Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 10/01 **, 2011, and ending** 09/30, 20 12

Name of foundation: RON AND MARY POTT FAMILY FOUNDATION 8-000499

A Employer identification number: 84-1564805

Number and street (or P O box number if mail is not delivered to street address): 1099 18TH ST., STE. 3010

Room/suite:

B Telephone number (see instructions): (720) 264-5711

City or town, state, and ZIP code: DENVER, CO 80202

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,878,646.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ____________
(Part I, column (d) must be on cash basis.)

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

	Line	Description	(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 (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	43,968.	43,968.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,880.			
	b	Gross sales price for all assets on line 6a 339,628.				
	7	Capital gain net income (from Part IV, line 2)		1,880.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	750.	750.		STMT 4
	12	**Total.** Add lines 1 through 11	46,598.	46,598.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	18,546.	16,691.		1,855.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	1,099.	1,099.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,645.	17,790.		1,855.
	25	Contributions, gifts, grants paid	87,000.			87,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	106,645.	17,790.		88,855.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-60,047.			
	b	**Net investment income** (if negative, enter -0-)		28,808.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	4,082.	31.	31.
	2	Savings and temporary cash investments	97,207.	48,140.	48,140.
	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 schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) STMT 6	4,763.	7,115.	54,202.
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule) STMT 7		24,875.	25,012.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	1,484,195.	1,450,027.	1,751,261.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,590,247.	1,530,188.	1,878,646.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	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. ▶ X			
	27	Capital stock, trust principal, or current funds	1,590,247.	1,530,188.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,590,247.	1,530,188.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,590,247.	1,530,188.	

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	1,590,247.
2	Enter amount from Part I, line 27a	2	-60,047.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,530,200.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	12.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,530,188.

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			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	334,886.		337,748.	-2,862.
b				
c				
d				
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				-2,862.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,880.
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	

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 (col (b) divided by col (c))
2010	89,910.	1,888,349.	0.047613
2009	76,776.	1,720,368.	0.044628
2008	98,718.	1,536,811.	0.064236
2007	97,402.	1,963,244.	0.049613
2006	100,000.	2,053,139.	0.048706

2	**Total** of line 1, column (d)	2	0.254796
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	0.050959
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,627,152.
5	Multiply line 4 by line 3	5	82,918.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	288.
7	Add lines 5 and 6	7	83,206.
8	Enter qualifying distributions from Part XII, line 4	8	88,855.

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 ▶ [X] and enter 1% of Part I, line 27b	1	288.
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	
3	Add lines 1 and 2	3	288.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	288.
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 756.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	756.
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	468.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 72. **Refunded** ▶	11	396.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(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? *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)*

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

Website address ▶ N/A

14 The books are in care of ▶ CoBiz Trust Co Telephone no ▶ (720)264-5711

Located at ▶ 821 17TH STREET, DENVER, CO ZIP + 4 ▶ 80202

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

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

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

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

		Line	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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 ▶ 2007 , , ,			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	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)? (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 No: 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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		18,546.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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	1,651,931.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,651,931.
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	NONE
3	Subtract line 2 from line 1d	3	1,651,931.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,779.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,627,152.
6	**Minimum investment return.** Enter 5% of line 5	6	81,358.

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	81,358.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	288.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	288.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	81,070.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	81,070.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	81,070.

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	88,855.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	88,855.
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	288.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	88,567.

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				81,070.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			86,965.	
b Total for prior years 20 09 ,20 ____ ,20 ____		NONE		
3 Excess distributions carryover, if any, to 2011.				
a From 2006 . . . . . . NONE				
b From 2007 . . . . . . NONE				
c From 2008 . . . . . . NONE				
d From 2009 . . . . . . NONE				
e From 2010 . . . . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 88,855.				
a Applied to 2010, but not more than line 2a			86,965.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				1,890.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				79,180.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007 . . . NONE				
b Excess from 2008 . . . NONE				
c Excess from 2009 . . . NONE				
d Excess from 2010 . . . NONE				
e Excess from 2011 . . . NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

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.

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 17				
Total . . . . ▶ **3a**				87,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	43,968.	
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	750.	
8 Gain or (loss) from sales of assets other than inventory			18	1,880.	
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)				46,598.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 46,598.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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

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

▶ M. Kathleen Siegrist 02/01/2013 ▶ Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WESLEY HIRSCHBERG	Wesley Hirschberg	02/01/2013		P00162244
Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING)			Firm's EIN ▶ 75-1297386	
Firm's address ▶ 2395 MIDWAY ROAD, BUILDING 1 CARROLLTON, TX 75006-2584			Phone no. 312-873-6900	

IVIDENDS AND INTEREST FROM SECURITIES

	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
P	1,287.	1,287.
	731.	731.
	410.	410.
V SPON ADR L SHS	37.	37.
	49.	49.
	122.	122.
	200.	200.
	30.	30.
	31.	31.
	436.	436.
M	169.	169.
	149.	149.
	178.	178.
TAX EX SH BEN INT	2,350.	2,350.
OM	155.	155.
CAP TR PFD 8.05% S	906.	906.
NC COM	261.	261.
TK FD	617.	617.
	146.	146.
	163.	163.
	374.	374.
S 5% DUE 08/15/201	5,000.	5,000.
M	419.	419.
	42.	42.
TL	52.	52.
L INC	275.	275.
	196.	196.
MACHS COM	235.	235.
EMERG MKT	719.	719.
DX	441.	441.
IDCP VALU	456.	456.
MLCP VALU	510.	510.

IVIDENDS AND INTEREST FROM SECURITIES

	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
M	500.	500.
	385.	385.
	56.	56.
	80.	80.
INC CLASS A	74.	74.
KT RETL	1,006.	1,006.
	203.	203.
DIS I	258.	258.
	5.	5.
TIONS FUND #396 -	11.	11.
INC COM	98.	98.
	205.	205.
	301.	301.
EL COM	307.	307.
	102.	102.
T SER TOTAL RETRN	3,550.	3,550.
T SER HIGH YIELD F	3,140.	3,140.
M	21.	21.
	316.	316.
	27.	27.
	154.	154.
	314.	314.
COM	269.	269.
D FD I COM	1,896.	1,896.
M	173.	173.
M	355.	355.
	216.	216.
	38.	38.
EIT ETF	1,336.	1,336.
DIVID ETF	776.	776.
	175.	175.
	62.	62.
	1,750.	1,750.

IVIDENDS AND INTEREST FROM SECURITIES
======================================

	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	250.	250.
C COM	76.	76.
	309.	309.
	354.	354.
ND INDEX FUND	1,196.	1,196.
BOND INDEX FUND	1,524.	1,524.
	1,653.	1,653.
SECS F GNMA INV	2,212.	2,212.
	197.	197.
OM	335.	335.
INC ETF	192.	192.
CL A	365.	365.
TOTAL	43,968.	43,968.

THER INCOME
===========

	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FUND V, L.P.	750.	750.
TOTALS	750.	750.

AXES
====

	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	81.	81.
PRIOR YE	168.	168.
COME	756.	756.
FIED FOR	94.	94.
ALIFIED		
TOTALS	1,099.	1,099.

U.S. AND STATE OBLIGATIONS

	ENDING BOOK VALUE	ENDING FMV
	7,115.	54,202.
TOTALS	7,115.	54,202.

CORPORATE BONDS

	ENDING BOOK VALUE	ENDING FMV
S	24,875.	25,012.
TOTALS	24,875.	25,012.

OTHER INVESTMENTS

	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
	C	512,604.	646,982.
S	C	15,000.	16,290.
	C	922,423.	1,037,989.
	C		50,000.
TOTALS		1,450,027.	1,751,261.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ADJUSTMENT FOR ROUNDING		12.
	TOTAL	12.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
CoBiz Trust
ADDRESS:
821 17TH STREET
DENVER, CO 80202
TITLE:
CUSTODIAN
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10
COMPENSATION .... 18,546.

OFFICER NAME:
KATHLEEN SEIGRIST
ADDRESS:
16516 SPARROW POINT WAY
MORRISON, CO 80465
TITLE:
DIRECTOR

OFFICER NAME:
REBECCA ANN POTT
ADDRESS:
5457 TIGER BEND LANE
MORRISON, CO 80465
TITLE:
DIRECTOR

OFFICER NAME:
WAYNE RICHARDS POTT
ADDRESS:
16240 DEERHAVEN COURT
MORRISON, CO 80465
TITLE:
DIRECTOR

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
TERESA ANNETTE BENGS
ADDRESS:
5128 WILLOW SPRINGS ROAD
MORRISON, CO 80465
TITLE:
DIRECTOR

OFFICER NAME:
MARK DANIEL POTT
ADDRESS:
10390 WEST EVANS AVENUE
LAKEWOOD, CO 80227
TITLE:
DIRECTOR

OFFICER NAME:
ELWOOD SHANE POTT
ADDRESS:
730 CRESCENT LANE
LAKEWOOD, CO 80215
TITLE:
DIRECTOR

TOTAL COMPENSATION: 18,546.

RECIPIENT NAME:
RED ROCKS CHURCH
ADDRESS:
18301 W. COLFAX AVENUE
GOLDEN, UT 80401
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
LEUKEMIA & LYMPHOMA SOCIETY
ADDRESS:
PO BOX 4072
PITTSFIELD, MA 01202
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,500.

RECIPIENT NAME:
FOOD BANK OF THE ROCKIES
ADDRESS:
10700 E. 45TH AVENUE
DENVER, CO 80239
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
ARVADA COMMUNITY FOOD BANK
ADDRESS:
8555 W. 57TH AVENUE
ARVADA, CO 80002
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
ST. CLAIRE'S MINISTRY
ADDRESS:
126 W. 2ND AVENUE
DENVER, CO 80223
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
AMERICAN RED CROSS
ADDRESS:
PO BOX 4002018
DES MOINES, IA 50340
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
DISCOVER THE WORLD
ADDRESS:
P.O. BOX 90275
PASENDENA, CA 91109
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
SAVE THE CHILDREN FOUNDATION, INC.
ADDRESS:
54 WILTON RD
WESTPORT, CT 06880
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE SMILE TRAIN
ADDRESS:
245 FIFTH AVENUE, SUITE 2201
NEW YORK, NY 10016
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
1424 N.E. EXPRESSWAY
ATLANTA, GA 30329
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
JEFFCO ACTION CENTER
ADDRESS:
P.O. BOX 150609
LAKEWOOD, CO 80215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SIERRA KRIZMAN FOUNDATION
ADDRESS:
2979 TELLURIDE PLACE
LOVELAND, CO 80538
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
NATIONAL JEWISH MEDICAL & RESEARCH
ADDRESS:
1400 JACKSON STREET
DENVER, CO 80206
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,500.

RECIPIENT NAME:
HOLY FAMILY PARISH
ADDRESS:
609 POPLAR STREET
LEADVILLE, CO 80461
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
DENVER DUMB FRIENDS LEAGUE
ADDRESS:
2080 S. QUEBEC STREET
DENVER, CO 80231
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
BOYS AND GIRLS CLUB OF DENVER
ADDRESS:
2017 W 9TH AVENUE
DENVER, CO 80204
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
CATHOLIC CHARITIES OF DENVER
ADDRESS:
4045 PECOS STREET
DENVER, CO 80211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MILE HIGH MINISTRIES
ADDRESS:
2330 W. MULBERRY PL.
DENVER, CO 80204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
FACE TO FACE INTERNATIONAL
ADDRESS:
P.O. BOX 6045
SCOTTSDALE, AZ 85261-6045
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

TOTAL GRANTS PAID: 87,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: RON AND MARY POTT FAMILY FOUNDATION 8-000499

Employer identification number: 84-1564805

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-6,906.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-6,906.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					4,742.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	4,044.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	8,786.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-6,906.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			8,786.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,880.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: RON AND MARY POTT FAMILY FOUNDATION 8-000499

Employer identification number: 84-1564805

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 10. AMPHENOL CORP NEW CL A	02/28/2011	10/10/2011	435.00	572.00	-137.00
15. AMPHENOL CORP NEW CL A	02/28/2011	01/31/2012	816.00	858.00	-42.00
65. CARBO CERAMICS INC COM	04/12/2011	02/15/2012	5,786.00	8,191.00	-2,405.00
10. CHEVRON CORPORATION	10/10/2011	01/31/2012	1,031.00	978.00	53.00
25. COACH INC COM	01/12/2011	10/10/2011	1,480.00	1,355.00	125.00
30. DICKS SPORTING GOODS I	01/26/2011	10/10/2011	1,054.00	1,046.00	8.00
25. DONALDSON INC COM	12/23/2010	10/10/2011	1,438.00	1,472.00	-34.00
55. E M C CORP MASS COM	08/29/2011	10/10/2011	1,241.00	1,211.00	30.00
15. ECOLAB INC COM	10/27/2010	10/10/2011	769.00	742.00	27.00
5. GOOGLE INC CL A	12/23/2010	10/10/2011	2,657.00	3,022.00	-365.00
35. HORMEL FOODS CORP COM	08/26/2011	10/10/2011	990.00	937.00	53.00
95. JOY GLOBAL INC COM	11/17/2011	06/14/2012	5,287.00	8,185.00	-2,898.00
35. JOY GLOBAL INC COM	03/07/2012	06/14/2012	1,948.00	2,789.00	-841.00
70. ESTEE LAUDER COMPANIES	05/04/2011	01/31/2012	4,031.00	3,349.00	682.00
30. NATIONAL OILWELL VARCO	08/29/2011	10/10/2011	1,836.00	1,974.00	-138.00
10. O REILLY AUTOMOTIVE IN	11/24/2010	10/10/2011	687.00	609.00	78.00
20. PEABODY ENERGY CORP CO	11/11/2010	10/10/2011	722.00	1,177.00	-455.00
30. PEABODY ENERGY CORP CO	08/29/2011	01/24/2012	1,089.00	1,446.00	-357.00
35. PETSMART INC COM	08/29/2011	10/10/2011	1,489.00	1,486.00	3.00
30. PETSMART INC COM	08/29/2011	11/03/2011	1,419.00	1,274.00	145.00
35. PETSMART INC COM	11/24/2010	11/03/2011	1,656.00	1,360.00	296.00
40. QUALCOMM INC COM	04/12/2011	10/10/2011	2,061.00	2,084.00	-23.00
10. QUALCOMM INC COM	11/17/2011	02/01/2012	594.00	559.00	35.00
235. SOUTHWESTERN ENERGY C	12/03/2010	10/10/2011	8,331.00	8,828.00	-497.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: RON AND MARY POTT FAMILY FOUNDATION 8-000499

Employer identification number: 84-1564805

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 20. STRYKER CORP COM	01/26/2011	10/10/2011	978.00	1,149.00	-171.00
10. WALGREEN CO COM	01/12/2011	10/10/2011	334.00	412.00	-78.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -6,906.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: RON AND MARY POTT FAMILY FOUNDATION 8-000499

Employer identification number: 84-1564805

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 30. AT&T INC COM	01/10/2008	10/10/2011	868.00	1,166.00	-298.00
20. AT&T INC COM	01/10/2008	01/31/2012	587.00	777.00	-190.00
20. ABBOTT LABS COM	05/05/2005	10/10/2011	1,045.00	979.00	66.00
15. ABBOTT LABS COM	05/05/2005	01/31/2012	811.00	734.00	77.00
30. AMERICA MOVIL SAB DE C SHS	08/03/2010	10/10/2011	669.00	763.00	-94.00
280. AMERICA MOVIL SAB DE L SHS	08/03/2010	03/21/2012	6,706.00	7,119.00	-413.00
9. APPLE INC	09/30/2010	01/31/2012	4,104.00	2,557.00	1,547.00
240. AUTODESK INC COM	01/26/2011	08/22/2012	8,465.00	9,833.00	-1,368.00
10. BAXTER INTL INC COM	11/18/2004	10/10/2011	565.00	320.00	245.00
50. CISCO SYS INC COM	11/18/2004	10/10/2011	843.00	984.00	-141.00
15. COACH INC COM	01/12/2011	01/31/2012	1,051.00	813.00	238.00
309. COLUMBIA ACORN TR FD	05/27/2010	12/22/2011	8,507.00	8,000.00	507.00
54.24 COLUMBIA ACORN TR FD	02/22/2010	12/22/2011	1,493.00	1,341.00	152.00
15. COSTCO WHSL CORP NEW C	11/18/2004	10/10/2011	1,210.00	726.00	484.00
15. DICKS SPORTING GOODS I	01/26/2011	01/31/2012	617.00	523.00	94.00
15. DONALDSON INC COM	12/23/2010	01/31/2012	1,085.00	883.00	202.00
113. DONALDSON INC COM	12/23/2010	07/24/2012	3,661.00	3,327.00	334.00
25. E M C CORP MASS COM	11/08/2010	01/31/2012	643.00	547.00	96.00
15. ECOLAB INC COM	10/27/2010	01/31/2012	906.00	742.00	164.00
15. EMERSON ELEC CO COM	06/23/2009	10/10/2011	671.00	477.00	194.00
15. EMERSON ELEC CO COM	06/23/2009	01/31/2012	770.00	477.00	293.00
100000. FEDERAL HOME LOAN 08/15/2012	08/04/2005	08/15/2012	100,000.00	100,000.00	
70. GENERAL ELECTRIC CO CO	11/18/2004	10/10/2011	1,113.00	2,582.00	-1,469.00
30. GENERAL ELECTRIC CO CO	11/18/2004	01/31/2012	560.00	1,106.00	-546.00
20. GOOGLE INC CL A	12/23/2010	04/13/2012	12,504.00	12,089.00	415.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: RON AND MARY POTT FAMILY FOUNDATION 8-000499

Employer identification number: 84-1564805

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 15. HONEYWELL INTERNATIONA	11/18/2004	10/10/2011	698.00	542.00	156.00
15. HONEYWELL INTERNATIONA	11/18/2004	01/31/2012	870.00	542.00	328.00
5. INTERNATIONAL BUSINESS	07/27/2007	10/10/2011	928.00	585.00	343.00
6. INTERNATIONAL BUSINESS	07/27/2007	06/28/2012	1,136.00	702.00	434.00
44. ISHARES TR INDEX S&P M	12/08/2009	12/22/2011	3,341.00	2,798.00	543.00
95. ISHARES TR INDEX S&P M	07/02/2010	12/22/2011	7,214.00	6,004.00	1,210.00
32. ISHARES TR INDEX S&P M	10/29/2009	12/22/2011	2,430.00	1,941.00	489.00
45. JPMORGAN CHASE & CO CO	11/18/2004	10/10/2011	1,429.00	1,707.00	-278.00
20. JPMORGAN CHASE & CO CO	11/18/2004	01/31/2012	747.00	759.00	-12.00
15. JOHNSON & JOHNSON COM	10/03/2008	10/10/2011	961.00	1,003.00	-42.00
275. KRAFT FOODS INC CL A	08/22/2007	11/16/2011	9,719.00	8,797.00	922.00
436.11 LAZARD FDS INC EMER	06/10/2008	12/22/2011	7,981.00	10,000.00	-2,019.00
110.338 LAZARD FDS INC EME	07/31/2008	12/22/2011	2,019.00	2,480.00	-461.00
25. NATIONAL OILWELL VARCO	10/04/2010	10/10/2011	1,530.00	1,096.00	434.00
15. NATIONAL OILWELL VARCO	10/04/2010	01/31/2012	1,112.00	657.00	455.00
5. NIKE INC CL B	09/09/2010	01/31/2012	521.00	374.00	147.00
30. NIKE INC CL B	09/09/2010	06/28/2012	2,885.00	2,246.00	639.00
30. NOVO-NORDISK A S ADR	02/28/2011	08/03/2012	4,663.00	3,793.00	870.00
10. O REILLY AUTOMOTIVE IN	11/24/2010	09/19/2012	826.00	609.00	217.00
15. OCCIDENTAL PETE CORP D	10/04/2010	10/10/2011	1,207.00	1,209.00	-2.00
10. OCCIDENTAL PETE CORP D	10/04/2010	09/19/2012	876.00	806.00	70.00
45. ORACLE CORP COM	09/23/2009	10/10/2011	1,373.00	954.00	419.00
25. ORACLE CORP COM	09/23/2009	01/31/2012	703.00	530.00	173.00
215. PEABODY ENERGY CORP C	11/11/2010	01/24/2012	7,807.00	12,649.00	-4,842.00
30. PEPSICO INC COM	04/26/2010	10/10/2011	1,849.00	1,940.00	-91.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: RON AND MARY POTT FAMILY FOUNDATION 8-000499

Employer identification number 84-1564805

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)	
6a	10. PETSMART INC COM	11/24/2010	02/01/2012	540.00	389.00	151.00	
	58. PETSMART INC COM	11/24/2010	06/28/2012	3,828.00	2,254.00	1,574.00	
	15. PRAXAIR INC COM	03/01/2007	10/10/2011	1,511.00	925.00	586.00	
	5. PRAXAIR INC COM	03/01/2007	02/01/2012	538.00	308.00	230.00	
	15. T ROWE PRICE GROUP INC	06/26/2008	10/10/2011	762.00	856.00	-94.00	
	10. T ROWE PRICE GROUP INC	06/26/2008	02/01/2012	585.00	571.00	14.00	
	165. PROCTER & GAMBLE CO C	08/11/2010	01/31/2012	10,367.00	9,979.00	388.00	
	25. PRUDENTIAL FINL INC CO	12/20/2007	10/10/2011	1,193.00	2,272.00	-1,079.00	
	15. PRUDENTIAL FINL INC CO	12/20/2007	02/01/2012	881.00	1,363.00	-482.00	
	50. SCHLUMBERGER LTD COM	05/06/2010	10/10/2011	3,276.00	3,316.00	-40.00	
	10. SCHLUMBERGER LTD COM	05/06/2010	02/01/2012	765.00	663.00	102.00	
	150. STRYKER CORP COM	01/26/2011	02/15/2012	8,045.00	8,620.00	-575.00	
	20. TARGET CORP COM	12/10/2007	10/10/2011	1,047.00	1,114.00	-67.00	*
	15. TARGET CORP COM	12/10/2007	02/01/2012	768.00	836.00	-68.00	
	50. US BANCORP DEL COM NEW	05/25/2010	10/10/2011	1,197.00	1,167.00	30.00	
	20. US BANCORP DEL COM NEW	05/25/2010	02/01/2012	572.00	467.00	105.00	
	40. UNION PAC CORP COM	09/02/2010	10/10/2011	3,638.00	3,094.00	544.00	
	5. UNION PAC CORP COM	09/02/2010	02/01/2012	582.00	387.00	195.00	
	27. UNION PAC CORP COM	09/02/2010	09/21/2012	3,245.00	2,089.00	1,156.00	
	20. WALGREEN CO COM	01/12/2011	02/01/2012	662.00	825.00	-163.00	
	285. WALGREEN CO COM	01/12/2011	07/19/2012	9,753.00	11,753.00	-2,000.00	
	5. WATERS CORP COM	10/08/2004	10/10/2011	375.00	215.00	160.00	
	63. WATERS CORP COM	10/08/2004	04/25/2012	5,235.00	2,711.00	2,524.00	
	15. WELLS FARGO & CO NEW C	11/29/2005	10/10/2011	383.00	480.00	-97.00	
	20. WELLS FARGO & CO NEW C	11/29/2005	02/01/2012	600.00	640.00	-40.00	

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: RON AND MARY POTT FAMILY FOUNDATION 8-000499

Employer identification number: 84-1564805

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 20. ACCENTURE LTD BERMUDA	10/21/2010	01/31/2012	1,147.00	915.00	232.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 4,044.00

* INDICATES WASH SALE

ESTIMATED TAX WORKSHEET FOR FORM 990-W

A	2012 Estimated Tax		A	
B	Enter 100 % of Line A	B		
C.	Enter 100 % of tax on 2011 FORM 990-PF	C 288.		
D.	Required Annual Payment (Smaller of lines B or C)		D	288.
E.	Income tax withheld (if applicable)		E	NONE
F	**Balance** (As rounded to the nearest multiple of 4)		F	288.

Record of Estimated Tax Payments

Payment number	**(a)** Date	**(b)** Amount	**(c)** 2011 overpayment credit applied	**(d)** Total amount paid and credited (add (b) and (c))
1	02/15/2013		72.	72.
2	03/15/2013	72.		72.
3	06/17/2013	72.		72.
4	09/16/2013	72.		72.
Total		216.	72.	288.

ESTIMATED PAYMENTS MUST BE MADE USING THE ELECTRONIC FEDERAL TAX PAYMENTS SYSTEM (EFTPS). THIS WORKSHEET MERELY PROVIDES THE AMOUNTS WHICH NEED TO BE PAID VIA THE ABOVE METHOD.

STMT 1

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

COLORADO BONDSHARES A TAX EX SH BEN INT	2.00	
COLUMBIA ACORN TR FD CL Z	1,550.00	
LAZARD FDS INC EMERG MKT RETL	990.00	
RS INVT TR GLOBAL NATURAL	410.00	
ROYCE FD PENN MUT INV	752.00	
VANGUARD SHORT TERM BOND INDEX FUND	301.00	
VANGUARD INTERMEDIATE BOND INDEX FUND	603.00	
VANGUARD FIXED INCOME SECS F GNMA INV	135.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		4,742.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		4,742.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					4,742.	
		30. AT&T INC COM PROPERTY TYPE: SECURITIES					01/10/2008	10/10/2011
868.00		1,166.00					-298.00	
		20. AT&T INC COM PROPERTY TYPE: SECURITIES					01/10/2008	01/31/2012
587.00		777.00					-190.00	
		20. ABBOTT LABS COM PROPERTY TYPE: SECURITIES					05/05/2005	10/10/2011
1,045.00		979.00					66.00	
		15. ABBOTT LABS COM PROPERTY TYPE: SECURITIES					05/05/2005	01/31/2012
811.00		734.00					77.00	
		30. AMERICA MOVIL SAB DE CV SPON ADR L S PROPERTY TYPE: SECURITIES					08/03/2010	10/10/2011
669.00		763.00					-94.00	
		280. AMERICA MOVIL SAB DE CV SPON ADR L PROPERTY TYPE: SECURITIES					08/03/2010	03/21/2012
6,706.00		7,119.00					-413.00	
		10. AMPHENOL CORP NEW CL A PROPERTY TYPE: SECURITIES					02/28/2011	10/10/2011
435.00		572.00					-137.00	
		15. AMPHENOL CORP NEW CL A PROPERTY TYPE: SECURITIES					02/28/2011	01/31/2012
816.00		858.00					-42.00	
		9. APPLE INC PROPERTY TYPE: SECURITIES					09/30/2010	01/31/2012
4,104.00		2,557.00					1,547.00	
		240. AUTODESK INC COM PROPERTY TYPE: SECURITIES					01/26/2011	08/22/2012
8,465.00		9,833.00					-1,368.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10. BAXTER INTL INC COM PROPERTY TYPE: SECURITIES					11/18/2004	10/10/2011
565.00		320.00					245.00	
		65. CARBO CERAMICS INC COM PROPERTY TYPE: SECURITIES					04/12/2011	02/15/2012
5,786.00		8,191.00					-2,405.00	
		10. CHEVRON CORPORATION PROPERTY TYPE: SECURITIES					10/10/2011	01/31/2012
1,031.00		978.00					53.00	
		50. CISCO SYS INC COM PROPERTY TYPE: SECURITIES					11/18/2004	10/10/2011
843.00		984.00					-141.00	
		25. COACH INC COM PROPERTY TYPE: SECURITIES					01/12/2011	10/10/2011
1,480.00		1,355.00					125.00	
		15. COACH INC COM PROPERTY TYPE: SECURITIES					01/12/2011	01/31/2012
1,051.00		813.00					238.00	
		309. COLUMBIA ACORN TR FD CL Z PROPERTY TYPE: SECURITIES					05/27/2010	12/22/2011
8,507.00		8,000.00					507.00	
		54.24 COLUMBIA ACORN TR FD CL Z PROPERTY TYPE: SECURITIES					02/22/2010	12/22/2011
1,493.00		1,341.00					152.00	
		15. COSTCO WHSL CORP NEW COM PROPERTY TYPE: SECURITIES					11/18/2004	10/10/2011
1,210.00		726.00					484.00	
		30. DICKS SPORTING GOODS INC COM PROPERTY TYPE: SECURITIES					01/26/2011	10/10/2011
1,054.00		1,046.00					8.00	
		15. DICKS SPORTING GOODS INC COM PROPERTY TYPE: SECURITIES					01/26/2011	01/31/2012
617.00		523.00					94.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		25. DONALDSON INC COM PROPERTY TYPE: SECURITIES					12/23/2010	10/10/2011
1,438.00		1,472.00					-34.00	
		15. DONALDSON INC COM PROPERTY TYPE: SECURITIES					12/23/2010	01/31/2012
1,085.00		883.00					202.00	
		113. DONALDSON INC COM PROPERTY TYPE: SECURITIES					12/23/2010	07/24/2012
3,661.00		3,327.00					334.00	
		55. E M C CORP MASS COM PROPERTY TYPE: SECURITIES					08/29/2011	10/10/2011
1,241.00		1,211.00					30.00	
		25. E M C CORP MASS COM PROPERTY TYPE: SECURITIES					11/08/2010	01/31/2012
643.00		547.00					96.00	
		15. ECOLAB INC COM PROPERTY TYPE: SECURITIES					10/27/2010	10/10/2011
769.00		742.00					27.00	
		15. ECOLAB INC COM PROPERTY TYPE: SECURITIES					10/27/2010	01/31/2012
906.00		742.00					164.00	
		15. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES					06/23/2009	10/10/2011
671.00		477.00					194.00	
		15. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES					06/23/2009	01/31/2012
770.00		477.00					293.00	
		100000. FEDERAL HOME LOAN BANKS 5% DUE 0 PROPERTY TYPE: SECURITIES					08/04/2005	08/15/2012
100,000.00		100,000.00						
		70. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					11/18/2004	10/10/2011
1,113.00		2,582.00					-1,469.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		30. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					11/18/2004	01/31/2012
560.00		1,106.00					-546.00	
		5. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					12/23/2010	10/10/2011
2,657.00		3,022.00					-365.00	
		20. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					12/23/2010	04/13/2012
12,504.00		12,089.00					415.00	
		15. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES					11/18/2004	10/10/2011
698.00		542.00					156.00	
		15. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES					11/18/2004	01/31/2012
870.00		542.00					328.00	
		35. HORMEL FOODS CORP COM PROPERTY TYPE: SECURITIES					08/26/2011	10/10/2011
990.00		937.00					53.00	
		5. INTERNATIONAL BUSINESS MACHS COM PROPERTY TYPE: SECURITIES					07/27/2007	10/10/2011
928.00		585.00					343.00	
		6. INTERNATIONAL BUSINESS MACHS COM PROPERTY TYPE: SECURITIES					07/27/2007	06/28/2012
1,136.00		702.00					434.00	
		44. ISHARES TR INDEX S&P MIDCP VALU PROPERTY TYPE: SECURITIES					12/08/2009	12/22/2011
3,341.00		2,798.00					543.00	
		95. ISHARES TR INDEX S&P MIDCP VALU PROPERTY TYPE: SECURITIES					07/02/2010	12/22/2011
7,214.00		6,004.00					1,210.00	
		32. ISHARES TR INDEX S&P MIDCP VALU PROPERTY TYPE: SECURITIES					10/29/2009	12/22/2011
2,430.00		1,941.00					489.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		45. JPMORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					11/18/2004	10/10/2011
1,429.00		1,707.00					-278.00	
		20. JPMORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					11/18/2004	01/31/2012
747.00		759.00					-12.00	
		15. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					10/03/2008	10/10/2011
961.00		1,003.00					-42.00	
		95. JOY GLOBAL INC COM PROPERTY TYPE: SECURITIES					11/17/2011	06/14/2012
5,287.00		8,185.00					-2,898.00	
		35. JOY GLOBAL INC COM PROPERTY TYPE: SECURITIES					03/07/2012	06/14/2012
1,948.00		2,789.00					-841.00	
		275. KRAFT FOODS INC CL A PROPERTY TYPE: SECURITIES					08/22/2007	11/16/2011
9,719.00		8,797.00					922.00	
		70. ESTEE LAUDER COMPANIES INC CLASS A PROPERTY TYPE: SECURITIES					05/04/2011	01/31/2012
4,031.00		3,349.00					682.00	
		436.11 LAZARD FDS INC EMERG MKT RETL PROPERTY TYPE: SECURITIES					06/10/2008	12/22/2011
7,981.00		10,000.00					-2,019.00	
		110.338 LAZARD FDS INC EMERG MKT RETL PROPERTY TYPE: SECURITIES					07/31/2008	12/22/2011
2,019.00		2,480.00					-461.00	
		30. NATIONAL OILWELL VARCO INC COM PROPERTY TYPE: SECURITIES					08/29/2011	10/10/2011
1,836.00		1,974.00					-138.00	
		25. NATIONAL OILWELL VARCO INC COM PROPERTY TYPE: SECURITIES					10/04/2010	10/10/2011
1,530.00		1,096.00					434.00	

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		15. NATIONAL OILWELL VARCO INC COM PROPERTY TYPE: SECURITIES					10/04/2010	01/31/2012
1,112.00		657.00					455.00	
		5. NIKE INC CL B PROPERTY TYPE: SECURITIES					09/09/2010	01/31/2012
521.00		374.00					147.00	
		30. NIKE INC CL B PROPERTY TYPE: SECURITIES					09/09/2010	06/28/2012
2,885.00		2,246.00					639.00	
		30. NOVO-NORDISK A S ADR PROPERTY TYPE: SECURITIES					02/28/2011	08/03/2012
4,663.00		3,793.00					870.00	
		10. O REILLY AUTOMOTIVE INC COM PROPERTY TYPE: SECURITIES					11/24/2010	10/10/2011
687.00		609.00					78.00	
		10. O REILLY AUTOMOTIVE INC COM PROPERTY TYPE: SECURITIES					11/24/2010	09/19/2012
826.00		609.00					217.00	
		15. OCCIDENTAL PETE CORP DEL COM PROPERTY TYPE: SECURITIES					10/04/2010	10/10/2011
1,207.00		1,209.00					-2.00	
		10. OCCIDENTAL PETE CORP DEL COM PROPERTY TYPE: SECURITIES					10/04/2010	09/19/2012
876.00		806.00					70.00	
		45. ORACLE CORP COM PROPERTY TYPE: SECURITIES					09/23/2009	10/10/2011
1,373.00		954.00					419.00	
		25. ORACLE CORP COM PROPERTY TYPE: SECURITIES					09/23/2009	01/31/2012
703.00		530.00					173.00	
		20. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES					11/11/2010	10/10/2011
722.00		1,177.00					-455.00	

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		215. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES					11/11/2010	01/24/2012
7,807.00		12,649.00					-4,842.00	
		30. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES					08/29/2011	01/24/2012
1,089.00		1,446.00					-357.00	
		30. PEPSICO INC COM PROPERTY TYPE: SECURITIES					04/26/2010	10/10/2011
1,849.00		1,940.00					-91.00	
		35. PETSMART INC COM PROPERTY TYPE: SECURITIES					08/29/2011	10/10/2011
1,489.00		1,486.00					3.00	
		30. PETSMART INC COM PROPERTY TYPE: SECURITIES					08/29/2011	11/03/2011
1,419.00		1,274.00					145.00	
		35. PETSMART INC COM PROPERTY TYPE: SECURITIES					11/24/2010	11/03/2011
1,656.00		1,360.00					296.00	
		10. PETSMART INC COM PROPERTY TYPE: SECURITIES					11/24/2010	02/01/2012
540.00		389.00					151.00	
		58. PETSMART INC COM PROPERTY TYPE: SECURITIES					11/24/2010	06/28/2012
3,828.00		2,254.00					1,574.00	
		15. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					03/01/2007	10/10/2011
1,511.00		925.00					586.00	
		5. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					03/01/2007	02/01/2012
538.00		308.00					230.00	
		15. T ROWE PRICE GROUP INC COM PROPERTY TYPE: SECURITIES					06/26/2008	10/10/2011
762.00		856.00					-94.00	

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		10. T ROWE PRICE GROUP INC COM PROPERTY TYPE: SECURITIES					06/26/2008	02/01/2012
585.00		571.00					14.00	
		165. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					08/11/2010	01/31/2012
10,367.00		9,979.00					388.00	
		25. PRUDENTIAL FINL INC COM PROPERTY TYPE: SECURITIES					12/20/2007	10/10/2011
1,193.00		2,272.00					-1,079.00	
		15. PRUDENTIAL FINL INC COM PROPERTY TYPE: SECURITIES					12/20/2007	02/01/2012
881.00		1,363.00					-482.00	
		40. QUALCOMM INC COM PROPERTY TYPE: SECURITIES					04/12/2011	10/10/2011
2,061.00		2,084.00					-23.00	
		10. QUALCOMM INC COM PROPERTY TYPE: SECURITIES					11/17/2011	02/01/2012
594.00		559.00					35.00	
		50. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					05/06/2010	10/10/2011
3,276.00		3,316.00					-40.00	
		10. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					05/06/2010	02/01/2012
765.00		663.00					102.00	
		235. SOUTHWESTERN ENERGY CO COM PROPERTY TYPE: SECURITIES					12/03/2010	10/10/2011
8,331.00		8,828.00					-497.00	
		20. STRYKER CORP COM PROPERTY TYPE: SECURITIES					01/26/2011	10/10/2011
978.00		1,149.00					-171.00	
		150. STRYKER CORP COM PROPERTY TYPE: SECURITIES					01/26/2011	02/15/2012
8,045.00		8,620.00					-575.00	

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		20. TARGET CORP COM PROPERTY TYPE: SECURITIES					12/10/2007	10/10/2011
1,047.00		1,114.00					-67.00	
		15. TARGET CORP COM PROPERTY TYPE: SECURITIES					12/10/2007	02/01/2012
768.00		836.00					-68.00	
		50. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					05/25/2010	10/10/2011
1,197.00		1,167.00					30.00	
		20. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					05/25/2010	02/01/2012
572.00		467.00					105.00	
		40. UNION PAC CORP COM PROPERTY TYPE: SECURITIES					09/02/2010	10/10/2011
3,638.00		3,094.00					544.00	
		5. UNION PAC CORP COM PROPERTY TYPE: SECURITIES					09/02/2010	02/01/2012
582.00		387.00					195.00	
		27. UNION PAC CORP COM PROPERTY TYPE: SECURITIES					09/02/2010	09/21/2012
3,245.00		2,089.00					1,156.00	
		10. WALGREEN CO COM PROPERTY TYPE: SECURITIES					01/12/2011	10/10/2011
334.00		412.00					-78.00	
		20. WALGREEN CO COM PROPERTY TYPE: SECURITIES					01/12/2011	02/01/2012
662.00		825.00					-163.00	
		285. WALGREEN CO COM PROPERTY TYPE: SECURITIES					01/12/2011	07/19/2012
9,753.00		11,753.00					-2,000.00	
		5. WATERS CORP COM PROPERTY TYPE: SECURITIES					10/08/2004	10/10/2011
375.00		215.00					160.00	

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		63. WATERS CORP COM PROPERTY TYPE: SECURITIES					10/08/2004	04/25/2012
5,235.00		2,711.00					2,524.00	
		15. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES					11/29/2005	10/10/2011
383.00		480.00					-97.00	
		20. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES					11/29/2005	02/01/2012
600.00		640.00					-40.00	
		20. ACCENTURE LTD BERMUDA CL A PROPERTY TYPE: SECURITIES					10/21/2010	01/31/2012
1,147.00		915.00					232.00	
TOTAL GAIN(LOSS)							1,880.	