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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 THE HUMPHREYS FOUNDATION		A Employer identification number 84-6021274	
% KAMI POMERANTZ/HOLLAND & HAR		B Telephone number (see instructions) (303) 295-8095	
Number and street (or P O box number if mail is not delivered to street address) 555 17TH STREET Suite 3200		Room/suite	
City or town, state, and ZIP code DENVER, CO 80202		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,633,308		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	43,358	43,358		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	19,252			
	b Gross sales price for all assets on line 6a _____ 714,030				
	7 Capital gain net income (from Part IV , line 2)		19,252		
	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)	2,183	773		
	12 Total. Add lines 1 through 11	64,793	63,383		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,575	1,339	0	236
	c Other professional fees (attach schedule)	21,024	17,870		3,154
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	121	121		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	490	490		
	24 Total operating and administrative expenses. Add lines 13 through 23	23,210	19,820	0	3,390
	25 Contributions, gifts, grants paid	73,000			73,000
	26 Total expenses and disbursements. Add lines 24 and 25	96,210	19,820	0	76,390
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-31,417			
	b Net investment income (if negative, enter -0-)		43,563		
	c Adjusted net income (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		
	2	Savings and temporary cash investments	40,938	49,643
	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)		
	b	Investments—corporate stock (attach schedule)	926,605 	841,193
	c	Investments—corporate bonds (attach schedule).	571,086 	616,376
	11	Investments—land, buildings, and equipment basis ▶ _____ 1 Less accumulated depreciation (attach schedule) ▶ _____	1	1
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,538,630	1,507,213
	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 ▶ _____)		
	23	Total liabilities (add lines 17 through 22)		0
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted	1,538,630	1,507,213
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
	30	Total net assets or fund balances (see page 17 of the instructions)	1,538,630	1,507,213
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,538,630	1,507,213

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	1,538,630
2	Enter amount from Part I, line 27a	2	-31,417
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,507,213
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	1,507,213

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			(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	
a See Additional Data Table			
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	19,252
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

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	79,882	1,614,212	0 049487
2010	77,498	1,601,484	0 048391
2009	78,598	1,498,967	0 052435
2008	84,992	1,760,564	0 048275
2007	94,449	1,990,660	0 047446

2	Total of line 1, column (d).	2	0 246034
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 049207
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,566,311
5	Multiply line 4 by line 3.	5	77,073
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	436
7	Add lines 5 and 6.	7	77,509
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	76,390

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 ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	871
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	871
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	871
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	520		
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	520
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	351
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐		11	

Part VII-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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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) ☐ 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 ▶N/A				
14	The books are in care of ▶KAMI POMERANTZHOLLAND & HART Telephone no ▶(303) 295-8095 Located at ▶555 17TH ST 3200 DENVER CO ZIP +4 ▶80202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		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?. ☐ Yes ☒ 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		
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?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<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))?		☐ 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		
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		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		

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
SAMUEL GUYTON	PRESIDENT,	0	0	0
555 17TH STREET	DIRECTOR			
DENVER, CO 80202	3 0			
CLAUDE M MAER JR	DIRECTOR	0	0	0
555 17TH STREET	2 0			
DENVER, CO 80202				
KAMI POMERANTZ	VP, TREASURER,	0	0	0
555 17TH STREET	DIRECTOR			
DENVER, CO 80202	3 0			
JEAN GUYTON	SECRETARY	0	0	0
555 17TH STREET	2 0			
DENVER, CO 80202				
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
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

Total number of others receiving over \$50,000 for professional services.	0
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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	PROVISION OF FUNDING TO 39 CHARITIES FOR CONTINUATION OF THEIR CHARITABLE ACTIVITIES	73,000
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	NOT APPLICABLE	
2		
	All other program-related investments See page 24 of the 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	943,810
b	Average of monthly cash balances.	1b	40,319
c	Fair market value of all other assets (see instructions).	1c	606,034
d	Total (add lines 1a, b, and c).	1d	1,590,163
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	0
3	Subtract line 2 from line 1d.	3	1,590,163
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	23,852
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,566,311
6	Minimum investment return. Enter 5% of line 5.	6	78,316

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	78,316
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	871
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	871
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	77,445
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	77,445
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	77,445

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	76,390
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	76,390
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	76,390
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				77,445
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				4,312
d From 2010.				
e From 2011.				207
f Total of lines 3a through e.	4,519			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 76,390				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				76,390
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,055			1,055
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,464			
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.				
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).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,464			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				3,257
c Excess from 2010. . . .				
d Excess from 2011. . . .				207
e Excess from 2012. . . .				

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))

NONE

b

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

NONE

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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	73,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	43,358	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	19,252	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a LITIGATION SETTLE _____			01	773	
b EXCISE TAX REFUND _____			01	1,410	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .				64,793	
13 Total. Add line 12, columns (b), (d), and (e).					64,793

[illegible]

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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	Firm's name	MARRS SEVIER & COMPANY LLC		Firm's EIN	
	Firm's address	230 SOUTH HOLLAND STREET LAKEWOOD, CO 80226		Phone no (303) 922-6654	

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)
87 SH ABB LTD COM	P		2012-07-06
39 SH AFLAC INC	P		2012-07-06
39 SH AFLAC INC	P	2011-10-11	2012-09-26
10 SH ABBOTT LABS	P	2012-01-23	2012-03-05
1 SH ABBOTT LABS	P	2012-01-23	2012-03-26
287 99 SH ABERDEEN FDS EMRGN	P	2011-10-11	2012-07-06
238 054 SH ABERDEEN FDS EMRGN	P	2012-03-05	2012-07-06
516 427 SH ABERDEEN FDS EMRGN	P		2012-07-06
18 SH ACME PACKET INC	P	2011-11-23	2012-01-23
25 SH ACME PACKET INC	P	2011-11-23	2012-03-05
9 SH AFFILIATED MANAGERS GROUP	P	2012-01-23	2012-03-26
14 SH AGILENT TECHNOLOGIES INC	P	2012-03-05	2012-03-26
7 SH ALEXION PHARMACEUTICALS	P	2011-11-23	2012-01-23
9 SH ALEXION PHARMACEUTICALS	P	2011-11-23	2012-03-26
12 SH ALLEGHENY TECHNOLOGIES I	P	2012-01-23	2012-03-05
41 SH ALTERA CORP	P	2011-11-14	2012-03-26
146 575 SH AMERICAN CENTURY RE	P		2012-07-06
69 469 SH AMERICAN CENTY INTL	P		2012-09-26
20 SH AMERISOURCEBERGEN CORP	P	2011-10-11	2012-03-26
14 SH AMERISOURCEBERGEN CORP	P	2012-03-05	2012-03-26
11 SH AMETEC INC	P	2011-11-23	2012-03-05
5 SH AMETEC INC	P	2011-11-23	2012-07-27
3 SH APPLE COMPUTER	P	2012-01-23	2012-03-05
49 SH ARM HLDGS PLC	P	2011-11-14	2012-03-05
23 SH ARUBA NETWORKS INC	P	2012-01-23	2012-03-26
20 SH BEAM INC	P	2011-11-14	2012-01-23
10 SH BEAM INC	P	2011-11-14	2012-03-26
13 SH BED BATH & BEYOND	P	2012-01-23	2012-03-26
6 SH BLACKROCK INC	P		2012-03-26
24 SH BOEING CO	P	2011-11-23	2012-03-26

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55 SH CBRE GROUP INC	P		2012-03-26
7 SH CNOOC LTD	P	2012-03-26	2012-09-26
534 757 SH INV BALANCE RISK	P	2012-01-23	2012-09-26
34 SH CABOT OIL GAS CORP	P	2012-01-23	2012-03-26
10 SH CAMERON INTL CORP	P	2011-10-18	2012-03-05
5 SH CATERPILLAR INC	P	2012-01-23	2012-03-26
18 SH CERNER CORP	P		2012-09-26
2 SH CHIPOLTE	P	2011-10-11	2012-01-23
3 SH CHIPOLTE	P	2011-10-11	2012-03-26
14 SH COACH	P	2011-10-14	2012-03-05
11 SH COACH	P	2011-10-14	2012-03-26
13 SH COCA COLA	P	2011-10-11	2012-03-26
51 SH COCA COLA	P		2012-03-28
34 SH COMERICA INC	P		2012-03-26
44 SH COMPANHIA	P		2012-09-26
5 SH CONCHO	P	2011-11-11	2012-03-05
14 SH CONCHO	P	2011-10-11	2012-03-26
59 SH CORNING INC	P	2011-11-23	2012-03-05
1139 118 SH CREDIT SUISSE COMM	P	2012-01-23	2012-07-06
9 SH CULLEN FROST BANKERS	P	2012-01-23	2012-03-26
9 SH CULLEN FROST BANKERS	P		2012-09-26
82 SH CORNING INC	P	2011-11-23	2012-03-05
20 SH EMC CORP MASS	P	2012-03-26	2012-09-26
17 SH EMC CORP MASS	P	2012-03-28	2012-09-26
25 SH EQUITABLE CORP	P	2011-10-14	2012-01-23
9 SH EQUITABLE CORP	P	2011-10-11	2012-09-26
61 SH EATON CORP	P		2012-12-03
14 SH E BAY INC	P	2012-01-23	2012-03-05
22 SH E BAY INC	P	2012-03-07	2012-09-26
10 SH EMERSON ELEC	P	2012-01-23	2012-03-26

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7 SH F5 NETWORKS	P	2012-01-23	2012-03-26
28 SH FINISAR CORP	P	2012-03-07	2012-03-28
25 SH FINISAR CORP	P	2012-01-23	2012-07-06
80 SH FORD MOTOR	P		2012-07-06
11 SH COCA COLA	P	2012-01-23	2012-03-26
38 SH FORTINET INC	P	2011-10-18	2012-01-23
18 SH FORTINET INC	P	2011-10-18	2012-03-05
16 SH GOLDCORP	P	2011-11-14	2012-01-23
23 SH GOLDCORP	P		2012-07-06
1 SH GOOGLE INC	P	2012-01-23	2012-09-26
15 SH GUESS	P	2012-03-05	2012-03-26
772 198 SH PYXIS LONG SHORT EQ	P	2011-03-04	2012-01-23
18 SH INTEL CORP	P	2012-01-23	2012-03-05
9 SH INTERNATIONAL BUSI MACH	P	2011-10-18	2012-01-23
2 SH INTUITIVE SURGICAL INC	P	2012-01-23	2012-03-26
12 SH ITC HLDGS	P		2012-09-26
46 SH JP MORGAN CHASE	P	2012-01-23	2012-03-26
47 SH JUNIPER NETWORKS	P		2012-03-28
14 SH KBR INC	P	2012-03-05	2012-07-06
49 SH KINDER MORGAN	P	2011-11-23	2012-03-26
9 SH KINDER MORGAN	P	2011-10-11	2012-09-26
4 SH KINDER MORGAN	P	2011-11-23	2012-09-26
13 SH LAM RESEARCH	P	2012-03-05	2012-03-26
31 SH LEGGETT & PLATT	P	2011-10-11	2012-03-05
50 SH LEGGETT & PLATT	P	2011-10-11	2012-03-26
88 SH LEGGETT & PLATT	P		2012-07-06
10 SH LORILLARD INC	P	2011-10-11	2012-03-26
17 SH LULUEMON ATHLETICA	P	2011-11-23	2012-01-23
8 SH LULULEMON ATHLETICA	P	2011-11-23	2012-03-26
7 SH LULULEMON ATHLETICA	P	2011-11-23	2012-03-28

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22 SH MSCI INC	P	2012-01-23	2012-03-05
3 SH MASTERCARD	P	2011-10-11	2012-01-23
2 SH MASTERCARD	P	2011-10-11	2012-03-05
10 SH MCCORMICK & CO INC	P	2012-01-23	2012-03-26
7 SH MEAD JOHNSON NUTRITION	P	2011-03-16	2012-01-23
7 SH MEAD JOHNSON NUTRITION	P	2011-03-16	2012-03-05
5 SH MICROSOFT	P	2012-01-23	2012-09-26
63 SH MICROSOFT	P		2012-09-26
21 SH MICROCHIP TECHNOLOGY	P	2012-01-23	2012-03-26
31 SH MICROCHIP TECHNOLOGY	P	2011-10-11	2012-09-26
7 SH MONSANTO CO	P	2012-03-07	2012-03-26
12 SH MONSANTO CO	P	2012-03-05	2012-03-28
24 SH MORGAN STANLEY	P	2012-01-23	2012-03-26
10 SH MOSAIC CO	P	2011-10-11	2012-01-23
10 SH MOSAIC CO	P	2011-10-11	2012-03-26
9 SH MOSAIC CO	P	2011-10-11	2012-03-28
2 SH MOTOROLA SOLUTIONS	P	2012-01-23	2012-03-26
28 SH MOTOROLA SOULUTIONS	P		2012-03-26
13 SH NETEASE INC	P	2012-03-26	2012-07-06
76 04 SH NEUBERGER BERMAN	P	2012-01-23	2012-09-26
35 SH NEWYORK CMNTY BANCORP	P	2012-01-23	2012-09-26
8 SH NEXTERA ENERGY	P	2011-11-14	2012-07-06
17 SH NIKE INC	P	2012-03-26	2012-09-26
4 SH NOVO NORDISK	P	2011-10-11	2012-09-26
1209 98 SH NUVEEN INFLATION PR	P	2012-01-23	2012-03-05
18 SH ONEOK INC	P	2012-01-23	2012-09-26
12 SH ONYX INC	P	2012-01-23	2012-03-05
47 SH ORACLE CORP	P	2012-03-26	2012-07-06
22 SH OWNES ILL INC	P	2012-03-05	2012-03-26
27 SH PACCAR INC	P		2012-07-06

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16 SH PEABODY ENERGY	P	2012-03-05	2012-03-26
10 SH PHILIP MORRIS INTL	P		2012-03-26
6 SH PHILIP MORRIS INTL	P	2011-10-11	2012-07-06
18 SH PIONEER NAT RES CO	P	2012-03-26	2012-09-26
3 SH PERECISION CASTPARTS CO	P	2012-01-23	2012-03-26
2 SH PRICELINE COM	P	2012-03-26	2012-09-26
18 SH PROCTER & GAMBLE	P	2011-10-11	2012-03-26
31 SH PROCTER & GAMBLE	P		2012-09-26
78 SH QUALCOMM INC	P		2012-03-26
11 SH RAYTHEON COMPANY	P	2011-10-18	2012-01-23
6 SH RAYTHEON COMPANY	P	2011-10-11	2012-03-26
25 SH RAYTHEON COMPANY	P	2011-10-18	2012-03-26
12 SH ROCKWELL AUTOMATION	P	2012-03-26	2012-09-26
2061 542 SH T ROWE PRICE INTL	P	2011-11-14	2012-09-26
471 075 SH T ROWE PRICE INTL	P		2012-09-26
1 272 SH T ROWE PRICE SM CAP	P	2011-11-23	2012-09-26
149 189 SH T ROWE PRICE SM CAP	P		2012-09-26
8 SH ROYAL DUTCH SHELL	P	2012-03-22	2012-03-26
7 SH SPX CORP	P	2012-03-05	2012-03-26
444 SH SPDR DJ WILSHIRE INTL	P	2011-03-04	2012-01-23
7 SH SALESFORCE COM INC	P	2012-01-23	2012-03-26
17 SH SANDISK CORP	P	2011-11-23	2012-03-05
15 SH SANDISK CORP	P	2011-11-23	2012-03-26
14 SH SANOFI ADR	P	2011-10-11	2012-01-23
13 SH SANOFI ADR	P	2011-10-11	2012-03-28
7 SH SCHLUMBERGER LTD	P	2011-11-23	2012-01-23
7 SH SCHLUMBERGER LTD	P	2011-11-23	2012-09-26
6 SH SHIRE PLC ADR	P	2011-11-23	2012-01-23
10 SH SHIRE PLC ADR	P	2011-11-23	2012-03-05
3482 SH SOUTHERN COPPER CORP	P	2012-01-23	2012-02-29

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23 SH SOUTHERN COPPER CORP	P	2011-11-14	2012-03-26
15 SH SOUTHERN COPPER CORP	P		2012-03-26
11 SH STARBUCKS CORP	P	2011-11-23	2012-03-05
11 SH STARWOOD HOTELS & RESORT	P	2012-01-23	2012-03-26
2513 862 SH TCW EMERGING MARKE	P	2012-03-28	2012-09-26
27 SH TD AMERITRADE HLDG CORP	P	2012-03-05	2012-03-26
358 128 SH TFS MARKET NEUTRAL	P	2011-03-10	2012-01-23
1 0456 SH ROYAL DUTCH SHELL PL	P	2012-03-22	2012-03-26
8 SH ROYAL DUCTCH SHELL PLC	P	2011-11-23	2012-09-26
506 SH SPDR DJ WILSHIRE	P		2012-07-06
1241 438 SH TEMPLETON INSTL EM	P		2012-12-31
11 SH TEVA PHARMACEUTICALS IND	P	2012-01-23	2012-07-06
29 SH TEXAS INSTRS INC	P		2012-09-26
17 SH THOMSON REUTERS CORP	P	2011-10-11	2012-01-23
57 SH THOMSON REUTERS CORP	P		2012-03-05
11 SH TIME WARNER CABLE	P	2012-03-05	2012-09-26
629 164 SH TURNER SPECTRUM FUN	P	1971-06-09	2003-07-27
8 SH UNION PACIFIC CORP	P	2012-01-23	2012-03-28
4 SH VF CORP	P	2012-01-23	2012-03-05
17 SH VARIAN MED SYS INC	P	2012-03-26	2012-09-26
22 SH VERIFONE SYSTEMS INC	P	2011-11-14	2012-03-05
15 SH VERIFONE SYSTEMS INC	P	2011-11-14	2012-03-26
6 SH VMWARE INC	P	2011-11-23	2012-01-23
6 SH VMWARE INC	P	2011-11-23	2012-03-26
5 SH VMWARE INC	P	2011-11-23	2012-03-28
9 SH WATSON PHARMACEUTICALS	P	2011-10-18	2012-01-23
14 SH WATSON PHARMACEUTICALS	P	2011-10-18	2012-03-05
17 SH WESTERN DIGITAL	P	2012-07-06	2012-09-26
11 SH YUM BRANDS	P		2012-03-26
7 SH YUM BRANDS	P	2012-01-23	2012-07-06

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6 SH YUM BRANDS	P	2011-10-11	2012-07-10
4 SH YUM BRANDS	P	2012-01-23	2012-07-10
8 SH ACCENTURE PLC	P	2012-03-26	2012-09-26
18 SH SEADRILL LIMITED	P	2011-11-14	2012-01-23
26 SH SEADRILL LIMITED	P	2011-11-14	2012-03-26
47 SH ATT INC	P	2008-06-04	2012-03-26
47 SH ATT INC	P	2008-06-04	2012-07-06
8 SH ABBOTT LABS	P	2008-07-16	2012-03-26
3 SH AMAZON COM INC	P	2010-09-24	2012-01-23
5 SH AMAZON COM INC	P	2010-09-24	2012-03-05
3 SH AMAZON COM INC	P	2010-09-24	2012-03-26
1208 68 SH AMERICAN CENTY INTL	P		2012-01-23
301 37 SH AMERICAN CENTY INTL	P	2010-04-20	2012-03-26
1403 412 SH AMERICAN CENTY INT	P	2011-03-10	2012-03-26
1703 975 SH AMERINC CENTY INTL	P		2012-09-26
43 SH AMERICAN ELECT PWR	P	2010-03-16	2012-01-23
40 SH AMERICAN ELECT PWR	P	2010-03-16	2012-03-26
34 SH AMERICAN EXPRESS CO	P	2009-11-13	2012-03-26
7 SH ANADARKO PETE CORP	P	2011-03-04	2012-03-26
6 SH APACHE CORP	P	2005-02-08	2012-07-06
8 SH APPLE COMPUTER INC	P	2008-06-04	2012-03-26
BANK OF AMERICA CORP	P		2012-11-30
22 SH BRISTOL MYERS SQUIBB	P	2010-09-24	2012-01-23
16 SH BRISTOL MYERS SQUIBB	P	2010-09-24	2012-03-05
15 SH BRISTOL MYERS SQUIBB	P	2010-09-24	2012-03-26
14 SH BROADCOM CORP	P	2008-06-04	2012-01-23
17 SH CVS CORP	P	2010-08-05	2012-03-26
9 SH CAPITAL ONE FINANCIAL CO	P	2010-09-24	2012-07-06
18 SH CAPITAL ONE FINANCIAL CO	P	2010-09-24	2012-09-26
5 SH CATERPILLAR INC	P	2009-11-13	2012-03-26

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14 SH CATERPILLAR INC	P	2009-11-13	2012-09-26
10 SH CHUBB CORP	P	2010-09-24	2012-01-23
5 SH CUMMINS INC	P	2010-03-10	2012-01-23
7 SH CUMMINS INC	P	2010-03-10	2012-03-05
38 SH EATON CORP	P	2011-10-11	2012-12-03
ENRON CORP	P		2012-07-24
1002 804 FIDELITY ADV DIVERS	P	2011-03-04	2012-03-05
361 313 SH FIDELITY ADV DIVERS	P	2011-03-04	2012-11-26
20 SH GAMESTOP CORP	P	2010-06-09	2012-01-23
21 SH GAMESTOP CORP	P	2010-06-09	2012-03-26
53 SH GAMESTOP CORP	P	2010-06-09	2012-07-10
160 SH GENERAL ELEC CO	P	2009-11-13	2012-09-26
50000 GENERAL ELEC CAP MTN	P	2008-05-01	2012-03-03
1 SH GOOGLE INC	P	2010-12-10	2012-09-26
8 SH INTERNATIONAL BUSINESS MA	P	1993-12-09	2012-01-23
57 SH JOHNSON & JOHNSON	P	2010-08-05	2012-03-05
11 SH LAS VEGAS SANDS CORP	P	2010-09-24	2012-01-23
9 SH LAS VEGAS SANDS CORP	P	2010-09-24	2012-03-26
24 SH LAS VEGAS SANDS CORP	P	2010-09-24	2012-03-26
19 SH LILLY ELI & CO	P	2010-09-24	2007-06-08
12 SH LILLY ELI & CO	P	2010-09-24	2012-03-26
6 SH MCDONALDS CORP	P	2010-03-16	2012-03-26
10 SH MCDONALDS CORP	P	2010-03-16	2012-07-06
12 SH MCDONALDS CORP	P	2010-03-16	2012-07-10
25000 MCGRAW HILL INC	P	2007-11-28	2012-11-15
9 SH MEAD JOHNSON NUTRITION CO	P	2011-03-16	2012-03-28
21 SH MERCK AND CO INC	P	2009-03-20	2012-01-23
14 SH MERCK AND CO INC	P	2009-03-20	2012-07-06
12 SH MERCK AND CO INC	P	2009-03-20	2012-07-06
48 SH NESTLE SA SPONSORED ADR	P	2008-06-04	2012-03-26

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)
1117 639 SH NUVEEN REAL ESTATE	P	2010-09-28	2012-01-23
232 86 SH NUVEEN REAL ESTATE	P	2010-09-28	2012-07-06
549 767 SH OPPENHEIMER DEVELOP	P	2011-03-04	2012-07-06
15 SH PGE CORP	P	2010-06-09	2012-01-23
8 SH PEPSICO INC	P	2009-03-20	2012-03-26
22 SH PFIZER INC COMMON STOCK	P	2008-11-05	2012-03-26
20 SH PFIZER INC COMMON STOCK	P	2008-11-05	2012-09-26
9544 SH ROYAL DUTCH SHELL PLC	P	2010-09-24	2012-03-26
0456 SH ROYAL DUTCH SHELL PLD	P	2010-09-24	2012-03-29
846 SH SPDR DJ WILSHIRE INTL	P	2011-03-04	2012-07-06
1060 346 SH LAUDUS INTL MARKET	P	2007-06-08	2012-01-23
263 158 SH LAUDUS INTL MARKET	P		2012-11-26
357 904 SH TEMPLETON INSTL EME	P	2010-03-16	2012-07-06
534 312 SH TEMPLETON INSTL EME	P	2010-09-22	2012-07-06
329 224 SH TEMPLETON INSTL EME	P	2010-09-28	2012-07-06
802 092 SH TEMPLETON INSTL EME	P		2012-12-31
1 SH TEVE PHARMACEUTICALS INDS	P	2009-06-29	2012-07-06
13 SH TRAVELERS COS INC	P	2008-06-04	2012-03-26
10 SH UNITED HEALTH GROUP INC	P	2009-03-20	2012-03-26
6 SH VF CORP	P	2010-09-24	2012-03-26
4 SH VF CORP	P	2010-09-24	2012-09-26
16 SH VERIZON COMMUNICATIONS	P	2006-11-02	2012-03-26
7 SH WALMART STORES INC	P	2008-06-04	2012-09-26
13 SH WESTERN DIGITAL CORP	P	2010-09-24	2012-03-05
12 SH WESTERN DIGITAL CORP	P	2010-09-24	2012-03-26
25000 WESTPAC BANKING	P	2010-08-05	2012-07-06
7 SH WHOLE FOODS MKT INC	P	2010-09-24	2012-01-23
6 SH WHOLE FOODS MKT INC	P	2010-09-24	2012-03-28
7 SH ACE LTD	P	2008-11-05	2012-03-26
12 SH ASML HOLDING NV NY REG	P	2010-03-10	2012-01-23

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)
14 SH ASML HOLDING NV NY REG	P	2010-03-10	2012-03-26
94 SH ASML HOLDING NV NY REG	P	2010-03-10	2012-12-28
175 SH FLEXTRONICS INTERNATIONAL	P	2010-09-24	2012-03-05
109 SH FLEXTRONICS INTERNATIONAL	P	2010-09-24	2012-03-07
21 SH GAMESTOP CORP	P	2010-06-09	2012-03-26
280 SH ISHARS MSCI EMERGING MK	P	2008-11-05	2012-09-26
CAPITAL GAIN 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)
1,395		1,782	-387
1,649		1,834	-185
1,839		1,521	318
572		558	14
61		56	5
4,041		3,715	326
3,340		3,468	-128
7,245		7,197	48
539		602	-63
716		836	-120
1,012		918	94
628		597	31
524		458	66
848		588	260
506		610	-104
1,606		1,532	74
3,434		3,085	349
1,026		1,000	26
783		740	43
548		513	35
518		424	94
16		13	3
1,595		1,281	314
1,261		1,467	-206
556		521	35
1,053		1,008	45
585		504	81
871		810	61
1,224		1,138	86
1,803		1,505	298

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)
1,124		1,007	117
1,398		1,499	-101
5,936		5,711	225
1,099		1,114	-15
541		489	52
543		534	9
1,344		1,387	-43
719		620	99
1,262		931	331
1,064		856	208
868		672	196
932		870	62
3,378		3,198	180
1,107		1,001	106
1,686		1,843	-157
523		398	125
1,425		1,114	311
842		836	6
8,988		9,523	-535
528		519	9
519		517	2
1,049		1,162	-113
540		591	-51
459		505	-46
1,224		1,556	-332
512		523	-11
3,169		2,490	679
497		452	45
1,054		782	272
515		500	15

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)
944		844	100
553		512	41
337		511	-174
750		1,011	-261
789		753	36
845		739	106
466		350	116
721		846	-125
864		1,159	-295
753		587	166
480		523	-43
8,595		8,788	-193
475		485	-10
1,703		1,592	111
1,077		914	163
898		877	21
2,111		1,731	380
1,038		1,009	29
346		519	-173
1,864		1,389	475
319		244	75
142		113	29
576		514	62
691		671	20
1,138		1,083	55
1,842		1,839	3
1,309		1,185	124
1,051		798	253
601		376	225
504		329	175

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)
771		719	52
1,030		996	34
833		664	169
528		516	12
510		391	119
550		391	159
153		149	4
1,922		2,001	-79
772		780	-8
1,015		1,020	-5
554		546	8
939		947	-8
500		445	55
550		560	-10
585		560	25
518		504	14
102		96	6
1,423		1,426	-3
779		779	
3,773		3,667	106
493		465	28
546		444	102
1,624		1,843	-219
634		393	241
14,012		13,878	134
852		796	56
438		497	-59
1,363		1,366	-3
520		518	2
1,006		1,123	-117

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)
478		500	-22
877		720	157
537		396	141
1,825		1,889	-64
527		535	-8
1,263		1,459	-196
1,211		1,166	45
2,160		1,921	239
5,350		4,106	1,244
551		469	82
317		252	65
1,321		1,067	254
839		974	-135
20,956		21,018	-62
4,791		4,642	149
49		42	7
5,783		5,465	318
575		525	50
534		506	28
15,371		17,653	-2,282
1,094		807	287
858		784	74
752		692	60
507		477	30
502		442	60
521		468	53
506		468	38
595		568	27
1,052		947	105
11		12	-1

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)
716		724	-8
467		532	-65
539		459	80
643		593	50
23,052		22,222	830
549		505	44
5,243		5,451	-208
75		77	-2
564		525	39
18,535		16,969	1,566
13,023		14,291	-1,268
431		508	-77
786		943	-157
492		485	7
1,654		1,575	79
1,033		865	168
6,971		7,273	-302
862		899	-37
588		535	53
1,021		1,179	-158
1,022		972	50
782		663	119
521		548	-27
660		547	113
539		457	82
512		607	-95
831		943	-112
662		516	146
781		717	64
450		435	15

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)
380		310	70
253		249	4
516		524	-8
648		620	28
995		894	101
1,488		1,810	-322
1,663		1,810	-147
487		459	28
564		481	83
901		801	100
601		481	120
17,284		17,366	-82
4,331		4,228	103
20,167		19,507	660
25,167		24,631	536
1,755		1,493	262
1,533		1,389	144
1,983		1,366	617
553		565	-12
513		329	184
4,794		1,484	3,310
3			3
716		610	106
525		444	81
501		416	85
488		382	106
774		516	258
485		354	131
1,006		708	298
543		295	248

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)
1,217		826	391
714		572	142
528		301	227
834		422	412
1,974		1,541	433
770			770
15,433		17,128	-1,695
10,145		10,783	-638
495		426	69
505		447	58
934		1,129	-195
3,538		2,523	1,015
50,000		50,111	-111
753		593	160
1,514		107	1,407
3,686		3,407	279
526		369	157
490		302	188
1,415		806	609
749		687	62
481		434	47
579		397	182
892		661	231
1,088		794	294
25,000		25,431	-431
740		503	237
817		558	259
538		372	166
497		319	178
3,014		2,373	641

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)
22,017		19,033	2,984
5,074		3,966	1,108
17,268		19,154	-1,886
607		604	3
525		401	124
488		382	106
498		349	149
69		58	11
3		3	
30,989		33,636	-2,647
18,556		24,541	-5,985
5,071		5,807	-736
3,822		5,168	-1,346
5,706		8,142	-2,436
3,516		5,106	-1,590
8,414		11,744	-3,330
39		49	-10
764		641	123
547		204	343
895		472	423
632		315	317
626		530	96
522		402	120
493		362	131
511		333	178
25,281		25,231	50
534		260	274
508		223	285
516		381	135
525		416	109

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)
683		485	198
58		28	30
1,213		1,036	177
743		645	98
495		447	48
11,457		7,143	4,314
			7,449

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	
			-387
			-185
			318
			14
			5
			326
			-128
			48
			-63
			-120
			94
			31
			66
			260
			-104
			74
			349
			26
			43
			35
			94
			3
			314
			-206
			35
			45
			81
			61
			86
			298

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	
			117
			-101
			225
			-15
			52
			9
			-43
			99
			331
			208
			196
			62
			180
			106
			-157
			125
			311
			6
			-535
			9
			2
			-113
			-51
			-46
			-332
			-11
			679
			45
			272
			15

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	
			100
			41
			-174
			-261
			36
			106
			116
			-125
			-295
			166
			-43
			-193
			-10
			111
			163
			21
			380
			29
			-173
			475
			75
			29
			62
			20
			55
			3
			124
			253
			225
			175

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	
			52
			34
			169
			12
			119
			159
			4
			-79
			-8
			-5
			8
			-8
			55
			-10
			25
			14
			6
			-3
			106
			28
			102
			-219
			241
			134
			56
			-59
			-3
			2
			-117

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	
			-22
			157
			141
			-64
			-8
			-196
			45
			239
			1,244
			82
			65
			254
			-135
			-62
			149
			7
			318
			50
			28
			-2,282
			287
			74
			60
			30
			60
			53
			38
			27
			105
			-1

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	
			-8
			-65
			80
			50
			830
			44
			-208
			-2
			39
			1,566
			-1,268
			-77
			-157
			7
			79
			168
			-302
			-37
			53
			-158
			50
			119
			-27
			113
			82
			-95
			-112
			146
			64
			15

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	
			70
			4
			-8
			28
			101
			-322
			-147
			28
			83
			100
			120
			-82
			103
			660
			536
			262
			144
			617
			-12
			184
			3,310
			3
			106
			81
			85
			106
			258
			131
			298
			248

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	
			391
			142
			227
			412
			433
			770
			-1,695
			-638
			69
			58
			-195
			1,015
			-111
			160
			1,407
			279
			157
			188
			609
			62
			47
			182
			231
			294
			-431
			237
			259
			166
			178
			641

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	
			2,984
			1,108
			-1,886
			3
			124
			106
			149
			11
			-2,647
			-5,985
			-736
			-1,346
			-2,436
			-1,590
			-3,330
			-10
			123
			343
			423
			317
			96
			120
			131
			178
			50
			274
			285
			135
			109

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	
			198
			30
			177
			98
			48
			4,314

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)				
a <i>Paid during the year</i>				
LEGAL AID FOUNDATION OF COLORADO 1900 GRANT STREET DENVER,CO 80203	NONE	501(C)(3)	MISCELLANEOUS EXPENSE ASSIST INDIGENT	1,000
MI CASA RESOURCE CENTER FOR WOMEN 571 GALAPAGO STREET DENVER,CO 802025032	NONE	501(C)(3)	EMPLOYMENT TRAINING FOR HISPANIC WOMEN	3,000
REBUILDING TOGETHER 1899 L STREET SUITE 1000 WASHINGTON DC,DC 20036	NONE	501(C)(3)	PROVIDE AFFORDABLE HOUSING	1,000
SAFEHOUSE DENVER INC 1649 DOWNING STREET DENVER,CO 80218	NONE	501(C)(3)	SHELTER AND SUPPORT FOR THE NEEDY	2,000
SALVATION ARMY 1370 PENNNLYLVANIA STREET DENVER,CO 80201	NONE	501(C)(3)	PROVIDE HUMAN NEED SERVICES	3,000
SAVE OUR YOUTH 3443 WEST 23RD AVENUE DENVER,CO 80211	NONE	501(C)(3)	OUTREACH TO CHILDREN IN THE COMMUNITY	1,000
UNIVERSITY OF COLORADO CANCER CENTER 4200 E 9TH AVENUE 8188 DENVER,CO 80262	NONE	501(C)(3)	MEDICAL RESEARCH	1,000
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT ST BOULDER,CO 803090471	NONE	501(C)(3)	EDUCATION	2,000
VOLUNTEERS FOR OUTDOOR COLORADO 600 S MARION PARKWAY DENVER,CO 80209	NONE	501(C)(3)	OUTDOOR EDUCATION AND CONSERVATION	500
WESTERN MUSEUM OF MINING & INDUSTRY 1025 NORTH GATE ROAD COLORADO SPRINGS,CO 80921	NONE	501(C)(3)	EXHIBITION OF CULTURAL MINING HISTORY	2,000
ALZHEIMER'S ASSOCIATION - ROCKY MOUNTAIN CHAPTER 789 SHERMAN STREET SUITE 500 DENVER,CO 802033532	NONE	501(C)(3)	MEDICAL CARE	2,000
ARCHDIOCESE OF DENVER SAMARITAN SHELTER PO BOX 19020 DENVER,CO 80219	NONE	501(C)(3)	INDIGENT CARE	2,000
SAME CAFE 2023 E COLFAX AVE DENVER,CO 80206	NONE	501(C)(3)	PROVIDE HEALTHY FOOD FOR EVERYONE	1,500
COLORADO CENTER ON LAW AND POLICY 623 FOX SUITE 300 DENVER,CO 80204	NONE	501(C)(3)	EDUCATION AND INDIGENT SUPPORT	1,000
COLORADO HISTORICAL SOCIETY 1300 BROADWAY DENVER,CO 80203	NONE	501(C)(3)	HISTORIC PRESERVATION	2,000

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)				
a <i>Paid during the year</i>				
COLORADO SYMPHONY ASSOCIATION 1036 14TH STREET DENVER,CO 80202	NONE	501(C)(3)	CULTURAL EDUCATION	2,500
COLORADO UPLIFT 1888 SHERMAN STREET SUITE 570 DENVER,CO 80203	NONE	501(C)(3)	EDUCATION/CHARITY	3,000
THE DENVER ART MUSEUM 100 WEST 14TH AVENUE PARKWAY DENVER,CO 80204	NONE	501(C)(3)	CULTURAL EDUCATION	2,500
DENVER MUSUEM OF NATURE AND SCIENCE 2001 COLORADO BLVD DENVER,CO 802055798	NONE	501(C)(3)	EXHIBITIONS-WILDLIFE, HISTORIC CIVILIZATIONS	2,000
HEALTH SET 4200 WEST CONEJOS 436 DENVER,CO 80204	NONE	501(C)(3)	MEDICAL CARE	3,000
KARIS COMMUNITY HOME 1361 DETROIT DENVER,CO 80206	NONE	501(C)(3)	PROVIDE HOUSING FOR THE MENTALLY DISTURBED	2,000
KEMPE CHILDREN'S FOUNDATION 1056 EAST 19TH AVENUE B138 DENVER,CO 80218	NONE	501(C)(3)	MEDICAL RESEARCH	2,000
ENERGY OUTREACH COLORADO 225 E 16TH AVE 200 DENVER,CO 802031612	NONE	501(C)(3)	ENERGY ASSISTANCE	2,000
SUMMER SCHOLARS 3401 QUEBEC ST 5010 DENVER,CO 80207	NONE	501(C)(3)	PROMOTE ACADEMIC SUCCESS FOR STRUGGLING ELEMENTARY STUDENTS	1,500
HABITAT FOR HUMANITY FOR COLORADO PO BOX 40636 DENVER,CO 80204	NONE	501(C)(3)	BUILD AFFORDABLE HOMES FOR PEOPLE IN NEED	1,500
AMERICAN RED CROSS -PALM BEACH CHAPTER 756 HI-MOUNT ROAD PALM BEACH,CA 33480	NONE	501(C)(3)	DISASTER RELIEF	5,000
JEWISH FAMILY SERVICES OF DENVER 3201 S TAMARAC DR DENVER,CO 80231	NONE	501(C)(3)	RESTORE WELL-BEING TO THE VULNERABLE	3,000
CONFLICT CENTER 4140 TEJON ST DENVER,CO 80203	NONE	501(C)(3)	VIOLENCE PREVENTION	1,500
VOLUNTEERS OF AMERICA 2660 LARIMER STREET DENVER,CO 80205	NONE	501(C)(3)	WORK WITH INDIGENT AND HOMELESS	1,000
HORIZONS COLORADO ACADEMY 3800 SOUTH PIERCH ST DENVER,CO 80235	NONE	501(C)(3)	EDUCATION AND RECREATIONAL SUMMER PROGRAMS FOR INNER CITY ELEMENTARY AGE STUDENTS	2,000

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)				
a <i>Paid during the year</i>				
HOSPICE OF METRO DENVER 425 SOUTH CHERRY STREET 700 DENVER,CO 802461234	NONE	501(C)(3)	MEDICAL CARE FOR THE TERMINALLY ILL	2,500
FOODWORKS OF COLORADO 5725 E 39TH AVE DENVER,CO 80207	NONE	501(C)(3)	NOURISH BODY & SPIRIT THROUGH VOCATIONAL TRAINING AND LIFE SKILLS DEVELOPMENT	2,500
JEFFCO ACTION CENTER 8755 WEST 14TH AVE LAKEWOOD,CO 80215	NONE	501(C)(3)	IMMEDIATE RESPONSE TO BASIC HUMAN NEEDS AND PROVOTES PATHWAYS TO SELF-SUFFICIENCY	2,500
BOYS AND GIRLS CLUBS OF METRO DENVER 2017 WEST 9TH AVENUE DENVER,CO 80204	NONE	501(C)(3)	EDUCATIONAL AND RECREATIONAL PROGRAMS FOR CHILDREN IN THE COMMUNITY	1,000
INVEST IN KIDS 1775 SHERMAN STREET 2705 DENVER,CO 80203	NONE	501(C)(3)	PROGRAMS TO IMPROVE THE HEALTH AND WELL BEING OF CHILDREN AND FAMILIES	1,000
SPECIAL OLYMPICS OF COLORADO 384 INVERNESS PARKWAY SUITE 100 ENGLEWOOD,CO 80112	NONE	501(C)(3)	TO PROVIDE SPORTS TRAINING AND COMPETITION FOR PEOPLE WITH DISABILITITES	1,000
WEBB-WARING INST FOR CANCER 4200 EAST 9TH AVE DENVER,CO 80220	NONE	501(C)(3)	MEDICAL RESEARCH	1,000
DEER HILL FOUNDATION PO BOX 180 MANCOS,CO 81328	NONE	501(C)(3)	PROVIDE SCHOLARSHIP GRANTS FOR PARTICIPATION IN SUMMER CAMPS	1,000
WILDERNESS WORKSHOP PO BOX 1442 CARBONDALE,CO 81623	NONE	501(C)(3)	TO PROTECT ECOLOGICAL HEALTH OF PUBLIC LANDS	1,000
Total  3a				73,000

TY 2012 Accounting Fees Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	1,575	1,339		236

**TY 2012 All Other Program
Related Investments Schedule**

Name: THE HUMPHREYS FOUNDATION
EIN: 84-6021274

Category	Amount
NONE	

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

TY 2012 Depreciation Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

TY 2012 Investments Corporate Bonds Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Name of Bond	End of Year Book Value	End of Year Fair Market Value
25,000 CISCO SYSTEMS	25,457	25,374
25,000 MCGRAW HILL	0	0
25,000 GENERAL ELEC. CAP CORP	26,211	25,890
50,000 HONEYWELL INTL	50,301	50,314
25,000 BERKSHIRE HATHAWAY FIN	25,730	25,711
25,000 WESTPAC BANKING CORP	0	0
4617.437 AMERICAN CENTY INT BD	0	0
3553.738 CREDIT SUISSE COMMD	30,260	28,537
4745.575 DRIEHAUS SELECT CREDI	47,131	46,839
2797.146 INV BALANCE RISK	28,626	28,839
9947.369 LOOMIS SAYLES ABS	97,505	101,264
10842.387 NUVEEN HIGH INCOME	94,348	98,774
7546.743 NUVEEN INFLATION PRO	81,334	90,636
2060.542 T ROWE PRICE INTL BD	0	0
25000 MORGAN STANLEY	25,008	26,056
25000 BHP BILLITON	25,356	25,302
3320.239 PRINCIPAL PREFERRED	33,548	34,796
25,000 JP MORGAN CHASE	25,561	25,391

TY 2012 Investments Corporate
Stock Schedule

Name: THE HUMPHREYS FOUNDATION
EIN: 84-6021274

Name of Stock	End of Year Book Value	End of Year Fair Market Value
43 SH ABBOTT LABS	2,467	2,816
43 SH ACME PACKET INC.	0	0
39 SH AFLAC INC	0	0
7 SH ALEXION PHARMACEUTICALS	458	656
18 SH ALLERGAN INC	1,516	1,650
41 SH ALTERA CORP	0	0
6 SH AMAZON COM INC.	961	1,505
83 SH AMERICAN ELECTRIC POWER	0	0
34 SH AMERICAN EXPRESS CO	0	0
11 SH AMERIPRISE FINL INC	637	689
53 SH AMERISOURCEBERGEN CORP	2,043	2,289
40 SH AMETEK INC	1,027	1,503
24 SH ANADARKO PETROLEUM CORP	1,936	1,783
21 SH APACHE CORP	1,151	1,649
20 SH APPLE INC	4,128	10,643
85 SH AT&T	3,137	2,865
23 SH AVALOBAY CMNTS INC	1,047	3,119
30 SH BEAM INC	0	0
10 SH BLACKROCK INC	1,533	2,067
31 SH BORG WARNER INC	2,471	2,220
24 SH BOEING CO	0	0
57 SH BRISTOL MYERS SQUIBB	1,582	1,858
42 SH BROADCOM CORP CL A	1,147	1,395
43 SH CAMERON INTL CORP	2,160	2,428
30 SH CAPITAL ONE FINANCIAL	1,180	1,738
23 SH CATERPILLAR INC	1,357	2,061
20 SH CELGENE CORP	1,559	1,569
9 SH CERNER CORPORATION	546	698
69 SH CHEVRON CORPORATION	4,572	7,462
5 SH CHIPTOLE MEXICAN GRILL	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
24 SH CHUBB CORP	1,372	1,808
54 SH CISCO SYS INC.	905	1,061
85 SH CITIGROUP INC	3,627	3,363
25 SH COACH INC	0	0
92 SH COCA COLA COMPANY	3,077	3,335
16 SH COGNIZANT TECH SOLUTIONS	1,215	1,182
66 SH COMCAST CORP	1,515	2,466
19 SH CONCHO RES INC	0	0
141 SH CORNING INC	0	0
39 SH CULLEN FROST BANKERS INC	1,929	2,117
9 SH CUMMINS INC.	542	975
39 SH CVS/CAREMARK CORP	1,375	1,886
33 SH DANAHER CORP	1,778	1,845
12 SH DEERE & CO	993	1,037
17 SH DIRECTV	816	853
12 SH DISNEY WALT CO	531	597
20 SH DOLLAR GENERAL CORP	1,055	882
12 SH DOVER CORP	760	789
21 SH DU PONT E I DE NEMOURS	1,112	945
78 SH E BAY INC	2,600	3,978
38 SH EATON CORP	0	0
53 SH EMC CORPORATION	1,567	1,341
60 SH ELI LILLY CO	2,170	2,959
35 SH EMERSON ELEC CO	1,602	1,854
13 SH EQUINIX INC	1,972	2,681
53 SH EQUITABLE CORP	3,014	3,126
23 SH EXPRESS SCRIPTS INC	1,206	1,242
60 SH FIDELITY NATL INFO SVCS	2,001	2,089
13 SH FLOWSERVE CORP	1,498	1,908
30 SH FLUOR CORP	1,723	1,762

Name of Stock	End of Year Book Value	End of Year Fair Market Value
22 SH FORTINET INC	428	462
46 SH FREEPORT MCMORAN COPPER	1,210	1,573
96 SH FRONTIER COMMUNICATIONS	787	411
115 SH GAMESTOP CORP	0	0
39 SH GENERAL DYNAMICS CORP	1,577	2,702
160 SH GENERAL ELECTRIC CO.	0	0
11 SH GILEAD SCIENCES INC.	520	808
8 SH GOOGLE INC	3,778	5,659
28 SH HALLIBURTON CO	943	971
25 SH HASBRO INC	849	898
51 SH HESS CORP	2,915	2,701
93 SH HEWLETT PACKARD CO	2,311	1,325
41 SH IBM	1,662	7,854
75 SH INTEL CORP	1,731	1,547
16 SH ITC HOLDINGS CORP	1,174	1,231
66 SH JP MORGAN CHASE & CO	1,630	2,902
57 SH JOHNSON JOHNSON	0	0
38 SH KIMBERLY CLARK CORP	2,519	3,208
61 SH KINDER MORGAN INC	1,657	2,155
40 SH LAUDER ESTEE COS INC	2,437	2,394
44 SH LAS VEGAS SANDS CORP	0	0
169 SH LEGGETT PLATT INC	0	0
20 SH LOCKHEED MARTIN CORP	1,522	1,846
24 SH LORILLARD INC	2,917	2,800
10 SH LULULEMON ATHLETICA INC	589	762
5 SH MASTERCARD INC.	0	0
13 SH MANPOWER INC.	553	552
76 SH MATTEL INC	2,107	2,783
45 SH MCCORMICK CO INC	2,133	2,859
14 SH SH MCDONALDS CORP.	926	1,235

Name of Stock	End of Year Book Value	End of Year Fair Market Value
42 SH MCGRAW HILL COMPANIES	1,386	2,296
23 MEAD JOHNSON NUTRITION CORP	0	0
70 SH MERCK AND CO INC.	1,859	2,866
58 SH MICROCHIP TECHNOLOGY INC	1,969	1,890
233 SH SH MICROSOFT CORP	6,716	6,223
6 SH MONSANTO CO	545	568
156 SH SH MORGAN STANLEY	3,685	2,983
29 SH MOSAIC CO	0	0
46 SH MOTOROLA INC	2,204	2,561
186 NEW YORK COMMUNITY BANCORP	2,356	2,437
47 SH NEXTERA ENERGY INC	2,586	3,252
14 SH NIKE INC	750	722
36 SH OCCIDENTAL PETE CORP	1,926	2,758
36 SH ONEOK INC	1,551	1,881
98 SH ORACLE CORPORATION	2,631	3,265
55 SH PGE CORP	2,214	2,210
29 SH PACCAR INC	1,099	1,311
9 SH PALL CORP	549	542
27 SH PARKER HANNIFIN CORP	2,041	2,297
47 SH PEPSICO INC.	2,364	3,216
137 SH PFIZER INC.	2,388	3,436
39 SH PHILLIP MORRIS INTL	2,572	3,262
49 SH PROCTER & GAMBLE CO	0	0
12 SH PIONEER NAT RES	1,145	1,279
2 SH PRICELINE COM INC	1,398	1,241
82 SH QUALCOMM INC.	4,444	5,072
7 SH RALPH LAUREN CORP	1,116	1,049
33 SH RAYTHEON COMPANY	1,385	1,899
18 SH ROCKWELL AUTOMATION INC	1,330	1,512
25 SH SCHEIN HENRY INC	1,915	2,011

Name of Stock	End of Year Book Value	End of Year Fair Market Value
32 SH SANDISK CORP	0	0
137 SH SOUTHERN CO	4,545	5,865
89 SH SOUTHERN COPPER CORP	2,474	3,370
16 SH ST JUDE MED INC.	657	578
89 SH STAPLES INC	1,035	1,015
25 SH STARBUCKS CORP	1,044	1,341
18 SH STRYKER CORP	1,007	987
27 SH TEXAS INSTRUMENTS INC	870	834
49 SH THE GAP INC	1,363	1,521
96 SH TJX COS INC	1,180	4,075
25 THERMO FISHER SCIENTIFIC	1,437	1,595
29 SH TIME WARNER CABLE INC	2,277	2,819
48 SH TRAVELERS COS INC	2,367	3,447
38 SH UNION PACIFIC CORP	3,116	4,777
27 SH UNITED HEALTH GROUP INC	552	1,464
29 SH UNITED TECHNOLOGIES CO	2,291	2,378
43 SH US BANCORP	1,463	1,373
29 SH V F CORP	2,283	4,377
13 SH VARIAN MED SYS INC	896	913
37 SH VERIFONE SYSTEMS INC	0	0
25 SH VERIZON COMMUNICATIONS	829	1,082
11 SH VMWARE INC.	922	1,035
38 SH WAL MART STORES INC.	2,185	2,593
29 SH WALGREEN CO	1,056	1,073
87 SH WASTE MGMT INC	2,703	2,935
23 WATSON PHARMACEUTICALS INC	0	0
82 SH WELLS FARGO & CO	2,706	2,803
72 SH WESTERN DIGITAL CORP	2,005	3,058
10 SH WHOLE FOODS MKT INC.	371	912
16 SH WILLIAMS SONOMA INC	623	700

Name of Stock	End of Year Book Value	End of Year Fair Market Value
53 SH YUM BRANDS INC	2,858	3,518
1556.86 ABERDEEN FDS EMRGN MK	20,083	24,692
1433.412 AMERICAN CENTY REAL E	30,477	33,829
2092.915 SH AMERICAN CENTY VST	31,826	38,363
1358.952 E II INTL PPTY	22,036	26,228
4084.419 FIDELITY ADV DIVERS	66,651	66,821
1396.631 FORWARD INTL REAL EST	22,036	24,078
2924.777 HIGHLAND LONG SHORT	0	0
280 ISHARE MSCI EMERG MKT INX	0	0
3807.5 LAUDUS INTL MRKTMASTERS	77,429	75,465
311.634 SH NEUBERGER BERMAN GE	12,689	15,183
1815.596 NUVEEN REAL ESTATE SE	29,735	38,600
678.2 OPPENHEIMER DEVELOPING	22,753	23,659
3636.823 PYXIS LONG SHORT EQUI	41,074	40,660
1620.12 ROWE T PRICE MID CAP	35,445	38,948
2420.759 SH SCOUT INTERNTL FD	72,772	80,732
1796 SPDR DJ WILSHIRE INTL	0	0
379.541 SH T ROWE PRICE SM CAP	12,045	14,867
2023.532 SH TEMPLETON INST EMG	0	0
2575.7 TFS MARKET NEUTRAL FD	39,202	40,232
3635.752 TURNER SPECTRUM FUND	41,040	39,593
58 SH ACCENTURE PLC	3,304	3,857
35 SH ACE LTD	1,905	2,793
18 SH ANHEUSER BUSCH INBEV	1,578	1,573
49 SH ARM HOLDINGS	0	0
16 SH ASML HOLDINGS	474	1,030
30 SH BHP BILLITON LIMITED	1,188	2,353
14 SH BAIDU COM INC. ADR	1,593	1,404
26 SH CARNIVAL CORP	844	956
25 SH DIAGEO PLC SPONSORED	2,448	2,915

Name of Stock	End of Year Book Value	End of Year Fair Market Value
99 SH EATON CORP	5,143	5,364
14 SH ENBRIDGE INC	513	606
75 SH FLEXTRONICS INTERNTL	444	466
30 SH MICHAEL KORS HOLDINGS	1,444	1,531
28 SH GOLDCORP INC	0	0
48 SH NESTLE SA SPONSORED	0	0
15 SH NETEASE INC	892	638
15 SH NOVO NORDISK	1,473	2,448
25 SH NPX SEMICONDUCTORS	514	658
75 SH ROYAL DUTCH SHELL	4,703	5,171
63 SH SANOFI	2,065	2,985
25 SH SCHLUMBERGER LTD	1,670	1,732
81 SH SEADRILL LIMITED	2,452	2,981
16 SH SHIRE PLC	0	0
75 SH TEVA PHARMACEUTICAL IND	3,618	2,801
36 SH THOMPSON REUTERS CORP	937	1,046
87 SH VALE SA SP	2,014	1,824

TY 2012 Land, Etc. Schedule**Name:** THE HUMPHREYS FOUNDATION**EIN:** 84-6021274

TY 2012 Other Expenses Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	84	84		
BANK FEES	406	406		

TY 2012 Other Income Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION SETTLEMENT	773	773	
EXCISE TAX REFUND	1,410		

TY 2012 Other Professional Fees Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNT MANAGEMENT FEE	21,024	17,870		3,154

TY 2012 Taxes Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	121	121		