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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No. 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

RED EMPRESS FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

201 NORWAY DRIVE

City or town, state, and ZIP code

BAR HARBOR, ME 04609

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **757538**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number**84-1605718****B** Telephone number (see instructions)**207-801-8149****C** If exemption application is pending, check here ▶ ☐**D** 1. Foreign organizations, check here . . . ▶ ☐2. Foreign organizations meeting the 85% test, check here and attach computation . . . ▶ ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here . . . ▶ ☐**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) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

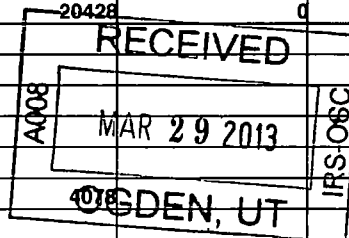
(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)**177230****2** Check ☐ if the foundation is **not** required to attach Sch. B**3** Interest on savings and temporary cash investments**20428****4** Dividends and interest from securities**20428****20428****5a** Gross rents**b** Net rental income or (loss)**6a** Net gain or (loss) from sale of assets not on line 10**(3234)****b** Gross sales price for all assets on line 6a **98108****7** Capital gain net income (from Part IV, line 2)**0****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) (attach schedule)**11** Other income (attach schedule)**12 Total.** Add lines 1 through 11**194424****20428****0****13** Compensation of officers, directors, trustees, etc.**35000****35000****14** Other employee salaries and wages**15** Pension plans, employee benefits**18330****18330****16a** Legal fees (attach schedule)**b** Accounting fees (attach schedule)**1500****1500****c** Other professional fees (attach schedule)**4504****426****17** Interest**18** Taxes (attach schedule) (see instructions)**106****19** Depreciation (attach schedule) and depletion**20** Occupancy**21** Travel, conferences, and meetings**2926****2926****22** Printing and publications**23** Other expenses (attach schedule)**4616****4616****24 Total operating and administrative expenses.**

Add lines 13 through 23

66982**4078****62798****25** Contributions, gifts, grants paid**183681****183681****26 Total expenses and disbursements.** Add lines 24 and 25**250663****4078****246479****27** Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements**(56239)****b** Net investment income (if negative, enter -0-)**16350****c** Adjusted net income (if negative, enter -0-)**0**SCANNED APR 04 2013
Revenue

Operating and Administrative Expenses



10

P

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	169982	75553	75553
	2 Savings and temporary cash investments	7319	10423	10423
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	573735	628746	632603
	c Investments—corporate bonds (attach schedule)	54951	34948	41309
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ 1809			
	Less: accumulated depreciation (attach schedule) ▶	1809	1809	1809
	15 Other assets (describe ▶ ORGANIZATIONAL COSTS)	6059	6059	6059
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	813855	757538	767756
	17 Accounts payable and accrued expenses	2766	2688	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	2766	2688	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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	811089	754850	
Net Assets or Fund Balances	30 Total net assets or fund balances (see instructions)	811089	754850	
	31 Total liabilities and net assets/fund balances (see instructions)	813855	757538	

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	811089
2 Enter amount from Part I, line 27a	2	(56239)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	754850
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	754850

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 SCHEDULE ATTACHED				
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				
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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	(3234)
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) (see instructions). If (loss), enter -0- in Part I, line 8 }			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.

(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	203856	705871	.2889
2010	151440	636035	.2381
2009	140936	545645	.2583
2008	144251	603101	.2392
2007	130088	574092	.2266
2 Total of line 1, column (d)			2 1.2511
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 .2502
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 716802
5 Multiply line 4 by line 3			5 179344
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 163
7 Add lines 5 and 6			7 179507
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 246581

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
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	163
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	163
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	163
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	163
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	163
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
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?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a conformed copy of the changes</i>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
b If "Yes," has it filed a tax return on Form 990-T for this year?		<input checked="" type="checkbox"/>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► COLORADO		
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? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
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)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input checked="" type="checkbox"/>	

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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>	
Website address ► <u>WWW.REDEMPRESS.ORG</u>				
14	The books are in care of ► <u>MARYANNE MATTSON</u>	Telephone no. ►	<u>207-801-8149</u>	
	Located at ► <u>BAR HARBOR, ME</u>	ZIP+4 ►	<u>04609</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here.	►	<input type="checkbox"/>	
	and enter the amount of tax-exempt interest received or accrued during the year	►	15	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			<input checked="" type="checkbox"/>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	<input checked="" type="checkbox"/>
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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	<input checked="" type="checkbox"/>
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 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.)	2b	<input checked="" type="checkbox"/>
c	If the provisions of section 4942(a)(2) are being applied to any 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ 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)? **5b** ☐ Yes ☒ No
- 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? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GAYLE NOSAL BAR HARBOR, ME	PRESIDENT 5 HRS	0	0	0
MARYANNE MATTSON BAR HARBOR, ME	EXEC DIRECTOR 35 HRS	35000	15652	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	

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	645280
b	Average of monthly cash balances	1b	74570
c	Fair market value of all other assets (see instructions)	1c	7868
d	Total (add lines 1a, b, and c)	1d	727718
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	727718
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	10916
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	716802
6	Minimum investment return. Enter 5% of line 5	6	35840

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	35840
2a	Tax on investment income for 2012 from Part VI, line 5	2a	163
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	163
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35677
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	35677
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	35677

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	246479
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	246479
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	163
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	246316

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				35677
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	101566			
b From 2008	114994			
c From 2009	113821			
d From 2010	119836			
e From 2011	168774			
f Total of lines 3a through e	618991			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 246479				
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				35677
e Remaining amount distributed out of corpus	210802			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	829793			
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)	101566			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	728227			
10 Analysis of line 9:				
a Excess from 2008	114994			
b Excess from 2009	113821			
c Excess from 2010	119836			
d Excess from 2011	168774			
e Excess from 2012	210802			

Part XIV Private 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 foundation is a private operating foundation described in section ☐ 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	
85% of line 2a				
Qualifying distributions from Part XII, line 4 for each year listed				
Amounts included in line 2c not used directly for active conduct of exempt activities				
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 $\frac{2}{3}$ 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).)

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.

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 WWW.REDEMPRESS.ORG FOR HOW TO APPLY

b The form in which applications should be submitted and information and materials they should include:
SEE WWW.REDEMPRESS.ORG FOR HOW TO APPLY

c Any submission deadlines:
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
NONE

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 <i>Paid during the year</i> SEE SCHEDULE ATTACHED				
Total			▶	3a
b <i>Approved for future payment</i> NONE				
Total			▶	3b

Enter gross amounts unless otherwise indicated.

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

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). (See instructions.)

NOT APPLICABLE

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

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

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

RED EMPRESS FOUNDATION**84-1605718**

Organization type (check one):

Filers of:**Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

Name of organization

Employer identification number

RED EMPRESS FOUNDATION

84-1605718

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NFP,LTD 201 NORWAY DRIVE BAR HARBOR, ME 04609	\$ 125,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	SALLY NORDLING 201 NORWAY DRIVE BAR HARBOR, ME 04609	\$ 50,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Red Empress Foundation
Form 990PF
For the Year Ended December 31, 2012
84-1605718

Schedule of Investments Part II, Line 10	BV	FMV
<u>Corporate Stock - Line 10b</u>		
Alliance Bernstein Small/Mid Cap	29,477	31,717
AMCAP Fund	66,083	74,684
Columbia Acorn	22,094	20,876
Harbor Bond Fund	52,991	52,141
Ivy Asset Strategy Fund	33,518	35,367
Loomis Sayles Global Bond Fund	25,101	24,955
Prudfential Jennison Natural Resources	40,642	30,910
T. Rowe Price Emerging Fund	32,735	27,840
T. Rowe Price Value Fund	66,148	69,998
T. Rowe Price Spectrum	116,360	127,179
Russell Tax Managed Cap Fund	28,183	28,067
Third Avenue Real Estate Fund	46,047	43,457
Thiornburg Intern'l Fund	69,367	65,412
Total	628,746	632,603
<u>Corporate Bonds - Line 10c</u>		
Duke Power Company		
Duke Capital	10,068	13,207
Autozone Inc.	24,880	28,102
Total	34,948	41,309

Red Empress Foundation
Form 990PF
For the Year Ended December 31, 2012
84-1605718

Schedule of Accounting Fees, Part 1, Line 16b		Amount
Tax Return Preparation Fees		1,500
Total		<u>1,500</u>

Schedule of Other Professional Fees, Part 1, Line 16c		Amount
Investment Advisory		4,078
Computer Support		426
Total		<u>4,504</u>

Schedule of Taxes, Part 1, Line 18		Amount
Excise tax		106
Total		<u>106</u>

Schedule of Other Expenses, Part 1, Line 23		Amount
Advertising		225
Bank Service Charge		4
Insurance		478
Office Expense		745
Postage		109
Dues & Subscriptions		745
Office Supplies		78
Website Design		2,232
Total		<u>4,616</u>

Red Empress Foundation
Form 990PF
For the Year Ended December 31, 2012
84-1605718

Capital Gains and Losses for Tax on Investment Income, Part IV

Security	Date Acquired	Date Sold	Sales Price	Cost	Gain (Loss)
Royce Value Plus Fund	Various	9/7/12	187	162	25
Columbia Acorn Intern'l	6/5/08	12/3/12	10,000	10,737	(737)
Duke Power Company	4/1/02	1/17/12	20,000	20,000	0
Ivy Asset Strat. Fund	6/5/08	12/3/12	10,000	10,566	(566)
Royce Value Plus Fund	Various	9/7/12	27,921	27,805	116
Third Avenue Real Estate	6/5/08	12/3/12	20,000	20,456	(456)
Thornburg Intern'l Value	6/5/08	12/3/12	10,000	11,616	(1,616)
Total			98,108	101,342	(3,234)

NOTE: All securities reported above were acquired by Purchase.

Red Empress Foundation

Brief Description of the Organizations Supported in 2012 Page 1 of 7

Eco-Cycle: This organization provides publicly accountable recycling, conservation and education services to identify, explore and demonstrate the emerging frontiers of sustainable resource management. Our grant was used to increase their Green Star Schools program in Middle Schools and to support their Worm Bin Composting program.

(P.O. Box 19006, Boulder, CO 80308) 501(c)3 \$7,000

La Puente Home: This organization serves the San Luis Valley of Southern Colorado by providing emergency shelter, food assistance, case management, transitional housing and self-sufficiency services, homeless prevention, outreach services, job training for the homeless and community members in crisis. Our grant was used for general operating purposes.

(P.O. Box 1235, Alamosa, CO 80101) 501(c)3 \$10,500

Angevine Middle School: This is a Boulder Valley middle school with many challenges and needs. They strive to be one community with many voices. They have a diverse student population and have limited resources to properly serve them. Our grant was used exclusively to purchase equipment for their media center that serves a school-wide communication system.

(1150 West South Boulder Rd, Lafayette, CO 80026) 501(c)3 \$5,000

Boulder Athletic: This is a soccer organization offering soccer programs to children ages 4 through 18 in Boulder County. There are many levels of play and each child is encouraged to be the best they can be. Communication skills, teamwork, physical endurance and emotional strength are taught. So many life skills are learned through having fun playing soccer. We continued to donate to our scholarship fund for children whose families do not have the financial means to afford registration fees and proper gear.

(1510 28th Street, Suite 100, Boulder, CO 80303) 501(c)3 \$5,775

Association of Small Foundations: 501(c)3 \$500

Red Empress Foundation

Brief Description of the Organizations Supported in 2012

Page 2 of 7

Boulder Valley Arts Alliance: This alliance distributes funds to various organizations within Boulder County. Our grant was used exclusively to support Sound Circle's "Solstice Concert". Sound Circle is an a cappella women's vocal ensemble. They come together to experience the deep joy of making music together and to share that joy with their audiences.

(7943 Lefthand Canyon Dr., Jamestown, CO 80455) 501(c)3 \$5,000

Voices for Children: This is a Boulder County organization with a mission to help break the cycle of child abuse and neglect through the use of trained Court Appointed Special Advocate (CASA) volunteers. The CASAs provide investigation, advocacy, monitoring and direct service to the child victims. Our funds were used to provide CASA services to five child victims for one year.

(2305 Canyon Blvd, #101, Boulder, CO 80302) 501(c)3 \$6,450

Intercambio Uniting Communities: The mission of this organization is to build bridges of understanding across cultures, increase opportunities and independence for immigrants, and create a stronger, more integrated Boulder County. Their goal is to help adult immigrants achieve economic self-sufficiency, self-esteem and to create an integrated, more accepting and tolerate community in which all members can effectively participate and contribute. Our grant was used to expand their Intercambio and Schools Together Program

(4735 Walnut Street, Ste B, Boulder, CO 80301) 501(c)3 \$7,500

Educate!: This organization aims to provide refugees and highly underprivileged nationals in Africa with a quality of life in the present and an education for a bright future, in order for them to one day become leaders in the fight against the larger problems of disease, violence and poverty that exist in their home countries. Our grant was used for general operating purposes.

(4492 Burr Place, Boulder, CO 80303) 501(c)3 \$15,000

Red Empress Foundation

Brief Description of the Organizations Supported in 2012

Page 3 of 7

Growing Gardens: This is a human services and youth development organization. Their mission is to enrich lives in Boulder County through environmentally sustainable gardening programs that empower people to experience a direct and deep connection to plants, the land and each other. Our grant was used in their Cultiva! Youth Project to enhance their beekeeping program.

(1630 North Broadway, Boulder, CO 80304) 501(c)3 \$5,000

Colorado Horse Rescue: This organization is dedicated to providing emergency relief, shelter, care, rehabilitation and adoption services for abused, neglected, abandoned and unwanted horses. Our grant was used to support their annual purchase of hay.

(10386 North 65th St., Longmont, CO 80503) 501(c)3 \$5,000

Hospital Albert Schweitzer Haiti: This hospital is located in Deschapelles, Haiti and serves the people of the Artibonite Valley in the creation of programs in health care and community development. They are a 190-bed hospital and are the only source of medical care for hundreds of miles. Our grant was for inpatient and outpatient core health services at the hospital.

(P.O. Box 81046, Pittsburgh, PA 15217) 501(c)(3) \$5,000

Bridge House: Their goal is to feed the hungry in the Boulder area. They serve to provide a hot meal four nights a week to anyone who comes to their table. Our grant was to support their "Ready to Work" program.

(First Christian Church, 950 28th St., Boulder, CO 80302) 501 (c)3 \$5,000

H.E.A.R.T.: Help Enable Alcoholics/Addicts Receive Treatment. Their goal is to provide financial support to assist alcoholics, addicts and their family's access the appropriate treatment and sober-living alternatives to achieve long-term successful sobriety. Our grant was for general operating purposes.

(10800 Old Co. Road, Plymouth, MN 55441) 501(c)3 \$5,000

Red Empress Foundation

Brief Description of the Organizations Supported in 2012 Page 4 of 7

Grey Nuns of the Sacred Heart: The Grey Nuns devote their lives to serving the world through teaching, health services, community outreach and prayer. Our grant was used specifically for the elderly sisters. The grant will be used to take the sisters out for social events and activities.

(1750 Quarry Road, Yardley, PA 19067) 501(c)3 \$5,000

Prairie Dog Coalition: This organization is dedicated to the prairie dog and the restoration of their ecosystems. Our donation is to be used to support their education program and to enable them to reach out to new schools and to provide activity books for students.

(2525 Arapahoe #E4-527, Boulder, CO 80302) 501(c)3 \$2,575

Bar Harbor Food Pantry: This organization's mission is to provide a welcoming environment for the distribution of food and other household products free of charge to Hancock County, Maine residents in need. They are currently serving 128 households each month. The need is great and is increasing each month. Our grant was to be used exclusively to purchase food for the food pantry and to make necessary improvements to their retail store, Serendipity.

(36 Mount Desert St. Bar Harbor, ME 04609) 501(c)3 \$5,243

Moving to End Sexual Assault: This organization is working to end sexual assault and the suffering that it causes in our community. They challenge all forms of oppression and recognize its connection to sexual violence. Our grant supports their Men Standing Up program.

(2336 Canyon Blvd., Suite 103, Boulder, CO 80304) 501(c)3 \$3,000

Reading Village: This organization works collaboratively with the residents of impoverished Guatemalan villages to create impact programs that develop a culture of reading. Our grant supports the introduction of a Sustained Silent Reading program in an elementary school in a Guatemalan community.

(3210 15th Street, Boulder, CO 80304) 501(c)3 \$4,350

Red Empress Foundation

Brief Description of the Organizations Supported in 2012 Page 5 of 7

Boulder County AIDS Project: This organizations mission is twofold: to provide support, advocacy and education to those in our community who are infected with or affected by HIV and to serve as an outreach and information center to prevent further transmission of HIV and the resulting AIDS. Our funds are to be used exclusively to purchase 400 Rapid HIV test kits.

(2118 14th Street, Boulder, CO 80302) 501(c)3 \$3,500

Think Humanity: This organization was created to provide relief, support and hope for a promising future to refugees in Africa. Their mission is threefold: Help to fight malaria by providing refugees with resources and manpower; provide love, comfort and security to orphaned children; and create an overall positive change for refugees. Our grant was used exclusively to support the Girls Hostel in Hoima, Uganda, to purchase mosquito nets and for volunteer travel expenses.

(2880 Spring Mountain Drive, Loveland, CO 80537) 501(c)3 \$15,383

Rocky Mountain Rescue Group, Inc.: This organization maintains an active group of volunteers trained and equipped for mountain search and rescue missions, it provides outdoor safety education, and assists in emergencies other than mountain disasters where first aid and rescue services are needed, such as fires, floods, blizzards and civil defense. Our grant was used to purchase full body vacuum splints and associated carrying packs.

(P. O. Box Y, Boulder, CO 80306) 501(c)3 \$4,000

Sustainable Harvest International: This organization provides farming families in Central America with the training and tools to preserve our planet's tropical forests while overcoming poverty. Our donation supported their community program in El Higuero in Honduras.

(779 North Bend Road, Surry, ME 04684) 501(c)3 \$4,500

One School at a Time: This organization works in Uganda to develop well-managed, self reliant, sustainable schools where all children thrive. They focus on programs to empower girls to stay in school. Our grant was used to purchase fabric and pay a seamstress to create uniforms for 255 girls.

(P.O. Box 342, Eldorado Springs, CO 80025) 501(c)3 \$1,530

Red Empress Foundation

Brief Description of the Organizations Supported in 2012 Page 6 of 7

Maine Sea Coast Mission: This organization provides spiritual, health, and youth development programs in coastal and island communities from mid-coast to Downeast Maine. Rooted in a history of non-denominational service, the Mission offers hope, encouragement and help to strengthen individuals, families and communities. Our grant was used to support their youth EdGE Program.

(127 West Street, Bar Harbor, ME 04609) 501(c)3 \$5,250

Spirit Wind Horse Rescue: This organization is dedicated to improving living conditions and providing crucial assistance for all equine creatures, but especially for physically and physiologically abused, neglected, troubled or abandoned and unwanted equines, by providing shelter, care, rehabilitation, retraining and adoption into a forever home or retirement within a safe environment. Our grant was used exclusively toward their retired and baby horses to help pay for their special feed and supplements and also for the purchase hay.

(P.O. Box 27, Hotchkiss, CO 81419) 501(c)3 \$5,000

Colorado Film Festival: This organization's mission is to encourage and celebrate the art of film by creating a dynamic forum for artistic, social and cultural awareness in the community. Our grant was to be used exclusively for their Call 2 Action Program.

(1906 13th St, Suite 301, Boulder, CO 80302) 501(c)3 \$10,000

Mount Desert Island High School: This high school strives to provide a safe, supportive environment in which all students are held to high academic and ethical standards. The faculty staff, and administration, supported by the community, guide students as they acquire the knowledge and skills necessary to become responsible, self directed learners and healthy, productive citizens. Our grant was used to help repair and renovate their theater.

(1081 Eagle Lake Road, Mount Desert, ME 04660) 501(c)3 \$1,000

Total Regular Grants Disbursed in 2012 \$ 158,056

Red Empress Foundation

Collaborative Projects Supported in 2012

Page 7 of 7

Intercambio Uniting Communities and Boulder Athletic (BA): These two organizations partnered together to work with a group of 50 immigrant parents from BA to participate in a Life Skills Leaders program conducted by Intercambio. These workshops provided critical education around various life skills.

Grant Amount: \$8,000

Angevine Middle School and BVSD Food Services: This project consisted of Angevine Bobcat TV and BVSD Food Services collaborating to develop a public service campaign promoting the use of recyclables and reusables in Boulder Valley schools.

Grant Amount: \$6,082

La Puente Home and Boulder Athletic(BA): This is a two-part collaboration in Boulder and Alamosa, Colorado. The portion in Alamosa consisted of BA conducting a free one-day soccer camp for kids throughout the San Luis Valley under the age of 18. The second portion of the grant took place in Boulder. La Puente took their "All You Need to Garden" project to five families in Boulder. These families will receive a garden in a box that is complete with starter vegetables and herbs.

Grant Amount: \$5,282

Eco-Cycle and Maine Seacoast Mission EdGE Program: In this project the EdGE program staff will collaborate with Eco-Cycle staff members to develop and implement a school-wide recycling and education program at the Daniel W. Merritt School in Addison, Maine.

Grant Amount: \$3,761

Colorado Horse Rescue (CHR) and L.E.V.I.: These organizations teamed up to offer women continued support and healing from past traumas through their interaction with horses. CHR offered it's new program, Healing with Horses, to victims of domestic violence that are part of the L.E.V.I. program.

Grant Amount: \$2,500

Total Collaborative Grants in 2012

\$25,625

Grand Total All 2012 Grants

\$183,681

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