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Form **990-PF**Department of the Treasury
Internal Revenue Service

DISASTER DESIGNATION: FLOOD
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 THE RICHARD W. & ELAINE E. BARRETT FOUNDATION		A Employer identification number 74-2501168
Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 1701	Room/suite	B Telephone number 720-406-9600
City or town, state, and ZIP code BOULDER, CO 80306-1701		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) \$ 4,186,983.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		8.	8.		STATEMENT 1
4 Dividends and interest from securities		58,858.	58,858.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		186,156.			
b Gross sales price for all assets on line 6a 2,105,806.					
7 Capital gain net income (from Part IV, line 2)			186,156.		
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 through 11		245,022.	245,022.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		61,500.	0.		61,500.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 3		13,717.	13,717.		0.
Interest					
18 Taxes STMT 4		8,191.	789.		4,964.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		7,881.	0.		0.
22 Printing and publications					
23 Other expenses STMT 5		96,243.	0.		65,475.
24 Total operating and administrative expenses. Add lines 13 through 23		187,532.	14,506.		131,939.
25 Contributions, gifts, grants paid		39,180.			39,180.
26 Total expenses and disbursements. Add lines 24 and 25		226,712.	14,506.		171,119.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		18,310.			
b Net investment income (if negative, enter -0-)			230,516.		
c Adjusted net income (if negative, enter -0-)				N/A	

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**THE RICHARD W. & ELAINE E.
BARRETT FOUNDATION**

74-2501168

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			91,027.	112,362.	112,362.
	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					
	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					
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation					
	12 Investments - mortgage loans					
	13 Investments - other	STMT 6		3,856,158.	3,849,633.	4,074,621.
	14 Land, buildings, and equipment: basis	1,440.				
	Less: accumulated depreciation	STMT 7	1,440.			
	15 Other assets (describe)					
	16 Total assets (to be completed by all filers)			3,947,185.	3,961,995.	4,186,983.
	17 Accounts payable and accrued expenses			3,500.		
	18 Grants payable					
Net Assets or Fund Balances	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)			3,500.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			3,943,685.	3,961,995.	
30 Total net assets or fund balances			3,943,685.	3,961,995.		
31 Total liabilities and net assets/fund balances			3,947,185.	3,961,995.		

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	3,943,685.
2 Enter amount from Part I, line 27a	2	18,310.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	3,961,995.
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	3,961,995.

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 FIDELITY - SEE ATTACHED SCHEDULE	P		
b FIDELITY - SEE ATTACHED SCHEDULE	P		
c NEEDHAM GROWTH FUND	P		06/22/12
d CAPITAL GAINS DIVIDENDS			
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 30,829.		29,798.	1,031.
b 1,094,451.		1,149,353.	<54,902.>
c 963,085.		740,499.	222,586.
d 17,441.			17,441.
e			

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	
a			1,031.
b			<54,902.>
c			222,586.
d			17,441.
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	186,156.
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	239,623.	4,502,100.	.053225
2010	203,436.	4,425,421.	.045970
2009	224,698.	3,781,311.	.059423
2008	285,903.	4,349,403.	.065734
2007	377,563.	5,537,947.	.068177

2 Total of line 1, column (d) ...	2	.292529
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	.058506
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,303,793.
5 Multiply line 4 by line 3	5	251,798.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,305.
7 Add lines 5 and 6	7	254,103.
8 Enter qualifying distributions from Part XII, line 4	8	171,119.

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.

**THE RICHARD W. & ELAINE E.
BARRETT FOUNDATION**
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)		1	4,610.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	4,610.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	4,610.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,360.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,360.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	31.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 8	9	1,281.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded	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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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?	N/A	
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) 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	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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of RICHARD AND ELAINE BARRETT Telephone no. (303) 443-2985 Located at 1040 MAPLETON AVENUE, BOULDER, CO ZIP+4 80304			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A Organizations relying on a current notice regarding disaster assistance check here ☐	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?	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)

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

X

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

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

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD W. BARRETT	TRUSTEE			
1040 MAPLETON AVE.				
BOULDER, CO 80304	2.00	0.	0.	0.
ELAINE E. BARRETT	TRUSTEE			
1040 MAPLETON AVE.				
BOULDER, CO 80304	2.00	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
MAGDELENA PAUL - 11 GENTLE BREEZE,	DIRECTOR			
NEWPORT BEACH, CA 92657	40.00	61,500.	0.	0.

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

0

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 SEE STATEMENT 11	32,142.
2 CONTRIBUTIONS MADE TO GREEN UP OUR SCHOOLS TO PROVIDE MONEY AND RESOURCES FOR ELEMENTARY SCHOOLS FOR WASTE REDUCTION AND RECYCLING PLANS.	33,333.
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.

Form 990-PF (2012)

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	4,240,819.
b	Average of monthly cash balances	1b	128,514.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,369,333.
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	4,369,333.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	65,540.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,303,793.
6	Minimum investment return. Enter 5% of line 5	6	215,190.

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	215,190.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,610.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,610.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	210,580.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	210,580.
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	210,580.

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	171,119.
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	171,119.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	171,119.

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				210,580.
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	112,850.			
b From 2008	69,556.			
c From 2009	36,798.			
d From 2010				
e From 2011	17,846.			
f Total of lines 3a through e	237,050.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 171,119.				
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				171,119.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	39,461.			39,461.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	197,589.			
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	73,389.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	124,200.			
10 Analysis of line 9:				
a Excess from 2008	69,556.			
b Excess from 2009	36,798.			
c Excess from 2010				
d Excess from 2011	17,846.			
e Excess from 2012				

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)

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

SEE STATEMENT 12

- 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:

**THE RICHARD W. & ELAINE E.
BARRETT FOUNDATION**

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				
AFRICAN WILDLIFE FOUNDATION 1400 SIXTEENTH STREET NW, #120 WASHINGTON, DC 20036	N/A	501(C)(3)	FUNDING	1,333.
ANIMAL LEGAL DEFENSE FUND 170 E. COTATI AVENUE COTATI, CA 94931	N/A	501(C)(3)	FUNDING	1,334.
THE THORACIC RESEARCH FUND PO BOX 27106 NEW YORK, NY 10087-7105	N/A	501(C)(3)	IN MEMORY OF URSULA FLYNN	500.
CHILDREN'S HOSPITAL CO FOUNDATION 13123 E. 16TH AVENUE, BOX 045 AURORA, CO 80045	N/A	501(C)(3)	FUNDING	1,000.
MILLS COLLEGE 5000 MACARTHUR BLVD OAKLAND, CA 94613	N/A	501(C)(3)	ANNUAL COLLEGE FUND	25,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				39,180.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	8.		
4 Dividends and interest from securities			14	58,858.		
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			14	17,441.		168,715.
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.		76,307.		168,715.
13 Total. Add line 12, columns (b), (d), and (e)					13	245,022.

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

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

[illegible]

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

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

[illegible]

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

b. If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here  12-2-13 **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 11/26/13	Check ☐ if self-employed	PTIN
	RICK WAIDLER				P00075527
	Firm's name ▶ R. WAIDLER & ASSOCIATES, P.C.			Firm's EIN ▶ 59-3778413	
	Firm's address ▶ 3005 CENTER GREEN DRIVE, SUITE 215 BOULDER, CO 80301			Phone no. 303-442-6800	

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT	8
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FORM 990-PF	LATE PAYMENT PENALTY	STATEMENT	9
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FORM 990-PF	LATE PAYMENT INTEREST	STATEMENT	10
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FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	11
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ACTIVITY ONE

CONTRIBUTIONS TO PIPER MEMORIAL FUND ARE USED TO FUND THE SERVICES OF PETMENDERS, P.C. TO ALLOW THEM TO BE ABLE TO OFFER VETERINARIAN SERVICES TO PEOPLE WHO CANNOT AFFORD THEM.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

32,142.

THE RICHARD W. & ELAINE E.
BARRETT FOUNDATION

74-2501168

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
OCEANA 1350 CONNECTICUT AVENUE, 5TH FLOOR WASHINGTON, DC 20036	N/A	501(C)(3)	FUNDING	1,333.
PRARIE DOG COALITION 2525 ARAPAHOE #E4-527 BOULDER, CO 80302	N/A	501(C)(3)	FUNDING	1,000.
HUMANE SOCIETY OF BOULDER VALLEY 2323 55TH STREET BOULDER, CO 80301	N/A	501(C)(3)	FUNDING	180.
ROCKY MOUNTAIN CHILDRENS HEALTH FOUNDATION 2055 HIGH STREET, SUITE 240 DENVER, CO 80205	N/A	501(C)(3)	BEN'S HOPE	500.
FORT MORGAN HUMANE SOCIETY 900 E. RAILROAD FORT MORGAN, CO 80701	N/A	501(C)(3)	SINK GRANT REQUEST	1,000.
WATER.ORG 920 MAIN STREET #1800 KANSAS CITY, MO 64105	N/A		FUNDING	500.
COLORADO HORSE RESCUE 10386 N. 65TH STREET LONGMONT, CO 80503	N/A		FUNDING	500.
COLORADO REPTILE HUMANE SOCIETY 13941 ELMORE ROAD LONGMONT, CO 80504	N/A		FUNDING	5,000.
Total from continuation sheets				10,013.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIDELITY	8.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY	75,580.	17,441.	58,139.
NEEDHAM AGGRESSIVE	719.	0.	719.
TOTAL TO FM 990-PF, PART I, LN 4	76,299.	17,441.	58,858.

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
INVESTMENT MANAGEMENT FEES	13,717.	13,717.		0.
TO FORM 990-PF, PG 1, LN 16C	13,717.	13,717.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4,964.	0.		4,964.
FOREIGN TAXES WITHHELD	789.	789.		0.
EXCISE TAX	2,438.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,191.	789.		4,964.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PETMENDERS, P.C.	32,142.	0.		32,142.
GREEN UP OUR SCHOOLS	33,333.	0.		33,333.
DUES & SUBSCRIPTIONS	500.	0.		0.
CONTRACT SERVICES	22,000.	0.		0.
BANK FEES	75.	0.		0.
OFFICE EXPENSE	1,612.	0.		0.
TELEPHONE	1,042.	0.		0.
LEGAL & ACCOUNTING	4,798.	0.		0.
MEALS & ENTERTAINMENT	741.	0.		0.
TO FORM 990-PF, PG 1, LN 23	96,243.	0.		65,475.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS	COST	2,061,522.	1,861,593.
28410.030 SHARES NEEDHAM GROWTH FUND	COST	0.	0.
71257.935 SHARES NEEDHAM AGGRESSIVE GROWTH FUND	COST	788,111.	1,185,019.
CRESTONE INVESTMENTS	COST	1,000,000.	1,028,009.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,849,633.	4,074,621.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	7
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,440.	1,440.	0.
TOTAL TO FM 990-PF, PART II, LN 14	1,440.	1,440.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

RICHARD W. BARRETT
ELAINE E. BARRETT

990-PF

210261 # - Current year section 179 (D) - Asset disposed
05-01-12

First Western Trust Bank
REALIZED GAINS AND LOSSES
Barrett Foundation
479452645 (Formerly 51434011)
From 01-01-2012 Through 12-31-2012

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss	
						Short Term	Long Term
02-04-2004	02-22-2012	3,314.088	RUSSELL U.S. VALUE FD CL I #1240	32,809.47	28,567.44		-4,242.03
12-18-2007	02-22-2012	3,860.988	RUSSELL STRATEGIC BOND FUND CLASS I #869	40,231.50	42,239.21		2,007.71
12-03-2002	02-22-2012	5,288.143	RUSSELL STRATEGIC BOND FUND CLASS I #869	54,097.70	57,852.28		3,754.58
11-06-2008	02-22-2012	2,135.294	VICTORY DIVERSIFIED STOCK FUND CL-A #841	24,171.53	33,887.12		9,715.59
03-14-2011	02-22-2012	1,262.255	NUVEEN REAL ESTATE SECURITIES FUND CLASS I #6818	23,798.05	25,119.12	1,321.07	
03-14-2011	02-22-2012	194.120	TCW SMALL CAP GROWTH FUND CL I #4724	6,000.00	5,710.10	-289.90	
06-15-2010	02-22-2012	140.552	TCW SMALL CAP GROWTH FUND CL I #4724	3,484.35	4,134.38		650.03
02-04-2004	06-21-2012	11,263.600	RUSSELL U.S. VALUE FD CL I #1240	111,509.64	91,122.52		-20,387.12
03-14-2011	06-22-2012	613.208	NUVEEN REAL ESTATE SECURITIES FUND CLASS I #6818	11,561.18	12,748.12		1,186.94
11-11-2010	06-22-2012	684.549	PIMCO TOTAL RETURN FUND INST #35	8,000.00	7,704.14		-295.86
04-25-2011	06-22-2012	907.643	PIMCO TOTAL RETURN FUND INST #35	10,000.00	10,214.92		214.92
12-23-2009	06-22-2012	3.553	PIMCO TOTAL RETURN FUND INST #35	38.52	39.99		1.47
02-04-2004	06-22-2012	1,833.873	RUSSELL U.S. DYNAMIC EQUITY FUND CLASS I #1242	13,607.34	16,688.24		3,080.90
08-02-2000	06-22-2012	795.756	RUSSELL INVESTMENT GRADE BOND FUND CL I #837	16,400.53	18,000.00		1,599.47

First Western Trust Bank
REALIZED GAINS AND LOSSES
Barrett Foundation
479452645 (Formerly 51434011)
From 01-01-2012 Through 12-31-2012

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss	
						Short Term	Long Term
04-09-2010	06-22-2012	358.522	RUSSELL GLOBAL REAL ESTATE SECS FD CL S #764	12,107.29	12,756.21		648.92
04-16-1998	09-10-2012	492.131	RUSSELL U.S. CORE EQUITY FD CL I #826	16,889.94	14,980.47		-1,909.47
05-28-1998	09-10-2012	2,519.431	RUSSELL U.S. CORE EQUITY FD CL I #826	85,383.50	76,691.48		-8,692.02
03-17-1998	09-10-2012	1,155.256	RUSSELL U.S. CORE EQUITY FD CL I #826	38,654.88	35,165.99		-3,488.89
03-13-1998	09-10-2012	1,247.966	RUSSELL U.S. CORE EQUITY FD CL I #826	41,345.12	37,988.08		-3,357.04
01-16-2001	09-10-2012	2,248.023	RUSSELL U.S. CORE EQUITY FD CL I #826	72,251.47	68,429.82		-3,821.65
04-16-2001	09-10-2012	190.067	RUSSELL U.S. CORE EQUITY FD CL I #826	5,390.29	5,785.64		395.35
03-14-2011	09-10-2012	3,496.503	RUSSELL COMMODITY STRATEGIES FUND CLASS S #2694	40,000.00	34,475.52		-5,524.48
06-15-2010	11-16-2012	2,239.392	TCW SMALL CAP GROWTH FUND CL I #4724	55,515.65	56,698.80		1,183.15
03-04-2010	11-19-2012	2,033.272	BUFFALO MID CAP FUND #1446	28,953.79	33,711.65		4,757.86
03-14-2011	11-19-2012	315.841	NUVEEN REAL ESTATE SECURITIES FUND CLASS I #6818	5,954.74	6,598.19		643.45
04-23-1999	11-19-2012	270.100	RUSSELL INTERNATIONAL DEVELOPED MKTS FD CL I #853	10,547.40	7,957.15		-2,590.25
03-17-1998	11-19-2012	162.127	RUSSELL INTERNATIONAL DEVELOPED MKTS FD CL I #853	6,314.84	4,776.26		-1,538.58
12-03-2002	11-19-2012	2,063.213	RUSSELL STRATEGIC BOND FUND CLASS I #869	21,106.67	23,500.00		2,393.33

First Western Trust Bank
REALIZED GAINS AND LOSSES
Barrett Foundation
479452645 (Formerly 51434011)
From 01-01-2012 Through 12-31-2012

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss	
						Short Term	Long Term
04-30-1998	11-20-2012	569.850	RUSSELL U.S. DEFENSIVE EQUITY FUND CLASS I #868	22,640.14	18,394.76		-4,245.38
05-28-1998	11-20-2012	2,134.952	RUSSELL U.S. DEFENSIVE EQUITY FUND CLASS I #868	83,796.85	68,916.25		-14,880.60
03-17-1998	11-20-2012	997.288	RUSSELL U S DEFENSIVE EQUITY FUND CLASS I #868	38,654.88	32,192.46		-6,462.42
03-13-1998	11-20-2012	1,078.381	RUSSELL U.S. DEFENSIVE EQUITY FUND CLASS I #868	41,345.12	34,810.14		-6,534.98
03-07-2000	11-20-2012	395.053	RUSSELL U.S. DEFENSIVE EQUITY FUND CLASS I #868	15,110.79	12,752.31		-2,358.48
01-16-2001	11-20-2012	1,980.578	RUSSELL U.S. DEFENSIVE EQUITY FUND CLASS I #868	72,251.48	63,933.05		-8,318.43
04-16-2001	11-20-2012	164.790	RUSSELL U.S. DEFENSIVE EQUITY FUND CLASS I #868	5,390.29	5,319.42		-70.87
04-09-2010	12-14-2012	1,752.778	RUSSELL EMERGING MARKETS FD CL S #878	33,145.03	32,776.95		-368.08
05-28-1998	12-14-2012	692.236	RUSSELL EMERGING MARKETS FD CL S #878	7,351.55	12,944.81		5,593.26
11-06-2008	12-14-2012	498.504	RUSSELL EMERGING MARKETS FD CL S #878	5,000.00	9,322.02		4,322.02
06-03-1999	12-14-2012	1,659.603	RUSSELL EMERGING MARKETS FD CL S #878	16,164.53	31,034.58		14,870.05

First Western Trust Bank
REALIZED GAINS AND LOSSES

Barrett Foundation

479452645 (Formerly 51434011)

From 01-01-2012 Through 12-31-2012

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss	
						Short Term	Long Term
04-23-1999	12-14-2012	1,569.038	RUSSELL EMERGING MARKETS FD CL S #878	15,000.00	29,341.01		14,341.01
TOTAL GAINS						1,321.07	71,360.02
TOTAL LOSSES						-289.90	-99,086.63
TOTAL REALIZED GAIN/LOSS						1,031.17	-27,726.62

Basis Adjustment

27,175
1,179,161 1,125,280

Barrett Foundation
Schedule of Capital Gains(Losses)
12/31/2012

	Proceeds	Cost Basis	Gain (Loss)
Short Term	30,829	29,798	1,031
Long Term	1,094,451	1,149,353	(54,902)
	1,125,280	1,179,151	(53,871)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- 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. THE RICHARD W. & ELAINE E. BARRETT FOUNDATION	Employer identification number (EIN) or 74-2501168
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O R. WAIDLER & ASSOCIATES, P. C. - 3005 CENTER	Social security number (SSN)
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOULDER, CO 80301	

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

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

RICHARD AND ELAINE BARRETT

- The books are in the care of ► **1040 MAPLETON AVENUE - BOULDER, CO 80304**

Telephone No. ► **(303) 443-2985**

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:
► ☒ 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	\$	0.
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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

• 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 THE RICHARD W. & ELAINE E. BARRETT FOUNDATION	Employer identification number (EIN) or 74-2501168
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O R. WAIDLER & ASSOCIATES, P. C. - 3005 CENTER G	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOULDER, CO 80301	

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

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

RICHARD AND ELAINE BARRETT

• The books are in the care of **1040 MAPLETON AVENUE - BOULDER, CO 80304**

Telephone No. **(303) 443-2985**

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 NEEDED TO ACCUMULATE SUFFICIENT INFORMATION 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	\$	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 and any amount paid previously with Form 8868.	8b	\$	0.
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	\$	0.

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

Title **CPA**

Date **7/31/13**

Form 8868 (Rev. 1-2013)