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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 SAM & FRED A DAVIS 1993 CHARITABLE TRUST C/O AMG NATIONAL TRUST		A Employer identification number 84-6261346	
Number and street (or P O box number if mail is not delivered to street address) 6501 EAST BELLEVIEW AVENUE SUITE 400		B Telephone number (see instructions) (303) 694-2190	
City or town, state, and ZIP code ENGLEWOOD, CO 801116020		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,556,752		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	55,654	55,654		
	4 Dividends and interest from securities.	128,325	128,325		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	232,349			
	b Gross sales price for all assets on line 6a _____ 2,002,398				
	7 Capital gain net income (from Part IV , line 2)		232,349		
	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)	8,461	8,461		
	12 Total. Add lines 1 through 11	424,789	424,789		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,600	1,800		1,800
	c Other professional fees (attach schedule)	58,980	58,980		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	62,580	60,780		1,800
	25 Contributions, gifts, grants paid	444,125			444,125
	26 Total expenses and disbursements. Add lines 24 and 25	506,705	60,780		445,925
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-81,916			
	b Net investment income (if negative, enter -0-)		364,009		
	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	5,647	16,883	16,883
	2	Savings and temporary cash investments	911,717	313,212	313,212
	3	Accounts receivable  _____ 1,932			
		Less allowance for doubtful accounts  _____	449	1,932	1,932
	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)	860,738 	1,106,303	1,363,447
	c	Investments—corporate bonds (attach schedule).	6,099,745 	6,321,165	6,560,313
	11	Investments—land, buildings, and equipment basis  _____			
Liabilities		Less accumulated depreciation (attach schedule)  _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	197,401 	217,034	115,756
	14	Land, buildings, and equipment basis  _____			
		Less accumulated depreciation (attach schedule)  _____			
	15	Other assets (describe  _____)	 125,535 	142,787 	185,209 
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,201,232	8,119,316	8,556,752
	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	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here  <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here  <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	8,776,333	8,776,333	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-575,101	-657,017	
	30	Total net assets or fund balances (see page 17 of the instructions)	8,201,232	8,119,316	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,201,232	8,119,316	

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	8,201,232
2	Enter amount from Part I, line 27a	2	-81,916
3	Other increases not included in line 2 (itemize)  _____	3	0
4	Add lines 1, 2, and 3	4	8,119,316
5	Decreases not included in line 2 (itemize)  _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,119,316

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	232,349
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	417,699	8,959,964	0 046618
2010	373,736	8,411,303	0 044433
2009	499,839	7,497,826	0 066665
2008	573,468	10,041,373	0 057111
2007	534,727	12,163,414	0 043962

2 Total of line 1, column (d).	2	0 258789
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 051758
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	8,529,467
5 Multiply line 4 by line 3.	5	441,468
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,640
7 Add lines 5 and 6.	7	445,108
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	445,925

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,640
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	3,640
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	3,640
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,478	
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	6,478
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	2,838
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	2,838	Refunded	0

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 \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) 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 ▶AMG NATIONAL TRUST BANK Telephone no ▶(303) 694-2190 Located at ▶6501 EAST BELLEVIEW AVENUE SUITE 400 ENGLEWOOD CO ZIP +4 ▶801116020			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
AMG NATIONAL TRUST BANK	TRUSTEE	0	0	0
6501 EAST BELLEVIEW AVENUE	1 00			
SUITE				
400				
ENGLEWOOD, CO 801116020				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

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	7,957,465
b	Average of monthly cash balances.	1b	701,892
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,659,357
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	8,659,357
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	129,890
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,529,467
6	Minimum investment return. Enter 5% of line 5.	6	426,473

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	426,473
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,640
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,640
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	422,833
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	422,833
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	422,833

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	445,925
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	445,925
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	3,640
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	442,285
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				422,833
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			444,125	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 445,925				
a Applied to 2011, but not more than line 2a			444,125	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				1,800
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).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				421,033
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
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))

b

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

2

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

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

a

The name, address, and telephone number 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	444,125
b Approved for future payment				
Total			3b	0

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			14	55,654	
4	Dividends and interest from securities. . . .			14	128,325	
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.			15	8,461	
8	Gain or (loss) from sales of assets other than inventory			18	232,349	
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		424,789	0
13	Total. Add line 12, columns (b), (d), and (e).			13	424,789	

[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			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge		
	***** Signature of officer or trustee	2013-05-14 Date	***** Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00359771
	MARY KAYE JOHNSTON CPA	MARY KAYE JOHNSTON CPA			
	Firm's name <input type="checkbox"/>	AMG NATIONAL TRUST BANK		Firm's EIN <input type="checkbox"/> 84-1595367	
		6501 E BELLEVIEW AVE STE 400			
	Firm's address <input type="checkbox"/>	ENGLEWOOD, CO 801116020		Phone no (303) 694-2190	

TY 2012 Accounting Fees Schedule

Name: THE SAM & FRED A DAVIS 1993 CHARITABLE

TRUST C/O AMG NATIONAL TRUST

EIN: 84-6261346

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	3,600	1,800		1,800

TY 2012 Investments Corporate
Bonds Schedule

Name: THE SAM & FRED A DAVIS 1993 CHARITABLE
TRUST C/O AMG NATIONAL TRUST
EIN: 84-6261346

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMG 0120-ASTON/RIVER RD SMALL CAP VAL CL N	5,912	9,827
AMG 0120-CHAMPLAIN SMALL CO FD-ADV	64,380	94,486
AMG 0120-ARTIO INTERNATIONAL EQUITY FUND CL I	51,277	51,492
AMG 0120-BP CAPITAL MARKETS PLC	54,172	52,031
AMG 0120-BOEING CO 3.5%	53,998	52,935
AMG 0120-BUFFALO MID CAP FUND #1446	66,375	66,251
AMG 0120-CISCO SYSTEMS INC 1.625%	50,964	50,748
AMG 0120-DEERE & CO 6.95%	57,684	54,188
AMG 0120-DIAMOND HILL LARGE CAP FUND-A	132,033	142,422
AMG 0120-DODGE & COX STOCK FUND # 145	158,295	173,776
AMG 0120-DUPONT EI DENEMOURS 4.75%	55,234	54,412
AMG 0120-ETFS PLATINUM TRUST	54,051	47,678
AMG 0120-ETFS PALLADIUM TRUST	90,201	92,201
AMG 0120-FAM VALUE	96,797	103,456
AMG 0120-GENERAL ELECTRIC CO 5%	106,755	100,381
AMG 0120-HARBOR MID CAP VALUE FUND #023	206,320	201,139
AMG 0120-HARBOR SMALL CAP GROWTH INSTL #010	34,617	38,158
AMG 0120-HARDING LOEVER EMERGING MARKETS	100,480	105,208
AMG 0120-OAKMARK INTERNATIONAL FUND (HARRIS) #109	121,560	123,559
AMG 0120-HERSHEY COMPANY 5%	53,331	50,564
AMG 0120-ISHARES MSCI EMERGING MARKET	231,154	245,477
AMG 0120-ISHARES MSCI EAFE INDEX FUND	109,776	116,847
AMG 0120-ISHARES RUSSELL MIDCAP GROWTH	195,856	203,598
AMG 0120-ISHARES RUSSELL MIDCAP INDEX	174,945	185,484
AMG 0120-ISHARES RUSSELL 1000 VALUE	119,777	129,256
AMG 0120-ISHARES RUSSELL 1000 GROWTH	66,924	66,996
AMG 0120-ISHARES RUSSELL 1000 INDEX	250,589	266,736
AMG 0120-ISHARES RUSSELL 2000	94,376	101,182
AMG 0120-ISHARES DJ US ENERGY SECTOR	256,936	263,745
AMG 0120-ISHARES MSCI ACWI EX US INDEX FUND	234,733	252,955

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMG 0120-ISHARES COHEN & STEERS RLTY	309,946	353,273
AMG 0120-I SHARES SILVER TRUST	16,343	35,479
AMG 0120-JENSEN PORTFOLIO CL I	105,561	112,644
AMG 0120-MANNING & NAPIER WORLD OPPORTUNITIES FUND	46,097	46,989
AMG 0120-MARSICO FOCUS FUND #40	132,037	128,159
AMG 0120-MATTHEWS PACIFIC TIGER FUND # 802	20,040	21,678
AMG 0120-MEDTRONIC INC 3%	53,355	52,539
AMG 0120-MORGAN STANLEY INS INTL EQ-A	38,815	44,523
AMG 0120-OCCIDENTAL PETROLEUM CORP 1.45%	50,920	50,522
AMG 0120-PIMCO HIGH YIELD INST # 108	122,080	127,282
AMG 0120-PEPSICO INC	53,896	51,896
AMG 0120-PROCTER & GAMBLE CO 3.5%	54,018	53,088
AMG 0120-RS VALUE FUND	177,281	176,157
AMG 0120-T ROWE PRICE MIDCAP VALUE #115	267,080	253,769
AMG 0120-T ROWE PRICE EMERGING MARKETS STOCK FUND #111	80,040	84,359
AMG 0120-T ROWE PRICE MIDCAP VALUE #115	12,634	14,402
AMG 0120-ROYCE PREMIER FUND (INV CL) #265	55,577	118,317
AMG 0120-SPDR GOLD TRUST	16,968	30,297
AMG 0120-SOUND SHORE FUND #7	56,840	60,106
AMG 0120-THORNBURG INTL VALUE FUND I	201,440	210,222
AMG 0120-TWEEDY BROWNE GLOBAL VALUE FUND #1	93,612	99,057
AMG 0120-UNITED TECHNOLOGIES CORP 4.875%	56,378	54,907
AMG 0120-VANGUARD ENERGY FUND INVESTOR SHS #51	566,068	501,239
AMG 0120-VANGUARD HIGH-YIELD CORP FUND ADM #529	166,120	173,037
AMG 0120-WALMART STORES INC 2.875%	52,642	52,530
AMG 0120-WALGREEN CO 4.875%	54,242	51,233
AMG 0120-WYETH 5.5%	111,633	105,421

TY 2012 Investments Corporate

Stock Schedule

Name:

THE SAM & FRED A DAVIS 1993 CHARITABLE TRUST C/O AMG NATIONAL TRUST

EIN:

84-6261346

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMG 0139-AMGEN INC	29,130	43,272
AMG 0139-BAKER HUGHES INC	29,057	28,226
AMG 0139-BANK OF NEW YORK MELLON CORP	23,809	25,212
AMG 0139-BECTON DICKINSON & CO	32,927	36,827
AMG 0139-CHEVRONTExaco CROP COM	22,151	34,063
AMG 0139-CISCO SYSTEMS INC	20,505	23,756
AMG 0139-CITIGROUP INC	33,189	47,512
AMG 0139-COCA-COLA CO	16,024	25,158
AMG 0139-CONOCOPHILLIPS	17,157	27,313
AMG 0139-COSTCO WHOLESALE CORP	12,149	28,138
AMG 0139-DELL INC	44,031	33,928
AMG 0139-DEVON ENERGY CORP	46,307	41,424
AMG 0139-EMERSON ELECTRIC CO	27,638	38,661
AMG 0139-EXXON MOBIL CORP COM	17,701	27,004
AMG 0139-FREEPORT MCMORAN COPPER & GOLD	44,185	44,939
AMG 0139-GAP INC	17,609	47,243
AMG 0139-GENERAL ELEC CO COM	41,392	32,828
AMG 0139-GILEAD SCIENCES INC COM	40,768	68,676
AMG 0139-GOLDMAN SACHS GROUP INC.	12,940	30,104
AMG 0139-HALLIBURTON COMPANY	20,658	23,693
AMG 0139-HEWLETT-PACKARD CO	22,416	16,416
AMG 0139-INTEL CORP	43,602	44,395
AMG 0139-JP MORGAN CHASE & CO	44,325	48,938
AMG 0139-JOHNSON & JOHNSON	24,418	34,980
AMG 0139-KEY CORP	43,977	43,995
AMG 0139-KIMBERLY-CLARK CORP	25,661	34,532
AMG 0139-LOCKHEED MARTIN CORP COM	13,267	14,120
AMG 0139-MARKEL CORP COM	29,784	41,608
AMG 0139-MICROSOFT CORPORATION	45,838	48,025
AMG 0139-ORACLE CORPORATION	10,198	28,255

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMG 0139-PFIZER COMMON STOCK	28,052	33,004
AMG 0139-PHILIP MORRIS INTERNATIONAL	16,323	38,056
AMG 0139-RAYTHEON CO	40,192	48,408
AMG 0139-RESEARCH IN MOTION	30,178	6,529
AMG 0139-SCHLUMBERGER LIMITED	19,368	20,097
AMG 0139-SOUTHWESTERN ENERGY CO	40,421	42,197
AMG 0139-SPRINT NEXTEL CORP	4,194	13,398
AMG 0139-3M COMPANY	33,854	42,897
AMG 0139-TRAVELERS COS INC	17,648	31,026
AMG 0139-AXIS CAPITAL HOLDINGS LTD	23,260	24,594

TY 2012 Investments - Other Schedule

Name: THE SAM & FRED A DAVIS 1993 CHARITABLE
TRUST C/O AMG NATIONAL TRUST

EIN: 84-6261346

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMG 0200-BP PRUHOE BAY ROYALTY TRUST	AT COST	51,480	31,803
AMG 0200-CROSS TIMBERS ROYALTY TRUST UNITS	AT COST	8,067	4,846
AMG 0200-DOMINION RESOURCES BLACK WARRIOR ROYALTY TRUST	AT COST	3,455	1,008
AMG 0200-DORCHESTER MINERALS LP	AT COST	7,665	5,692
AMG 0200-ECA MARCELLUS TRUST I	AT COST	14,075	8,658
AMG 0200-HUGOTON ROYALTY TUST TEXAS UNIT BEN INT	AT COST	23,628	7,361
AMG 0200-MV OIL TRUST	AT COST	8,910	4,871
AMG 0200-PERMIAN BASIN ROYALTY TRUST	AT COST	39,277	22,215
AMG 0200-SABINE ROYALTY TRUST-SBI	AT COST	6,780	4,098
AMG 0200-SAN JUAN BASIN ROYALTY TR-UBI	AT COST	35,439	20,276
AMG 0200-WHITTING USA TRUST I	AT COST	18,258	4,928

TY 2012 Other Assets Schedule

Name: THE SAM & FRED A DAVIS 1993 CHARITABLE
TRUST C/O AMG NATIONAL TRUST

EIN: 84-6261346

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
AMG 0193-AVALON BAY CMNTYS INC COM	3,937	3,937	5,424
AMG 0193-BOSTON PROPERTY CLASS A	7,496	7,496	10,581
AMG 0193-CAMDEN PROPERTY TRUST	1,088	2,431	3,138
AMG 0193-DIAMONDROCK HOSPITALITY CO	1,832	1,832	1,800
AMG 0193-EASTGROUP PROPERTIES INC	7,532	7,532	10,762
AMG 0193-EQUITY RESIDTL PPRY	6,624	6,624	8,501
AMG 0193-ESSEX PROPERTY TRUST	3,133	3,133	4,400
AMG 0193-FEDERAL REALTY INVS TRUST	3,661	3,661	5,201
AMG 0193-HCP INC	4,900	4,900	6,774
AMG 0193-HEALTHCARE REALTY TRUST INC	5,765		
AMG 0193-HEALTH CARE REIT INC	6,438	5,751	8,213
AMG 0193-HIGHWOODS PPTYS INC COM	1,451	1,451	1,673
AMG 0193-HOST HOTELS & RESORTS INC	2,876	5,482	5,955
AMG 0193-KIMCO REALTY CORPORATION	3,652	2,308	3,053
AMG 0193-LASALLE HOTEL PROPERTIES	1,122	3,879	3,935
AMG 0193-LIBERTY PROPERTY TRUST	4,597	8,230	9,198
AMG 0193-MACERICH COMPANY		2,886	3,032
AMG 0193-MACK-CALI REALTY CORP	1,855	8,519	8,068
AMG 0193-PS BUSINESS PARKS INC/CA	7,542	8,131	9,032
AMG 0193-PUBLIC STROAGE INC	9,216	9,216	14,496
AMG 0193-REALTY INCOME CORP		5,996	6,313
AMG 0193-SIMON PROPERTY GROUP INC	12,813	10,763	19,918
AMG 0193-TANGER FACTORY OUTLET CENTER	4,257	4,257	6,840
AMG 0193-VENTAS INC	12,110	12,734	16,891
AMG 0193-VORNADO REALTY TRUST	11,638	11,638	12,011

TY 2012 Other Income Schedule

Name: THE SAM & FRED A DAVIS 1993 CHARITABLE
TRUST C/O AMG NATIONAL TRUST
EIN: 84-6261346

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	8,461	8,461	8,461

TY 2012 Other Professional Fees Schedule

Name: THE SAM & FRED A DAVIS 1993 CHARITABLE
TRUST C/O AMG NATIONAL TRUST
EIN: 84-6261346

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE AND INVESTMENT FEES	58,980	58,980		0

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)
AMG 0120-120 52 SHARES OF ARTIO INTERNATIONAL EQUITY FUND CL I	P	2011-05-23	2012-03-20
AMG 0120-657 SHARES OF ETFS PALLADIUM TRUST	P	2011-06-22	2012-03-20
AMG 0120-88 SHARES OF ETFS PALLADIUM TRUST	P	2011-08-22	2012-03-20
AMG 0120-5432 751 SHARES OF MANNING & NAPIER WORLD OPPORTUNITIES FUND	P	2011-06-22	2012-04-20
AMG 0120-7949 998 SHARES OF MANNING & NAPIER WORLD OPPORTUNITIES FUND	P	2011-08-22	2012-04-20
AMG 0120-2555 686 SHARES OF MORGAN STANLEY INS INTL EQ-A	P	2011-06-22	2012-05-21
AMG 0120-897 319 SHARES OF MORGAN STANLEY INS INTL EQ-A	P	2011-08-22	2012-05-21
AMG 0120-3799 391 SHARES OF MORGAN STANLEY INS INTL EQ-A	P	2011-10-24	2012-05-21
AMG 0120-203 SHARES OF ETFS PLATINUM TRUST	P	2011-07-22	2012-05-21
AMG 0120-2363 768 SHARES OF MERIDIAN GROWTH FUND #75	P	2004-05-10	2012-03-02
AMG 0120-1531 864 SHARES OF MERIDIAN GROWTH FUND #75	P	2004-05-17	2012-03-02
AMG 0120-3474 833 SHARES OF MERIDIAN GROWTH FUND #75	P	2004-08-20	2012-03-02
AMG 0120-172 SHARES OF DENVER BANKSHARES INC	P	2003-08-29	2012-03-07
AMG 0120-4671 151 SHARES OF ASTON/FAIRPOINT ASTON/RIVER RD SMALL CAP VAL CL	P	2008-11-24	2012-03-20
AMG 0120-1887 733 SHARES OF ARTIO INTERNATIONAL EQUITY FUND CL I	P	2004-05-10	2012-03-20
AMG 0120-1860 812 SHARES OF ARTIO INTERNATIONAL EQUITY FUND CL I	P	2004-05-26	2012-03-20
AMG 0120-1764 738 SHARES OF ARTIO INTERNATIONAL EQUITY FUND CL I	P	2004-06-17	2012-03-20
AMG 0120-4672 897 SHARES OF VANGUARD SHORT-TERM INVESTMENT GRADE INV #39	P	2010-03-22	2012-04-20
AMG 0120-15679 48 SHARES OF VANGUARD SHORT-TERM INVESTMENT GRADE INV #39	P	2010-09-15	2012-04-20
AMG 0120-1276 838 SHARES OF THIRD AVENUE SMALL CAP VALUE FUND #443	P	2004-08-18	2012-04-20
AMG 0120-144 SHARES OF SPDR GOLD TRUST	P	2009-06-23	2012-04-20
AMG 0120-47 SHARES OF SPDR GOLD TRUST	P	2009-08-24	2012-04-20
AMG 0120-15110 735 SHARES OF PIMCO LOW DURATION FUND #36	P	2010-01-19	2012-05-21
AMG 0120-5362 118 SHARES OF PIMCO LOW DURATION FUND #36	P	2010-11-08	2012-05-21
AMG 0120-292 SHARES OF I SHARES SILVER TRUST	P	2009-07-23	2012-06-20
AMG 0120-612 SHARES OF I SHARES SILVER TRUST	P	2011-05-20	2012-06-20
AMG 0120-50000 UNITS OF AT&T INC 4 95% 01/15/2013	P	2011-06-23	2012-07-02
AMG 0120-50000 UNITS OF CONOCOPHILLIPS 4 75% 02/01/2014	P	2011-06-07	2012-08-20
AMG 0120-1476 444 SHARES OF RS VALUE FUND CLASS Y	P	2007-01-05	2012-11-01
AMG 0120-2362 328 SHARES OF RS VALUE FUND CLASS Y	P	2011-05-23	2012-11-01

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)
AMG 0120-243 SHARES OF ISHARES COHEN & STEERS RLTY	P	2011-05-20	2012-11-01
AMG 0120-1052 SHARES OF ISHARES COHEN & STEERS RLTY	P	2011-07-22	2012-11-01
AMG 0120-50000 UNITS OF IBM CORP 4 75% 11/29/2012	P	2011-09-27	2012-11-29
AMG 0120-848 SHARES OF ISHARES COHEN & STEERS RLTY	P	2011-05-20	2012-12-04
AMG 0120-52 SHARES OF ISHARES COHEN & STEERS RLTY	P	2011-06-22	2012-12-04
AMG 0139-1628 SHARES OF SPRINT NEXTEL CORP	P	2011-07-28	2012-07-27
AMG 0139-42 SHARES OF COSTCO WHOLESALE CORP	P	2012-06-11	2012-08-29
AMG 0139-81 SHARES OF PHILIP MORRIS INTERNATIONAL	P	2012-06-11	2012-08-30
AMG 0139-39 SHARES OF BAXTER INTERNATIONAL INC	P	2012-06-11	2012-12-07
AMG 0139-2 SHARES OF BECTON DICKINSON & CO	P	2012-06-11	2012-12-28
AMG 0139-53 SHARES OF GILEAD SCIENCES INC	P	2012-06-11	2012-12-28
AMG 0139-172 SHARES OF EXXON MOBIL CORP COM	P	2005-10-25	2012-05-03
AMG 0139-226 SHARES OF PHILLIPS 66	P	2008-11-19	2012-06-08
AMG 0139-56 SHARES OF PHILLIPS 66	P	2008-11-20	2012-06-08
AMG 0139-71 SHARES OF CHEVRONTEXACO CORP COM	P	2010-02-05	2012-06-11
AMG 0139-93 SHARES OF CONOCOPHILLIPS	P	2008-11-19	2012-06-11
AMG 0139-1843 SHARES OF SPRINT NEXTEL CORP	P	2008-11-20	2012-07-27
AMG 0139-74 SHARES OF SPRINT NEXTEL CORP	P	2011-03-30	2012-07-27
AMG 0139-1251 SHARES OF SPRINT NEXTEL CORP	P	2008-11-20	2012-08-13
AMG 0139-30 SHARES OF COSTCO WHOLESALE CORP	P	2008-11-20	2012-08-29
AMG 0139-14 SHARES OF COSTCO WHOLESALE CORP	P	2009-02-05	2012-08-29
AMG 0139-173 SHARES OF PHILIP MORRIS INTERNATIONAL	P	2009-02-05	2012-08-30
AMG 0139-298 SHARES OF BAXTER INTERNATIONAL INC	P	2011-03-30	2012-12-07
AMG 0139-2 SHARES OF CHEVRONTEXACO CORP COM	P	2010-02-05	2012-12-28
AMG 0193-250 SHARES OF HEALTHCARE REALTY TRUST INC	P	2010-06-28	2012-06-04
AMG 0193-92 SHARES OF KIMCO REALTY CORPORATION	P	2010-06-28	2012-06-04
AMG 0193-24 SHARES OF SIMON PROPERTY GROUP INC	P	2010-06-28	2012-06-04
AMG 0193-16 SHARES OF HEALTH CARE REIT INC	P	2010-06-28	2012-06-04
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,080		3,576	-496
45,107		50,160	-5,053
6,042		6,598	-556
40,295		48,587	-8,292
58,965		60,442	-1,477
31,983		35,975	-3,992
11,229		11,225	4
47,547		50,040	-2,493
29,158		36,123	-6,965
107,244		78,123	29,121
69,501		50,000	19,501
157,653		114,600	43,053
45,551		23,134	22,417
62,460		37,770	24,690
48,237		48,722	-485
47,549		50,000	-2,451
45,094		48,424	-3,330
50,224		50,040	184
168,524		170,000	-1,476
27,284		25,294	1,990
22,922		13,067	9,855
7,482		4,406	3,076
158,029		156,881	1,148
56,077		57,596	-1,519
7,965		3,950	4,015
16,694		21,036	-4,342
51,231		53,183	-1,952
52,912		54,825	-1,913
38,446		40,430	-1,984
61,514		62,799	-1,285

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)
18,746		17,819	927
81,157		80,130	1,027
50,000		52,512	-2,512
65,378		62,182	3,196
4,009		3,786	223
6,861		7,017	-156
4,070		3,727	343
7,346		6,864	482
2,517		1,973	544
156		146	10
3,843		2,631	1,212
14,722		9,765	4,957
7,262		4,970	2,292
1,799		1,151	648
7,175		4,993	2,182
5,049		3,441	1,608
7,767		3,271	4,496
312		342	-30
6,246		2,221	4,025
2,907		1,358	1,549
1,357		597	760
15,689		6,327	9,362
19,235		15,833	3,402
214		141	73
5,514		5,765	-251
1,596		1,344	252
3,440		2,050	1,390
866		687	179
81,166			81,166


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	
			-496
			-5,053
			-556
			-8,292
			-1,477
			-3,992
			4
			-2,493
			-6,965
			29,121
			19,501
			43,053
			22,417
			24,690
			-485
			-2,451
			-3,330
			184
			-1,476
			1,990
			9,855
			3,076
			1,148
			-1,519
			4,015
			-4,342
			-1,952
			-1,913
			-1,984
			-1,285

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	
			927
			1,027
			-2,512
			3,196
			223
			-156
			343
			482
			544
			10
			1,212
			4,957
			2,292
			648
			2,182
			1,608
			4,496
			-30
			4,025
			1,549
			760
			9,362
			3,402
			73
			-251
			252
			1,390
			179
			81,166

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>				
DENVER ART MUSEUM 100 W 14TH AVE PKWY DENVER,CO 80204	NONE	EXEMPT	EDUCATIONAL	22,776
ELEANOR ROOSEVELT INSTITUTE FOR CANCER RESEARCH 2101 E WESLEY AVE DENVER,CO 80208	NONE	EXEMPT	SCIENTIFIC	22,776
ST MARY'S ACADEMY 4545 S UNIVERSITY BLVD ENGLEWOOD,CO 80113	NONE	EXEMPT	EDUCATIONAL	11,387
THE SALK INSTITUTE FOR BIOLOGICAL STUDIES 10010 N TORREY PINES ROAD LA JOLLA,CA 92037	NONE	EXEMPT	SCIENTIFIC	150,319
UNIVERSITY OF COLORADO HEALTH SCIENCE CENTER PO BOX 6508 AURORA,CO 80045	NONE	EXEMPT	SCIENTIFIC	45,551
UNIVERSITY OF DENVER COLORADO SEMINARY 2199 S UNIVERSITY BLVD DENVER,CO 80208	NONE	EXEMPT	RELIGIOUS	84,270
UNIVERSITY OF DENVER SCHOOL OF LAW 2199 S UNIVERSITY BLVD DENVER,CO 80208	NONE	EXEMPT	EDUCATIONAL	84,270
UNIVERSITY OF TEXAS 1515 HOLCOMBE BLVD HOUSTON,TX 77030	NONE	EXEMPT	EDUCATIONAL	22,776
Total  3a				444,125