs, CO 80904	None	Public Charity	Spay/Neuter/Medical	1,125.
Harley's Hope Foundation PO Box 88146 Colorado Springs, CO 80908	None	Public Charity	Spay/Neuter/Medical	1,500.
Helping Hands Foundation 9870 E. Alameda Avenue Denver, CO 80247-1302	None	Public Charity	Spay/Neuter/Medical	6,000.
Hope 4 Fuzie Faniez 67168 CR 91 Grover, CO 80729	None	Public Charity	Shelter (Program)	3,000.
Humane Society of Pagosa Springs P.O. Box 2230 Pagosa Springs, CO 81147	None	Public Charity	Spay/Neuter/Medical	5,000.
Humane Society of South Platte Valley 2129 W Chenango Avenue Unit A Littleton, CO 80120	None	Public Charity	Shelter (Operating), Spay/Neuter/Medical	17,000.
Humane Society of the Pikes Peak Region 610 Abbott Lane Colorado Springs, CO 80905	None	Public Charity	Disaster Relief, Spay/Neuter/Medical	65,000.
Humane Society of Weld County 1620 42nd Street Evans, CO 80620	None	Public Charity	Spay/Neuter/Medical	19,505.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Intermountain Humane Society P. O. Box 1250 Conifer, CO 80433	None	Public Charity	Spay/Neuter/Medical	615.
Larimer Humane Society 5137 S. College Avenue. Fort Collins, CO 80252	None	Public Charity	Shelter (Program)	3,000.
Longmont Humane Society 9595 Nelson Rd Longmont, CO 80501	None	Public Charity	Shelter (Program)	5,000.
Look What the Cat Brought In PO Box 393 Green Mountain Falls, CO 80819	None	Public Charity	Spay/Neuter/Medical	750.
Los Huerfanos Animal Welfare Association PO Box 409 Walsenburg, CO 81089-0409	None	Public Charity	Spay/Neuter/Medical	2,000.
Metro Denver Shelter Alliance 191 Yuman Street Denver, CO 80223	None	Public Charity	Spay/Neuter/Medical	18,600.
Montrose Animal Protection Agency P O Box 2009 Montrose, CO 81402	None	Public Charity	Spay/Neuter/Medical	5,000.
Mountain Valley Horse Rescue 1660 Salt Creek Road, PO Box 1681 Eagle, CO 81631	None	Public Charity	Unwanted Horse	3,500.
National Mill Dog Rescue PO Box 88468 Colorado Springs, CO 80908	None	Public Charity	Shelter (Operating)	2,500.
Noah's Ark Animal Welfare Association - Trinidad PO Box 478 Trinidad, CO 81082	None	Public Charity	Shelter (Capital)	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Northern Colorado Friends of Ferals 718 Mathews St Fort Collins, CO 80524	None	Public Charity	Spay/Neuter/Medical	4,855.
P.A.W.S. Colorado PO Box 22531 Denver, CO 80222	None	Public Charity	Spay/Neuter/Medical	5,587.
Peak to Peak Keeshond Fanciers 220 Cypress Circle Broomfield, CO 80020-2931	None	Public Charity	Shelter (Program), Spay/Neuter/Medical	2,121.
Pet Project WMV PO Box 1048 Westcliffe, CO 81252	None	Public Charity	Spay/Neuter/Medical	5,000.
Poodle Rescue of the Rockies 13221 W. Dakota Avenue Lakewood, CO 80228-2402	None	Public Charity	Shelter (Program), Spay/Neuter/Medical	1,642.
Retriever Rescue of Colorado PO Box 221495 Denver, CO 80222	None	Public Charity	Spay/Neuter/Medical	750.
Rifle Animal Shelter PO Box 1375 Rifle, CO 81650	None	Public Charity	Spay/Neuter/Medical	5,000.
Rocky Mountain Cocker Rescue PO Box 482 Parker, CO 80111	None	Public Charity	Shelter (Program), Spay/Neuter/Medical	4,000.
Rocky Mountain Feline Rescue 2390 South Delaware Street Denver, CO 80223	None	Public Charity	Shelter (Program)	2,500.
Routt County Humane Society P.O. Box 772080 Steamboat Springs, CO 80477	None	Public Charity	Spay/Neuter/Medical	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Ruby Ranch Horse Rescue 36785 Ramah Rd. E Ramah, CO 80832	None	Public Charity	Unwanted Horse	4,000.
Safe Harbor Lab Rescue 601 16th St, #C-522 Golden, CO 80401	None	Public Charity	Spay/Neuter/Medical	3,000.
San Luis Valley Animal Welfare Society 76 El Rio Drive Alamosa, CO 81101	None	Public Charity	Shelter (Capital)	3,000.
Second Chance Humane Society PO Box 2096, 171 County Road 10 Ridgway, CO 81432	None	Public Charity	Shelter (Capital)	50,000.
Southern Colo Spay/Neuter Assn. 1700 S. Prairie Avenue Pueblo, CO 81005	None	Public Charity	Shelter (Capital)	5,000.
Spay Today 1864 S. Wadsworth Blvd., #2 Lakewood, CO 80232	None	Public Charity	Spay/Neuter/Medical	10,000.
Street Petz 10343 Federal Blvd, Suite J-103 Westminster, CO 80260	None	Public Charity	Spay/Neuter/Medical	1,000.
Summit CO Animal Control and Shelter PO Box 5225 0058 Frisco, CO 80443	None	Public Charity	Spay/Neuter/Medical	2,500.
Summit CO Animal Control Center 191 CR 1004 PO Box 5225 Frisco, CO 80440	None	Public Charity	Spay/Neuter/Medical	2,108.
Table Mountain Animal Center 580 McIntyre Street Golden, CO 80401	None	Public Charity	Spay/Neuter/Medical	16,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Tails of Woe 6701 N. Washington Street Denver, CO 80229	None	Public Charity	Spay/Neuter/Medical	3,000.
Teller County Regional Animal Shelter 308 Weaverville Road, P.O. Box 904 Divide, CO 80814	None	Public Charity	Disaster Relief, Spay/Neuter/Medical	11,500.
The Feline Fix 2600 West 2nd Avenue, #8 Denver, CO 80219	None	Public Charity	Spay/Neuter/Medical	15,500.
University of Denver/GSSW Craig Hall 2148 S. High Street Denver, CO 80208	None	University	AAT/HAB	25,000.
Upper Rio Grande Animal Society 2825 Sherman Avenue. PO Box 369 Monte Vista, CO 81144	None	Public Charity	Shelter (Program)	5,000.
Valley Humane League P. O. Box 985 Alamosa, CO 81101	None	Public Charity	Shelter (Program)	4,870.
Vintage Dog Rescue 19 N. Ranch Road LITTLETON, CO 80127	None	Public Charity	Shelter (Program), Spay/Neuter/Medical	2,500.
Westie Rescue 2884 South Ursula Court Aurora, CO 80014	None	Public Charity	Spay/Neuter/Medical	5,000.
Wild Blue Animal Rescue 11235 S. Holmes Rd Colorado Springs, CO 80908	None	Public Charity	Spay/Neuter/Medical	5,000.
Zuma's Rescue Ranch 7745 N. Moore Rd Littleton, CO 80125	None	Public Charity	Unwanted Horse	3,500.
Total from continuation sheets				

Form 990-PF	Other Income		Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Artio International Equity Fund	<3,540.>	<3,540.>		
Clarion Lion Properties Fund	39,816.	39,816.		
Grosvenor Institutional Equity Fund II	2,806.	2,806.		
Total to Form 990-PF, Part I, line 11	39,082.	39,082.		

Form 990-PF	Accounting Fees		Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Lisa M. Ernst, Inc.	4,761.	952.		3,809.
Kundinger, Corder & Engle, P.C.	16,600.	3,320.		13,280.
To Form 990-PF, Pg 1, ln 16b	21,361.	4,272.		17,089.

Form 990-PF	Other Professional Fees		Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Thompson Siegel Wamsley	16,918.	16,918.		0.
US Bank	8,846.	8,707.		139.
Watershed Consulting	40,858.	40,858.		0.
Judy Gordon	887.	0.		887.
Benefit Administrators and Consultants	3,228.	0.		3,228.
To Form 990-PF, Pg 1, ln 16c	70,737.	66,483.		4,254.

Form 990-PF

Taxes

Statement

4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2012 Estimated excise tax	7,703.	0.		0.
2011 Excise tax paid in 2012	4,096.	0.		0.
To Form 990-PF, Pg 1, ln 18	11,799.	0.		0.

Form 990-PF

Other Expenses

Statement

5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Postage and supplies	6,642.	0.		6,642.
Dues, memberships, miscellaneous	8,024.	0.		8,024.
Program expense	22,981.	0.		22,981.
To Form 990-PF, Pg 1, ln 23	37,647.	0.		37,647.

Form 990-PF

Corporate Stock

Statement

6

Description	Book Value	Fair Market Value
Vanguard Institutional Index Fund	6,646,441.	7,575,033.
William Blair Emerging Markets	486,944.	578,309.
Thompson Siegel Wamsley	1,643,969.	1,623,686.
Lazard International Strategy	1,966,660.	2,146,009.
T Rowe Price Overseas Fund	1,966,660.	2,114,570.
Total to Form 990-PF, Part II, line 10b	12,710,674.	14,037,607.

Form 990-PF	Corporate Bonds	Statement	7
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Description	Book Value	Fair Market Value
PIMCO Total Return Fund	2,422,605.	2,611,151.
PIMCO Short Term Fund	1,004,244.	999,569.
Total to Form 990-PF, Part II, line 10c	3,426,849.	3,610,720.

Form 990-PF	Other Investments	Statement	8
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Description	Valuation Method	Book Value	Fair Market Value
Grosvenor Institutional Partnership	COST	2,079,479.	2,937,595.
Clarion Lion Properties Fund	COST	2,311,567.	2,420,126.
GAM US Institutional Trading II L.P.	COST	1,553,158.	1,552,172.
Total to Form 990-PF, Part II, line 13		5,944,204.	6,909,893.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	9
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Furniture and equipment	27,648.	27,648.	0.
Total To Fm 990-PF, Part II, ln 14	27,648.	27,648.	0.

Form 990-PF Part VIII - List of Officers, Directors Statement 10
Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan	Expense Contrib	Account
Apryl Steele 1805 S. Bellaire St., Ste. 400 Denver, CO 80222	Past President 2.00	0.	0.	0.	
Todd Towell 1805 S. Bellaire St., Ste. 400 Denver, CO 80222	Vice President 2.00	0.	0.	0.	
Ted Cohn 1805 S. Bellaire St., Ste. 400 Denver, CO 80222	Treasurer 2.00	0.	0.	0.	
Tory Bond 1805 S. Bellaire St., Ste. 400 Denver, CO 80222	Member 1.00	0.	0.	0.	
Aubrey Lavizzo 1805 S. Bellaire St., Ste. 400 Denver, CO 80222	Member 1.00	0.	0.	0.	
Craig Mills 1805 S. Bellaire St., Ste. 400 Denver, CO 80222	Member 1.00	0.	0.	0.	
Diane Balkin 1805 S. Bellaire St., Ste. 400 Denver, CO 80222	Member 1.00	0.	0.	0.	
Dan Figliola 1805 S. Bellaire St., Ste. 400 Denver, CO 80222	Secretary 2.00	0.	0.	0.	
Mark Lacy 1805 S. Bellaire St., Ste. 400 Denver, CO 80222	President 2.00	0.	0.	0.	
David Gies 1805 S. Bellaire St., Ste. 400 Denver, CO 80222	Executive Director 40.00	118,734.	14,842.	0.	
Totals included on 990-PF, Page 6, Part VIII		118,734.	14,842.	0.	

Form 990-PF	Grant Application Submission Information	Statement 11
	Part XV, Lines 2a through 2d	

Name and Address of Person to Whom Applications Should be Submitted

info@aaf-fd.org
1805 S. Bellaire Street, Suite 400
Denver, CO 80222

Telephone Number	Name of Grant Program
303-744-8396	Model State

Form and Content of Applications

Before submitting a formal application for a Model State grant, the applicant organization must submit a letter of inquiry via email that includes: a brief description of the organization and the proposed program and amount for which funding is requested. If a project is accepted, the organization will be e-mailed the application form and guidelines. The grant application consists of a summary sheet, questions to identify what impact the proposed program will have, financial information, and other items as considered necessary.

Any Submission Deadlines

AAF's 2013 grant application deadlines are September 28, 2012 and March 29, 2013.

Restrictions and Limitations on Awards

Applicants must be a nonprofit organization or government entity located in Colorado or have a direct impact on animals and their owners in Colorado. Applicants must not have received Model State grant program funding for the last two consecutive years. The foundation considers only one proposal from an organization during any 12 month period.

Name and Address of Person to Whom Applications Should be Submitted

info@aaaf-fd.org
1805 S. Bellaire Street, Suite 400
denver, CO 80222

<u>Telephone Number</u>	<u>Name of Grant Program</u>
303-744-8396	Service grants

Form and Content of Applications

Contact the organization for more information on how to apply for service grants.

Any Submission Deadlines

Contact the organization for more information on how to apply for service grants.

Restrictions and Limitations on Awards

Services grants fund only medical services (non-chronic treatments) to animals in the shelter/rescue system prior to adoption. They require matching dollars from the grantee.