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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 01-01-2012 , and ending 12-31-2012






Name of foundation BRETT FAMILY FOUNDATION		<b>A Employer identification number</b>  84-1525821	
Number and street (or P O box number if mail is not delivered to street address) 1123 SPRUCE STREET		Room/suite	
City or town, state, and ZIP code BOULDER, CO 803024001		<b>B Telephone number</b> (see instructions)  (303) 442-1200	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 8,248,055		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)			
	2	Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B			
	3	Interest on savings and temporary cash investments	224	224	
	4	Dividends and interest from securities. . . . .	217,751	217,751	
	5a	Gross rents . . . . .			
	b	Net rental income or (loss) _____			
	6a	Net gain or (loss) from sale of assets not on line 10	442,745		
	b	Gross sales price for all assets on line 6a _____ 1,918,755			
	7	Capital gain net income (from Part IV , line 2 ) . . . .		442,745	
	8	Net short-term capital gain . . . . .			
	9	Income modifications . . . . .			
	10a	Gross sales less returns and allowances			
Operating and Administrative Expenses	b	Less Cost of goods sold . . . . .			
	c	Gross profit or (loss) (attach schedule) . . . . .			
	11	Other income (attach schedule) . . . . .			
	12	<b>Total.</b> Add lines 1 through 11 . . . . .	660,720	660,720	
	13	Compensation of officers, directors, trustees, etc	57,318	5,732	45,854
	14	Other employee salaries and wages . . . . .	21,491	2,149	17,193
	15	Pension plans, employee benefits . . . . .	14,680	1,468	11,744
	16a	Legal fees (attach schedule) . . . . .			
	b	Accounting fees (attach schedule) . . . . .	4,420	442	3,536
	c	Other professional fees (attach schedule) . . . . .	36,487	36,234	225
	17	Interest . . . . .			
	18	Taxes (attach schedule) (see instructions)	8,941	847	0
	19	Depreciation (attach schedule) and depletion . . . .	102	10	
	20	Occupancy . . . . .			
	21	Travel, conferences, and meetings . . . . .	6,359	533	5,087
	22	Printing and publications . . . . .	147	15	118
	23	Other expenses (attach schedule) . . . . .	7,538	754	6,030
	24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	157,483	48,184	89,787
	25	Contributions, gifts, grants paid . . . . .	437,550		437,550
	26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	595,033	48,184	527,337
	27	Subtract line 26 from line 12			
	a	<b>Excess of revenue over expenses and disbursements</b>	65,687		
	b	<b>Net investment income</b> (if negative, enter -0-)		612,536	
	c	<b>Adjusted net income</b> (if negative, enter -0-)			

Part II


Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	7,801	2,429	2,429
	2	Savings and temporary cash investments . . . . .	252,334	218,398	218,398
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)	102,200		
	b	Investments—corporate stock (attach schedule) . . . . .	6,261,298	 6,665,112	6,665,112
	c	Investments—corporate bonds (attach schedule). . . . .	1,202,452	 1,362,076	1,362,076
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ 64,223 Less accumulated depreciation (attach schedule) ▶ _____ 64,183	142	 40	40
	15	Other assets (describe ▶ _____)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	7,826,227	8,248,055	8,248,055
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)	 0	 1,491	
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	1,491	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .	7,826,227	8,246,564	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	7,826,227	8,246,564	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	7,826,227	8,248,055	

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	7,826,227
2	Enter amount from Part I, line 27a . . . . .	2	65,687
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	354,650
4	Add lines 1, 2, and 3 . . . . .	4	8,246,564
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	8,246,564

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	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	442,745
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .</div>		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	499,391	8,116,696	0 061526
2010	464,484	7,598,219	0 061131
2009	424,165	6,691,013	0 063393
2008	590,066	8,390,334	0 070327
2007	604,017	9,631,721	0 062711

2	Total of line 1, column (d). . . . .	2	0 319088
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 063818
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	8,127,456
5	Multiply line 4 by line 3. . . . .	5	518,678
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	6,125
7	Add lines 5 and 6. . . . .	7	524,803
8	Enter qualifying distributions from Part XII, line 4. . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	527,337

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	6,125
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	6,125
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	6,125
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,120	
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	5,120
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	1,005
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 <input checked="" type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

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? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?. . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ►WWW.BRETTFOUNDATION.ORG				
14	The books are in care of ►LINDA J SHOEMAKER PRESIDENT Telephone no ►(303) 442-1200 Located at ►1123 SPRUCE STREET BOULDER CO ZIP +4 ►803024001			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ►	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16		No
See 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.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <input type="checkbox"/>	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	0

**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	7,985,339
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	265,845
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	40
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	8,251,224
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	8,251,224
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	123,768
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	8,127,456
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	406,373

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	406,373
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	6,125
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	6,125
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	400,248
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	400,248
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	400,248

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	527,337
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	527,337
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	6,125
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	521,212
<b>Note:</b> 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				400,248
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				132,433
b From 2008. . . . .				175,131
c From 2009. . . . .				92,444
d From 2010. . . . .				86,680
e From 2011. . . . .				98,650
f Total of lines 3a through e. . . . .	585,338			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 527,337				
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. . . . .				400,248
e Remaining amount distributed out of corpus	127,089			
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	712,427			
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 instructions . . . . .			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) (see instructions). . . . .	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	132,433			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	579,994			
10 Analysis of line 9				
a Excess from 2008. . . .				175,131
b Excess from 2009. . . .				92,444
c Excess from 2010. . . .				86,680
d Excess from 2011. . . .				98,650
e Excess from 2012. . . .				127,089

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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 Additional Data Table

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

2Information 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

THE BRETT FAMILY FOUNDATION E-MAIL  
1123 SPRUCE STREET  
BOULDER,CO 80302  
(303) 442-1200

b

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

THE FOUNDATION HAS NO PRESCRIBED APPLICATION FORM FIRST-TIME GRANT APPLICANTS SHOULD INITIALLY CONTACT THE FOUNDATION BY LETTER OF INQUIRY AT LEAST TWO MONTHS PRIOR TO THE TARGETED APPLICATION DEADLINE PLEASE INCLUDE THE FOLLOWING INFORMATION IN THE LETTER OF INQUIRY 1 )BRIEF DESCRIPTION OF YOUR ORGANIZATION, 2 )PURPOSE OF THE PROGRAM OR PROJECT FOR WHICH YOU ARE SEEKING FUNDING AND THE AMOUNT BEING REQUESTED, 3 )OUTCOMES ANTICIPATED AND PLANS FOR ASSSSING ACHIEVEMENTS, 4 )CURRENT ORGANIZATIONAL OPERATING BUDGET, PLUS A PROJECT BUDGET IF APPLICABLE, AND 5 )COPY OF CURRENT 501(C)(3) DETERMINATION LETTER FROM THE IRS THE BRETT FAMILY FOUNDATION WILL SEND A LETTER TO REQUEST A FULL PROPOSAL OR DECLINE YOUR LETTER OF INQUIRY THE FOUNDATION ENCOURAGES THE USE OF THE COLORADO COMMON GRANT APPLICATION FORMAT FOR FULL PROPOSALS PLEASE SEE OUR WEBSITE FOR ADDITIONAL INFORMATION (WWW.BRETTFOUNDATION.ORG)

c

Any submission deadlines

GRANT CYCLE DEADLINES ARE ACCORDING TO PROGRAM AREA PLEASE SEE WEBSITE (WWW.BRETTFOUNDATION.ORG)

d

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

THE BRETT FAMILY FOUNDATION SUPPORTS CARING COMMUNITIES BY INVESTING IN ORGANIZATIONS THROUGHOUT COLORADO WORKING FOR SOCIAL JUSTICE, AND BOULDER COUNTY NONPROFITS ADDRESSING THE NEEDS OF UNDERSERVED COMMUNITIES, PRIMARILY DISADVANTAGED YOUTH AND THEIR FAMILIES THE FOUNDATION HAS TWO PRIMARY FUNDING PRIORITIES 1 )SOCIAL JUSTICE (STATEWIDE) ORGANIZATIONS THROUGHOUT THE STATE OF COLORADO WORKING TO ADDRESS THE ROOT CAUSES OF SOCIAL, ECONOMIC, GENDER AND RACIAL INEQUITIES THROUGH STRATEGIES THAT EMPOWER AFFECTED COMMUNITIES TO ENGAGE IN THE DEMOCRATIC PROCESS AND ADVANCE PROGRESSIVE POLICY SOLUTIONS 2 )DIRECT SERVICES (BOULDER COUNTY) BOULDER COUNTY NONPROFITS THAT PROVIDE DIRECT SERVICES AND SUPPORT FOR UNDERSERVED POPULATIONS WITH AN EMPHASIS ON PROGRAMS FOR DISADVANTAGED AND HIGH-RISK YOUTH AND THEIR FAMILIES THE BRETT FAMILY FOUNDATION FUNDS GROUPS THAT ARE TAX-EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	437,550
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

\*\*\*\*\* 2013-05-14 \*\*\*\*\*

Signature of officer or trustee Date Title

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

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

**Paid  
Preparer  
Use  
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN  P00075447
	ARIC T HILMAS CPA	ARIC T HILMAS CPA	2013-05-14		
	Firm's name <input type="checkbox"/>	HILMAS & ASSOCIATES LLC		Firm's EIN <input type="checkbox"/> 84-1565922	
		1371 HECLA DRIVE SUITE D110			
	Firm's address <input type="checkbox"/>	LOUISVILLE, CO 800272329		Phone no (303) 604-2191	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
2,350 SHS PEABODY ENERGY CORP	P	2005-05-24	2012-01-09
775 SHS ESTEE LAUDER COS INC	P	2004-08-19	2012-01-25
1,500 SHS PROCTER & GAMBLE CO	P	2004-10-12	2012-01-27
500 SHS CARBO CERAMICS INC	P	2011-04-11	2012-02-15
2,000 SHS STRYKER CORP	P	2003-09-11	2012-02-15
250 SHS DICKS SPORTING GOODS INC	P	2007-06-29	2012-02-15
250 SHS NOVO NORDISK ADR	P	2007-11-20	2012-02-15
25 SHS GOOGLE INC	P	2007-06-29	2012-02-15
3,000 SHS AMERICA MOVIL SPON ADR	P	2006-02-10	2012-03-15
50 SHS GOOGLE INC	P	2007-02-13	2012-03-26
250 SHS PEPSICO INC	P	2007-02-13	2012-03-26
500 SHS PEPSICO INC	P	2006-10-24	2012-03-26
500 SHS ORACLE CORP	P	2000-11-15	2012-03-26
500 SHS DICKS SPORTING GOODS INC	P	2007-06-29	2012-03-26
100 SHS GOOGLE INC	P	2006-10-11	2012-04-13
50 SHS GOOGLE INC	P	2007-02-13	2012-04-13
500 SHS WATERS CORP	P	2011-01-25	2012-04-25
750 SHS JOY GLOBAL INC	P	2011-11-15	2012-06-14
350 SHS JOY GLOBAL INC	P	2012-03-05	2012-06-14
50,000 WELLS FARGO & CO NTS 2 125%	P	2009-11-06	2012-06-15
225 SHS NIKE INC	P	2000-08-15	2012-06-27
1,100 SHS PETSMART INC	P	2005-12-07	2012-06-27
200 SHS PETSMART INC	P	2008-08-05	2012-06-27
100,000 FEDERAL FARM CR BKS NTS 4 375%	P	2005-12-15	2012-07-13
500 SHS WALGREEN CO	P	2000-07-11	2012-07-19
1,000 SHS WALGREEN CO	P	2001-12-04	2012-07-19
1,000 SHS WALGREEN CO	P	2002-12-04	2012-07-19
250 SHS WALGREEN CO	P	2010-02-02	2012-07-19
2,000 SHS DONALDSON INC	P	2002-04-16	2012-07-24
200 SHS NOVO NORDISK ADR	P	2007-10-16	2012-08-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
250 SHS NOVO NORDISK ADR	P	2007-11-20	2012-08-03
1,500 SHS AUTODESK INC	P	2004-09-08	2012-08-22
1,000 SHS AUTODESK INC	P	2004-10-19	2012-08-22
50,000 WELLS FARGO & CO NTS 5 125%	P	2005-10-26	2012-09-01
275 SHS UNION PACIFIC CORP	P	2010-06-02	2012-09-21
850 SHS O'REILLY AUTOMOTIVE INC	P	2003-12-23	2012-10-16
1,000 SHS OCCIDENTAL PETROLEUM CORP	P	2010-08-05	2012-11-14
500 SHS OCCIDENTAL PETROLEUM CORP	P	2010-10-05	2012-11-14
50,000 CAMPBELL SOUP CO NTS 5 000%	P	2005-10-12	2012-12-03
125 SHS US BANCORP	P	2010-04-13	2012-12-07
125 SHS US BANCORP DEL	P	2010-10-05	2012-12-07
250 SHS ABBOTT LABS	P	2000-07-11	2012-12-07
500 SHS EMERSON ELECTRIC CO	P	2000-06-13	2012-12-07
250 SHS COACH INC	P	2008-11-18	2012-12-19
1,000 SHS PRUDENTIAL FINANCIAL INC	P	2010-10-05	2012-12-19
500 SHS COACH INC	P	2010-06-02	2012-12-19
500 SHS PRUDENTIAL FINANCIAL INC	P	2010-11-29	2012-12-19
500 SHS PRUDENTIAL FINANCIAL INC	P	2011-01-25	2012-12-19
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
83,941		49,932	34,009
45,514		16,405	29,109
96,395		80,498	15,897
43,865		66,896	-23,031
107,350		74,094	33,256
11,203		7,269	3,934
34,653		15,838	18,815
15,252		13,113	2,139
70,933		50,208	20,725
32,256		23,074	9,182
16,415		15,935	480
32,831		31,728	1,103
14,541		14,562	-21
24,770		14,539	10,231
62,585		42,809	19,776
31,293		23,074	8,219
41,547		39,171	2,376
41,737		64,497	-22,760
19,477		28,759	-9,282
50,000		51,042	-1,042
22,020		5,217	16,803
71,904		26,402	45,502
13,073		4,850	8,223
100,000		97,568	2,432
17,110		16,655	455
34,221		32,860	1,361
34,221		29,478	4,743
8,555		9,163	-608
65,018		22,510	42,508
31,084		11,792	19,292

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
38,855		15,838	23,017
52,903		33,627	19,276
35,269		25,152	10,117
50,000		50,438	-438
33,055		19,783	13,272
69,820		16,581	53,239
74,824		77,526	-2,702
37,412		41,271	-3,859
50,000		50,340	-340
3,996		3,429	567
3,996		2,801	1,195
16,390		10,057	6,333
25,379		15,062	10,317
14,811		3,730	11,081
53,471		53,942	-471
29,622		20,428	9,194
26,735		25,472	1,263
26,735		30,595	-3,860
1,718			1,718

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			34,009
			29,109
			15,897
			-23,031
			33,256
			3,934
			18,815
			2,139
			20,725
			9,182
			480
			1,103
			-21
			10,231
			19,776
			8,219
			2,376
			-22,760
			-9,282
			-1,042
			16,803
			45,502
			8,223
			2,432
			455
			1,361
			4,743
			-608
			42,508
			19,292

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			23,017
			19,276
			10,117
			-438
			13,272
			53,239
			-2,702
			-3,859
			-340
			567
			1,195
			6,333
			10,317
			11,081
			-471
			9,194
			1,263
			-3,860
			1,718

Form 990PF Part VIII Line 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
LINDA J SHOEMAKER	PRESIDENT AND TRUSTEE 20 00	0	0	0
1123 SPRUCE STREET BOULDER, CO 803024001				
STEPHEN M BRETT	CHAIRMAN AND TRUSTEE 2 00	0	0	0
1123 SPRUCE STREET BOULDER, CO 803024001				
MICHAEL BREWER	EXECUTIVE DIRECTOR 40 00	57,318	6,070	0
1123 SPRUCE STREET BOULDER, CO 803024001				
MATTHEW S BRETT	TRUSTEE 1 00	0	0	0
1123 SPRUCE STREET BOULDER, CO 803024001				
EMILY P BRETT	TRUSTEE 1 00	0	0	0
1123 SPRUCE STREET BOULDER, CO 803024001				

**Form 990PF Part XV Line 1a - 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).**

LINDA J SHOEMAKER
STEPHEN M BRETT

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
9 TO 5 NATIONAL ASSOCIATION OF WORKING WOMEN 655 BROADWAY SUITE 800 DENVER,CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	7,500
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW 2ND FLOOR WASHINGTON,DC 20036	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000
ALTERNATIVES FOR YOUTH 24 9TH AVENUE LONGMONT,CO 80501	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000
ASPEN JOURNALISM 1280 UTE AVENUE SUITE 4 ASPEN,CO 81611	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500
ATTENTION HOMES 3080 BROADWAY SUITE C BOULDER,CO 80304	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,500
BISC FOUNDATION 1825 K STREET NW SUITE 411 WASHINGTON,DC 20006	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000
BOULDER COMMUNITY HOSPITAL FOUNDATION PO BOX 9019 BOULDER,CO 80301	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - RED LIPSTICK FUND	4,000
BOULDER COMMUNITY HOUSING CORPORATION PO BOX 471 BOULDER,CO 80306	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - CASA DE LA ESPERANZA	3,000
BOULDER CONCERT HALL 375 16TH STREET BOULDER,CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000
BOULDER COUNTY PUBLIC HEALTH 3450 BROADWAY BOULDER,CO 80304	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - OASOS	5,000
BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER,CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	12,450
CAL-WOOD EDUCATION CENTER PO BOX 347 JAMESTOWN,CO 80455	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500
CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON,DC 20009	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - WOMEN OF WDN	500
CHINOOK FUND 2465 SHERIDAN STREET DENVER,CO 80214	N/A	PUBLIC CHARITY	OPERATING SUPPORT	250
CITIZENS FOR RESPONSIBILITY AND ETHICS IN WASHINGTON 1400 I STREET NW SUITE 450 WASHINGTON,DC 20005	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COLORADO ETHICS WATCH	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
COLORADO CENTER ON LAW AND POLICY 789 SHERMAN STREET SUITE 300 DENVER,CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	7,500
COLORADO CIVIC ENGAGEMENT ROUNDTABLE PO BOX 1620 DENVER,CO 80201	N/A	PUBLIC CHARITY	OPERATING SUPPORT, PROGRAM SUPPORT - COLORADO DONOR ALLIANCE	26,500
COLORADO CONSERVATION VOTERS EDUCATION FUND 1536 WYNKOOP STREET SUITE 4C DENVER,CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	6,500
COLORADO CRIMINAL JUSTICE REFORM COALITION 1212 MARIPOSA STREET SUITE 6 DENVER,CO 80204	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,500
COLORADO IMMIGRANT RIGHTS COALITION 2525 WEST ALAMEDA AVENUE DENVER,CO 80219	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000
COLORADO MUSIC FESTIVAL 900 BASELINE ROAD COTTAGE 100 BOULDER,CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,750
COLORADO NONPROFIT DEVELOPMENT CENTER 4130 TEJON STREET SUITE A DENVER,CO 80211	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COLORADO PARTICIPATION PROJECT, THE COLLABORATIVE COMMUNITY/FOCUS	10,000
COLORADO PROGRESSIVE COALITION 1029 SANTA FE DRIVE DENVER,CO 80204	N/A	PUBLIC CHARITY	OPERATING SUPPORT	7,500
COLORADO PUBLIC TELEVISION 2900 WELTON STREET DENVER,CO 80205	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COLORADO PUBLIC NEWS	10,000
COLORADO SYMPHONY ASSOCIATION 1000 14TH STREET UNIT 15 DENVER,CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	7,000
COMMON CAUSE EDUCATION FUND 1536 WYNKOOP STREET SUITE 102 DENVER,CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000
COMPANEROS 1022 1/2 MAIN AVENUE DURANGO,CO 81301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000
COTTONWOOD INSTITUTE PO BOX 7067 DENVER,CO 80207	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000
EL CENTRO HUMANITARIO PARA LOS TRABAJADORES 2260 CALIFORNIA STREET DENVER,CO 80205	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000
FREE PRESS 40 MAIN STREET SUITE 301 FLORENCE,MA 01062	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - NCMR 2013	5,000


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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FRESC 140 SHERIDAN BOULEVARD DENVER,CO 80226	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000
GLOBAL DOWN SYNDROME FOUNDATION 3300 EAST FIRST AVENUE SUITE 390 DENVER,CO 80206	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - "BE BEAUTIFUL, BE YOURSELF" EVENT	5,000
GREAT EDUCATION COLORADO FUND 1600 DOWNING STREET SUITE 100 DENVER,CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000
HISPANIC AFFAIRS PROJECT 300 N CASCADE AVENUE SUITE C-4 MONTROSE,CO 81401	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000
I HAVE A DREAM FOUNDATION 3012 STERLING CIRCLE SUITE 200 BOULDER,CO 80301	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - BROADWAY BOOKS FUND	600
IMMIGRANT LEGAL CENTER OF BOULDER COUNTY 948 NORTH STREET SUITE 8 BOULDER,CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000
IMPACT ON EDUCATION 728 FRONT STREET SUITE A LOUISVILLE,CO 80027	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - STREAM	5,000
INTERCAMBIO UNITING COMMUNITIES 4735 WALNUT STREET SUITE B BOULDER,CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000
KGNU COMMUNITY RADIO 4700 WALNUT STREET BOULDER,CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000
LIDA PROJECT 2701 LAWRENCE STREET DENVER,CO 80205	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - "RED HOT PATRIOT" PLAY	1,000
MEDICINE ARM-IN-ARM 496 PASEO DEL DESCANSO SANTA BARBARA,CA 93105	N/A	PUBLIC CHARITY	OPERATING SUPPORT	500
MESA - MOVING TO END SEXUAL ASSAULT 1333 IRIS AVENUE BOULDER,CO 80304	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000
METRO ORGANIZATIONS FOR PEOPLE 1980 DAHLIA STREET DENVER,CO 80220	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000
MILE HIGH MONTESSORI 1780 MARION STREET DENVER,CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	4,500
MOTUS THEATER 4519 8TH STREET UNIT C BOULDER,CO 80304	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NARAL PRO-CHOICE COLORADO FOUNDATION 1905 SHERMAN STREET SUITE 800 DENVER,CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000
NETWORK FOR GOOD 15 HILLSDALE ROAD LAWRENCEVILLE,NJ 08648	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - JOURNALISM AND WOMEN SYMPOSIUM	500
NEWERA COLORADO FOUNDATION PO BOX 4274 BOULDER,CO 80306	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000
ONE COLORADO EDUCATION FUND 1245 E COLFAX AVENUE SUITE 204 DENVER,CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000
OPEN MEDIA FOUNDATION 700 KALAMATH STREET DENVER,CO 80204	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000
OUR CENTER 303 ATWOOD STREET LONGMONT,CO 80501	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000
OUT BOULDER PO BOX 1018 BOULDER,CO 80306	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E 38TH AVENUE DENVER,CO 80207	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - LONGMONT HEALTH CENTER	6,000
PROGRESSNOW EDUCATION 1536 WYNKOOP STREET SUITE 4A DENVER,CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	13,000
PUBLIC EDUCATION & BUSINESS COALITION 1244 GRANT STREET DENVER,CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000
RIGHTS FOR ALL PEOPLE DERECHOS PARA TODOS 1400 DAYTON STREET AURORA,CO 80010	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500
ROBERT GOLTEN SPECIAL NEEDS FUND 2855 VALMONT ROAD BOULDER,CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	4,500
ROCKY MOUNTAIN PBS 1089 BANNOCK STREET DENVER,CO 80204	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - ROCKY MOUNTAIN INVESTIGATIVE NEWS NETWORK (I-NEWS)	15,000
SAFE SHELTER OF ST VRAIN VALLEY PO BOX 231 LONGMONT,CO 80502	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000
SECOND WIND FUND OF BOULDER COUNTY PO BOX 18776 BOULDER,CO 80305	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE BELL POLICY CENTER 1905 SHERMAN STREET SUITE 900 DENVER,CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	65,000
THE COMMUNITY FOUNDATION SERVING BOULDER COUNTY 1123 SPRUCE STREET BOULDER,CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT , PROGRAM SUPPORT - COMMUNITY TRUST, MILAGROS FUND, SHOEMAKER FUND	26,000
THE FUTURO MEDIA GROUP 87 LAFAYETTE STREET NEWYORK,NY 10013	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000
THE GLBT CENTER 1301 E COLFAX AVENUE DENVER,CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000
THE WHITE HOUSE PROJECT 424 WEST 33RD STREET 8TH FLOOR NEWYORK,NY 10001	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000
UNIVERSITY OF COLORADO FOUNDATION (BOULDER) 914 BROADWAY 95 UCB BOULDER,CO 80309	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - VARIOUS PROGRAMS	33,500
UNIVERSITY OF COLORADO FOUNDATION (DENVER) 1380 LAWRENCE STREET SUITE 1325 DENVER,CO 80204	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - HEALTH POLICY SOLUTIONS	5,000
UNIVERSITY OF WISCONSIN FOUNDATION US BANK LOCKBOX BOX 78807 MILWAUKEE,WI 53278	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COWS PROJECT	1,000
WOMEN DONORS NETWORK 565 COMMERCIAL STREET SUITE 300 SAN FRANCISCO,CA 94111	N/A	PUBLIC CHARITY	OPERATING SUPPORT	15,000
WOMEN'S FOUNDATION OF COLORADO 1901 EAST ASBURY AVENUE DENVER,CO 80208	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - PEP CLUB	1,000
WOMEN'S WILDERNESS INSTITUTE 1501 LEE HILL DRIVE UNIT 16 BOULDER,CO 80304	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000
WORKING AMERICA EDUCATION FUND 815 SIXTEENTH STREET NW 5TH FLOOR WASHINGTON,DC 20006	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500
YMCA OF BOULDER VALLEY 2800 DAGNY WAY LAFAYETTE,CO 80026	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000
<b>Total . . . . .</b>  <b>3a</b>				437,550

## TY 2012 Accounting Fees Schedule

**Name:** BRETT FAMILY FOUNDATION

**EIN:** 84-1525821

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,420	442		3,536

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: BRETT FAMILY FOUNDATION

EIN: 84-1525821

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE AND EQUIPMENT	2001-08-12	62,415	62,415	200DB	7 0000000000000	0	0		
DESK	2005-02-25	500	478	200DB	7 0000000000000	22	0		
BOOKSHELF	2006-03-31	140	121	200DB	7 0000000000000	13	0		
HP LASERJET P1005	2008-02-07	140	128	200DB	5 0000000000000	8	0		
DELL VOSTRO 1000 LAPTOP	2008-05-05	1,028	939	200DB	5 0000000000000	59	0		

## TY 2012 Investments Corporate Bonds Schedule

**Name:** BRETT FAMILY FOUNDATION

**EIN:** 84-1525821

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50,000 GENERAL ELEC CAP CORP NTS 1.875%	50,493	50,493
50,000 CISCO SYSTEMS INC NTS 5.500%	57,153	57,153
50,000 BOEING CO NTS 5.125%	50,276	50,276
50,000 PROCTER & GAMBLE CO NTS 4.950%	53,703	53,703
50,000 BRISTOL MYERS SQUIBB CO NTS 5.250%	51,499	51,499
50,000 AMERICAN EXPRESS CO NTS 6.150%	60,248	60,248
50,000 COSTCO WHOLESALE CORP NTS 5.500%	58,946	58,946
50,000 CONOCOPHILLIPS NTS 5.200%	59,175	59,175
50,000 JOHNSON & JOHNSON NTS 5.150%	60,674	60,674
50,000 IBM CORP NTS 2.100%	50,312	50,312
50,000 HEWLETT PACKARD CO NTS 4.750%	52,120	52,120
50,000 WYETH NTS 5.450%	59,072	59,072
50,000 AMGEN INC NTS 3.450%	53,521	53,521
50,000 US BANCORP NTS 3.150%	52,691	52,691
50,000 CATERPILLAR FINANCIAL NTS 2.750%	52,371	52,371
50,000 AT&T INC NTS 2.500%	52,129	52,129
50,000 MORGAN STANLEY NTS 3.450%	52,095	52,095
50,000 AMAZON.COM INC NTS 1.200%	49,725	49,725
50,000 ZIONS BANCORP NTS 3.400%	49,662	49,662
48,168 SHS T ROWE PRICE HIGH YIELD FUND	336,211	336,211

**TY 2012 Investments Corporate  
Stock Schedule**

**Name:** BRETT FAMILY FOUNDATION  
**EIN:** 84-1525821

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,375 SHS ISHARES MSCI EAFE INDEX FUND	135,042	135,042
2,000 SHS ECOLAB INC	143,800	143,800
3,000 SHS DONALDSON CO INC	98,520	98,520
2,000 SHS EMERSON ELECTRIC COMPANY	105,920	105,920
2,050 SHS NIKE INC	105,780	105,780
1,150 SHS O'REILLY AUTOMOTIVE INC	102,833	102,833
1,900 SHS PETSMART INC	129,846	129,846
2,225 SHS ESTEE LAUDER COMPANIES INC	133,188	133,188
1,525 SHS SCHLUMBERGER LTD	105,680	105,680
3,150 SHS WELLS FARGO & COMPANY	107,667	107,667
2,000 SHS ABBOTT LABORATORIES	131,000	131,000
5,600 SHS CISCO SYSTEMS INC	110,037	110,037
3,000 SHS EMC CORP	75,900	75,900
1,900 SHS ISHARES RUSSELL 2000 VALUE FUND	143,469	143,469
1,000 SHS PEPSICO INC	68,430	68,430
1,750 SHS T ROWE PRICE GROUP INC	113,955	113,955
3,000 SHS DICKS SPORTING GOODS INC	136,470	136,470
6,500 SHS ISHARES MSCI EMERGING MKTS INDEX FD	288,275	288,275
800 SHS NOVO NORDISK ADR	130,568	130,568
550 SHS APPLE INC	292,695	292,695
1,850 SHS NATIONAL OILWELL VARCO INC	126,448	126,448
750 SHS COACH INC	41,632	41,632
2,250 SHS ACCENTURE PLC	149,625	149,625
2,000 SHS AMPHENOL CORP	129,400	129,400
3,875 SHS US BANCORP	123,768	123,768
3,000 SHS WISDOMTREE EQUITY INCOME FUND	137,399	137,399
3,375 SHS JPMORGAN CHASE & CO	148,396	148,396
2,000 SHS WISDOMTREE EMERGING MARKETS SMALLCAP	98,880	98,880
1,000 SHS WATERS CORP	87,120	87,120
1,025 SHS UNION PACIFIC CORP	128,863	128,863

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,500 SHS PRAXAIR INC	164,175	164,175
4,200 SHS AT&T INC	141,582	141,582
1,000 SHS BAXTER INTERNATIONAL INC	66,660	66,660
1,000 SHS CHEVRON CORPORATION	108,140	108,140
600 SHS COSTCO WHOLESALE CORP	59,238	59,238
2,000 SHS HONEYWELL INTL INC	126,940	126,940
715 SHS IBM CORPORATION	136,958	136,958
1,750 SHS JOHNSON & JOHNSON	122,675	122,675
5,000 SHS ORACLE CORP	166,600	166,600
2,000 SHS QUALCOMM INC	123,719	123,719
1,750 SHS TARGET CORP	103,547	103,547
3,000 SHS HORMEL FOODS CORP	93,630	93,630
10,000 SHS ALERIAN MLP ETF	159,500	159,500
2,500 SHS IQ HEDGE MULTI-STRATEGY TRACKER ETF	69,525	69,525
2,500 SHS IQ ARB GLOBAL RESOURCES ETF	76,050	76,050
1,875 SHS ENSCO PLC	111,150	111,150
1,700 SHS BEAM INC	103,853	103,853
1,000 SHS CAPITAL ONE FINANCIAL CORPORATION	57,930	57,930
2,000 SHS DISCOVER FINANCIAL SERVICES	77,100	77,100
450 SHS GRAINGER W W INC	91,067	91,067
2,500 SHS MARATHON OIL CORP	76,650	76,650
225 SHS MASTERCARD INC	110,538	110,538
1,000 SHS PERRIGO CO	104,030	104,030
1,700 SHS THE TRAVELERES COMPANIES INC	122,094	122,094
2,000 SHS CHURCH & DWIGHT INC	107,140	107,140
13,546 SHS FIDELITY ADVISOR REAL ESTATE INCOME	154,015	154,015

**TY 2012 Land, Etc. Schedule****Name:** BRETT FAMILY FOUNDATION**EIN:** 84-1525821

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE AND EQUIPMENT	62,415	62,415	0	
DESK	500	500	0	
BOOKSHELF	140	134	6	
HP LASERJET P1005	140	136	4	
DELL VOSTRO 1000 LAPTOP	1,028	998	30	

**TY 2012 Other Expenses Schedule****Name:** BRETT FAMILY FOUNDATION**EIN:** 84-1525821

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	2,358	236		1,886
WORKMEN'S COMPENSATION INSURANCE	2,194	219		1,755
OFFICE EXPENSE	552	55		442
POSTAGE AND SHIPPING	94	9		75
PROFESSIONAL DEVELOPMENT	50	5		40
PARKING	1,925	193		1,540
INTERNET AND WEBSITE	365	37		292

**TY 2012 Other Increases Schedule**

**Name:** BRETT FAMILY FOUNDATION

**EIN:** 84-1525821

Description	Amount
UNREALIZED GAIN ON SECURITIES	354,650

# TY 2012 Other Liabilities Schedule

**Name:** BRETT FAMILY FOUNDATION

**EIN:** 84-1525821

Description	Beginning of Year - Book Value	End of Year - Book Value
CREDIT CARD PAYABLE	0	1,491

**TY 2012 Other Professional Fees Schedule****Name:** BRETT FAMILY FOUNDATION**EIN:** 84-1525821

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	36,206	36,206		0
CONSULTING	281	28		225

**TY 2012 Taxes Schedule****Name:** BRETT FAMILY FOUNDATION**EIN:** 84-1525821

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	847	847		0
2011 FORM 990-PF BALANCE DUE	2,974	0		0
2012 FORM 990-PF TAX DEPOSITS	5,120	0		0