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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 BLAIR FAMILY FOUNDATION INC | | A Employer identification number 94-3301545 | |
| Number and street (or P O box number if mail is not delivered to street address) 12900 STROH RANCH WAY | | B Telephone number (see instructions) | |
| City or town, state, and ZIP code PARKER, CO 80134 | | C If exemption application is pending, check here <input type="checkbox"/> | |
| G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change | | 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) \$ 4,464,463 | | 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) | 304,290 | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 22 | 22 | | |
| | 4 Dividends and interest from securities. | 112,308 | 112,308 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 156,118 | | | |
| | b Gross sales price for all assets on line 6a _____ 3,439,287 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 366,527 | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| Operating and Administrative Expenses | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | | | | |
| | 12 Total. Add lines 1 through 11 | 572,738 | 478,857 | | |
| | 13 Compensation of officers, directors, trustees, etc | | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | 1,807 | | | |
| | b Accounting fees (attach schedule) | 5,776 | 578 | | 2,888 |
| | c Other professional fees (attach schedule) | 36,203 | 36,203 | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 2,886 | | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 4,399 | 4,283 | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 51,071 | 41,064 | | 2,888 |
| | 25 Contributions, gifts, grants paid | 217,649 | | | 217,649 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 268,720 | 41,064 | | 220,537 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | 304,018 | | | |
| | b Net investment income (if negative, enter -0-) | | 437,793 | | |
| | c Adjusted net income (if negative, enter -0-) | | | | |

Part II

Balance Sheets

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

| | | Beginning of year | End of year | |
|-----------------------------|-----|--|---|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | | |
| | 2 | Savings and temporary cash investments | 1,070,654 | 135,841 |
| | 3 | Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | |
| | 4 | Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | |
| | 5 | Grants receivable | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ | | |
| | 8 | Inventories for sale or use | | |
| | 9 | Prepaid expenses and deferred charges | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | | |
| | b | Investments—corporate stock (attach schedule) | 2,770,941 <input checked="" type="checkbox"/> | 4,009,772 |
| | c | Investments—corporate bonds (attach schedule). | | |
| | 11 | Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | |
| | 12 | Investments—mortgage loans | | |
| | 13 | Investments—other (attach schedule) | | |
| | 14 | Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | |
| Liabilities | 15 | Other assets (describe ▶ _____) | | |
| | 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 3,841,595 | 4,145,613 |
| | 17 | Accounts payable and accrued expenses | | |
| | 18 | Grants payable | | |
| | 19 | Deferred revenue | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | |
| | 22 | Other liabilities (describe ▶ _____) | | |
| | 23 | Total liabilities (add lines 17 through 22) | | 0 |
| Net Assets or Fund Balances | | Foundations that follow SFAS 117, check here ▶ <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 | | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 3,841,595 | 4,145,613 |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 3,841,595 | 4,145,613 |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 3,841,595 | 4,145,613 |

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 | 3,841,595 |
| 2 | Enter amount from Part I, line 27a | 2 | 304,018 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 4,145,613 |
| 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 | 4,145,613 |

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

| | | | |
|---|--------------------------------------|---|--|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a See Additional Data Table | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | | |
|---|--|---|---|---------|
| 2 | Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | 366,527 |
| 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 | 196,611 | 4,523,377 | 0 04347 |
| 2010 | 161,590 | 4,075,600 | 0 03965 |
| 2009 | 199,435 | 3,183,484 | 0 06265 |
| 2008 | 148,013 | 4,007,342 | 0 03694 |
| 2007 | 135,075 | 4,669,201 | 0 02893 |

| | | | |
|---|--|---|-----------|
| 2 | Total of line 1, column (d). | 2 | 0 21163 |
| 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 04233 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. | 4 | 4,345,813 |
| 5 | Multiply line 4 by line 3. | 5 | 183,937 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 4,378 |
| 7 | Add lines 5 and 6. | 7 | 188,315 |
| 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 | 220,537 |

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 | 4,378 | |
| c | | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | | |
| 2 | | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 2 | | |
| 3 | | Add lines 1 and 2. | | 3 | 4,378 | |
| 4 | | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 4 | | |
| 5 | | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | | 5 | 4,378 | |
| 6 | | Credits/Payments | | | | |
| a | | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 3,120 | | |
| b | | Exempt foreign organizations—tax withheld at source | 6b | | | |
| c | | Tax paid with application for extension of time to file (Form 8868) | 6c | 2,800 | | |
| d | | Backup withholding erroneously withheld | 6d | | | |
| 7 | | Total credits and payments Add lines 6a through 6d. | | 7 | 5,920 | |
| 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 | 1,542 | |
| 11 | | Enter the amount of line 10 to be Credited to 2013 estimated tax | 1,542 | Refunded | 11 | |

Part VII-AStatements Regarding Activities

| | | | | |
|----|---|----|-----|----|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | Yes | No |
| | | 1a | | No |
| b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | | | No |
| | If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | | |
| c | Did the foundation file Form 1120-POL for this year?. | 1c | | No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? | 2 | | No |
| | If "Yes," attach a detailed description of the activities. | | | |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | 3 | | No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year?. | 4a | | No |
| b | If "Yes," has it filed a tax return on Form 990-T for this year?. | 4b | | No |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? | 5 | | No |
| | If "Yes," attach the statement required by General Instruction T. | | | |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy 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 | | No |
| 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) CA _____ | | | |
| 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 MCFARLANE CAZALE & ASSOCIATES Telephone no (408) 265-2950 Located at 1631 WILLOW ST SUITE 200 SAN JOSE CA ZIP+4 95125 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year. | | 15 | |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | No |
| See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country | | | | |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

| | | | | |
|---|---|----|-----|----|
| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | | Yes | No |
| 1a | During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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). | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. | 1b | | No |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 1c | | No |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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 | | No |
| 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? | | | |
| b | If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.). | 3b | | No |
| 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 | | No |
| | Organizations relying on a current notice regarding disaster assistance check here. | | | |
| c | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | | | |
| | 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? | | | |
| | | | | |
| 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? | | | |
| | | | | |
| b | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | 7b | | No |

Part VIII

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

| | | | | |
|--|---|---|---|---------------------------------------|
| 1 List all officers, directors, trustees, foundation managers and their compensation (see instructions). | | | | |
| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| STEVEN R BLAIR | CFO | 0 | | |
| 6229 NORTHWOODS GLENN DR PARKER,CO 80134 | 0 00 | | | |
| DONNA R BLAIR | SECRETARY | 0 | | |
| 7924 FOREST KEEP CIRCLE PARKER,CO 80134 | 0 00 | | | |
| RONALD J BLAIR | VICE PRESIDENT | 0 | | |
| 9677 SARA GULCH CIRCLE PARKER,CO 80138 | 0 00 | | | |
| JAMES R BLAIR | PRESIDENT | 0 | | |
| 7924 FOREST KEEP CIRCLE PARKER,CO 80134 | 0 00 | | | |
| 2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE." | | | | |
| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total number of other employees paid over \$50,000. | | | | |

Part VIII

[illegible]

Part IX-A

Expenses

C

2

3

4

Part IX-B

Amount

1

2

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 | 4,207,904 |
| b | Average of monthly cash balances. | 1b | 204,089 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 4,411,993 |
| 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 | |
| 3 | Subtract line 2 from line 1d. | 3 | 4,411,993 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 66,180 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 4,345,813 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 217,291 |

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 | 217,291 |
| 2a | Tax on investment income for 2012 from Part VI, line 5. | 2a | 4,378 |
| b | Income tax for 2012 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 4,378 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 212,913 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | 212,913 |
| 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 | 212,913 |

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 | 220,537 |
| 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 | 220,537 |
| 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 | 4,378 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 216,159 |
| 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 | | | |
| 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. | | | |
| c | From 2009. | | | |
| d | From 2010. | | | |
| e | From 2011. | | | |
| f | Total of lines 3a through e. | | | |
| 4 | Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 220,537 | | | |
| 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. | | | |
| e | Remaining amount distributed out of corpus | | | |
| 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 | | | |
| 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. | | | |
| 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. | | | |
| 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 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 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 XV

Supplementary 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))

JAMES R BLAIR

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 | 217,649 |
| b Approved for future payment | | | | |
| Total | | | 3b | |

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--|---|---------------------------|---------------|--------------------------------------|---------------|---|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 | Program service revenue | | | | | |
| a | _____ | | | | | |
| b | _____ | | | | | |
| c | _____ | | | | | |
| d | _____ | | | | | |
| e | _____ | | | | | |
| f | _____ | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments. . . . | | | | | |
| 3 | Interest on savings and temporary cash investments | | | 14 | 22 | |
| 4 | Dividends and interest from securities. . . . | | | 14 | 112,308 | |
| 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 | | | 1 | 156,118 | |
| 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). . | | | | 268,448 | |
| 13 | Total. Add line 12, columns (b), (d), and (e). | | | | | 268,448 |

[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.

| | | | |
|---------------------------------|------------|-------|---|
| ***** | 2013-08-07 | ***** | May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| Signature of officer or trustee | Date | Title | |

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

| | | | | | |
|---------------------------------|---|-------------------------------|------|--|-----------------------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's Signature | Date | Check if self-employed <input checked="" type="checkbox"/> | PTIN P00065645 |
| | Robert D Cazale | Robert D Cazale | | | |
| | Firm's name <input type="checkbox"/> | McFarlane Cazale & Associates | | Firm's EIN <input type="checkbox"/> | |
| | | 1631 Willow Street Suite 200 | | | |
| | Firm's address <input type="checkbox"/> | San Jose, CA 951255108 | | Phone no (408) 265-2950 | |

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) |
|---|--|--------------------------------------|----------------------------------|
| 291 WELLS FARGO & CO NEW | P | 2010-08-09 | 2012-07-24 |
| 775 WAL-MART STORES | P | 2008-05-27 | 2012-04-04 |
| 1,635 UNILEVER NV NY SHS | P | 2008-03-27 | 2012-04-11 |
| 966 TIME WARNER INC | P | 2008-12-12 | 2012-07-24 |
| 242 TIME WARNER CABLE | P | 2008-12-12 | 2012-03-19 |
| 200 SIEMENS | P | 2006-10-19 | 2012-03-23 |
| 375 SIEMENS | P | 2006-01-25 | 2012-03-23 |
| 175 SIEMENS | P | 2002-12-09 | 2012-03-23 |
| 76 Schlumberger | P | 2006-04-07 | 2012-10-23 |
| 70 Schlumberger | P | 2005-10-14 | 2012-10-23 |
| 257 SANOFI AVENTIS ADR | P | 2011-03-01 | 2012-10-23 |
| 900 ROCHE HLDG LTD | P | 2009-01-09 | 2012-01-30 |
| 675 ROCHE HLDG LTD | P | 2008-06-02 | 2012-01-30 |
| 415 PPG INDUSTRIES INC | P | 2009-04-01 | 2012-04-09 |
| 795 PNC FINL SERVICES GP | P | 2010-04-08 | 2012-07-24 |
| 140 OCCIDENTAL PETE CORP | P | 2010-10-07 | 2012-04-09 |
| 150 OCCIDENTAL PETE CORP | P | 2006-02-08 | 2012-04-09 |
| 150 OCCIDENTAL PETE CORP | P | 2006-02-08 | 2012-04-09 |
| 170 OCCIDENTAL PETE CORP | P | 2004-05-18 | 2012-04-09 |
| 670 NORFOLK SOUTHERN CORP | P | 2009-06-01 | 2012-04-03 |
| 785 NETAPP INC | P | 2011-03-15 | 2012-04-09 |
| 158 NESTLE S A ADR | P | 2009-06-15 | 2012-10-23 |
| 885 NATIONAL OIL WELL VARCO | P | 2010-11-16 | 2012-04-27 |
| 435 MOSIAC COMPANY | P | 2010-11-16 | 2012-04-09 |
| 359 MICROSOFT CORP | P | 2008-03-19 | 2012-10-23 |
| 140 JOHNSON & JOHNSON | P | 2008-05-06 | 2012-10-23 |
| 51 IBM | P | 2011-05-17 | 2012-10-23 |
| 200 Honeywell Intl | P | 2004-10-27 | 2012-04-09 |
| 375 Honeywell Intl | P | 2006-03-29 | 2012-04-09 |
| 1,500 HONDA MOTOR CO | P | 2008-12-15 | 2012-05-07 |

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|---|--|--------------------------------------|----------------------------------|
| 610 Hitachi LTD ADR | P | 2011-03-16 | 2012-04-26 |
| 222 GLAXOSMITHKLINE | P | 2002-09-18 | 2012-10-23 |
| 375 General Electric | P | 2002-09-04 | 2012-10-23 |
| 89 General Electric | P | 2005-02-22 | 2012-10-23 |
| 250 FREEPORT MCMORAN COPPER | P | 2011-05-06 | 2012-07-24 |
| 521 FREEPORT MCMORN CP&GLD | P | 2007-03-23 | 2012-07-24 |
| 905 EXXON MOBIL CORP | P | 2011-02-14 | 2012-04-04 |
| 650 Emerson Electric | P | 2010-05-06 | 2012-03-23 |
| 2,145 EMC Corp Mass | P | 2007-11-15 | 2012-08-14 |
| 780 DOVER CORPORATION | P | 2009-04-06 | 2012-05-17 |
| 875 COMPANHIA VALE DO | P | 2007-09-13 | 2012-04-23 |
| 180 COMPANHIA VALE DO | P | 2007-08-27 | 2012-04-23 |
| 2,400 CHEUNG KONG HLDG | P | 2007-08-29 | 2012-04-11 |
| 625 CENOVUS ENERGY INC | P | 2006-02-01 | 2012-07-18 |
| 180 CATERPILLAR INC | P | 2010-12-06 | 2012-08-01 |
| 200 CATERPILLAR INC | P | 2006-03-22 | 2012-08-01 |
| 65 CATERPILLAR INC | P | 2004-11-10 | 2012-08-01 |
| 675 BOEING CO | P | 2010-06-23 | 2012-08-06 |
| 775 BHP BILLITON LTD | P | 2006-01-25 | 2012-04-03 |
| 185 BASF AG SPON | P | 2011-06-29 | 2012-08-06 |
| 325 BASF AG SPON | P | 2008-07-01 | 2012-08-06 |
| 325 BASF AG SPON | P | 2004-11-10 | 2012-08-06 |
| 350 BASF AG SPON | P | 2008-07-01 | 2012-08-06 |
| 1,100 BANK OF NOVA SCOTIA | P | 2009-09-10 | 2012-01-31 |
| 51 BANCO SANTANDER CENT | P | 2010-11-10 | 2012-05-16 |
| 168 BANCO SANTANDER CENT | P | 2001-01-01 | 2012-05-16 |
| 44 BANCO SANTANDER CENT | P | 2009-10-13 | 2012-05-16 |
| 1,500 BANCO SANTANDER CENT | P | 2005-01-19 | 2012-05-16 |
| 900 BANCO SANTANDER CENT | P | 2006-03-29 | 2012-05-16 |
| 1,575 BANCO SANTANDER | P | 2002-12-10 | 2012-05-16 |

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

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) |
|---|--|--------------------------------------|----------------------------------|
| 2,000 BANCO BRADESCO NEW | P | 2010-11-01 | 2012-07-24 |
| 445 BAIDU INC ADR | P | 2009-10-29 | 2012-07-24 |
| 1,456 ANGLO AMERRN PLC ADR | P | 2006-06-21 | 2012-04-11 |
| 50 ANADARKO PETROLEUM | P | 2006-05-26 | 2012-08-06 |
| 150 ANADARKO PETROLEUM | P | 2006-05-26 | 2012-08-06 |
| 150 ANADARKO PETROLEUM | P | 2004-05-12 | 2012-08-06 |
| 125 ANADARKO PETROLEUM | P | 2006-02-08 | 2012-08-06 |
| 125 ANADARKO PETROLEUM | P | 2006-05-26 | 2012-08-06 |
| 386 AMERICA MOVIL | P | 2008-01-30 | 2012-10-23 |
| 43 AMAZON COM INC | P | 2011-02-08 | 2012-10-23 |
| 575 ALLERGAN INC | P | 2011-05-19 | 2012-07-18 |
| 1,200 ABB LTD ADR | P | 2006-06-21 | 2012-07-18 |
| 1,500 ABB LTD ADR | P | 2006-10-19 | 2012-07-18 |
| 1,750 VALE SA ADR | P | 2012-01-30 | 2012-04-23 |
| 620 UNILEVER NV NY SHS | P | 2012-03-29 | 2012-04-11 |
| 375 TIME WARNER | P | 2011-08-05 | 2012-07-24 |
| 50 Teva Pharmaceutical | P | 2012-03-02 | 2012-08-02 |
| 100 Teva Pharmaceutical | P | 2012-01-23 | 2012-08-02 |
| 125 Teva Pharmaceutical | P | 2012-01-19 | 2012-08-02 |
| 8,000 SUMITOMO MITSUI FIN | P | 2012-04-11 | 2012-08-15 |
| 1,250 STARBUCKS CORP | P | 2012-04-11 | 2012-08-06 |
| 150 SPECTRA ENERGY CORP | P | 2012-03-02 | 2012-08-02 |
| 200 SPECTRA ENERGY CORP | P | 2012-01-23 | 2012-08-02 |
| 300 SPECTRA ENERGY CORP | P | 2012-01-19 | 2012-08-02 |
| 75 SPECTRA ENERGY CORP | P | 2012-01-23 | 2012-05-08 |
| 340 Salesforce com | P | 2012-04-09 | 2012-07-24 |
| 865 ROYAL DUTCH SHELL | P | 2012-01-31 | 2012-04-11 |
| 345 ROYAL DUTCH SHELL | P | 2012-01-06 | 2012-04-11 |
| 74 PRICELINE COM | P | 2012-04-04 | 2012-08-01 |
| 170 PPG INDUSTRIES | P | 2011-06-29 | 2012-04-09 |

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) |
|---|--|--------------------------------------|----------------------------------|
| 260 PPG INDUSTRIES | P | 2012-03-19 | 2012-04-09 |
| 25 PHILLIPS 66 | P | 2012-03-02 | 2012-08-02 |
| 50 PHILLIPS 66 | P | 2012-01-23 | 2012-08-02 |
| 50 PHILLIPS 66 | P | 2012-01-19 | 2012-08-02 |
| 25 NOVARTIS AG | P | 2012-03-02 | 2012-05-08 |
| 50 NOVARTIS AG | P | 2012-01-23 | 2012-05-08 |
| 75 NOVARTIS AG | P | 2012-01-19 | 2012-05-08 |
| 440 NIKE INC | P | 2012-04-09 | 2012-08-14 |
| 1,800 MORGAN STANLEY | P | 2012-03-23 | 2012-07-26 |
| 75 MONDELEZ INTERNATIONAL | P | 2012-03-02 | 2012-11-01 |
| 200 MONDELEZ INTERNATIONAL | P | 2012-01-23 | 2012-11-01 |
| 175 MONDELEZ INTERNATIONAL | P | 2012-01-19 | 2012-11-01 |
| 75 MICROSOFT CORP | P | 2012-03-02 | 2012-05-08 |
| 1,100 MEDTRONIC INC | P | 2011-05-19 | 2012-04-26 |
| 50 LINCOLN ELECTRIC HOLDINGS | P | 2012-03-02 | 2012-05-08 |
| 100 LINCOLN ELECTRIC HOLDINGS | P | 2012-01-23 | 2012-05-08 |
| 100 LINCOLN ELECTRIC HOLDINGS | P | 2012-01-19 | 2012-05-08 |
| 1,200 LAS VEGAS SANDS CORP | P | 2012-04-09 | 2012-07-24 |
| 25 JOHNSON & JOHNSON | P | 2012-01-19 | 2012-11-01 |
| 1,295 ISHARES MSCI ALL COUNTRY | P | 2011-10-19 | 2012-05-16 |
| 2,300 ISHARES FTSE CHINA | P | 2011-12-13 | 2012-05-23 |
| 75 INTEL CORP | P | 2012-03-02 | 2012-05-08 |
| 184 HOME DEPOT INC | P | 2012-07-24 | 2012-10-23 |
| 765 HALLIBURTON CO HLDG | P | 2011-06-17 | 2012-03-23 |
| 975 FREEPORT MCMORAN COPPER | P | 2012-01-30 | 2012-07-24 |
| 1,800 FANUS CORPORATION | P | 2012-04-11 | 2012-08-03 |
| 345 EOG RESOURCES INC | P | 2012-01-30 | 2012-04-09 |
| 705 EMC Corp Mass | P | 2012-03-19 | 2012-08-14 |
| 275 EATON CORP | P | 2012-05-08 | 2012-11-30 |
| 295 DOVER CORPORATION | P | 2012-03-19 | 2012-05-17 |

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) |
|---|--|--------------------------------------|----------------------------------|
| 50 DIGITAL REALTY TRUST | P | 2012-03-02 | 2012-11-01 |
| 100 DIGITAL REALTY TRUST | P | 2012-01-23 | 2012-11-01 |
| 100 DIGITAL REALTY TRUST | P | 2012-01-19 | 2012-11-01 |
| 625 DEERE & CO | P | 2011-06-08 | 2012-04-09 |
| 215 COACH INC | P | 2012-03-19 | 2012-04-03 |
| 870 COACH INC | P | 2011-05-26 | 2012-04-03 |
| 553 CISCO SYSTEMS INC | P | 2012-04-27 | 2012-10-23 |
| 450 CENOVUS ENERGY INC | P | 2011-10-31 | 2012-07-18 |
| 590 CENOVUS ENERGY INC | P | 2012-01-31 | 2012-07-18 |
| 690 CELGENE CORP | P | 2012-04-05 | 2012-08-15 |
| 347 BLACKROCK INC | P | 2012-04-09 | 2012-07-24 |
| 145 BHP BILLITON LTD | P | 2012-03-19 | 2012-04-03 |
| 2,300 BARCLAYS BANK | P | 2012-03-23 | 2012-07-23 |
| 705 A5ML | P | 2012-04-12 | 2012-08-06 |
| 475 ANADARKO PETROLEUM CORP | P | 2012-01-31 | 2012-08-06 |
| 177 American Express | P | 2012-04-27 | 2012-10-23 |
| 1,200 Abbott Laboratories | P | 2011-02-28 | 2012-01-30 |
| 500 VOROPHARMA INC | D | 2006-07-26 | 2012-03-19 |
| 1,000 SEAGATE TECHNOLOGY | D | 2009-04-24 | 2012-08-22 |
| 1,000 SEAGATE TECHNOLOGY | D | 2009-02-05 | 2012-03-19 |
| 500 LATAM AIRLINES | D | 2008-10-22 | 2012-10-23 |
| 2,000 HEADWATERS | D | 2011-08-11 | 2012-10-23 |
| 3,000 HEADWATERS | D | 2011-08-11 | 2012-08-22 |
| 400 Goldman Sachs | D | 2008-11-20 | 2012-11-26 |
| 500 FORD MOTOR CO | D | 2008-10-08 | 2012-03-19 |
| 1,000 FIFTH THIRD BANK | D | 2009-02-19 | 2012-10-23 |
| 1,000 FIFTH THIRD BANK | D | 2009-02-19 | 2012-03-19 |
| 1,000 ELAN CORP | D | 2010-06-11 | 2012-03-19 |
| 1,000 DELL | D | 2009-03-19 | 2012-03-19 |
| 1,500 BANK OF AMERICA | D | 2009-02-03 | 2012-03-29 |

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) |
|--|--|--------------------------------------|----------------------------------|
| 3,000 BANK OF AMERICA | D | 2009-02-20 | 2012-03-29 |
| 1,000 AMERICAN CAPITAL LTD | D | 2009-05-13 | 2012-03-19 |
| 1,000 AMERICAN CAPITAL LTD | D | 2009-09-04 | 2012-03-19 |

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) |
|-----------------------|--|---|--|
| 9,845 | | 8,116 | 1,729 |
| 46,700 | | 43,376 | 3,324 |
| 53,272 | | 54,725 | -1,453 |
| 36,270 | | 19,714 | 16,556 |
| 19,376 | | 6,953 | 12,423 |
| 19,703 | | 17,568 | 2,135 |
| 36,943 | | 32,126 | 4,817 |
| 17,240 | | 7,861 | 9,379 |
| 5,431 | | 3,074 | 2,357 |
| 5,002 | | 2,832 | 2,170 |
| 11,034 | | 9,050 | 1,984 |
| 38,090 | | 38,670 | -580 |
| 28,567 | | 29,002 | -435 |
| 39,168 | | 15,829 | 23,339 |
| 45,614 | | 50,740 | -5,126 |
| 12,787 | | 11,516 | 1,271 |
| 13,700 | | 6,698 | 7,002 |
| 13,700 | | 6,698 | 7,002 |
| 15,527 | | 3,910 | 11,617 |
| 46,436 | | 26,337 | 20,099 |
| 33,726 | | 36,467 | -2,741 |
| 10,176 | | 5,619 | 4,557 |
| 67,052 | | 50,600 | 16,452 |
| 22,493 | | 28,524 | -6,031 |
| 10,060 | | 10,056 | 4 |
| 9,932 | | 9,447 | 485 |
| 9,754 | | 8,560 | 1,194 |
| 11,625 | | 6,685 | 4,940 |
| 21,797 | | 15,873 | 5,924 |
| 50,302 | | 32,294 | 18,008 |

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 38,617 | | 31,401 | 7,216 |
| 9,952 | | 8,583 | 1,369 |
| 7,972 | | 10,771 | -2,799 |
| 1,892 | | 3,173 | -1,281 |
| 7,990 | | 12,733 | -4,743 |
| 16,651 | | 16,164 | 487 |
| 76,846 | | 75,752 | 1,094 |
| 33,409 | | 31,390 | 2,019 |
| 55,586 | | 41,800 | 13,786 |
| 43,443 | | 22,719 | 20,724 |
| 20,170 | | 20,995 | -825 |
| 4,149 | | 4,319 | -170 |
| 29,712 | | 33,555 | -3,843 |
| 20,384 | | 14,797 | 5,587 |
| 14,920 | | 16,069 | -1,149 |
| 16,578 | | 15,102 | 1,476 |
| 5,388 | | 2,877 | 2,511 |
| 49,317 | | 45,432 | 3,885 |
| 56,461 | | 29,201 | 27,260 |
| 14,082 | | 17,625 | -3,543 |
| 24,739 | | 10,722 | 14,017 |
| 24,739 | | 10,722 | 14,017 |
| 26,642 | | 7,060 | 19,582 |
| 56,605 | | 45,525 | 11,080 |
| 294 | | 663 | -369 |
| 969 | | | 969 |
| 254 | | 704 | -450 |
| 8,649 | | 17,927 | -9,278 |
| 5,189 | | 13,078 | -7,889 |
| 9,081 | | 10,719 | -1,638 |

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) |
|-----------------------|--|---|--|
| 28,172 | | 42,985 | -14,813 |
| 51,337 | | 17,457 | 33,880 |
| 25,657 | | 30,839 | -5,182 |
| 3,420 | | 1,130 | 2,290 |
| 10,260 | | 4,082 | 6,178 |
| 10,260 | | 4,082 | 6,178 |
| 8,550 | | 6,395 | 2,155 |
| 8,550 | | 6,395 | 2,155 |
| 9,973 | | 11,027 | -1,054 |
| 10,029 | | 7,864 | 2,165 |
| 50,425 | | 48,033 | 2,392 |
| 19,178 | | 14,599 | 4,579 |
| 23,973 | | 21,113 | 2,860 |
| 40,340 | | 43,080 | -2,740 |
| 20,201 | | 20,822 | -621 |
| 14,080 | | 11,931 | 2,149 |
| 2,011 | | 2,272 | -261 |
| 4,023 | | 4,582 | -559 |
| 5,029 | | 5,711 | -682 |
| 48,410 | | 51,703 | -3,293 |
| 54,821 | | 73,573 | -18,752 |
| 4,291 | | 4,725 | -434 |
| 5,722 | | 6,358 | -636 |
| 8,583 | | 9,441 | -858 |
| 2,263 | | 2,384 | -121 |
| 43,204 | | 52,960 | -9,756 |
| 58,859 | | 61,582 | -2,723 |
| 23,476 | | 25,339 | -1,863 |
| 48,064 | | 54,999 | -6,935 |
| 16,045 | | 15,119 | 926 |

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) |
|-----------------------|--|---|--|
| 24,539 | | 24,498 | 41 |
| 952 | | 891 | 61 |
| 1,903 | | 1,619 | 284 |
| 1,903 | | 1,631 | 272 |
| 1,350 | | 1,352 | -2 |
| 2,700 | | 2,773 | -73 |
| 4,050 | | 4,347 | -297 |
| 41,961 | | 48,492 | -6,531 |
| 23,396 | | 36,698 | -13,302 |
| 2,005 | | 1,866 | 139 |
| 5,346 | | 4,983 | 363 |
| 4,678 | | 4,410 | 268 |
| 2,287 | | 2,406 | -119 |
| 40,697 | | 47,111 | -6,414 |
| 2,431 | | 2,307 | 124 |
| 4,863 | | 4,233 | 630 |
| 4,863 | | 4,253 | 610 |
| 46,729 | | 71,353 | -24,624 |
| 1,783 | | 1,627 | 156 |
| 66,597 | | 66,520 | 77 |
| 76,188 | | 80,471 | -4,283 |
| 2,060 | | 2,019 | 41 |
| 11,294 | | 9,383 | 1,911 |
| 25,651 | | 35,114 | -9,463 |
| 31,161 | | 44,647 | -13,486 |
| 43,817 | | 52,281 | -8,464 |
| 37,009 | | 36,268 | 741 |
| 18,270 | | 20,420 | -2,150 |
| 14,274 | | 12,466 | 1,808 |
| 16,430 | | 18,976 | -2,546 |

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) |
|-----------------------|--|---|--|
| 3,044 | | 3,625 | -581 |
| 6,088 | | 6,824 | -736 |
| 6,088 | | 6,818 | -730 |
| 49,983 | | 50,134 | -151 |
| 16,340 | | 16,619 | -279 |
| 66,121 | | 54,955 | 11,166 |
| 9,971 | | 10,986 | -1,015 |
| 14,677 | | 15,862 | -1,185 |
| 19,243 | | 21,470 | -2,227 |
| 49,259 | | 54,815 | -5,556 |
| 57,232 | | 70,307 | -13,075 |
| 10,564 | | 10,996 | -432 |
| 21,751 | | 35,626 | -13,875 |
| 39,992 | | 34,370 | 5,622 |
| 32,490 | | 38,364 | -5,874 |
| 9,862 | | 10,724 | -862 |
| 65,045 | | 57,887 | 7,158 |
| 14,902 | | 4,000 | 10,902 |
| 34,935 | | 7,000 | 27,935 |
| 26,485 | | 4,150 | 22,335 |
| 12,345 | | 4,445 | 7,900 |
| 13,719 | | 3,900 | 9,819 |
| 20,172 | | 5,850 | 14,322 |
| 47,873 | | 20,008 | 27,865 |
| 6,275 | | 1,250 | 5,025 |
| 14,666 | | 1,250 | 13,416 |
| 14,568 | | 1,250 | 13,318 |
| 14,628 | | 5,020 | 9,608 |
| 17,363 | | 9,660 | 7,703 |
| 14,306 | | 4,500 | 9,806 |

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) |
|-----------------------|--|---|--|
| 28,611 | | 16,500 | 12,111 |
| 9,147 | | 3,000 | 6,147 |
| 9,147 | | 2,100 | 7,047 |

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 | |
| | | | 1,729 |
| | | | 3,324 |
| | | | -1,453 |
| | | | 16,556 |
| | | | 12,423 |
| | | | 2,135 |
| | | | 4,817 |
| | | | 9,379 |
| | | | 2,357 |
| | | | 2,170 |
| | | | 1,984 |
| | | | -580 |
| | | | -435 |
| | | | 23,339 |
| | | | -5,126 |
| | | | 1,271 |
| | | | 7,002 |
| | | | 7,002 |
| | | | 11,617 |
| | | | 20,099 |
| | | | -2,741 |
| | | | 4,557 |
| | | | 16,452 |
| | | | -6,031 |
| | | | 4 |
| | | | 485 |
| | | | 1,194 |
| | | | 4,940 |
| | | | 5,924 |
| | | | 18,008 |

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 | |
| | | | 7,216 |
| | | | 1,369 |
| | | | -2,799 |
| | | | -1,281 |
| | | | -4,743 |
| | | | 487 |
| | | | 1,094 |
| | | | 2,019 |
| | | | 13,786 |
| | | | 20,724 |
| | | | -825 |
| | | | -170 |
| | | | -3,843 |
| | | | 5,587 |
| | | | -1,149 |
| | | | 1,476 |
| | | | 2,511 |
| | | | 3,885 |
| | | | 27,260 |
| | | | -3,543 |
| | | | 14,017 |
| | | | 14,017 |
| | | | 19,582 |
| | | | 11,080 |
| | | | -369 |
| | | | 969 |
| | | | -450 |
| | | | -9,278 |
| | | | -7,889 |
| | | | -1,638 |

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 | |
| | | | -14,813 |
| | | | 33,880 |
| | | | -5,182 |
| | | | 2,290 |
| | | | 6,178 |
| | | | 6,178 |
| | | | 2,155 |
| | | | 2,155 |
| | | | -1,054 |
| | | | 2,165 |
| | | | 2,392 |
| | | | 4,579 |
| | | | 2,860 |
| | | | -2,740 |
| | | | -621 |
| | | | 2,149 |
| | | | -261 |
| | | | -559 |
| | | | -682 |
| | | | -3,293 |
| | | | -18,752 |
| | | | -434 |
| | | | -636 |
| | | | -858 |
| | | | -121 |
| | | | -9,756 |
| | | | -2,723 |
| | | | -1,863 |
| | | | -6,935 |
| | | | 926 |

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 | |
| | | | 41 |
| | | | 61 |
| | | | 284 |
| | | | 272 |
| | | | -2 |
| | | | -73 |
| | | | -297 |
| | | | -6,531 |
| | | | -13,302 |
| | | | 139 |
| | | | 363 |
| | | | 268 |
| | | | -119 |
| | | | -6,414 |
| | | | 124 |
| | | | 630 |
| | | | 610 |
| | | | -24,624 |
| | | | 156 |
| | | | 77 |
| | | | -4,283 |
| | | | 41 |
| | | | 1,911 |
| | | | -9,463 |
| | | | -13,486 |
| | | | -8,464 |
| | | | 741 |
| | | | -2,150 |
| | | | 1,808 |
| | | | -2,546 |

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 | |
| | | | -581 |
| | | | -736 |
| | | | -730 |
| | | | -151 |
| | | | -279 |
| | | | 11,166 |
| | | | -1,015 |
| | | | -1,185 |
| | | | -2,227 |
| | | | -5,556 |
| | | | -13,075 |
| | | | -432 |
| | | | -13,875 |
| | | | 5,622 |
| | | | -5,874 |
| | | | -862 |
| | | | 7,158 |
| | | | 10,902 |
| | | | 27,935 |
| | | | 22,335 |
| | | | 7,900 |
| | | | 9,819 |
| | | | 14,322 |
| | | | 27,865 |
| | | | 5,025 |
| | | | 13,416 |
| | | | 13,318 |
| | | | 9,608 |
| | | | 7,703 |
| | | | 9,806 |


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 | |
| | | | 12,111 |
| | | | 6,147 |
| | | | 7,047 |

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> | | | | |
| PARKER TASK FORCE 20118 E MAINSTREET SUITE D PARKER,CO 80138 | NONE | 501(c) | GENERAL PURPOSE DONATION | 20,000 |
| HOSPICE OF SPOKANE PO BOX 2215 SPOKANE,WA 99210 | NONE | 501(c) | GENERAL PURPOSE DONATION | 1,250 |
| AMERICAN RED CROSS 444 SHERMAN STREET DENVER,CO 80203 | NONE | 501(c) | 2012 HURRICANE RELIEF EFFORTS | 5,000 |
| V FOUNDATION 176 MAIN STREET SUITE D ST HELENA,CA 94574 | NONE | 501(c) | GENERAL PURPOSE DONATION | 3,399 |
| RAINBOW ACRES PO BOX 1326 CAMP VERDE,AZ 86322 | NONE | 501(c) | ANNUAL FUND | 2,500 |
| TOUCHING AFRICA PO BOX 460459 AURORA,CO 80046 | NONE | 501(c) | GENERAL PURPOSE DONATION | 10,000 |
| GLOBAL DOWN SYNDROME FOUNDATION 3300 E FIRST AVENUE SUITE 390 DENVER,CO 80206 | NONE | 501(c) | GENERAL PURPOSE DONATION | 1,000 |
| SOUTHEAST CHRISTIAN SCHOOL 9650 JORDAN ROAD PARKER,CO 80134 | NONE | 501(c) | SCHOLARSHIP FUND CONTRIBUTION | 10,000 |
| NATIONAL SPORTS CENTER FOR THE DISA PO BOX 1290 WINTER PARK,CO 80482 | NONE | 501(c) | SUMMER AND WINTER SPORTS PROGRAMS | 5,000 |
| ELIZABETH STAMPEDE FOUNDATION PO BOX 1062 ELIZABETH,CO 80107 | NONE | 501(c) | GENERAL PURPOSE DONATION | 10,000 |
| SPD FOUNDATION 5420 S QUEBEC STREET SUITE 135 GREENWOOD VILLAGE,CO 80111 | NONE | 501(c) | GENERAL PURPOSE DONATION | 15,000 |
| COLUMBUS ZOO AND AQUARIUM 9990 RIVERSIDE DRIVE PO BOX 400 POWELL,OH 43065 | NONE | 501(c) | IMBABAZI ORPHANAGE | 7,500 |
| DOUGLAS COUNTY EDUCATION FNDN 620 WILCOX STREET CASTLE ROCK,CO 80104 | NONE | 501(c) | APPLE AWARDS | 24,000 |
| EASTSIDE COLLEGE PREP SCHOOL 2101 PULGAS East Palo Alto,CA 94303 | NONE | 501(c) | SCHOLARSHIPS, SANTA CLARA HOUSE PROJECT | 48,000 |
| NORTH PARK UNIVERSITY 3225 WEST FOSTER AVE CHICAGO,IL 60625 | NONE | 501(c) | CAMPAIGN NORTH PARK | 35,000 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| BELLARMINE COLLEGE 960 WEST HEDDING STREET SAN JOSE, CA 95126 | NONE | 501(c) | GENERAL PURPOSE DONATION | 20,000 |
| Total  3a | | | | 217,649 |

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

| | |
|---|--|
| Name of the organization BLAIR FAMILY FOUNDATION INC | Employer identification number 94-3301545 |
|---|--|

Organization type (check one)

| | |
|--------------------|---|
| Filers of: | Section: |
| Form 990 or 990-EZ | <div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div> |
| Form 990-PF | <div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div> |

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

| | |
|--|---|
| Name of organization BLAIR FAMILY FOUNDATION INC | Employer identification number 94-3301545 |
|--|---|

| Part I | Contributors (see instructions) Use duplicate copies of Part I if additional space is needed | | |
|------------|--|----------------------------|--|
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| _____ | See Additional Data Table _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

| | |
|--|---|
| Name of organization BLAIR FAMILY FOUNDATION INC | Employer identification number 94-3301545 |
|--|---|

| Part II | Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed | | |
|---------------------------|---|--|----------------------|
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| _____ | See Additional Data Table | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| _____ | | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| _____ | | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| _____ | | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| _____ | | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| _____ | | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| _____ | | \$ _____ | _____ |

| | |
|--|---|
| Name of organization BLAIR FAMILY FOUNDATION INC | Employer identification number 94-3301545 |
|--|---|

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|--|-----------------|-------------------------------------|
| — | <div></div> | <div></div> | <div></div> |
| | <div>(e) Transfer of gift</div> | | |
| | <div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div> | | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|--|-----------------|-------------------------------------|
| — | <div></div> | <div></div> | <div></div> |
| | <div>(e) Transfer of gift</div> | | |
| | <div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div> | | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|--|-----------------|-------------------------------------|
| — | <div></div> | <div></div> | <div></div> |
| | <div>(e) Transfer of gift</div> | | |
| | <div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div> | | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|--|-----------------|-------------------------------------|
| — | <div></div> | <div></div> | <div></div> |
| | <div>(e) Transfer of gift</div> | | |
| | <div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div> | | |

Additional Data

Software ID: 12000229

Software Version: 2012v2.0

EIN: 94-3301545

Name: BLAIR FAMILY FOUNDATION INC

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|--|
| <u>14</u> | JAMES DONNA BLAIR 7924 FOREST KEEP CIRCLE PARKER, CO 80134 | \$ 44,123 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>13</u> | JAMES DONNA BLAIR 7924 FOREST KEEP CIRCLE PARKER, CO 80134 | \$ 13,892 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>12</u> | JAMES DONNA BLAIR 7924 FOREST KEEP CIRCLE PARKER, CO 80134 | \$ 15,115 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>11</u> | JAMES DONNA BLAIR 7924 FOREST KEEP CIRCLE PARKER, CO 80134 | \$ 14,160 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>10</u> | JAMES DONNA BLAIR 7924 FOREST KEEP CIRCLE PARKER, CO 80134 | \$ 49,620 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>9</u> | JAMES DONNA BLAIR 7924 FOREST KEEP CIRCLE PARKER, CO 80134 | \$ 21,225 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>8</u> | JAMES DONNA BLAIR 7924 FOREST KEEP CIRCLE PARKER, CO 80134 | \$ 35,105 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|--------------|---|----------------------------|---|
| <div>7</div> | <div>JAMES DONNA BLAIR</div> <div>7924 FOREST KEEP CIRCLE</div> <div>PARKER, CO 80134</div> | <div>\$14,887</div> | <div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div> |
| <div>6</div> | <div>JAMES DONNA BLAIR</div> <div>7924 FOREST KEEP CIRCLE</div> <div>PARKER, CO 80134</div> | <div>\$12,800</div> | <div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div> |
| <div>5</div> | <div>JAMES DONNA BLAIR</div> <div>7924 FOREST KEEP CIRCLE</div> <div>PARKER, CO 80134</div> | <div>\$17,315</div> | <div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div> |
| <div>4</div> | <div>JAMES DONNA BLAIR</div> <div>7924 FOREST KEEP CIRCLE</div> <div>PARKER, CO 80134</div> | <div>\$17,890</div> | <div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div> |
| <div>3</div> | <div>JAMES DONNA BLAIR</div> <div>7924 FOREST KEEP CIRCLE</div> <div>PARKER, CO 80134</div> | <div>\$6,383</div> | <div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div> |
| <div>2</div> | <div>JAMES DONNA BLAIR</div> <div>7924 FOREST KEEP CIRCLE</div> <div>Parker, CO 80134</div> | <div>\$14,075</div> | <div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div> |
| <div>1</div> | <div>JAMES DONNA BLAIR</div> <div>7924 FOREST KEEP CIRCLE</div> <div>Parker, CO 80134</div> | <div>\$27,700</div> | <div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div> |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| <u>14</u> | 4,500 SHS BANK OF AMERICA | \$ <u>44,123</u> | <u>2012-03-19</u> |
| <u>13</u> | 500 SHS LATAM AIRLINES | \$ <u>13,892</u> | <u>2012-10-17</u> |
| <u>12</u> | 1,000 SHS FIFTH THIRD BANK | \$ <u>15,115</u> | <u>2012-10-17</u> |
| <u>11</u> | 2,000 SHS HEADWATERS | \$ <u>14,160</u> | <u>2012-10-17</u> |
| <u>10</u> | 400 SHS GOLDMAN SACHS | \$ <u>49,620</u> | <u>2012-10-17</u> |
| <u>9</u> | 3,000 SHS HEADWATERS | \$ <u>21,225</u> | <u>2012-08-17</u> |
| <u>8</u> | 1,000 SHS SEAGATE TECHNOLOGIES | \$ <u>35,105</u> | <u>2012-08-17</u> |
| <u>7</u> | 500 SHS VIROPHARMA | \$ <u>14,887</u> | <u>2012-03-14</u> |
| <u>6</u> | 1,000 SHS ELAN CORP | \$ <u>12,800</u> | <u>2012-03-14</u> |
| <u>5</u> | 1,000 SHS DELL INC | \$ <u>17,315</u> | <u>2012-03-14</u> |
| <u>4</u> | 2,000 SHS AMERICAN CAPITAL | \$ <u>17,890</u> | <u>2012-03-14</u> |
| <u>3</u> | 500 SHS FORD MOTOR CO | \$ <u>6,383</u> | <u>2012-03-14</u> |
| <u>2</u> | 1,000 SHS FIFTH THIRD BANK | \$ <u>14,075</u> | <u>2012-03-14</u> |
| <u>1</u> | 1,000 SHS SEAGATE TECHNOLOGIES | \$ <u>27,700</u> | <u>2012-03-14</u> |

TY 2012 Accounting Fees Schedule**Name:** BLAIR FAMILY FOUNDATION INC**EIN:** 94-3301545**Software ID:** 12000229**Software Version:** 2012v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|--------------------------|------------------------|---|
| ACCOUNTING FEES | 5,776 | 578 | 0 | 2,888 |

TY 2012 Investments Corporate
 Stock Schedule

Name: BLAIR FAMILY FOUNDATION INC

EIN: 94-3301545

Software ID: 12000229

Software Version: 2012v2.0

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|------------------------------|------------------------|-------------------------------|
| 1159 WELLS FARGO & CO | 32,332 | 39,599 |
| 399 SCHLUMBERGER | 16,139 | 27,650 |
| 1593 SANOFI AVENTIS ADR | 56,096 | 75,476 |
| 877 NESTLE SA REG B ADR | 31,189 | 57,154 |
| 821 MICROSOFT CORP | 22,996 | 21,929 |
| 710 JOHNSON & JOHNSON | 47,910 | 49,771 |
| 224 IBM | 37,597 | 42,907 |
| 178 GLAXOSMITHKLINE | 6,881 | 7,738 |
| 236 GENERAL ELECTRIC | 8,412 | 4,954 |
| 364 AMERICA MOVIL | 10,399 | 8,423 |
| 272 ALLERGAN INC | 49,745 | 68,237 |
| 2147 CISCO SYSTEMS INC | 42,651 | 42,187 |
| 693 AMERICAN EXPRESS | 41,986 | 39,834 |
| 375 WELLS FARGO & CO | 12,720 | 12,818 |
| 960 WELLS FARGO & CO | 31,906 | 32,813 |
| 1150 VODAFONE GROUP | 33,750 | 28,969 |
| 250 VISA INC | 32,451 | 37,895 |
| 450 VISA INC | 54,155 | 68,211 |
| 75 VERIZON COMMUNICATIONS | 2,903 | 3,245 |
| 175 VERIZON COMMUNICATIONS | 6,711 | 7,572 |
| 150 VERIZON COMMUNICATIONS | 5,853 | 6,491 |
| 25 UNITED TECHNOLOGIES CORP | 2,115 | 2,050 |
| 50 UNITED TECHNOLOGIES CORP | 3,853 | 4,101 |
| 50 UNITED TECHNOLOGIES CORP | 3,866 | 4,101 |
| 161 UNITED TECHNOLOGIES CORP | 12,652 | 13,204 |
| 250 UNITED TECHNOLOGIES CORP | 16,250 | 20,503 |
| 150 UNITED TECHNOLOGIES CORP | 7,629 | 12,302 |
| 100 UNITED TECHNOLOGIES CORP | 4,731 | 8,201 |
| 150 UNITED TECHNOLOGIES CORP | 7,629 | 12,302 |
| 70 UNITED TECHNOLOGIES CORP | 3,312 | 5,741 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---------------------------|------------------------|-------------------------------|
| 50 UNITED PARCEL SERVICE | 3,830 | 3,687 |
| 50 UNITED PARCEL SERVICE | 3,757 | 3,687 |
| 75 UNITED PARCEL SERVICE | 5,654 | 5,530 |
| 5630 UBS AG LONDON | 140,763 | 154,549 |
| 655 TOYOTA MOTOR CP | 52,722 | 61,079 |
| 50 TARGET CORP | 2,830 | 2,959 |
| 125 TARGET CORP | 6,265 | 7,396 |
| 100 TARGET CORP | 5,048 | 5,917 |
| 2400 TAIWAN SEMICONDUCTOR | 34,352 | 41,184 |
| 245 SCHLUMBERGER | 18,905 | 16,978 |
| 275 SCHLUMBERGER | 17,760 | 19,057 |
| 800 SAPAG | 53,005 | 64,304 |
| 6 ROYCE FD | 121 | 123 |
| 252 ROYCE FD | 4,745 | 4,828 |
| 41 ROYCE FD | 772 | 785 |
| 720 ROYCE FD | 14,957 | 13,791 |
| 3311 ROYCE FD | 65,000 | 63,444 |
| 198 ROYAL BK CDA MONTREAL | 11,547 | 11,939 |
| 940 ROYAL BK CDA MONTREAL | 49,517 | 56,682 |
| 595 RIO TINTO PLD SPON | 35,942 | 34,564 |
| 300 RIO TINTO PLD SPON | 15,680 | 17,427 |
| 100 RIO TINTO PLD SPON | 5,227 | 5,809 |
| 300 RIO TINTO PLD SPON | 15,755 | 17,427 |
| 100 RIO TINTO PLD SPON | 5,252 | 5,809 |
| 50 RAYTHEON CO | 2,566 | 2,878 |
| 100 RAYTHEON CO | 4,964 | 5,756 |
| 100 RAYTHEON CO | 4,951 | 5,756 |
| 75 QUALCOMM INC | 4,679 | 4,639 |
| 100 QUALCOMM INC | 5,818 | 6,186 |
| 125 QUALCOMM INC | 7,244 | 7,732 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---------------------------|------------------------|-------------------------------|
| 420 QUALCOMM INC | 24,422 | 25,981 |
| 700 QUALCOMM INC | 36,927 | 43,302 |
| 440 PROCTOR & GAMBLE | 27,603 | 29,872 |
| 250 PROCTOR & GAMBLE | 15,755 | 16,973 |
| 200 PROCTOR & GAMBLE | 11,931 | 13,578 |
| 25 PROCTOR & GAMBLE | 1,121 | 1,697 |
| 50 PHILIP MORRIS INTL | 4,229 | 4,182 |
| 50 PHILIP MORRIS INTL | 3,722 | 4,182 |
| 50 PHILIP MORRIS INTL | 3,698 | 4,182 |
| 521 PHILIP MORRIS INTL | 47,494 | 43,576 |
| 400 PHILIP MORRIS INTL | 35,818 | 33,456 |
| 625 PFIZER INC | 14,906 | 15,675 |
| 2800 PFIZER INC | 56,494 | 70,222 |
| 1350 PFIZER INC | 32,806 | 33,857 |
| 2400 PETROLEO BRASILEIRO | 48,398 | 46,728 |
| 25 PEPSICO INC | 1,565 | 1,711 |
| 50 PEPSICO INC | 3,287 | 3,422 |
| 75 PEPSICO INC | 4,924 | 5,132 |
| 1150 PEPSICO INC | 83,051 | 78,695 |
| 25 ORACLE CORP | 787 | 833 |
| 75 ORACLE CORP | 2,248 | 2,499 |
| 175 ORACLE CORP | 4,987 | 5,831 |
| 175 ORACLE CORP | 5,008 | 5,831 |
| 2450 ORACLE CORP | 50,033 | 81,634 |
| 340 NOVO-NORDISK | 48,051 | 55,491 |
| 198 NOVARTIS | 11,981 | 12,533 |
| 815 NOVARTIS | 48,917 | 51,590 |
| 50 NORFOLK SOUTHERN CORP | 3,409 | 3,092 |
| 75 NORFOLK SOUTHERN CORP | 5,696 | 4,638 |
| 100 NORFOLK SOUTHERN CORP | 7,736 | 6,184 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| 200 NEW YORK COMMUNITY BANCORP | 2,608 | 2,620 |
| 425 NEW YORK COMMUNITY BANCORP | 5,618 | 5,568 |
| 425 NEW YORK COMMUNITY BANCORP | 5,619 | 5,568 |
| 325 NESTLE | 20,196 | 21,180 |
| 25 MONSANTO CO | 2,021 | 2,366 |
| 100 MONSANTO CO | 8,011 | 9,465 |
| 75 MONSANTO CO | 5,992 | 7,099 |
| 50 MICROSOFT CORP | 1,604 | 1,335 |
| 300 MICROSOFT CORP | 8,886 | 8,013 |
| 300 MICROSOFT CORP | 8,517 | 8,013 |
| 680 MICROSOFT CORP | 21,754 | 18,163 |
| 600 MICROSOFT CORP | 14,767 | 16,026 |
| 75 MEDTRONIC | 2,845 | 3,077 |
| 175 MEDTRONIC | 6,923 | 7,179 |
| 175 MEDTRONIC | 6,918 | 7,179 |
| 25 MCDONALDS CORP | 2,486 | 2,205 |
| 75 MCDONALDS CORP | 7,558 | 6,616 |
| 75 MCDONALDS CORP | 7,574 | 6,616 |
| 710 MCDONALDS CORP | 70,128 | 62,629 |
| 1000 LVMH MOET | 32,705 | 37,690 |
| 1550 LVMH MOET | 48,286 | 58,420 |
| 511 LOREAL | 13,815 | 14,298 |
| 1230 LOREAL | 29,730 | 34,415 |
| 275 KRAFT FOODS GROUP | 12,419 | 12,504 |
| 25 KRAFT FOODS GROUP | 1,009 | 1,137 |
| 67 KRAFT FOODS GROUP | 2,693 | 3,031 |
| 58 KRAFT FOODS GROUP | 2,383 | 2,652 |
| 940 JP MORGAN CHASE | 32,474 | 41,331 |
| 790 JP MORGAN CHASE | 35,635 | 34,736 |
| 325 JOHNSON CONTROLS | 7,842 | 9,968 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---------------------------|------------------------|-------------------------------|
| 25 JOHNSON & JOHNSON | 1,620 | 1,753 |
| 100 JOHNSON & JOHNSON | 6,505 | 7,010 |
| 75 JOHNSON & JOHNSON | 4,879 | 5,258 |
| 530 JOHNSON & JOHNSON | 34,218 | 37,153 |
| 300 ISHARES EMERGING MKTS | 13,005 | 13,305 |
| 400 ISHARES EMERGING MKTS | 17,916 | 17,740 |
| 900 ISHARES EMERGING MKTS | 37,548 | 39,915 |
| 550 ISHARES PAC EX JPN | 22,841 | 25,927 |
| 825 ISHARES CANADA INDEX | 22,778 | 23,430 |
| 145 IBM | 27,608 | 27,775 |
| 350 INTEL CORP | 8,981 | 7,217 |
| 75 INTEL CORP | 2,019 | 1,547 |
| 375 INTEL CORP | 10,042 | 7,733 |
| 2325 INTEL CORP | 47,269 | 47,942 |
| 540 HSBC HLDGS | 22,225 | 28,658 |
| 1200 HSBC HLDGS | 53,828 | 63,684 |
| 866 HOME DEPOT INC | 44,161 | 53,562 |
| 25 HJ HEINZ CO | 1,325 | 1,442 |
| 75 HJ HEINZ CO | 3,886 | 4,326 |
| 75 HJ HEINZ CO | 4,002 | 4,326 |
| 50 HEALTH CARE REIT | 2,732 | 3,065 |
| 75 HEALTH CARE REIT | 4,139 | 4,597 |
| 100 HEALTH CARE REIT | 5,531 | 6,129 |
| 26 HARBOR INTERNATIONAL | 1,616 | 1,638 |
| 414 HARBOR INTERNATIONAL | 24,921 | 25,703 |
| 332 HARBOR INTERNATIONAL | 20,219 | 20,634 |
| 540 HARBOR INTERNATIONAL | 30,000 | 33,554 |
| 89 GOOGLE INC | 46,727 | 62,957 |
| 325 GLAXOSMITHKLINE PLC | 15,168 | 14,128 |
| 805 GLAXOSMITHKLINE PLC | 34,280 | 34,993 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------|------------------------|-------------------------------|
| 350 GLAXOSMITHKLINE PLC | 17,128 | 15,215 |
| 1700 GENERAL ELECTRIC | 34,453 | 35,683 |
| 1700 GENERAL ELECTRIC | 57,552 | 35,683 |
| 275 EXXON MOBIL CORP | 47,749 | 48,901 |
| 275 EATON CORP | 14,274 | 14,900 |
| 1100 DISNEY WALT CO | 52,887 | 54,769 |
| 125 CONOCOPHILLIPS | 6,831 | 7,249 |
| 50 CONOCOPHILLIPS | 2,999 | 2,900 |
| 100 CONOCOPHILLIPS | 5,447 | 5,799 |
| 100 CONOCOPHILLIPS | 5,491 | 5,799 |
| 75 COMCAST CORP | 2,195 | 2,802 |
| 200 COMCAST CORP | 5,180 | 7,472 |
| 175 COMCAST CORP | 4,534 | 6,538 |
| 1550 COMCAST CORP | 54,074 | 57,908 |
| 640 COCA COLA COMPANY | 23,768 | 23,200 |
| 640 COCA COLA COMPANY | 23,768 | 23,200 |
| 231 CNOOC LIMITED ADR | 50,351 | 50,820 |
| 50 CISCO SYSTEMS INC | 991 | 982 |
| 200 CISCO SYSTEMS INC | 3,508 | 3,930 |
| 150 CISCO SYSTEMS INC | 2,966 | 2,947 |
| 275 CISCO SYSTEMS INC | 5,406 | 5,404 |
| 275 CISCO SYSTEMS INC | 5,475 | 5,404 |
| 2200 CISCO SYSTEMS INC | 36,829 | 43,229 |
| 100 CINCINNATI FINANCIAL | 3,457 | 3,916 |
| 150 CINCINNATI FINANCIAL | 4,866 | 5,874 |
| 175 CINCINNATI FINANCIAL | 5,624 | 6,853 |
| 860 CIA DE BEBIDAS | 36,117 | 36,111 |
| 585 CHINA MOBILE LTD | 32,787 | 34,351 |
| 50 CHEVRON CORP | 5,478 | 5,407 |
| 25 CHEVRON CORP | 2,743 | 2,704 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------|------------------------|-------------------------------|
| 50 CHEVRON CORP | 5,343 | 5,407 |
| 50 CHEVRON CORP | 5,318 | 5,407 |
| 455 CHEVRON CORP | 50,403 | 49,204 |
| 100 CENOVUS ENERGY | 3,880 | 3,354 |
| 175 CENOVUS ENERGY | 6,298 | 5,870 |
| 200 CENOVUS ENERGY | 7,162 | 6,708 |
| 455 BRIT AMER TOBACCO | 49,437 | 46,069 |
| 25 BHP BILLITON LTD | 1,788 | 1,961 |
| 25 BHP BILLITON LTD | 1,901 | 1,961 |
| 50 BHP BILLITON LTD | 3,942 | 3,921 |
| 50 BHP BILLITON LTD | 3,938 | 3,921 |
| 970 BHP BILLITON LTD | 61,384 | 76,067 |
| 390 BERKSHIRE HATHAWAY | 32,585 | 34,983 |
| 25 BANK OF NOVA SCOTIA | 1,359 | 1,447 |
| 75 BANK OF NOVA SCOTIA | 4,062 | 4,341 |
| 75 BANK OF NOVA SCOTIA | 3,998 | 4,341 |
| 890 AT&T INC NEW | 33,830 | 30,002 |
| 75 AT&T | 2,319 | 2,528 |
| 175 AT&T | 5,310 | 5,899 |
| 175 AT&T | 5,322 | 5,899 |
| 2 ASTON/FAIRPOINTE | 66 | 68 |
| 84 ASTON/FAIRPOINTE | 2,801 | 2,853 |
| 45 ASTON/FAIRPOINTE | 1,499 | 1,527 |
| 734 ASTON/FAIRPOINTE | 24,941 | 24,824 |
| 3130 ASTON/FAIRPOINTE | 100,000 | 105,915 |
| 122 APPLE INC | 70,282 | 64,925 |
| 75 AMERICAN WATER WORKS | 2,540 | 2,785 |
| 175 AMERICAN WATER WORKS | 5,733 | 6,498 |
| 175 AMERICAN WATER WORKS | 5,703 | 6,498 |
| 645 AMERICAN EXPRESS | 35,818 | 37,075 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------|------------------------|-------------------------------|
| 750 AMERICA MOVIL | 21,426 | 17,355 |

TY 2012 Legal Fees Schedule**Name:** BLAIR FAMILY FOUNDATION INC**EIN:** 94-3301545**Software ID:** 12000229**Software Version:** 2012v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------|--------|--------------------------|------------------------|---|
| LEGAL FEES | 1,807 | 0 | 0 | 0 |

TY 2012 Other Expenses Schedule**Name:** BLAIR FAMILY FOUNDATION INC**EIN:** 94-3301545**Software ID:** 12000229**Software Version:** 2012v2.0

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------------|-----------------------------------|--------------------------|---------------------|--|
| FOREIGN TAX PAID | 4,283 | 4,283 | | |
| FILING FEES | 85 | | | |
| Business expenses | 17 | | | |
| BANK CHARGES | 14 | | | |

TY 2012 Other Professional Fees Schedule**Name:** BLAIR FAMILY FOUNDATION INC**EIN:** 94-3301545**Software ID:** 12000229**Software Version:** 2012v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------------------|--------|--------------------------|------------------------|---|
| PORTFOLIO MANAGEMENT FEES | 36,203 | 36,203 | 0 | 0 |

TY 2012 Taxes Schedule

Name: BLAIR FAMILY FOUNDATION INC

EIN: 94-3301545

Software ID: 12000229

Software Version: 2012v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---------------|--------|--------------------------|------------------------|---|
| FEDERAL TAXES | 2,886 | | | |