0350000 02/18/2013 10 33 AM

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: BALLANTINE FAMILY FUND

A Employer identification number: 84-6026270

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

Room/suite:

B Telephone number (see instructions): 970-259-8000

City or town, state, and ZIP code: DURANGO CO 81302

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 3,740,194

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	75,171	75,171		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-161,125			
	b	Gross sales price for all assets on line 6a 443,241				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	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	-85,954	75,171	0	
Operating and Administrative Expenses	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) STMT 1	3,725	1,862		1,863
	c	Other professional fees (attach schedule) STMT 2	30,000	1,500		28,500
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	901	901		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 4	7,998	150		7,848
	24	**Total operating and administrative expenses.** Add lines 13 through 23	42,624	4,413	0	38,211
	25	Contributions, gifts, grants paid	192,188			192,188
	26	**Total expenses and disbursements.** Add lines 24 and 25	234,812	4,413	0	230,399
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-320,766			
	b	**Net investment income** (if negative, enter -0-)		70,758		
	c	**Adjusted net income** (if negative, enter -0-)			0	

RECEIVED MAR 22 2013 OGDEN, UT IRS-OSC 3076

SCANNED MAR 29 2013

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	44,706	10,083	10,083
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less: allowance for doubtful accounts ▶ 0			
	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)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 5	1,973,259	1,687,401	3,730,111
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,017,965	1,697,484	3,740,194
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ SEE STATEMENT 6)		285	
	23	**Total liabilities** (add lines 17 through 22)	0	285	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	240,911	240,911	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	31,832	31,832	
	29	Retained earnings, accumulated income, endowment, or other funds	1,745,222	1,424,456	
	30	**Total net assets or fund balances** (see instructions)	2,017,965	1,697,199	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,017,965	1,697,484	

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	2,017,965
2	Enter amount from Part I, line 27a	2	-320,766
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,697,199
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	1,697,199

DAA

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 WORKSHEET			
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	-161,125
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 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	208,109	3,616,002	0.057552
2010	204,564	3,563,416	0.057407
2009	184,801	3,152,511	0.058620
2008	212,065	3,979,283	0.053292
2007	193,837	3,998,339	0.048479

2	**Total** of line 1, column (d)	2	0.275350
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	0.055070
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,654,765
5	Multiply line 4 by line 3	5	201,268
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	708
7	Add lines 5 and 6	7	201,976
8	Enter qualifying distributions from Part XII, line 4	8	230,399

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	708
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	708
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	708
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 650		
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	650
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	58
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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		X
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? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ NANCY WHITSON Telephone no. ▶ 970-247-3504
1275 MAIN AVE
Located at ▶ DURANGO CO ZIP+4 ▶ 81301

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	N/A	1c		
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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (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?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7				

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NO DIRECT CHARITABLE ACTIVITIES	
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 N/A	
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	3,710,421
b	Average of monthly cash balances			1b	0
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	3,710,421
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0		
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	3,710,421
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)			4	55,656
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	3,654,765
6	**Minimum investment return.** Enter 5% of line 5			6	182,738

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	182,738
2a	Tax on investment income for 2012 from Part VI, line 5	2a	708		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	708
3	Distributable amount before adjustments Subtract line 2c from line 1			3	182,030
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	182,030
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	182,030

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	230,399
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	230,399
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	708
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	229,691

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					182,030
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only					
b	Total for prior years: 20 ___ , 20 ___ , 20 ___					
3	Excess distributions carryover, if any, to 2012:					
a	From 2007					
b	From 2008	15,350				
c	From 2009	28,313				
d	From 2010	27,739				
e	From 2011	28,595				
f	**Total** of lines 3a through e		99,997			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 230,399					
a	Applied to 2011, but not more than line 2a					
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					182,030
e	Remaining amount distributed out of corpus		48,369			
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		148,366			
b	Prior years' undistributed income. Subtract line 4b from line 2b					
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					
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions					
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		148,366			
10	Analysis of line 9:					
a	Excess from 2008	15,350				
b	Excess from 2009	28,313				
c	Excess from 2010	27,739				
d	Excess from 2011	28,595				
e	Excess from 2012	48,369				

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)

	Tax year (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test – enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2))

N/A

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.

N/A

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:

NANCY WHITSON 970-375-4510
P.O. DRAWER A DURANGO CO 81302

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE DETAILED STATEMENT 8				192,188
Total			▶ 3a	192,188
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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	75,171	
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	-161,125	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		-85,954	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -85,954

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

Richard Ballantine Mar 6, '13 PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
PATRICK J. BARRETT		2/19/13	

Firm's name ▶	TAFOYA BARRETT AND ASSOCIATES PC	PTIN	P00237693
Firm's address ▶	150 E 9TH ST STE 300	Firm's EIN ▶	
	DURANGO, CO 81301-5446	Phone no	970-259-8000

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

For calendar year 2012, or tax year beginning , and ending

Name: BALLANTINE FAMILY FUND

Employer Identification Number: 84-6026270

	(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)
(1)	600 SH DELL INC	P	12/10/99	06/27/12
(2)	300 SH ISHARE MSCI EMERGING	P	12/07/07	07/10/12
(3)	600 SH ISHARES MSCI EMERGING	P	12/07/07	07/10/12
(4)	1000 SH HEWLETT PACKARD CO	P	11/25/97	06/27/12
(5)	750 SH PHILLIPS 66 SHS	P	12/31/03	07/10/12
(6)	1200 SH PROGRESSIVE CRP OHIO	P	10/16/03	07/10/12
(7)	1200 SH PROGRESSIVE CRP OHIO	P	01/25/05	07/10/12
(8)	500 SH MEDTRONIC INC	P	10/16/03	08/14/12
(9)	500 SH MEDTRONIC INC	P	01/25/05	08/14/12
(10)	1300 SH ISHARES MSCI EAFE INDEX	P	02/13/07	10/05/12
(11)	1200 SH ISHARES MSCI EAFE INDEX	P	02/13/07	10/05/12
(12)	1200 SH ISHARES MSCI EAFE INDEX	P	02/13/07	10/05/12
(13)	500 SH BP PLC SPON ADR	P	11/16/04	12/26/12
(14)	250 SH EXXON MOBIL CORP	P	01/08/04	12/26/12
(15)	120 SH WELLS FARGO & CO NEW DEL	P	02/27/04	12/26/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	7,126		25,680	-18,554
(2)	11,569		16,126	-4,557
(3)	23,139		32,255	-9,116
(4)	19,234		24,314	-5,080
(5)	24,532		11,347	13,185
(6)	24,552		22,828	1,724
(7)	24,552		25,436	-884
(8)	20,020		23,297	-3,277
(9)	20,020		26,134	-6,114
(10)	70,381		98,045	-27,664
(11)	64,967		95,983	-31,016
(12)	64,967		101,177	-36,210
(13)	20,626		29,808	-9,182
(14)	21,511		10,259	11,252
(15)	4,065		29,388	-25,323

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))
(1)				-18,554
(2)				-4,557
(3)				-9,116
(4)				-5,080
(5)				13,185
(6)				1,724
(7)				-884
(8)				-3,277
(9)				-6,114
(10)				-27,664
(11)				-31,016
(12)				-36,210
(13)				-9,182
(14)				11,252
(15)				-25,323

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | **2012**

For calendar year 2012, or tax year beginning , and ending

Name: BALLANTINE FAMILY FUND

Employer Identification Number: 84-6026270

	(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)
(1)	80 SH WELLS FARGO & CO NEW DEL	P	01/19/96	12/26/12
(2)	100 SH WELLS FARGO & CO NEW DEL	P	01/19/96	12/26/12
(3)	923.995 SH DELAWARE LG CAP	P	VARIOUS	05/15/12
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)	2,710		9,438	-6,728
(2)	3,388		11,086	-7,698
(3)	15,882		11,765	4,117
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				-6,728
(2)				-7,698
(3)				4,117
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 3,725	$ 1,862	$	$ 1,863
TOTAL	$ 3,725	$ 1,862	$ 0	$ 1,863

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXEC DIRECTOR SALARY EXP	$ 30,000	$ 1,500	$	$ 28,500
TOTAL	$ 30,000	$ 1,500	$ 0	$ 28,500

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID	$ 616	$ 616	$	$
INCOME TAXES	285	285		
TOTAL	$ 901	$ 901	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
ANNUAL FEES	346	150		196
WEBSITE EXPENSE	7,652			7,652
TOTAL	$ 7,998	$ 150	$ 0	$ 7,848

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED DETAIL STATEMENT #5-B	$ 1,973,259	$ 1,687,401	MARKET	$ 3,730,111
TOTAL	$ 1,973,259	$ 1,687,401		$ 3,730,111

2012 FORM 990-PF OTHER INVESTMENTS STATEMENT 5-B

	Basis 12/31/2011	*Basis 12/31/2012*	*FMV 12/31/2012*
American Capital World - 4652 77 Shares		171,277 86	173,083 04
American Inc Fd of Amer - 5316 128 Shares		91,850 29	96,009 27
Amgen Inc - 400 Shares	26,515 19	26,515 19	34,480 00
Amgen Inc - 400 Shares	25,269 30	25,269 30	34,480 00
Automatic Data Proc - 500 Shares	20,452 32	20,452 32	28,465 00
Automatic Data Proc - 500 Shares	23,069 17	23,069 17	28,465 00
Berskshire Hathaway - 5 Shares	35,375 00	35,375 00	670,300 00
Berskshire Hathaway - 5 Shares	62,750 00	62,750 00	670,300 00
Boeing Company - 500 Shares	33,254 01	33,254 01	37,680 00
BP PLC - 500 Shares	59,616 14	29,808 07	20,820 00
Chevron Corp - 600 Shares	22,607 23	22,607 23	64,884 00
Chevron Corp - 600 Shares	31,918 05	31,918 05	64,884 00
Cisco Systems Inc - 1200 Shares	33,375 85	33,375 85	23,579 28
Cisco Systems Inc - 800 Shares	28,774 35	28,774 35	15,719 52
Conoco Phillips - 1,500 Shares (Option Downgrade)	49,526 80	38,180 21	86,985 00
Phillips 66 - 750 Shares (Received from Conoco Phillips)			
Deere Company - 1000 Shares	26,357 47	26,357 47	86,420 00
Dell Computer Corp - 600 Shares	25,680 00		
Walt Disney Company - 900 Shares	33,787 05	33,787 05	44,811 00
Eli Lilly & Co - 350 Shares	25,359 44	25,359 44	17,262 00
Exxon Mobil Corp - 1,200 Shares	49,604 47	49,604 47	103,860 00
Exxon Mobil Corp - 250 Shares	20,518 86	10,259 43	21,637 50
General Electric - 1500 Shares	33,713 72	33,713 72	31,485 00
General Electric - 1998 - 900 Shares	25,463 35	25,463 35	18,891 00
Hewlett Packard - 1,000 Shares	24,314 00		
Intel - 1,600 Shares	30,949 35	30,949 35	32,992 00
Intel - 1,700 Shares	34,065 96	34,065 96	35,054 00
Ishares MSCI EAFE Index Fund 1,300 SH	98,044 88		
Ishares MSCI EAFE Index Fund 1,200 SH	95,983 25		
Ishares MSCI EAFE Index Fund 1,200 SH	101,177 64		
Ishares MSCI EAFE Emerging Mkts IF 300 SH	16,125 83		
Ishares MSCI EAFE Emerging Mkts IF 600 SH	32,255 02		
Ishares Trust Dow Jones 1350 SH	49,417 60	49,417 60	77,274 00
Johnson & Johnson - 1,000 Shares	33,243 07	33,243 07	70,100 00
Johnson & Johnson - 1998 - 600 Shares	21,244 60	21,244 60	42,060 00
Medtronic - 500 Shares	23,296 92		
Medtronic - 500 Shares	26,134 06		
Microsoft Co - 1200 Shares	26,044 60	26,044 60	32,051 64

2012 FORM 990-PF | OTHER INVESTMENTS | STATEMENT 5-B

	Basis 12/31/2011	*Basis 12/31/2012*	*FMV 12/31/2012*
Pfizer- 1500 Shares	29,970 35	29,970 35	37,618 95
Pfizer - 840 Shares	25,459 69	25,459 69	21,066 61
Pfizer - 700 Shares	26,168 93	26,168 93	17,555 51
Procter & Gamble Co 350 Shares	26,446 86	26,446 86	23,761 50
Progressive - 300 (stk splits PY) 1200 Shares	22,828 06		
Progressive - 300 (stk splits PY) 1200 Shares	25,436 36		
Royal Dutch Shell PLC - 800 Shares	8,635 00	8,635 00	55,160 00
Royal Dutch Shell PLC(Spons ADR A)-400 Shares	8,205 35	8,205 35	27,580 00
S&P US PFD Stk Index fd - 1500 Shares	48,505 22	48,505 22	59,430 00
Sector Spdr Utilities - 1850 Shares	50,622 44	50,622 44	64,602 93
SPDR S P Divid - 1300 Shares	50,915 68	50,915 68	75,608 00
Target Corp - 800 Shares	25,787 00	25,787 00	47,336 00
Target Corp - 800 Shares	26,668 69	26,668 69	47,336 00
Target Corp - 1,400 Shares	38,259 96	38,259 96	82,838 00
United Techs Corp - 350 Shares	27,654 31	27,654 31	28,703 50
United Techs Corp - 500 Shares		39,187 42	41,005 00
US Bancorp (NEW) - 1,256 Shares	415 97	415 97	40,116 64
US Bancorp (NEW) - 1,200 Shares	34,631 61	34,631 61	38,328 00
Walgreen Co - 600 Shares	8,015 18	8,015 18	22,206 00
Walgreen Co 1998 - 1,200 Shares	20,882 09	20,882 09	44,412 00
Wells Fargo & Co - 80 Shares	9,438 00		
Wells Fargo & Co - 100 Shares	11,086 00		
Wells Fargo & Co - 2,000 Shares	29,474 88	29,474 88	68,360 00
Wells Fargo & Co - 1200 Shares	23,413 79	23,413 79	41,016 00
Wells Fargo & Co - 120 Shares	29,388 40		
3M Company - 1,200 Shares	266 09	266 09	111,420 00
Total Stocks	1,913,860 46	1,623,573 52	3,659,492 89
Total CDs	-	-	-
Total Treasuries	-	-	-
Total Merrill Lynch	1,913,860 46	1,623,573 52	3,659,492 89

	Basis 12/31/2011	*Basis 12/31/2012*	*FMV 12/31/2012*
UBS Account			
Cisco - 1000 Shares	23,870 00	23,870 00	19,649 00
Honeywell - 300 Shares	11,142 00	11,142 00	19,041 00
Target - 255 Shares	12,709 20	12,709 20	15,088 00
Deleware Large Cap - 923 995 Shares	11,680 29		
Deleware Value Fund - 1353 670 Shares		16,108 79	16,839 65
Total UBS	59,401 49	63,829 99	70,617 65
Total Investments	1,973,261 95	1,687,403 51	3,730,110 54

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
DUE TO BALLANTINE DEVELOPMENT	$	$ 285
TOTAL	$ 0	$ 285

Federal Statements

Statement 7 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
RICHARD G. BALLANTINE P.O. BOX 1879 DURANGO CO 81302-1879	PRESIDENT	0.15	0	0	0
HELEN B. HEALY 13 HAMPTON ROAD WICHITA KS 67207	TREASURER	0.15	0	0	0
ELIZABETH BALLANTINE 1113 BASIL ROAD MCLEAN VA 22101	VICE PRESIDE	0.15	0	0	0
MARY LANE CLARK P.O. BOX 639 DURANGO CO 81302	SECRETARY	0.15	0	0	0
JOE KECK 305 LA PLATA ROAD CORTEZ CO 81321	DIRECTOR	0.10	0	0	0
MORLEY HEALY 17 S. LYNWOOD BLVD EASTBOROUGH KS 67207	DIRECTOR	0.10	0	0	0
CHRISTOPHER BALLANTINE 2722 BRUCHEZ PARKWAY #203 WESTMINSTER CO 80234	DIRECTOR	0.10	0	0	0
WILLIAM LEAVITT FOUR TIMES SQUARE NEW YORK NY 10036	DIRECTOR	0.10	0	0	0
DAVID BALLANTINE 2701 PENNY LANE #131 AUSTIN TX 78757	DIRECTOR	0.10	0	0	0
SARAH LEAVITT	DIRECTOR	0.10	0	0	0

Federal Statements

Statement 7 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
2226 FILBERT ST. SAN FRANCISCO CA 94123					

BALLANTINE FAMILY FUND 84-6026270

2012 FORM 990-PF Part XV, Line 3a -Grants and Contributions paid during the Year STATEMENT 8

NAME	Address	CITY	ST	ZIP	PURPOSE	AMOUNT
A Theatre Group	PO Box 56	Silverton	CO	81433	Silverton Summer Youth Program	2,500 00
Alternative Horizons	PO Box 503	Durango	CO	81302	Group Therapist	2,000.00
Animas High School	PO Box 4414	Durango	CO	81302	Animas Quill	1,000.00
Archuleta County Education Center	PO Box 1079	Pagosa Springs	CO	81147	After School Tutoring Program	3,000 00
Bellevue Breakfast Rotary Club	PO Box 3003	Bellevue	WA	98009	Computers and Dictionaries	2,000 00
Big Brothers Big Sisters Of Archuleta County	PO Box 2145	Durango	CO	81302	General Operating	1,000.00
Big Brothers Big Sisters Of La Plata County	PO Box 2154	Durango	CO	81302	Mentoring Program	2,500.00
Blue Star Moms o Durango	96 Valley View Dr	Bayfield	CO	81122	Sponsor Four Families	1,688.00
Boys and Girls Club of La Plata County	2750 Main Ave	Durango	CO	81301	Program and Operation Support	2,000.00
Bridge Emergency Shelter	PO Box 56	Cortez	CO	81321	Cortez Day Labor Center	2,500.00
Central City Opera	400 South Colorado Blvd #530	Denver	CO	80246	Tour to SW Colorado	1,500 00
Children's Kiva Montessori Preschool	PO Box 1417	Cortez	CO	81321	Tuition Subsidies	2,000.00
Colorado Freedom of Information Council	1888 Sherman Street #370	Denver	CO	80203	Extend Services	2,500.00
Colorado Nonprofit Association	455 Sherman St. #207	Denver	CO	80203	Talent Development	2,500.00
Community Connections	281 Sawyer Dr #200	Durango	CO	81301	Holly House	1,000 00
Community Foundation Serving SW Colorado	PO Box 1673	Durango	CO	81302	Various Programs	9,500.00
Community Radio Project	PO Box 116	Cortez	CO	81321	KSJD Media Center	5,000.00
Companeros	1022 1/2 Main Ave	Durango	CO	81301	Educational Workshops	2,500.00
Cortez Addiction Recovery Service	35 North Ash	Cortez	CO	81321	Treatment Services	3,000.00
Cortez Cultural Center	25 North Market	Cortez	CO	81321	General Operating Costs	4,000 00
Crow Canyon Archaeological Center	23390 Road K	Cortez	CO	81321	Experiential Educational Programs	2,500.00
Dove's Nest	PO Box 683	Dove Creek	CO	81324	Operating Support	2,500 00
Dr Mary Fisher Medical Foundation	PO Box 3805	Pagosa Springs	CO	81147	Ambulance	2,500 00
Durango - Rocky Mountain Swimming, Inc.	PO Box 1095	Durango	CO	81302	Scholarship Fund	2,000.00
Durango Adult Education Center	701 Camino Del Rio #301	Durango	CO	81301	General Operating	2,000 00
Durango Arts Center	802 East 2nd Ave	Durango	CO	81301	Various Programs	4,500.00
Durango Chorale Society	Box 1043	Durango	CO	81302	Season Program	1,500.00
Durango Cowboy Gathering	PO Box 2571	Durango	CO	81301	Poets in Schools	2,000.00
Durango Discovery Museum	1333 Camino Del Rio	Durango	CO	81301	STEM Education Program	2,000 00
Durango Food Bank	PO Box 156	Durango	CO	81302	Additional Staff	3,500.00
Durango Foundation for Educational Excellence	201 East 12th Street	Durango	CO	81301	CSPA Convention	2,000.00
Durango Montessori School	3514 Earl Street	Durango	CO	81301	Scholarships & Operating	2,000.00
Durango Nature Studies	PO Box 3808	Durango	CO	81302	Programs	1,000.00
Eye and Ear Program of La Plata County	PO Box 121	Durango	CO	81302	Purchase Hearing Aids	1,000.00
First United Methodist Church of Cortez	PO Box 1016	Cortez	CO	81321	Hope's Kitchen	2,500 00
Fort Lewis College Foundation	1000 Rim Dr	Durango	CO	81301	Various Programs	8,000.00
Four Corners Child Advocacy Center	140 N Linden St	Cortez	CO	81321	Gen Operating & Program	5,000 00

2012 FORM 990-PF	Part XV, Line 3a -Grants and Contributions paid during the Year				STATEMENT 8	
Four Corners Office for Resource Efficiency	10 Town Plaza 190	Durango	CO	81301	Resource energy action plan	2,000.00
Habitat For Humanity of Archuleta County	PO Box 2827	Pagosa Springs	CO	81147	Neighbors Helping Neighbors	2,500.00
Habitat For Humanity of La Plata County	10 Town Plaza 88	Durango	CO	81301	Habitat Household Toolkit	2,500.00
Habitat for Humanity of Montezuma	PO Box 1261	Cortez	CO	81321	Retail Store	2,000 00
Invest in Kids	1775 Sherman Street #2075	Denver	CO	80203	Incredible Years in SW Colorado	1,000.00
La Plata County Historical Society	PO Box 3384	Durango	CO	81302	Programs	3,000.00
La Plata County Humane Society	1111 South Camino Del Rio	Durango	CO	81301	Transportation of Dogs	2,500 00
La Plata Family Center Coalition	PO Box 2451	Durango	CO	81302	Developmental screenings	3,000.00
La Plata Open Space Conservancy	PO Box 1651	Durango	CO	81302	Conservation Easement Trust	2,000.00
La Puente Home	Box 1235	Alamosa	CO	81101	General Operating	5,000.00
LASSO	PO Box 5735	Pagosa Springs	CO	81147	Operating Costs	500.00
League of Women Voters of Montezuma County	1410 Grant St., Ste B204	Denver	CO	80203	Great Decisions	500.00
Liberty School	43601 Highway 550	Durango	CO	81301	Scholarship	2,000.00
Manna Soup Kitchen	1100 Avenida Del Sol	Durango	CO	81301	Operating Expenses	5,000.00
Mercy Housing Inc.	1999 Broadway Ste 1000	Denver	CO	80202	Durango Housing Properties	1,000.00
Mesa Verde Foundation	823 South Perry Street #120	Castle Rock	CO	80104	Operating Costs	1,500.00
Music in the Mountains	1063 Main Avenue	Durango	CO	81301	School Program	2,500.00
National Trust For Historic Preservation	1785 Massachusetts Ave NW	Washington	DC	20036	promote public policy	1,000.00
Onward! A Legacy Foundation	PO Box 26	Cortez	CO	81321	Various Programs	3,500.00
Planned Parenthood	7155 East 38th Ave	Durango	CO	80207	Teen Health Service Program	3,000.00
Purgatory Ski Team	PO Box 4104	Durango	CO	81302	Durango Winter Sports Foundation	2,000 00
Reach Out & Read Colorado	4380 South Syracuse St #520	Denver	CO	80237	General Operating	1,000 00
Red Cross	1922 Main Ave	Durango	CO	81301	General Operating Costs	2,000.00
Riverhouse Children's Center	495 Animas View Drive	Durango	CO	81301	Construction	2,000.00
Salvation Army Of Cortez	180 E Ocean Blvd 9th Floor	Long Beach	CA	90802	Emergency and Dental Services	2,000.00
Salvation Army Of La Plata County	PO Box 3296	Durango	CO	81302	Human Services	1,000.00
San Juan Board of Cooperative Services	201 E 12th	Durango	CO	81301	Science Fair/DestiNation Imagination	2,500 00
San Juan County Historical Society	PO Box 154	Silverton	CO	81433	Computer and Scanner	1,000.00
San Juan Symphony	PO Box 1073	Durango	CO	81302	Youth Outreach and Education	1,000.00
Second Wind Fund, Inc	571 South Taft Street	Lakewood	CO	80228	Four Corners, Colorado	1,000.00
Seeds of Learning	PO Box 5831	Pagosa Springs	CO	81147	Hot Lunch & Snack	2,500.00
Senior Housing Options, Inc.	1510 17th Street	Denver	CO	80202	Madison House in Cortez	1,000 00
Sexual Assault Services Organization (SASO)	PO Box 2723	Durango	CO	81302	SOS Durango	2,000 00
Snowboard Outreach Society Durango	PO Box 2020	Avon	CO	81620	General Operating	2,000.00
Sonlight Adventures, Inc.	PO Box 536	Pagosa Springs	CO	81147	Automated External Defibrillator	1,500.00
Southern Ute Community Action Program	PO Box 800	Ignacio	CO	81137	Gatekeeper Program	1,000.00
Southwest Center for Independence	835 East 2nd Ave #200	Durango	CO	81301	Various Programs	3,000.00
Southwest Colorado Concerts	PO Box 941	Cortez	CO	81321	Scholarships	1,000.00
Spring Creek Horse Rescue	39908 US Highway 160	Bayfield	CO	81122	General Costs	1,000.00

BALLANTINE FAMILY FUND 84-6026270

2012 FORM 990-PF Part XV, Line 3a -Grants and Contributions paid during the Year **STATEMENT 8**

Telluride Repertory Theatre	PO Box 2469	Telluride	CO	81435	Programs	1,000.00
The Garden Project of SW Colorado	PO Box 4434	Durango	CO	81302	Backyard garden Giveaway	2,000.00
Thingamajig Theater Company	2313 Eagle Dr.	Pagosa Springs	CO	81147	Pagosa Springs Art Alliance	2,500 00
Trails 2000	PO Box 3868	Durango	CO	81302	Trail Kids Program	1,000.00
United Way of Southwest Colorado	PO Box 3040	Durango	CO	81302	Internship	1,000.00
University of Colorado Foundation	4740 Walnut Street	Boulder	CO	80301	Scholarship	1,000.00
University of Oklahoma Foundation	100 Timberdell Rd	Norman	OK	73019	Outdoors in Southwest	2,000 00
Volunteers of America	2660 Larimer Street	Denver	CO	80205	General Operating	1,000.00
Women's Resource Center	769 East 2nd Ave #6	Durango	CO	81301	Resource & Referral	2,000 00
Youth Baseball of Southwestern Colorado	PO Box 4046	Durango	CO	81302	Baseball fields	2,000.00
					2012 TOTAL	**192,188.00**