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		A Employer identification number
THE GREENLEE FAMILY FOUNDATION		84-1354541
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number
1369 FOREST PARK CIRCLE	201	(303) 666-8720
City or town, state, and ZIP code LAFAYETTE, CO 80026-3485		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 [X] 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) ▶$ 1,150,790.

J Accounting method [X] 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))

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	26,020.	26,020.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,830.			
	b Gross sales price for all assets on line 6a 468,910.				
	7 Capital gain net income (from Part IV, line 2)		9,830.		
	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	35,850.	35,850.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	45,000.	4,500.		31,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	3,464.	346.		2,425.
	16a Legal fees				
	b Accounting fees STMT 2	3,580.	716.		716.
	c Other professional fees STMT 3	7,761.	7,761.		0.
	17 Interest	113.	11.		79.
	18 Taxes STMT 4	465.	465.		0.
	19 Depreciation and depletion				
	20 Occupancy	10,220.	1,023.		7,155.
	21 Travel, conferences, and meetings	3,028.	303.		2,120.
	22 Printing and publications				
	23 Other expenses STMT 5	3,165.	737.		1,889.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	76,796.	15,862.		45,884.
	25 Contributions, gifts, grants paid	41,000.			41,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	117,796.	15,862.		86,884.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<81,946.>			
	b **Net investment income** (if negative, enter -0-)		19,988.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED MAY 20 2013 OGDEN, UT IRS-OSC

RECEIVED MAY 30 2013

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	6,810.		
	2 Savings and temporary cash investments	510,660.	8,217.	8,217.
	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 STMT 7	0.	6,852.	6,852.
	b Investments - corporate stock STMT 8	593,909.	1,063,689.	1,063,689.
	c Investments - corporate bonds STMT 9	0.	26,167.	26,167.
	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	33,036.	45,205.	45,205.
	14 Land, buildings, and equipment basis ▶ 3,403.			
	Less accumulated depreciation STMT 11 ▶ 3,403.			
	15 Other assets (describe ▶ SECURITY DEPOSIT)	660.	660.	660.
	16 **Total assets** (to be completed by all filers)	1,145,075.	1,150,790.	1,150,790.
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 ▶ STATEMENT 12)	1,012.	5,016.	
	23 **Total liabilities** (add lines 17 through 22)	1,012.	5,016.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,144,063.	1,145,774.	
	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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	1,144,063.	1,145,774.	
	31 **Total liabilities and net assets/fund balances**	1,145,075.	1,150,790.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,144,063.
2 Enter amount from Part I, line 27a	2	<81,946.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	83,657.
4 Add lines 1, 2, and 3	4	1,145,774.
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	1,145,774.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	468,910.		459,080.	9,830.

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				
b				
c				
d				
e				9,830.

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** 9,830.

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	57,876.	735,762.	.078661
2010	78,829.	740,425.	.106465
2009	64,909.	719,204.	.090251
2008	94,826.	1,126,634.	.084168
2007	63,658.	1,405,993.	.045276

2	**Total** of line 1, column (d)	2	.404821
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	.080964
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,172,337.
5	Multiply line 4 by line 3	5	94,917.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	200.
7	Add lines 5 and 6	7	95,117.
8	Enter qualifying distributions from Part XII, line 4	8	86,884.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	400.
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	400.
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	400.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 278.		
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	278.
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	122.
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?	1a		X
b	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*	1b		X
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

223531
12-05-12

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

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

Website address ▶ WWW.GREENLEEFAMILYFOUNDATION.ORG

14 The books are in care of ▶ ROBERT C. GREENLEE, EXEC. DIRECTOR Telephone no ▶ (303) 666-8720
Located at ▶ 1369 FOREST PARK CIRCLE, SUITE 201, LAFAYETTE, CO ZIP+4 ▶ 80026-3485

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

		Line	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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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
ROBERT C. GREENLEE 1369 FOREST PARK CIRCLE, SUITE 201 LAFAYETTE, CO 80026-3485	EXECUTIVE DIRECTOR 40.00	45,000.	0.	0.
DIANE M. GREENLEE 1369 FOREST PARK CIRCLE, SUITE 201 LAFAYETTE, CO 80026-3485	PRESIDENT 2.00	0.	0.	0.
ROBERT D. GREENLEE 1369 FOREST PARK CIRCLE, SUITE 201 LAFAYETTE, CO 80026-3485	SECRETARY 2.00	0.	0.	0.
ANNE KEMP 1369 FOREST PARK CIRCLE, SUITE 201 LAFAYETTE, CO 80026-3485	TRUSTEE 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
NONE				

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 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.

223561
12-05-12

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	1,137,116.
b	Average of monthly cash balances		1b	52,414.
c	Fair market value of all other assets		1c	660.
d	**Total** (add lines 1a, b, and c)		1d	1,190,190.
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	1,190,190.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	17,853.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,172,337.
6	**Minimum investment return** Enter 5% of line 5		6	58,617.

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	58,617.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 400.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	400.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	58,217.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	58,217.
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	58,217.

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	86,884.
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	86,884.
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	86,884.

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				58,217.
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				
b From 2008 38,494.				
c From 2009 28,949.				
d From 2010 42,620.				
e From 2011 21,412.				
f Total of lines 3a through e	131,475.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 86,884.				
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				58,217.
e Remaining amount distributed out of corpus	28,667.			
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	160,142.			
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	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	160,142.			
10 Analysis of line 9				
a Excess from 2008 38,494.				
b Excess from 2009 28,949.				
c Excess from 2010 42,620.				
d Excess from 2011 21,412.				
e Excess from 2012 28,667.				

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))

SEE STATEMENT 13

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 SEE STATEMENT 15

SEE STATEMENT 14

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				
AMAZON PROMISE P.O. BOX 1304 NEWBURYPORT, MA 01950	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - PERU MISSION	4,000.
AMERICAN RED CROSS 2025 E STREET WASHINGTON, DC 20006	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - BREAKFAST OF CHAMPIONS	5,000.
BLUE SKY BRIDGE P.O. BOX 19122 BOULDER, CO 80308	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
COLORADO NONPROFIT ASSOCIATION 789 SHERMAN STREET, SUITE 240 DENVER, CO 80203	N/A	PUBLIC CHARITY	COLLABORATION AWARD	5,000.
COMMUNITY FIRST FOUNDATION 6870 WEST 52ND AVENUE, SUITE 103 ARVADA, CO 80002	N/A	PUBLIC CHARITY	OPERATING SUPPORT	4,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	41,000.
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	26,020.	
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	9,830.	
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.		35,850.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 35,850.

(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)

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

▶ [signature] | 05.15.13 | ▶ Executive Director

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
ARIC T. HILMAS CPA	ARIC T. HILMAS CP	05/15/13		P00075447

Firm's name ▶ HILMAS & ASSOCIATES, LLC — Firm's EIN ▶ 84-1565922

Firm's address ▶ 1371 HECLA DRIVE, SUITE D110 LOUISVILLE, CO 80027-2329 — Phone no (303) 604-2191

223622
12-05-12

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
FRIENDS OF NURSING P.O. BOX 735 ENGLEWOOD, CO 80151	N/A	PUBLIC CHARITY	VIOLA BAUDENDISTEL SCHOLARSHIP	3,000.
HOSPICECARE OF BOULDER AND BROOMFIELD COUNTIES 2594 TRAILRIDGE DRIVE EAST LAFAYETTE, CO 80026	N/A	PUBLIC CHARITY	KELLE HART ROTHWELL MEMORIAL	1,000.
RIST CANYON VOLUNTEER FIRE DEPARTMENT P.O. BOX 2 BELLVUE, CO 80512	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
ROCKY MOUNTAIN ADVENTIST HEALTHCARE FOUNDATION 7995 E. PRENTICE AVENUE, SUITE 204 GREENWOOD VILLAGE, CO 80111	N/A	PUBLIC CHARITY	OPERATING SUPPORT; PROGRAM SUPPORT - GLOBAL HEALTH INITIATIVES	5,000.
ROCKY MOUNTAIN MICROFINANCE INSTITUTE P.O. BOX 48138 DENVER, CO 80204	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
THE COLORADO ASSOCIATION OF FUNDERS 600 SOUTH CHERRY STREET, SUITE 1200 DENVER, CO 80246	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
WOMEN'S BUSINESS DEVELOPMENT CENTER 415 COFFMAN STREET, SUITE 2 LONGMONT, CO 80501	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
WORK OPTIONS FOR WOMEN 1200 FEDERAL BOULEVARD DENVER, CO 80204	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
Total from continuation sheets				22,000.

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	301 SHS ALPS TRUST ETF	P	01/09/12	07/31/12
b	79 SHS CLEAN HARBORS INC	P	06/20/12	11/20/12
c	71 SHS CONOCOPHILLIPS	P	01/24/12	09/04/12
d	63 SHS DECKERS OUTDOOR CORP	P	01/24/12	05/04/12
e	17 SHS FLOWSERVE CORPORATION	P	01/24/12	11/20/12
f	39 SHS FRANKLIN RESOURCES INC	P	01/24/12	12/31/12
g	388.704 SHS GOLDMAN SACHS EMERGING MKTS	P	VARIOUS	07/20/12
h	127 SHS GREENHAVEN CONT COMMODITY IDX FUND	P	02/03/12	04/05/12
i	103 SHS GUGGENHEIM ETF	P	VARIOUS	10/11/12
j	79 SHS GUGGENHEIM ETF	P	VARIOUS	11/20/12
k	1 SHS GUGGENHEIM ETF	P	VARIOUS	11/28/12
l	62 SHS ISHARES CORE TOTAL ETF	P	VARIOUS	11/20/12
m	50 SHS ISHARES IBOX INVESTOP	P	01/09/12	07/20/12
n	43 SHS ISHARES TR BARCLAYS TIPS	P	01/09/12	07/31/12
o	92 SHS ISHARES TRUST BARCLAYS	P	01/09/12	07/20/12

	(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	4,935.		5,003.	<68.>
b	4,462.		4,752.	<290.>
c	3,960.		3,868.	92.
d	3,316.		5,029.	<1,713.>
e	2,360.		1,827.	533.
f	4,858.		4,005.	853.
g	5,226.		5,051.	175.
h	3,778.		4,016.	<238.>
i	5,450.		5,636.	<186.>
j	4,048.		4,322.	<274.>
k	53.		55.	<2.>
l	6,931.		6,828.	103.
m	6,014.		5,686.	328.
n	5,191.		5,059.	132.
o	10,009.		9,956.	53.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<68.>
b				<290.>
c				92.
d				<1,713.>
e				533.
f				853.
g				175.
h				<238.>
i				<186.>
j				<274.>
k				<2.>
l				103.
m				328.
n				132.
o				53.

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	
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	

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	64 SHS ISHARES TRUST BARCLAYS	P	01/09/12	11/20/12
b	76 SHS PEPSICO INC	P	01/24/12	02/17/12
c	101.482 SHS PERMANENT PORTFOLIO	P	VARIOUS	05/17/12
d	.500 SHS PHILLIPS 66	P	VARIOUS	05/01/12
e	35 SHS PHILLIPS 66	P	VARIOUS	05/16/12
f	529 SHS RYDEX ETF TRUST	P	01/09/12	01/30/12
g	150 SHS SPDR S&P 500 ETF TRUST	P	01/09/12	02/03/12
h	72 SHS SPDR S&P 500 ETF TRUST	P	01/09/12	03/14/12
i	70 SHS SPDR S&P 500 ETF TRUST	P	01/09/12	04/27/12
j	76 SHS SPDR S&P 500 ETF TRUST	P	01/09/12	05/17/12
k	140 SHS SPDR S&P 500 ETF TRUST	P	01/09/12	09/28/12
l	77 SHS SPDR S&P 500 ETF TRUST	P	01/09/12	11/20/12
m	1 SHS SPDR S&P 500 ETF TRUST	P	01/09/12	11/28/12
n	118 SHS SCHWAB EMG MKT EQ ETF	P	01/24/12	04/12/12
o	88 SHS SCHWAB EMG MKT EQ ETF	P	01/24/12	05/17/12

	(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	6,912.		6,926.	<14.>
b	4,752.		5,045.	<293.>
c	4,697.		5,000.	<303.>
d	16.		16.	0.
e	1,108.		1,133.	<25.>
f	25,766.		25,030.	736.
g	20,160.		19,225.	935.
h	10,053.		9,228.	825.
i	9,812.		8,972.	840.
j	9,978.		9,740.	238.
k	20,164.		17,943.	2,221.
l	10,675.		9,869.	806.
m	141.		128.	13.
n	3,001.		2,955.	46.
o	1,991.		2,203.	<212.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<14.>
b				<293.>
c				<303.>
d				0.
e				<25.>
f				736.
g				935.
h				825.
i				840.
j				238.
k				2,221.
l				806.
m				13.
n				46.
o				<212.>

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	
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	

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	85 SHS SCHWAB INTL EQ ETF	P	01/24/12	01/30/12
b	127 SHS SCHWAB INTL EQ ETF	P	01/24/12	05/17/12
c	115 SHS SECTOR SPDR CONSUMER FUND	P	01/24/12	06/21/12
d	308 SHS SECTOR SPDR TR CON STPLS	P	01/24/12	11/20/12
e	127 SHS SECTOR SPDR CONSUMER FUND	P	01/24/12	11/20/12
f	100 SHS SECTOR SPDR ENGY SELECT	P	01/24/12	11/20/12
g	39 SHS SECTOR SPDR ENGY SELECT	P	01/24/12	11/20/12
h	189 SHS SECTOR SPDR INDL SELECT	P	01/24/12	11/20/12
i	112 SHS SPDR DOW JONES INTL	P	02/03/12	10/22/12
j	38 SHS SPDR GOLD TRUST	P	01/09/12	03/14/12
k	26 SHS SPDR GOLD TRUST	P	01/09/12	04/05/12
l	75 SHS STRYKER CORP	P	01/24/12	11/01/12
m	65 SHS UNITED TECHNOLOGIES CORP	P	01/24/12	06/20/12
n	82 SHS UNITED THERAPEUTICS CORP	P	01/24/12	09/04/12
o	63 SHS VANGUARD REIT	P	02/03/12	10/22/12

	(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	2,099.		2,102.	<3.>
b	2,936.		3,141.	<205.>
c	4,955.		4,742.	213.
d	10,754.		9,945.	809.
e	5,853.		5,237.	616.
f	7,001.		7,159.	<158.>
g	2,730.		2,792.	<62.>
h	6,960.		6,824.	136.
i	4,495.		4,004.	491.
j	6,067.		5,960.	107.
k	4,100.		4,078.	22.
l	3,955.		4,011.	<56.>
m	4,927.		5,037.	<110.>
n	4,490.		4,033.	457.
o	4,078.		3,980.	98.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<3.>
b				<205.>
c				213.
d				809.
e				616.
f				<158.>
g				<62.>
h				136.
i				491.
j				107.
k				22.
l				<56.>
m				<110.>
n				457.
o				98.

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	
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	

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	158 SHS VANGUARD S&P 500 ETF	P	07/20/12	11/20/12
b	2 SHS VANGUARD S&P 500 ETF	P	07/20/12	11/28/12
c	251.731 SHS EATON VANCE ATLANTA SMID CAP FUND	P	03/04/09	07/30/12
d	323.102 SHS HENDERSON INTL OPPTY FUND	P	09/01/09	01/18/12
e	100.198 SHS HENDERSON INTL OPPTY FUND	P	09/01/09	11/28/12
f	262.167 SHS ING GLOBAL REAL ESTATE FUND	P	08/28/09	07/30/12
g	183 SHS IQ HEDGE MULTI STRT ETF	P	12/28/10	01/11/12
h	72 SHS IQ HEDGE MULTI STRT ETF	P	12/28/10	07/30/12
i	532.765 SHS IVY GLOBAL NATURAL RES FUND	P	12/18/07	01/18/12
j	1,069.062 SHS IVY GLOBAL NATURAL RES FUND	P	VARIOUS	02/15/12
k	290.698 SHS LOOMIS SAYLES INV GRADE BOND FUND	P	07/16/09	01/11/12
l	162.130 SHS LOOMIS SAYLE INV GRADE BOND FUND	P	07/16/09	07/30/12
m	405.041 SHS NUVEEN TRADEWINDS INTL VALUE FUND	P	09/01/09	01/18/12
n	1,685.970 SHS NUVEEN TRADEWINDS INTL VALUE FUND	P	09/01/09	04/16/12
o	403.226 SHS OPPENHEIMER INTL BOND FUND	P	03/09/09	01/11/12

	(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	10,026.		9,886.	140.
b	129.		125.	4.
c	4,000.		1,772.	2,228.
d	5,975.		6,137.	<162.>
e	2,000.		1,903.	97.
f	4,500.		3,642.	858.
g	4,976.		4,987.	<11.>
h	1,987.		1,962.	25.
i	10,000.		19,933.	<9,933.>
j	20,907.		22,933.	<2,026.>
k	3,475.		3,135.	340.
l	2,000.		1,748.	252.
m	8,975.		9,090.	<115.>
n	36,055.		37,834.	<1,779.>
o	2,475.		2,190.	285.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				140.
b				4.
c				2,228.
d				<162.>
e				97.
f				858.
g				<11.>
h				25.
i				<9,933.>
j				<2,026.>
k				340.
l				252.
m				<115.>
n				<1,779.>
o				285.

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	
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	

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	469.721 SHS OPPENHEIMER INTL BOND FUND	P	03/09/09	07/30/12
b	35 SHS POWERSHS QQQ TRUST SER 1	P	09/01/11	01/11/12
c	39 SHS POWERSHS QQQ TRUST SER 1	P	09/01/11	07/30/12
d	198.676 SHS ROYCE MICRO CAP FUND	P	08/27/09	01/11/12
e	1,483.459 SHS ROYCE MICRO CAP FUND	P	08/27/09	08/21/12
f	300 SHS SPDR SERIES TRUST ETF	P	03/02/10	01/18/12
g	166 SHS SPDR SERIES TRUST ETF	P	03/02/10	01/18/12
h	171.703 SHS TFS MARKET NEUTRAL FUND	P	12/17/10	01/11/12
i	109 SHS VANGUARD DIV APPRECIATION FUND	P	03/10/09	01/11/12
j	387.597 SHS VANGUARD INFL PROT SECS FUND	P	03/06/09	01/11/12
k	GREENHAVEN CONT COMM IDX FUND - SEC. 1256 LOSS	P	VARIOUS	VARIOUS
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

	(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	3,000.		2,552.	448.
b	2,018.		1,914.	104.
c	2,511.		2,132.	379.
d	2,975.		2,432.	543.
e	22,079.		18,159.	3,920.
f	17,240.		16,239.	1,001.
g	9,539.		8,986.	553.
h	2,475.		2,521.	<46.>
i	6,005.		3,490.	2,515.
j	5,475.		4,447.	1,028.
k			1,380.	<1,380.>
l	2,896.			2,896.
m				
n				
o				

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				448.
b				104.
c				379.
d				543.
e				3,920.
f				1,001.
g				553.
h				<46.>
i				2,515.
j				1,028.
k				<1,380.>
l				2,896.
m				
n				
o				

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	9,830.
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

223591
05-01-12

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE FURNITURE	09/10/99	200DB	7.00	HY	17	520.				520.	520.		0.	520.
2	LAPTOP COMPUTER	08/23/04	200DB	5.00	HY	17	2,883.			1,442.	1,441.	1,441.		0.	1,441.
	* TOTAL 990-PF PG 1 DEPR						3,403.			1,442.	1,961.	1,961.		0.	1,961.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & CO., INC.	28,250.	2,896.	25,354.
CHARLES SCHWAB & CO., INC.	639.	0.	639.
GREENHAVEN CONT COMM IDX FUND	27.	0.	27.
TOTAL TO FM 990-PF, PART I, LN 4	28,916.	2,896.	26,020.

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 FEES	3,580.	716.		716.
TO FORM 990-PF, PG 1, LN 16B	3,580.	716.		716.

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	7,761.	7,761.		0.
TO FORM 990-PF, PG 1, LN 16C	7,761.	7,761.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	465.	465.		0.
TO FORM 990-PF, PG 1, LN 18	465.	465.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	2,340.	234.		1,638.
POSTAGE AND SHIPPING	45.	5.		32.
INVESTMENT EXPENSES	467.	467.		0.
FEES AND LICENSES	10.	1.		7.
OFFICE SUPPLIES	303.	30.		212.
TO FORM 990-PF, PG 1, LN 23	3,165.	737.		1,889.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 6

DESCRIPTION	AMOUNT
NONTAXABLE DISTRIBUTIONS	146.
UNREALIZED GAIN ON INVESTMENTS	83,511.
TOTAL TO FORM 990-PF, PART III, LINE 3	83,657.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
10,000 FHLMC NTS 2.060%	X		6,852.	6,852.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,852.	6,852.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,852.	6,852.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,566.437 SHS LOOMIS SAYLES INVT GRADE BOND FUND	32,388.	32,388.
6,894.150 SHS OPPENHEIMER INTL BOND FUND	45,364.	45,364.
3,611.394 SHS TEMPLETON GLOBAL BOND FUND	48,176.	48,176.
1,748.371 SHS VANGUARD INFL PROT SECS FUND	25,404.	25,404.
1,029.913 SHS COLUMBIA ACORN INTL FUND	42,062.	42,062.
2,247.537 SHS EATON VANCE ATLANTA SMID CAP FUND	38,276.	38,276.
1,946.948 SHS HENDERSON INTL OPPTY FUND	41,704.	41,704.
2,209.797 SHS ING GLOBAL REAL ESTATE FUND	39,887.	39,887.
1,235.795 SHS OPPENHEIMER DEVELOPING MKTS FUND	43,105.	43,105.
2,108.086 SHS TFS MARKET NEUTRAL FUND	32,928.	32,928.
1,131.000 SHS IQ HEDGE MULTI STRAT ETF	31,453.	31,453.
857.000 SHS VANGUARD DIV APPRECIATION FUND	51,051.	51,051.
393.000 SHS POWERSHARES QQQ TRUST SER 1	25,596.	25,596.
2,299.908 SHS BAIRD CORE PLUS BOND FUND	25,920.	25,920.
530.122 SHS RS GLOBAL NATURAL RES FUND	19,736.	19,736.
1,478.365 SHS THORNBURG INTL VALUE FUND	41,527.	41,527.
7,383.966 SHS WASATCH EMRG MKT SMALL CAP FUND	20,749.	20,749.
106 SHS ACCENTURE PLC	7,049.	7,049.
56 SHS ACE LIMITED	4,469.	4,469.
27 SHS AMAZON.COM INC	6,773.	6,773.
41 SHS ANADARKO PETROLEUM CORP	3,047.	3,047.
52 SHS APACHE CORP	4,082.	4,082.
18 SHS APPLE INC	9,579.	9,579.
47 SHS CANADIAN NATL RY CO	4,277.	4,277.
47 SHS CATERPILLAR INC	4,212.	4,212.
47 SHS CHEVRON CORPORATION	5,083.	5,083.
75 SHS CHURCH & DWIGHT CO INC	4,018.	4,018.
88 SHS CLEAN HARBORS INC	4,841.	4,841.
83 SHS COACH INC	4,607.	4,607.
37 SHS COLGATE-PALMOLIVE CO	3,868.	3,868.
39 SHS CORE LABORATORIES	4,263.	4,263.
47 SHS CUMMINS INC	5,092.	5,092.
75 SHS DEVON ENERGY CORP	3,903.	3,903.
57 SHS ECOLAB INC	4,098.	4,098.
62 SHS EDWARDS LIFESCIENCES CORP	5,591.	5,591.
78 SHS EXPRESS SCRIPTS HLDG CO	4,212.	4,212.
30 SHS FLOWSERVE CORPORATION	4,404.	4,404.
39 SHS FRANKLIN RESOURCES INC	4,902.	4,902.
12 SHS GOOGLE INC	8,489.	8,489.
97 SHS HEINZ H J CO	5,595.	5,595.
133 SHS JPMORGAN CHASE & CO	5,848.	5,848.
189 SHS MYLAN INC	5,188.	5,188.
87 SHS ONEOK INC	3,719.	3,719.
78 SHS PROCTER & GAMBLE	5,295.	5,295.
34 SHS RALPH LAUREN CORP	5,097.	5,097.
68 SHS SCHLUMBERGER LTD	4,712.	4,712.
109 SHS STARBUCKS CORP	5,846.	5,846.

50 SHS TORONTO DOMINION BANK	4,216.	4,216.
37 SHS V F CORPORATION	5,586.	5,586.
100 SHS VERISK ANALYTICS INC	5,097.	5,097.
158 SHS VODAFONE GROUP	3,980.	3,980.
370.251 SHS GOLDMAN SACHS EMRG MKTS FUND	5,080.	5,080.
3,290.821 SHS PIMCO TOTAL RETURN FUND	36,989.	36,989.
404.398 SHS TEMPLETON GLOBAL BOND FUND	5,395.	5,395.
474.215 SHS ABERDEEN EMERGING MKTS FUND	7,521.	7,521.
297.645 SHS ALLIANZ NFJ INTL VALUE FUND	6,390.	6,390.
103.051 SHS HARBOR INTERNATIONAL FUND	6,402.	6,402.
820.699 SHS INVESCO BALANCED RISK ALLOC FUND	10,283.	10,283.
317.152 SHS JANUS TRITON FUND	5,747.	5,747.
651.807 SHS PIMCO ALL ASSET FUND	8,200.	8,200.
746.334 SHS PIMCO COMMODITY REAL RET STRAT FD	4,881.	4,881.
72 SHS GUGGENHEIM ETF S&P 500 HEALTH CARE	5,644.	5,644.
93 SHS GUGGENHEIM ETF S&P 500 UTILITIES	5,345.	5,345.
219 SHS ISHARES CORE TOTAL ETF	24,327.	24,327.
170 SHS ISHARES IBOXX INVESTOP	20,568.	20,568.
336 SHS ISHARES MSCI ETF	9,757.	9,757.
72 SHS ISHARES TRUST BARCLAYS	7,775.	7,775.
518 SHS SCHW EMG MKT EQ ETF	13,670.	13,670.
302 SHS SCHW INTL EQ ETF	8,187.	8,187.
1 SHS SECTOR SPDR CONSUMER FUND	47.	47.
1 SHS SECTOR SPDR ENGY SELECT	71.	71.
354 SHS SECTOR SPDR FINCL SELECT	5,802.	5,802.
365 SHS SECTOR SPDR INDL SELECT	13,834.	13,834.
555 SHS SECTOR SPDR TECH SELECT	16,012.	16,012.
2 SHS SECTOR SPDR TR CON STPLS	70.	70.
130 SHS SPDR BARCLAYS ETF	5,292.	5,292.
31 SHS SPDR S&P MIDCAP 400 ETF	5,757.	5,757.
240 SHS VANGUARD BOND INDEX FUND	20,167.	20,167.
324 SHS VANGUARD EXTENDED MKT FUND	19,602.	19,602.
186 SHS VANGUARD INTL EQTY INDEX FUND	8,510.	8,510.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,063,689.	1,063,689.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
10,000 BALL CORP NTS 7.125%	10,700.	10,700.
5,000 GOLDMAN SACHS FLT 2014 NTS	5,014.	5,014.
10,000 JPMORGAN CHASE BANK	10,453.	10,453.
TOTAL TO FORM 990-PF, PART II, LINE 10C	26,167.	26,167.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GREENHAVEN CONT COMM IDX FUND	FMV	44,427.	44,427.
JWH SPECIAL CIRCUMSTANCE LLC	FMV	778.	778.
TOTAL TO FORM 990-PF, PART II, LINE 13		45,205.	45,205.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	520.	520.	0.
LAPTOP COMPUTER	2,883.	2,883.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,403.	3,403.	0.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES WITHHELD - EMPLOYEE	1,012.	1,012.
CREDIT CARD PAYABLE	0.	4,004.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,012.	5,016.

FORM 990-PF PART XV - LINE 1A STATEMENT 13
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

DIANE M. GREENLEE
ROBERT D. GREENLEE

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROB GREENLEE, EXEC. DIRECTOR WEBSITE: WWW.GREENLEEFAMILYFOUNDATION.ORG
1369 FOREST PARK CIRCLE, SUITE 201
LAFAYETTE, CO 80026

TELEPHONE NUMBER

(303) 666-8720

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION DOES NOT ACCEPT UNSOLICITED PROPOSALS. TO BE CONSIDERED FOR A GRANT YOU MUST FIRST SUBMIT A ONE-PAGE LETTER OF INQUIRY. THIS LETTER SHOULD INCLUDE OR ADDRESS THE FOLLOWING:

1.) ORGANIZATION'S NAME AND ADDRESS
2.) CONTACT PERSON AND TELEPHONE NUMBER
3.) HISTORY AND MISSION STATEMENT
4.) PURPOSE AND AMOUNT OF GRANT REQUEST
5.) HOW PROPOSAL MEETS FUNDING FOCUS

ORGANIZATIONS THAT THE FOUNDATION IS INTERESTED IN WILL THEN BE CONTACTED TO SET UP A SITE VISIT AND TO COMPLETE A FULL PROPOSAL. WE ACCEPT THE COLORADO COMMON GRANT APPLICATION FORM. TERMS AND CONDITIONS APPLY TO ALL

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS, GOVERNMENTS, OR POLITICAL OR RELIGIOUS GROUPS, BUT DOES PROVIDE FUNDING IN A WIDE SPECTRUM OF AREAS TO 501(C)(3) ORGANIZATIONS. THE FOUNDATION GIVES GEOGRAPHIC PREFERENCE TO COLORADO CHARITIES, PARTICULARLY IN THE DENVER METRO AREA, INCLUDING BOULDER AND BROOMFIELD COUNTIES. THE GREENLEE FAMILY FOUNDATION IS INTERESTED IN PROGRAMS/PROJECTS THAT FOCUS ON THE FOLLOWING FUNDING AREAS WITH AN EMPHASIS TO PROMOTE INDIVIDUAL SELF SUFFICIENCY: 1.) DIRECT SERVICE PROGRAMS, 2.) LIFE SKILLS TRAINING, 3.) LEADERSHIP PROGRAMS, 4.) INDIVIDUAL DEVELOPMENT ACCOUNTS, 5.) EMPLOYMENT PROGRAMS, 6.) VOCATIONAL TRAINING, AND 7.) TECHNICAL ASSISTANCE. PLEASE CHECK OUT OUR WEBSITE AT WWW.GREENLEEFAMILYFOUNDATION.ORG FOR ADDITIONAL INFORMATION.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A - 2D (CONTINUATION)

FORM AND CONTENT OF APPLICATIONS

GRANTS. ACCEPTANCE OF A PROPOSAL DOES NOT GUARANTEE FUNDING. PLEASE SEE OUR WEBSITE AT WWW.GREENLEEFAMILYFOUNDATION.ORG FOR ADDITIONAL INFORMATION.