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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: BEP EARTHWISE FOUNDATION

A Employer identification number: 36-7166378

Number and street (or P O box number if mail is not delivered to street address): 225 NORTH 5TH STREET | Room/suite:

B Telephone number: 970-245-5627

City or town, state, and ZIP code: GRAND JUNCTION, CO 81501

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,014,618.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	254,802.		N/A	
	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	13,866.	13,866.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	302,616.			
	b Gross sales price for all assets on line 6a 597,640.				
	7 Capital gain net income (from Part IV, line 2)		302,616.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	571,284.	316,482.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	1,650.	825.		825.
	c Other professional fees STMT 3	2,644.	2,644.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,294.	3,469.		825.
	25 Contributions, gifts, grants paid	95,250.			95,250.
	26 **Total expenses and disbursements.** Add lines 24 and 25	99,544.	3,469.		96,075.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	471,740.			
	b **Net investment income** (if negative, enter -0-)		313,013.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	19,609.	506,052.	506,052.
	3 Accounts receivable ▶ 214.			
	Less allowance for doubtful accounts ▶	705.	214.	214.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 4	489,045.	474,833.	508,352.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	509,359.	981,099.	1,014,618.
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	509,359.	981,099.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	509,359.	981,099.	
	31 Total liabilities and net assets/fund balances	509,359.	981,099.	

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	509,359.
2	Enter amount from Part I, line 27a	2	471,740.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	981,099.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	981,099.

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	ALPINE - SEE ATTACHED STATEMENT	P		
b	ALPINE - SEE ATTACHED STATEMENT	P		
c	CAPITAL GAINS DIVIDENDS			
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	63,917.		64,986.	<1,069.>
b	524,505.		230,038.	294,467.
c	9,218.			9,218.
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				<1,069.>
b				294,467.
c				9,218.
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** 302,616.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	76,861.	533,319.	.144118
2010	59,336.	526,001.	.112806
2009	19,650.	380,699.	.051616
2008	43,197.	393,054.	.109901
2007	66,641.	475,134.	.140257

2	**Total** of line 1, column (d)	2	.558698
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	.111740
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	551,649.
5	Multiply line 4 by line 3	5	61,641.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,130.
7	Add lines 5 and 6	7	64,771.
8	Enter qualifying distributions from Part XII, line 4	8	96,075.

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	3,130.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	3,130.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	3,130.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,735.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 3,800.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	5,535.
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	2,405.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,405. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ ALPINE TRUST & ASSET MANAGEMENT Telephone no ▶970-245-5627

Located at ▶225 NORTH 5TH STREET, GRAND JUNCTION, CO ZIP+4 ▶81501

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

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

			Yes	No
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		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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	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 2012?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
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 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to.				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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?	N/A	7b		

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

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

(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
BARBARA E. PARISH 451 HIGH TIARA GRAND JUNCTION, CO 81507	TRUSTEE 5.00	0.	0.	0.

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

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

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

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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. 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 ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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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	524,543.
b	Average of monthly cash balances	1b	35,507.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	560,050.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	560,050.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,401.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	551,649.
6	**Minimum investment return.** Enter 5% of line 5	6	27,582.

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	27,582.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,130.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,130.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	24,452.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	24,452.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	24,452.

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	96,075.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	96,075.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	3,130.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	92,945.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				24,452.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 52,314.				
b From 2008 23,656.				
c From 2009 916.				
d From 2010 35,185.				
e From 2011 50,725.				
f Total of lines 3a through e	162,796.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 96,075.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				24,452.
e Remaining amount distributed out of corpus	71,623.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	234,419.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	52,314.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	182,105.			
10 Analysis of line 9				
a Excess from 2008 23,656.				
b Excess from 2009 916.				
c Excess from 2010 35,185.				
d Excess from 2011 50,725.				
e Excess from 2012 71,623.				

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

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	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a 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))

BARBARA E. PARISH

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

NONE

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

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

a The name, address, and telephone number 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 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				
WILD LIFE CONSERVSATION SOCIETY	N/A	PUBLIC	CHARITABLE PURPOSE	1,000.
WILDERNESS SOCIETY	N/A	PUBLIC	CHARITABLE PURPOSE	2,000.
WHITE MOUNTAIN SCHOOL	N/A	PUBLIC	CHARITABLE PURPOSE	2,000.
WESTERN SLOPE CENTER FOR CHILDREN	N/A	PUBLIC	CHARITABLE PURPOSE	300.
WESTERN COLORADO CONGRESS	N/A	PUBLIC	CHARITABLE PURPOSE	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	95,250.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
	(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	13,866.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	302,616.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		316,482.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 316,482.

(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)

223621
12-05-12

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
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Barbara [signature] 10-14-13 TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHRISTOPHER L. WEST, CPA	[signature]	10/10/13		P00164807
Firm's name ▶ DALBY, WENDLAND & CO., P.C.			Firm's EIN ▶ 84-0795096	
Firm's address ▶ P O BOX 430 GRAND JUNCTION, CO 81502			Phone no (970) 243-1921	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
BEP EARTHWISE FOUNDATION	36-7166378

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	Employer identification number
BEP EARTHWISE FOUNDATION	36-7166378

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	BARBARA E. PARISH 451 HIGH TIARA GRAND JUNCTION, CO 81507	$ 171,650.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	BARBARA E. PARISH 451 HIGH TIARA GRAND JUNCTION, CO 81507	$ 39,310.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	BARBARA E. PARISH 451 HIGH TIARA GRAND JUNCTION, CO 81507	$ 43,842.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
BEP EARTHWISE FOUNDATION	36-7166378

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
2	1767 SHARES OF AIRGAS, INC.	$ 160,497.	12/31/12
3	1704 SHARES OF ULTIMATE SOFTWARE GROUP, INC.	$ 159,699.	12/31/12
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
BEP EARTHWISE FOUNDATION	36-7166378

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) ▶ $

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WEHAWKEN ART CENTER	N/A	PUBLIC	CHARITABLE PURPOSE	1,000.
TRUST FOR PUBLIC LAND	N/A	PUBLIC	CHARITABLE PURPOSE	5,000.
THE WRIGHT OPERA HOUSE	N/A	PUBLIC	CHARITABLE PURPOSE	1,000.
THE LIVING DESERT	N/A	PUBLIC	CHARITABLE PURPOSE	1,000.
TELLURIDE CHORAL SOCIETY	N/A	PUBLIC	CHARITABLE PURPOSE	750.
SIERRA CLUB ROCKY MOUNTAIN CHAPTER	N/A	PUBLIC	CHARITABLE PURPOSE	3,000.
SHERBINO THEATER	N/A	PUBLIC	CHARITABLE PURPOSE	500.
SHEEP MOUNTAIN ALLIANCE	N/A	PUBLIC	CHARITABLE PURPOSE	2,000.
SAN MIGUEL RIVER COALITION	N/A	PUBLIC	CHARITABLE PURPOSE	2,000.
SAN MIGUEL RESOURCE CENTER	N/A	PUBLIC	CHARITABLE PURPOSE	2,000.
Total from continuation sheets				84,950.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
POPULATION SERVICES INTERNATIONAL	N/A	PUBLIC	CHARITABLE PURPOSE	2,000.
POPULATION COUNCIL	N/A	PUBLIC	CHARITABLE PURPOSE	2,000.
POPULATION ACTION INTERNATIONAL	N/A	PUBLIC	CHARITABLE PURPOSE	8,000.
PLANNED PARENTHOOD ROCKY MOUNTAIN	N/A	PUBLIC	CHARITABLE PURPOSE	5,000.
PLANNED PARENTHOOD FEDERATION	N/A	PUBLIC	CHARITABLE PURPOSE	7,000.
PEACEFUL UPRISING	N/A	PUBLIC	CHARITABLE PURPOSE	750.
PATHFINDER INTERNATIONAL	N/A	PUBLIC	CHARITABLE PURPOSE	1,000.
OURAY TRAIL GROUP	N/A	PUBLIC	CHARITABLE PURPOSE	500.
NPR	N/A	PUBLIC	CHARITABLE PURPOSE	500.
NATURE CONSERVANCY	N/A	PUBLIC	CHARITABLE PURPOSE	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL RESOURCES DEFENSE COUNCIL	N/A	PUBLIC	CHARITABLE PURPOSE	10,000.
MOUNTAIN FILM FESTIVAL	N/A	PUBLIC	CHARITABLE PURPOSE	2,000.
MESA DEVELOPMENT SERVICES	N/A	PUBLIC	CHARITABLE PURPOSE	500.
MESA COUNTY PUBLIC LIBRARY	N/A	PUBLIC	CHARITABLE PURPOSE	500.
MESA COUNTY LIBRARY FOUNDATION	N/A	PUBLIC	CHARITABLE PURPOSE	500.
KVNF	N/A	PUBLIC	CHARITABLE PURPOSE	500.
KALAMAZOO AIR MUSEUM	N/A	PUBLIC	CHARITABLE PURPOSE	500.
I MATTER	N/A	PUBLIC	CHARITABLE PURPOSE	1,000.
HOSPICE & PALLIATIVE CARE OF WEST	N/A	PUBLIC	CHARITABLE PURPOSE	3,000.
GREAT OLD BROADS FOR WILDERNESS	N/A	PUBLIC	CHARITABLE PURPOSE	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GRAND JUNCTION SYMPHONY	N/A	PUBLIC	CHARITABLE PURPOSE	500.
GRAND JUNCTION ART CENTER	N/A	PUBLIC	CHARITABLE PURPOSE	500.
GLOBAL FUND FOR WOMEN	N/A	PUBLIC	CHARITABLE PURPOSE	2,000.
GIRLS ON THE RUN	N/A	PUBLIC	CHARITABLE PURPOSE	200.
FUND FOR GLOBAL HUMAN RIGHTS	N/A	PUBLIC	CHARITABLE PURPOSE	1,000.
ENVIRONMENTAL DENFENSE FUND	N/A	PUBLIC	CHARITABLE PURPOSE	2,000.
DOCTORS WITHOUT BORDERS	N/A	PUBLIC	CHARITABLE PURPOSE	1,000.
CONSERVATION FUND	N/A	PUBLIC	CHARITABLE PURPOSE	2,000.
COMMUNITY HOSPITAL FOUNDATION	N/A	PUBLIC	CHARITABLE PURPOSE	500.
COLORADO NATIONAL MONUMNET	N/A	PUBLIC	CHARITABLE PURPOSE	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTER FOR REPRODUCTIVE RIGHT	N/A	PUBLIC	CHARITABLE PURPOSE	1,000.
CATALYST	N/A	PUBLIC	CHARITABLE PURPOSE	1,000.
ANGEL BASKETS	N/A	PUBLIC	CHARITABLE PURPOSE	500.
AH HAA SCHOOL OF ARTS	N/A	PUBLIC	CHARITABLE PURPOSE	750.
350.ORG	N/A	PUBLIC	CHARITABLE PURPOSE	500.
TELLURIDE MEDICAL CENTER	N/A	PUBLIC	CHARITABLE PURPOSE	1,000.
Total from continuation sheets				

01/24/2013

RECIPIENT	PAYER
Barbara E Parish, Trustee BEP Earthwise Foundation Trust 451 High Tiara Grand Junction CO 81503	Alpine Trust & Asset Management 225 North 5th Street Grand Junction CO 81501 1-970-245-5627
RECIPIENT'S FEDERAL ID	PAYER'S FEDERAL ID
36-7166378	84-0788527

Account Number 50006655 BeP EarthWise Foundation Trust Agy

PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

2012 Form 1099 - B
OMB No 1545-0715

Reported To IRS Gross Proceeds Less Commissions And Option Premiums

CUSIP/Symbol	Description (Box 8)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Quantity Sold (Box 1e)	Stock/Bond Proceeds (Box 2a)	Cost or Other Basis (Box 3)	FEDERAL INCOME TAX WITHHELD (Box 4)	Wash Sale Loss Disallowed (Box 5)	Recipient cannot take a Loss based on their Amount in Box 2a (Y/N) (Box 2b)
Non-Covered (Box 6a checked - Basis not reported to IRS)									
Short Term Sales (Box 1c checked as ST)									
30249V109/FMIMX	FMI Common Stock Fund #134	03/01/2012	09/26/2011	97 572000	2,537 85	2,250 00	0 00	0 00	No
780905535/RSEIX	Royce Special Equity Instituti	03/01/2012	09/26/2011	76 389000	1,620 98	1 430 00	0 00	0 00	No
256210105/DODIX	Dodge & Cox Income Fund #147	03/01/2012	12/29/2011	94 960000	1,300 00	1,261 07	0 00	0 00	No
543495840/LSBDX	Loomis Sayles Bond Fund #1162	03/01/2012	12/29/2011	79 314000	1 169 88	1 103 26	0 00	0 00	No
561709478/YACKX	Yacktman Fund Service Class#18	03/01/2012	03/30/2011	413 043000	7 600 00	7,253 03	0 00	0 00	No
543495840/LSBDX	Loomis Sayles Bond Fund #1162	04/02/2012	12/29/2011	67 981000	1 000 00	945 62	0 00	0 00	No
722005667/PCRIX	PIMCO Commodity Real Return Fu	04/02/2012	06/27/2011	270 396000	1 838 69	2 320 00	0 00	0 00	No
367829884/GTEYX	Gateway Fund #1986 Class Y	04/02/2012	12/29/2011	122 924000	3 330 00	3 248 89	0 00	0 00	No
256210105/DODIX	Dodge & Cox Income Fund #147	04/02/2012	12/29/2011	61 901000	840 00	822 04	0 00	0 00	No
367829884/GTEYX	Gateway Fund #1986 Class Y	06/22/2012	12/29/2011	31 367000	840 00	829 03	0 00	0 00	No

CUSIP/Symbol	Description (Box 8)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Quantity Sold (Box 1e)	Stock/Bond Proceeds (Box 2a)	Cost or Other Basis (Box 3)	FEDERAL INCOME TAX WITHHELD (Box 4)	Wash Sale Loss Disallowed (Box 5)	Recipient cannot take a Loss based on their Amount in Box 2a (Y/N) (Box 2b)
543495840/LSBDX	Loomis Sayles Bond Fund #1162	06/22/2012	12/29/2011	34 722000	500 00	482 98	0 00	0 00	No
367829884/GTEYX	Gateway Fund #1986 Class Y	12/21/2012	12/29/2011	111 694000	3 026 90	2 952 08	0 00	0 00	No
Total Short Term Sales Reported on 1099-B				**1,462 2630**	**25,604 30**	**24,898.00**	**0.00**	**0 00**	

Report on Form 8949, Part I, with Box B checked

Long Term Sales (Box 1c checked as LT)

CUSIP/Symbol	Description (Box 8)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Quantity Sold (Box 1e)	Stock/Bond Proceeds (Box 2a)	Cost or Other Basis (Box 3)	FEDERAL INCOME TAX WITHHELD (Box 4)	Wash Sale Loss Disallowed (Box 5)	Recipient cannot take a Loss based on their Amount in Box 2a (Y/N) (Box 2b)
780905535/RSEIX	Royce Special Equity Institutı	03/01/2012	09/29/2010	71 363000	1 514 32	1 305 94	0 00	0 00	No
411511306/HAINX	Harbor International Fund #11	03/01/2012	01/28/2011	73 697000	4,485 95	4 492 57	0 00	0 00	No
00078H281/MCGIX	Aston/Montag & Caldwell Growth	03/01/2012	09/29/2010	199 593000	4 900 00	4 488 85	0 00	0 00	No
780905535/RSEIX	Royce Special Equity Institutı	03/01/2012	10/28/2010	205 688000	4 364 70	3,924 52	0 00	0 00	No
543495840/LSBDX	Loomis Sayles Bond Fund #1162	03/01/2012	01/28/2011	49 500000	730 12	711 32	0 00	0 00	No
314172560/SVAIX	Federated Strategic Value Divı	03/01/2012	09/29/2010	1213 992000	5 900 00	5,183 74	0 00	0 00	No
411511306/HAINX	Harbor International Fund #11	03/01/2012	10/28/2010	81 040000	4 932 92	4 800 00	0 00	0 00	No
30249V109/FMIMX	FMI Common Stock Fund #134	03/01/2012	10/28/2010	145 914000	3 795 22	3,458 17	0 00	0 00	No
411511306/HAINX	Harbor International Fund #11	03/01/2012	09/29/2010	11 190000	681 14	635 70	0 00	0 00	No
412295305/HLEMX	Harding Loevner Emerging Marke	03/01/2012	01/28/2011	202 164000	9 900 00	9 978 81	0 00	0 00	No
30249V109/FMIMX	FMI Common Stock Fund #134	03/01/2012	09/29/2010	29 486000	766 93	674 35	0 00	0 00	No
72201F516/PELBX	PIMCO Emerging Local Bond Fund	03/01/2012	01/28/2011	876 712000	9 600 00	9,082 74	0 00	0 00	No
693390700/PTTRX	PIMCO Total Return Fund #35	03/01/2012	05/24/2010	180 018000	2 000 00	2 001 80	0 00	0 00	No
74005P104/PX	Praxair Inc	03/28/2012	11/19/2004	758 000000	85 940 46	33 600 32	0 00	0 00	No
63872T885/GAFYX	ASG Global Alternative Funds Y	04/02/2012	10/28/2010	25 789000	275 68	281 87	0 00	0 00	No
693390700/PTTRX	PIMCO Total Return Fund #35	04/02/2012	05/24/2010	162 016000	1,800 00	1 801 62	0 00	0 00	No
722005618/PAALX	PIMCO All Asset Fund #588	04/02/2012	05/24/2010	117 502000	1 430 00	1 386 52	0 00	0 00	No
722005667/PCRIX	PIMCO Commodity Real Return Fu	04/02/2012	09/29/2010	50 734000	344 99	416 53	0 00	0 00	No
63872T885/GAFYX	ASG Global Alternative Funds Y	04/02/2012	09/29/2010	82 724000	884 32	896 73	0 00	0 00	No
722005667/PCRIX	PIMCO Commodity Real Return Fu	04/02/2012	10/28/2010	168 576000	1 146 32	1 473 35	0 00	0 00	No
693390700/PTTRX	PIMCO Total Return Fund #35	04/27/2012	05/24/2010	42 781000	480 00	475 72	0 00	0 00	No
00078H281/MCGIX	Aston/Montag & Caldwell Growth	06/22/2012	05/24/2010	1183 152000	28 809 75	25 000 00	0 00	0 00	No
00078H281/MCGIX	Aston/Montag & Caldwell Growth	06/22/2012	09/29/2010	273 930000	6 670 20	6 160 68	0 00	0 00	No
72201F516/PELBX	PIMCO Emerging Local Bond Fund	06/22/2012	01/28/2011	1040 286000	10 704 55	10 777 36	0 00	0 00	No
693390700/PTTRX	PIMCO Total Return Fund #35	06/22/2012	05/24/2010	440 994000	4 970 00	4 903 85	0 00	0 00	No

CUSIP/Symbol	Description (Box 8)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Quantity Sold (Box 1e)	Stock/Bond Proceeds (Box 2a)	Cost or Other Basis (Box 3)	FEDERAL INCOME TAX WITHHELD (Box 4)	Wash Sale Loss Disallowed (Box 5)	Recipient cannot take a Loss based on their Amount in Box 2a (Y/N) (Box 2b)
722005667/PCRIX	PIMCO Commodity Real Return Fu	09/24/2012	09/29/2010	454 416000	3,190 00	3 730 75	0 00	0 00	No
367829884/GTEYX	Gateway Fund #1986 Class Y	12/21/2012	09/29/2010	24 435000	662 19	619 92	0 00	0 00	No
72201F516/PELBX	PIMCO Emerging Local Bond Fund	12/21/2012	01/28/2011	22 999000	253 91	238 27	0 00	0 00	No
722005618/PAALX	PIMCO All Asset Fund #588	12/21/2012	05/24/2010	50 193000	650 00	592 28	0 00	0 00	No
722005667/PCRIX	PIMCO Commodity Real Return Fu	12/21/2012	09/29/2010	461 769000	3,080 00	3 791 12	0 00	0 00	No
90385D107/ULTI	Ultimate Software Group, Inc	12/31/2012	06/09/2009	804 000000	75 362 60	20 646 96	0 00	0 00	No
90385D107/ULTI	Ultimate Software Group Inc	12/31/2012	06/04/2009	900 000000	84 361 11	23,195 52	0 00	0 00	No
009363102/ARG	Airgas	12/31/2012	06/01/2004	1767 000000	159,917 92	39,310 27	0 00	0 00	No
Total Long Term Sales Reported on 1099-B Report on Form 8949, Part II, with Box B checked				**12.171.653**	**524,505.30**	**230,038.15**	**0.00**	**0 00**	

Covered (Box 6b checked - Basis reported to IRS)

Short Term Sales (Box 1c checked as ST)

CUSIP/Symbol	Description (Box 8)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Quantity Sold (Box 1e)	Stock/Bond Proceeds (Box 2a)	Cost or Other Basis (Box 3)	FEDERAL INCOME TAX WITHHELD (Box 4)	Wash Sale Loss Disallowed (Box 5)	Recipient cannot take a Loss based on their Amount in Box 2a (Y/N) (Box 2b)
314172560/SVAIX	Federated Strategic Value Divi	04/27/2012	04/02/2012	85 540000	420 00	420 00	0 00	0 00	No
314172560/SVAIX	Federated Strategic Value Divi	06/22/2012	04/02/2012	391 481000	1,930 00	1 922 17	0 00	0 00	No
561709478/YACKX	Yacktman Fund Service Class#18	06/22/2012	04/02/2012	31 677000	580 00	600 60	0 00	0 00	No
72201F516/PELBX	PIMCO Emerging Local Bond Fund	06/22/2012	04/02/2012	356 215000	3,665 45	3,840 00	0 00	0 00	No
00078H281/MCGIX	Aston/Montag & Caldwell Growth	06/22/2012	04/02/2012	521 160000	12,690 25	13 300 00	0 00	0 00	No
412295305/HLEMX	Harding Loevner Emerging Marke	09/24/2012	04/02/2012	21 819000	1,070 00	1 078 95	0 00	0 00	No
780905535/RSEIX	Royce Special Equity Instituti	09/24/2012	04/02/2012	81 057000	1 810 00	1 779 20	0 00	0 00	No
411511306/HAINX	Harbor International Fund #11	09/24/2012	04/02/2012	28 462000	1,710 00	1 732 77	0 00	0 00	No
780905535/RSEIX	Royce Special Equity Instituti	12/21/2012	04/02/2012	136 993000	2 870 00	3 006 99	0 00	0 00	No
561709478/YACKX	Yacktman Fund Service Class#18	12/21/2012	09/24/2012	31 541000	610 32	610 00	0 00	0 00	No
30249V109/FMIMX	FMI Common Stock Fund #134	12/21/2012	04/02/2012	319 149000	7 650 00	8 505 32	0 00	0 00	No
411511306/HAINX	Harbor International Fund #11	12/21/2012	04/02/2012	24 947000	1 540 00	1 518 78	0 00	0 00	No
561709478/YACKX	Yacktman Fund Service Class#18	12/21/2012	04/02/2012	17 038000	329 68	323 04	0 00	0 00	No
72201F516/PELBX	PIMCO Emerging Local Bond Fund	12/21/2012	09/24/2012	30 443000	336 09	330 00	0 00	0 00	No
367829884/GTEYX	Gateway Fund #1986 Class Y	12/21/2012	09/24/2012	40 624000	1 100 91	1 120 00	0 00	0 00	No
Total Short Term Sales Reported on 1099-B Report on Form 8949, Part I, with Box A checked				**2 118 1460**	**38,312 70**	**40,087 82**	**0 00**	**0.00**	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAIN DIVIDENDS	9,218.	9,218.	0.
DIVIDEND INCOME	13,866.	0.	13,866.
TOTAL TO FM 990-PF, PART I, LN 4	23,084.	9,218.	13,866.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	1,650.	825.		825.
TO FORM 990-PF, PG 1, LN 16B	1,650.	825.		825.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	2,644.	2,644.		0.
TO FORM 990-PF, PG 1, LN 16C	2,644.	2,644.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	474,833.	508,352.
TOTAL TO FORM 990-PF, PART II, LINE 10B	474,833.	508,352.

Form **8868** (Rev. January 2013)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	BEP EARTHWISE FOUNDATION	36-7166378
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O box, see instructions 225 NORTH 5TH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions GRAND JUNCTION, CO 81501	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ALPINE TRUST & ASSET MANAGEMENT 225 NORTH 5TH STREET - GRAND JUNCTION, CO 81501

  Telephone No ▶ 970-245-5627 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______________ , and ending ______________

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 1,735.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions		
	Name of exempt organization or other filer, see instructions BEP EARTHWISE FOUNDATION	Employer identification number (EIN) or 36-7166378
	Number, street, and room or suite no If a P O. box, see instructions 225 NORTH 5TH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions GRAND JUNCTION, CO 81501	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ALPINE TRUST & ASSET MANAGEMENT 225 NORTH 5TH STREET - GRAND JUNCTION, CO 81501

  Telephone No ▶ 970-245-5627 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED IN ORDER TO GATHER AND ANALYZE ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 5,535.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 1,735.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 3,800.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Olivia A. Thon McKean Title ▶ CPA Date ▶ 8/15/13

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01-21-13