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Form **990-PF**Department of the Treasury  
Internal Revenue ServiceTHE SHIFTING FOUNDATION  
**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

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation <b>THE SHIFTING FOUNDATION</b>		<b>A</b> Employer identification number 36-6108560
Number and street (or P O box number if mail is not delivered to street address) <b>136 EAST SOUTH TEMPLE STREET</b>	Room/suite 1600	<b>B</b> Telephone number (see instructions) (801) 683-8987
City or town, state, and ZIP code <b>SALT LAKE CITY, UT 84111</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 19,627,506.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule) . . . . .	618,300.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
3	Interest on savings and temporary cash investments . . . . .	200.	200.		
4	Dividends and interest from securities . . . . .	366,580.	366,580.		
5a	Gross rents . . . . .				
b	Net rental income or (loss) . . . . .				
6a	Net gain or (loss) from sale of assets not on line 10 . . . . .	601,659.			
b	Gross sales price for all assets on line 6a . . . . .	601,659.			
7	Capital gain net income (from Part IV, line 2) . . . . .		601,659.		
8	Net short-term capital gain . . . . .				
9	Income modifications . . . . .				
10 a	Gross sales less returns and allowances . . . . .				
b	Less Cost of goods sold . . . . .				
c	Gross profit or (loss) (attach schedule) . . . . .				
11	Other income (attach schedule) ATCH. 1 . . . . .	10,717.	10,717.		
12	Total. Add lines 1 through 11 . . . . .	1,597,456.	979,156.		
13	Compensation of officers, directors, trustees, etc . . . . .	50,000.	25,000.		
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 . . . . .	254,825.	254,825.		
18	Taxes (attach schedule) (see instructions) . . . . .	15,000.	15,000.		
19	Depreciation (attach schedule) and depletion . . . . .				
20	Occupancy . . . . .				
21	Travel, conferences, and meetings . . . . .				
22	Printing and publications . . . . .				
23	Other expenses (attach schedule) ATCH. 2 . . . . .	735,402.	735,402.		
24	Total operating and administrative expenses. Add lines 13 through 23 . . . . .	1,055,227.	1,030,227.		
25	Contributions, gifts, grants paid . . . . .	647,000.			647,000.
26	Total expenses and disbursements. Add lines 24 and 25 . . . . .	1,702,227.	1,030,227.		647,000.
27	Subtract line 26 from line 12. . . . .	-104,771.			
a	Excess of revenue over expenses and disbursements . . . . .		0		
b	Net investment income (if negative, enter -0-) . . . . .				
c	Adjusted net income (if negative, enter -0-) . . . . .				

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 . . . . .		200,255.	453,846.	453,846.
	2	Savings and temporary cash investments . . . . .				
	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) . . . . .				
	b	Investments - corporate stock (attach schedule) . . . . .				
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis . . . . .				
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .					
14	Land, buildings, and equipment basis . . . . .					
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
15	Other assets (describe ▶ ATCH 3) . . . . .			19,387,070.	19,173,660.	19,173,660.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .			19,587,325.	19,627,506.	19,627,506.
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) . . . . .			0	0	0
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			19,587,325.	19,627,506.
30	Total net assets or fund balances (see instructions) . . . . .			19,587,325.	19,627,506.	
31	Total liabilities and net assets/fund balances (see instructions) . . . . .			19,587,325.	19,627,506.	

## 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	19,587,325.
2	Enter amount from Part I, line 27a . . . . .	2	-104,771.
3	Other increases not included in line 2 (itemize) ▶ ATCH 4 . . . . .	3	144,952.
4	Add lines 1, 2, and 3 . . . . .	4	19,627,506.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	19,627,506.

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**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)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	601,659.	
<b>3</b> 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			<b>3</b>	0	

**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))
2011	679,000.	19,587,325.	0.034665
2010	600,000.	12,213,410.	0.049126
2009	550,000.	11,498,844.	0.047831
2008	584,484.	11,369,541.	0.051408
2007	506,168.	10,374,807.	0.048788
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.231818
<b>3</b> 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			<b>3</b> 0.046364
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 19,785,368.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 917,329.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b>
<b>7</b> Add lines 5 and 6			<b>7</b> 917,329.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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			<b>8</b> 647,000.

**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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	0
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
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	0
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	0
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	9,200.
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	9,200.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	9,200.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 9,200. Refunded <input type="checkbox"/> <input type="checkbox"/>	11	

**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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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		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 . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	X	
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>UTAH</u>		
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 . . . . . <u>ATCH 5</u>		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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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**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?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> SAMUEL M. SEAMAN Telephone no <input type="checkbox"/> 8016838987			
Located at <input type="checkbox"/> 136 EAST SOUTH TEMPLE, SUITE 1600 SALT LAKE CITY, UT ZIP+4 <input type="checkbox"/> 84111				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15				
16	At any time during calendar year 2012, 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	Yes	No
				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 <input type="checkbox"/>				

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? <input type="checkbox"/>	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>			
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) <input type="checkbox"/>	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 <input type="checkbox"/>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012) <input type="checkbox"/>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2012? <input type="checkbox"/>	4b	X

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**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 ☒ Nob 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐

5b

X

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

7b

X

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
ATCH 6		50,000.	0	0

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

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

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

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**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		

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

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
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 . . . . . ▶

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	19,873,903.
b	Average of monthly cash balances	1b	212,765.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	20,086,668.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	20,086,668.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	301,300.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,785,368.
6	Minimum investment return. Enter 5% of line 5	6	989,268.

**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	989,268.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	989,268.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	989,268.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	989,268.

**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	647,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	647,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	647,000.

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.

Form 990-PF (2012)

Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				989,268.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .				
<b>b</b> Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .				
<b>b</b> From 2008 . . . . . 13,275.				
<b>c</b> From 2009 . . . . . 29,359.				
<b>d</b> From 2010 . . . . . 22,159.				
<b>e</b> From 2011 . . . . .				
<b>f</b> Total of lines 3a through e . . . . . 64,793.				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>647,000.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . . 647,000.				
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2012 . . . . . 64,793.				64,793.
<i>(If an amount appears in column (d), the same amount must be shown in column (a) )</i>				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . . 277,475.				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . . 0				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .				
<b>b</b> Excess from 2009 . . . . .				
<b>c</b> Excess from 2010 . . . . .				
<b>d</b> Excess from 2011 . . . . .				
<b>e</b> Excess from 2012 . . . . .				

Form **990-PF** (2012)

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

NOT APPLICABLE

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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) )

ATTACHMENT 7

**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 ☒ 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 or e-mail 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		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					
ATCH 8					
Total . . . . .				► 3a	647,000.
b Approved for future payment					
Total . . . . .				► 3b	

**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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )	
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments			14	200.		
<b>4</b> Dividends and interest from securities . . . . .			14	366,580.		
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .	525990	79,841.	18	-69,124.		
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	601,659.		
<b>9</b> Net income or (loss) from special events . . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .		79,841.		899,315.		
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .					979,156.	

(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**

- | 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? |  | Yes          | No |
|---|--|--------------|----|
| <b>a</b>  | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |    |
|   | (1) Cash . . . . .   | <b>1a(1)</b> | X  |
|   | (2) Other assets . . . . .   | <b>1a(2)</b> | X  |
| <b>b</b>  | Other transactions   |              |    |
|   | (1) Sales of assets to a noncharitable exempt organization . . . . .   | <b>1b(1)</b> | X  |
|   | (2) Purchases of assets from a noncharitable exempt organization . . . . .   | <b>1b(2)</b> | X  |
|   | (3) Rental of facilities, equipment, or other assets . . . . .   | <b>1b(3)</b> | X  |
|   | (4) Reimbursement arrangements . . . . .   | <b>1b(4)</b> | X  |
|   | (5) Loans or loan guarantees . . . . .   | <b>1b(5)</b> | X  |
|   | (6) Performance of services or membership or fundraising solicitations . . . . .   | <b>1b(6)</b> | X  |
| <b>c</b>  | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | <b>1c</b>    | X  |
| <b>d</b>  | 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

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 and correct. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

11/15/13

► Treasurer

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

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

**Schedule of Contributors**

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2012**

Name of the organization

THE SHIFTING FOUNDATION

Employer identification number

36-6108560

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE SHIFTING FOUNDATION

Employer identification number  
36-6108560**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID A. BRESKIN 136 E SOUTH TEMPLE, STE 1600 SALT LAKE CITY, UT 84111	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	JULIE BRESKIN 136 E SOUTH TEMPLE, STE 1600 SALT LAKE CITY, UT 84111	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	SAM & BECKY SEAMAN 136 E SOUTH TEMPLE, STE 1600 SALT LAKE CITY, UT 84111	\$ 4,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	MARK HART III 1401 FOCH STREET, SUITE 100 FORT WORTH, TX 76102	\$ 14,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization THE SHIFTING FOUNDATION

Employer identification number

36-6108560

**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization THE SHIFTING FOUNDATION

Employer identification number

36-6108560

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

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

Kind of Property		Description				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 SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				159,517.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				442,142.	
TOTAL GAIN (LOSS) .....						<u>601,659.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM PARTNERSHIP INVESTMENTS	-101,000.	-101,000.
SEC 1231 GAIN	111,717.	111,717.
TOTALS	<u>10,717.</u>	<u>10,717.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FROM PARTNERSHIP INVESTMENTS	735,402.	735,402.
TOTALS	<u>735,402.</u>	<u>735,402.</u>

ATTACHMENT 3FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
POETIC LICENSE PARTNERS LP	19,104,151.	19,104,151.
WEXFORD SPECIAL SIT 1997 LP	69,509.	69,509.
CONTRIBUTIONS IN TRANSIT		
TOTALS	<u>19,173,660.</u>	<u>19,173,660.</u>

ATTACHMENT 4FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN	144,952.
TOTAL	<u>144,952.</u>

ATTACHMENT 5

FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING

N/A



## THE SHIFTING FOUNDATION

36-6108560

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DAVID A. BRESKIN 136 E. SOUTH TEMPLE, SUITE 1600 SALT LAKE CITY, UT 84111	PRESIDENT 10.00	0	0	0
JULIE G. BRESKIN 136 E. SOUTH TEMPLE, SUITE 1600 SALT LAKE CITY, UT 84111	VICE PRESIDENT 5.00	0	0	0
CHELSEA HADLEY 136 E. SOUTH TEMPLE, SUITE 1600 SALT LAKE CITY, UT 84111	SECRETARY 20.00	50,000.	0	0
SAMUEL M. SEAMAN 136 E. SOUTH TEMPLE, SUITE 1600 SALT LAKE CITY, UT 84111	TREASURER 1.00	0	0	0
GRAND TOTALS		50,000.	0	0

ATTACHMENT 7

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

DAVID A. BRESKIN  
JULIE G. BRESKIN

THE SHIFTING FOUNDATION

36-6108560

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTION	40,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTIONS	40,000.
UNION OF CONCERNED SCIENTISTS TWO BRATTLE SQ. CAMBRIDGE, MA 02138-3780	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTIONS	25,000.
OXFAM AMERICA 226 CAUSEWAY ST, 5TH FL BOSTON, MA 02114-2206	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTIONS	25,000.
PARTNERS IN HEALTH 888 COMMONWEALTH AVENUE, 3RD FLOOR BOSTON, MA 02215	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTIONS	25,000.
DOCTORS WITHOUT BORDERS/MSF USA 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001-5004	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTIONS	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT B (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168-1289	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION		NO RESTRICTIONS	25,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEW YORK, NY 10001	NO RELATIONSHIP OPERATING FOUNDATION		NO RESTRICTIONS	15,000.
SIERRA CLUB FOUNDATION 85 SECOND STREET, 2ND FLOOR SUITE 750 SAN FRANCISCO, CA 94105	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION		NO RESTRICTIONS	10,000.
ACLU FOUNDATION 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION		NO RESTRICTIONS	10,000.
COMMUNITY WORKS 25 WEST STREET, 5TH FLOOR, #501 NEW YORK, NY 10004	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION		NO RESTRICTIONS	10,000.
CHILDREN'S DEFENSE FUND 25 E STREET, NW WASHINGTON, DC 20001	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION		NO RESTRICTION	7,500.

## THE SHIFTING FOUNDATION

36-6108560

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RAW ART WORKS 37 CENTRAL SQUARE LYNN, MA 01901	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	7,500.
RELAY GRADUATE SCHOOL OF EDUCATION 40 WEST 20TH STREET, 6TH FLOOR NEW YORK, NY 10011	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	5,000.
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	5,000.
CARTER CENTER ONE COPENHILL, 453 FREEDOM PARKWAY ATLANTA, GA 30307	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTION	5,000.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	5,000.
WGBH ONE GUEST STREET BOSTON, MA 02135	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	3,000.

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FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOSTON BALLET 19 CLARENDON STREET BOSTON, MA 02116-6100	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	3,000.
JACOB'S PILLOW DANCE FESTIVAL 358 GEORGE CARTER ROAD BECKET, MA 01223	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTION	3,000.
ARTSBRIDGE INSTITUTE PO BOX 113 SWAMPSCOTT, MA 01907	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	3,000.
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 02108	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	3,000.
DEAN YOUNG 2809 FRENCH PLACE AUSTIN, TX 78722	NO RELATIONSHIP INDIVIDUAL	PLEASE SEE ATTACHED SCHEDULE A	22,000.
DAVE HICKEY PO BOX 25546 ALBUQUERQUE, NM 87125	NO RELATIONSHIP INDIVIDUAL	PLEASE SEE ATTACHED SCHEDULE A	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT B (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DIKE BLAIR 235 E 11TH STREET, #4D NEW YORK, NY 10003	NO RELATIONSHIP INDIVIDUAL	PLEASE SEE ATTACHED SCHEDULE A	15,000.
MARY REID KELLEY 125 GRASSY RIDGE ROAD OLIVEBRIDGE, NY 12461	NO RELATIONSHIP INDIVIDUAL	PLEASE SEE ATTACHED SCHEDULE A	40,000.
SFFS ANNUAL FUND THE PRESIDIO, 39 MESA ST, STE 110 SAN FRANCISCO, CA 94129-1025	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	5,000.
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	40,000.
AFRICAN ELEPHANT CONSERVATION TRUST 10 STATE STREET NEWBURYPORT, MA 01950-6604	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	70,000.
ANGEL CITY ARTS PO BOX 2968 VENICE, CA 90294	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	25,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT A (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHADD 8181 PROFESSIONAL PLACE, SUITE 150 LANDOVER, MD 20785	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	10,000.
CHILDREN'S HEALTH COUNCIL 650 CLARK WAY PALO ALTO, CA 94304	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	10,000.
EARTHJUSTICE 50 CALIFORNIA STREET, SUITE 500 SAN FRANCISCO, CA 94111	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTIONS	25,000.
OMEGA BOYS CLUB 1060 TENNESEE STREET SAN FRANCISCO, CA 94107-3016	NO RELATIONSHIP OPERATING FOUNDATION	SCHOLARSHIP FUND	25,000.
SELMA BRESKIN KAPLAN FOUNDATION 1844 NORTH WOLCOTT STREET CHICAGO, IL 60610	NO RELATIONSHIP PRIVATE FOUNDATION	NO RESTRICTIONS	10,000.

TOTAL CONTRIBUTIONS PAID

647,000.



Dean Young

Dean Young was born in Columbia, Pennsylvania, in 1955, and received his MFA from Indiana University. Recognized as one of the most influential poets writing today, his numerous collections of poetry include *Strike Anywhere* (1995), winner of the Colorado Prize for Poetry; *Skid* (2002), finalist for the Lenore Marshall Poetry Prize; *Elegy on Toy Piano* (2005), finalist for the Pulitzer Prize; and *Primitive Mentor* (2008), shortlisted for the International Griffin Poetry Prize. He has also written a book on poetics, *The Art of Recklessness: Poetry as Assertive Force and Contradiction* (2010). His most recent books, both published in 2012, are *Fall Higher* and *Bender: New and Selected Poems*. Strongly influenced by the New York School poets, and Surrealists such as Andre Breton, Young's poetry is full of wild leaps of illogic, extravagant imagery, and mercurial shifts in tone. Using surrealist techniques like collage, Young's poems often blur the boundaries between reality and imagination. In an interview with the journal *Jubilat*, Young admitted of his poetry: "I want to put everything in." And speaking to the centrality of misunderstanding in his poetry: "I think to tie meaning too closely to understanding misses the point." Upon presenting him with the Academy Award in Literature, the American Academy of Arts and Letters noted, "Dean Young's poems are as entertaining as a three-ring circus and as imaginative as a canvas by Hieronymus Bosch." Young has also been awarded a Stegner Fellowship from Stanford University, as well as fellowships from the Guggenheim Foundation, the National Endowment for the Arts, and the Fine Arts Work Center in Provincetown. His poems have been featured in the *Best American Poetry* anthology numerous times, as well as *The New York Times* and *The New Yorker* in addition to many leading literary journals. Young has taught at the Iowa Writers' Workshop, the low-residency MFA program at Warren Wilson College, and currently The University of Texas, in Austin, where he holds the William Livingston Chair of Poetry. For many years Young was in perilously poor health, and received a life-saving heart transplant in the spring of 2011. Following his recovery from the transplant, The Shifting Foundation grant enabled him to get out of the punishingly hot conditions of mid-summer Texas in 2012, by providing him living expenses (rent, travel costs) for a writing retreat in Northern California. The cooler climate and isolation in Berkeley, California, helped Young maintain good health and begin a new body of work.

Dave Hickey

Dave Hickey is one of the most preeminent cultural critics writing today. He was born in Fort Worth, Texas, in 1940, and grew up in Texas and California, graduating from Texas Christian University in 1961, and receiving his PhD from the University of Texas at Austin in 1963. He is the author of two seminal volumes of art criticism. *The Invisible Dragon: Four Essays on Beauty* (1993), a series of provocative essays that encourage readers to reconsider the role of beauty in art, which is in its sixth printing, and *Air Guitar, Essays on Art and Democracy* (1998), a memoir containing 23 essays or "love songs" addressing his experiences as art dealer, music critic, and cultural commentator and an art dealer, now in its third printing. Hickey's writing has appeared in *Rolling Stone*, *Art News*, *Art in America*, *ArtForum*, *Interview*, *Harper's Magazine*, *Vanity Fair*, *Nest*, *The New York Times*, and *The Los Angeles Times*. Hickey was the recipient of a 2001 MacArthur Fellowship, the so-called "Genius Award." He also received the Frank Jewett Mather Award for art criticism from the College Art Association in 1994. He was inducted into the Nevada Writers Hall of Fame, sponsored by the Friends of the University of Nevada, Reno Libraries, in 2003. In addition, Hickey has been an executive director of *Art in America* magazine and a contributing editor at *The Village Voice*. The former director of A Clean Well-Lighted Place gallery in Austin and Reese Palley Gallery in New York City, Hickey won the Association of International Critics of Art's Kunsthalle Best Show 2001-2002 Award for curating the exhibition "Beau Monde," SITE Santa Fe's fourth biennial. He was the 1997 Cullinan Visiting Chair of Architecture at Rice University in Houston, Texas, and for years Professor of Art Theory and Criticism at the University of Nevada, Las Vegas. Hickey left teaching last year, announced his "partial retirement" from the art world, and focused on revising material for three forthcoming anthologies as well as writing another, more speculative book, *Pagan America*. He relocated last year from Nevada to New Mexico, and recently published *Pirates and Farmers: Essays on the Frontiers of Art* (Ridinghouse, 2013), a collection of essays on taste and 20<sup>th</sup> century art. Hickey's Shifting Foundation grant was awarded to fund the set-up of a new writing studio in New Mexico, and to cover living expenses so that he can continue writing at a high-level without the benefit of a teaching salary.

Dike Blair

Dike Blair was born in New Castle, Pennsylvania in 1952. He studied at the University of Colorado, the Whitney Museum Independent Study Program and the Skowhegan School of Painting and Sculpture before receiving his MFA from the School of the Art Institute of Chicago in 1977. He is also a writer and a professor at Rhode Island School of Design (RISD). Since 1995, he has been a contributing editor for *The Thing*, a non-profit online venue for artists, critics and curators. A collection of his writings, *Again: Selected Interview and Essays*, was published by WhiteWalls in 2007. In 2009, he was the subject of a ten-year survey at the Weatherspoon Art Museum, University of North Carolina, Greensboro. That same year, he received a Guggenheim Fellowship, and in 2010, he received the prestigious Rome Prize from the American Academy. Since the mid-1980s, Blair has been making modestly-scaled gouaches on paper that depict seemingly mundane subject matter such as landscapes, still lifes, windows, flowers, parking lots and footsteps in the snow. Painted from his photographs, or sometimes from memory, these ordinary scenes have a "drawing" quality to them, and are injected with televisual and cinematic effects that make them decidedly unordinary. Blair also makes sculptural installations using such materials as carpeting, light fixtures, photographs and painted wooden crates that often feel like fragments of rooms or transitional spaces of contemporary life. Blair's work has been exhibited at institutions such as the Walker Art Center, Minneapolis; Wexner Center for the Arts, Columbus; Centre Georges Pompidou, Paris; and can be found in public collections including the Museum of Contemporary Art, Los Angeles, and the Whitney Museum of American Art, New York. He lives and works in New York City. The Shifting Foundation awarded Blair a grant to support a research trip to Iceland, where he made extensive photographs from which he is creating a new body of work.

Mary Reid Kelley

Mary Reid Kelley was born in Greenville, South Carolina in 1979. In videos and drawings filled with punning and otherwise witty wordplay, Reid Kelley presents her take on the clash between utopian ideologies and the realities of women's lives in the struggle for liberation and through political strife, wars, and other historical events. Performing scripted narratives in rhyming verse, the artist—with her husband Patrick Kelley as collaborator—explores historical periods through fictitious characters such as nurses, soldiers, prostitutes, and saltimbanques. Adopting a stark black and white palette while synthesizing art-historical styles such as Cubism and German Expressionism, Reid Kelley playfully jumbles historical periods such as World War I and France's Second Empire to trace the ways in which present concerns are inextricably tied to the past, in ways that are intricate, confounding, and often uproariously funny. Reid Kelley earned a BA from St. Olaf College (2001) and an MFA from Yale University (2009). She has received awards from the American Academy in Rome (2011), the Rema Hort Mann Foundation (2009), and the College Art Association (2008). Major exhibitions include the Institute for Contemporary Art, Boston (July 31-October 27, 2013), which was accompanied by a catalogue, *The Box* at Wexner Center for the Arts, Columbus, Ohio; Salt Lake Art Center (2011); SITE Santa Fe (2010); Institute of Contemporary Art, Philadelphia (2010); ZKM Museum of Contemporary Art, Karlsruhe, Germany (2010), and the Rochester Art Center (2007). Her work is in public collections including the Whitney Museum of American Art, New York, the Goetz Collection, Munich, Yale University Art Gallery; and the University of Michigan Museum of Art, Ann Arbor. Kelley lives and works in Saratoga Springs, New York. Her Shifting Foundation grant funds were used to complete a major film project, *Priapus Agonistes*, which was exhibited in Los Angeles in 2013 and then in the subsequent Institute for Contemporary Art early-career retrospective, as well as to initiate research and development for a yet-unnamed, new film project.