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 JUL 1, 2012 **, and ending** JUN 30, 2013

Name of foundation
BACON FAMILY FOUNDATION

A Employer identification number
84-1269589

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 4570

B Telephone number
970-243-3767

City or town, state, and ZIP code
GRAND JUNCTION, CO 81502

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 10,641,894.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	292,249.	292,249.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,652,635.			
	b Gross sales price for all assets on line 6a 8,439,310.				
	7 Capital gain net income (from Part IV, line 2)		1,652,635.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	13,074.	13,074.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	1,957,958.	1,957,958.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	9,750.	2,437.		7,313.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	358.	0.		358.
	b Accounting fees STMT 4	3,450.	1,725.		1,725.
	c Other professional fees STMT 5	55,512.	55,512.		0.
	17 Interest				
	18 Taxes STMT 6	7,434.	285.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	6,341.	683.		5,658.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	82,845.	60,642.		15,054.
	25 Contributions, gifts, grants paid	681,875.			681,875.
	26 **Total expenses and disbursements.** Add lines 24 and 25	764,720.	60,642.		696,929.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,193,238.			
	b **Net investment income** (if negative, enter -0-)		1,897,316.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
MAR 3 1 2014
OGDEN, UT
IRS-OSC

SCANNED APR 0 3 2014

223501
12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

21

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	380,308.	739,996.	739,996.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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 STMT 8	1,792,591.	1,439,559.	1,420,793.
	b Investments - corporate stock STMT 9	5,668,481.	4,349,355.	4,205,386.
	c Investments - corporate bonds STMT 10	1,952,180.	1,828,915.	1,803,547.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	524.	2,629,497.	2,472,172.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	9,794,084.	10,987,322.	10,641,894.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	9,794,084.	10,987,322.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	9,794,084.	10,987,322.	
	31 Total liabilities and net assets/fund balances	9,794,084.	10,987,322.	

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	9,794,084.
2	Enter amount from Part I, line 27a	2	1,193,238.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,987,322.
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	10,987,322.

223511
12-05-12

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	CO BIZ - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b	CO BIZ - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c	WELLS FARGO - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
d	WELLS FARGO - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(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	151,512.		147,111.	4,401.
b	2,054,512.		1,628,351.	426,161.
c	627,735.		559,314.	68,421.
d	5,579,367.		4,451,899.	1,127,468.
e	26,184.			26,184.

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				4,401.
b				426,161.
c				68,421.
d				1,127,468.
e				26,184.

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	1,652,635.
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) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	575,508.	10,523,038.	.054690
2010	648,309.	10,760,645.	.060248
2009	662,237.	10,388,334.	.063748
2008	614,463.	10,115,520.	.060745
2007	709,349.	12,994,953.	.054586

2	Total of line 1, column (d)	2	.294017
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	.058803
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,717,128.
5	Multiply line 4 by line 3	5	630,199.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,973.
7	Add lines 5 and 6	7	649,172.
8	Enter qualifying distributions from Part XII, line 4	8	696,929.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	18,973.
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	18,973.
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	18,973.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,400.		
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	4,400.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	2.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	14,575.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	Refunded ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

223531
12-05-12

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no ▶970-243-3767

Located at ▶P.O. BOX 4570, GRAND JUNCTION, CO ZIP+4 ▶81502

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 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		9,750.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

223561
12-05-12

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	10,873,443.
b	Average of monthly cash balances	1b	6,890.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,880,333.
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	10,880,333.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	163,205.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,717,128.
6	**Minimum investment return.** Enter 5% of line 5	6	535,856.

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	535,856.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	18,973.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	18,973.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	516,883.
4	*Recoveries of amounts treated as qualifying distributions*			4	0.
5	Add lines 3 and 4			5	516,883.
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	516,883.

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	696,929.
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	696,929.
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	5	18,973.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	677,956.

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

223571
12-05-12

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				516,883.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009 22,812.				
d From 2010 114,473.				
e From 2011 53,713.				
f Total of lines 3a through e	190,998.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 696,929.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				516,883.
e Remaining amount distributed out of corpus	180,046.			
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	371,044.			
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 instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	371,044.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009 22,812.				
c Excess from 2010 114,473.				
d Excess from 2011 53,713.				
e Excess from 2012 180,046.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

BACON FAMILY FOUNDATION, 970-243-3767
PO BOX 4570, GRAND JUNCTION, CO 81502

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

NO SPECIFIC FORM REQUIRED

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE	PUBLIC	SEE ATTACHED SCHEDULE	681,875.
Total			▶ 3a	681,875.
b Approved for future payment				
COLORADO MESA UNIVERSTIY FOUNDATION - SAUNDERS FIELD HOUSE 1450 NORTH 12TH STREET GRAND JUNCTION, CO 81501	NONE	PUBLIC	CAPITAL CAMPAIGN FOR SAUNDERS FIELD HOUSE RENOVATION	20,000.
GRAND VALLEY CATHOLIC OUTREACH, INC. (ST. MARTIN PLACE) 245 SOUTH 1ST STREET GRAND JUNCTION, CO 81501	NONE	PUBLIC	CAPITAL CAMPAIGN FOR ST. MARTIN PLACE	60,000.
UNIVERSITY OF COLORADO FOUNDATION - ECONOMICS 1305 UNIVERSITY AVENUE BOULDER, CO 80302	NONE	PUBLIC	ESTABLISH SCHOLARSHIP ENDOWMENT FOR ECONOMICS DEPARTMENT	75,000.
Total	SEE CONTINUATION SHEET(S)		▶ 3b	895,000.

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	292,249.	
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			14	13,074.	
8 Gain or (loss) from sales of assets other than inventory			18	1,652,635.	
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.		1,957,958.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,957,958.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Linda Bacon Reid | 3-19-2014 | SECRETARY/TREASURER

Signature of officer or trustee | 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	PTIN
JAIME L. MARTINEZ, CPA	Jaime Martinez	3/11/14		P00716434
Firm's name ▶ DALBY, WENDLAND & CO., P.C.			Firm's EIN ▶ 84-0795096	
Firm's address ▶ P O BOX 430 GRAND JUNCTION, CO 81502			Phone no (970) 243-1921	

223622
12-05-12

Part XV · Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIRD CITY CENTURY II DEVELOPMENT FOUNDATION PO BOX 593 BIRD CITY, KS 67731	NONE	PUBLIC	CAPITAL CAMPAIGN FOR SECURITY STATE BANK BUILDING RENOVATION	75,000.
ST. MARY'S HOSPITAL AND MEDICAL CENTER, INC. - SACCOMANNO EDUCATION CENTER PO BOX 1628 GRAND JUNCTION, CO 81502	NONE	PUBLIC	CAPITAL CAMPAIGN FOR SACCOMANNO EDUCATION CENTER	50,000.
ST. MARY'S HOSPITAL AND MEDICAL CENTER, INC. - PEDIATRIC CARE FUND PO BOX 1628 GRAND JUNCTION, CO 81502	NONE	PUBLIC	EDUCATION PROGRAM FOR PEDIATRICS STAFF	150,000.
MESA COUNTY PUBLIC LIBRARY 443 NORTH 6TH STREET GRAND JUNCTION, CO 81501	NONE	PUBLIC	CAPITAL CAMPAIGN FOR CENTRAL LIBRARY EXPANSION AND IMPROVEMENT	160,000.
WESTERN COLORADO SUICIDE PREVENTION FOUNDATION PO BOX 4329 GRAND JUNCTION, CO 81502	NONE	PUBLIC	GENERAL SUPPORT	37,500.
FIRST UNITED METHODIST CHURCH 522 WHITE AVENUE GRAND JUNCTION, CO 81501	NONE	PUBLIC	CAPITAL IMPROVEMENTS AND MAINTENANCE	75,000.
ILIFF SCHOOL OF THEOLOGY 2201 SOUTH UNIVERSITY BOULEVARD DENVER, CO 80210	NONE	PUBLIC	ESTABLISH ENDOWMENT TO SUPPORT FACULTY DEVELOPMENT	75,000.
THE DELTA GAMMA ANCHOR CENTER FOR BLIND CHILDREN 2550 ROSLYN STREET DENVER, CO 80238	NONE	PUBLIC	GENERAL SUPPORT	37,500.
COLORADO RIVERFRONT FOUNDATION, INC. PO BOX 2477 GRAND JUNCTION, CO 81501	NONE	PUBLIC	GENERAL SUPPORT	75,000.
FIREFLY ALTA VISTA CENTER FOR AUTISM 2695 SOUTH JERSEY STREET DENVER, CO 80222	NONE	PUBLIC	WESTERN SLOPE EXPANSION EFFORTS	5,000.
Total from continuation sheets				740,000.

--------------------*CDI* TAXL OFFICER 05

PREPARED FOR ACCOUNT # - BACON FAMILY FOUNDATION CUSTODY

ACCOUNT SITUS = CO
TAX ID# = 841269589
STATE TAX ID# =

PROCESS DATE 07/02/2013

FOR TAX YEAR ENDED 06/30/2013

SECTION A - CAPITAL GAINS & LOSSES

SHORT TERM SALES & MATURITIES

SHARES/PAR	SECURITY	REG	DATE ACQUIRED	DATE SOLD	CAPITAL INCOME CASH	PROCEEDS TO PRINCIPAL CASH	COST BASIS	SHORT TERM GAIN OR LOSS
318.0000	CHURCH & DWIGHT INC COM (171340102)	1	02/07/12	08/07/12 COVERED=Y		16691.44	-15031.67	1659.77
102.0000	COSTCO WHSL CORP NEW COM (22160K105)	1	08/19/11	08/07/12 COVERED=Y		9831.55	-7625.40	2206.15
100000.0000	FEDERAL FARM CR BKS DEB 1 930% 4/16/19 (3133EALV8)	1	06/28/12	04/18/13		100000.00	-100741.00	-741.00
381.0000	HORMEL FOODS CORP COM (440452100)	1	08/22/11	08/07/12 COVERED=Y		10511.82	-10716.69	-204.87
533.1010	MUTUAL SER FD INC SHS FD CL Z (62838010C)	3	09/07/11	07/30/12		11552.30	-10288.28	1264.02
45.0000	QUALCOMM INC COM (747525103)	1	11/04/11	08/07/12 COVERED=Y		2753.48	-2545.65	207.83
6.7800	THORNBURG INVT TR GLOBAL VAL A (88521565C)	3	12/23/11	07/30/12		171.67	-162.66	9.01
	TOTAL SHORT TERM SALES & MATURITIES					151512.26	147111.35	4400.91

SHORT TERM CAPITAL GAIN DIVIDENDS

SECURITY	REG	DATE	CODE	AMOUNT	
COLUMBIA FDS SER TR I CONTRA CORE FD Z (19765P40C)	3	12/10/12	59	76.01	
ROYCE FD PENN MUT INV (78C90584C)	3	12/07/12	59	961.42	
TOTAL SHORT TERM CAPITAL GAIN DIVIDENDS					1037.43
TOTAL SHORT TERM GAIN & LOSSES					5438.34

LONG TERM SALES & MATURITIES

SHARES/PAR	SECURITY	REG	DATE ACQUIRED	DATE SOLD	CAPITAL INCOME CASH	PROCEEDS TO PRINCIPAL CASH	COST BASIS	LONG TERM GAIN OR LOSS
90.0000	ACCENTURE LTD BERMUDA CL A (G1151C101)	1	03/04/11	08/07/12 COVERED=Y		5512.37	-4733.08	779.29
30.0000	ABBOTT LABS COM (002824100)	1	01/17/07	08/07/12		1983.25	-1543.20	440.05
121.0000	ABBOTT LABS COM (002824100)	1	10/16/06	08/07/12		7999.13	-5707.97	2291.16
479.0000	ABBVIE INC COM (00287Y109)	1	10/16/06	01/24/13		18018.76	-11755.56	6263.20
285.0000	ABBVIE INC COM (00287Y109)	1	11/10/06	01/24/13		10720.98	-6785.36	3934.62
15078.4080	ADVISORS INNER CIRCLE FD II FRS DV VL EQ A (00766Y73C)	3	02/18/10	07/30/12		135253.32	-125000.00	10253.32
18.0000	APPLE INC (037833100)	1	09/29/10	08/07/12		11200.42	-5202.18	5998.24
442.0000	AUTODESK INC COM (052769106)	1	03/04/11	08/22/12 COVERED=Y		15588.86	-17958.42	-2369.56

PREPARED FOR ACCOUNT # - BACON FAMILY FOUNDATION CUSTODY

ACCOUNT SITUS = CO
TAX ID# = 841269589
STATE TAX ID# =

PROCESS DATE 07/02/2013

FOR TAX YEAR ENDED 06/30/2013

SECTION A - CAPITAL GAINS & LOSSES

LONG TERM SALES & MATURITIES

SHARES/PAR	SECURITY	REG	DATE ACQUIRED	DATE SOLD	CAPITAL INCOME CASH	PROCEEDS TO PRINCIPAL CASH	COST BASIS	LONG TERM GAIN OR LOSS
479 0000	AUTODESK INC COM (052769106)	1	01/27/11	08/22/12 COVERED=Y		16893 80	-19241 43	-2347 63
2000 0000	CITIGROUP CAPITAL VII TRUPS 7.125% (17306N203)	1	12/16/10	04/16/13		50000 00	-49407.00	593 00
216 0000	COACH INC COM (189754104)	1	03/04/11	12/19/12 COVERED=Y		12796.74	-11809 22	987 52
477 0000	COACH INC COM (189754104)	1	01/14/11	12/19/12 COVERED=Y		28259.48	-25954.71	2304 77
453 0000	DONALDSON INC COM (257651109)	1	12/09/10	08/07/12		15913 98	-12953 56	2960 42
138.0000	ECOLAB INC COM (278865100)	1	11/08/10	08/07/12		8915 98	-6870 94	2045 04
100000.0000	FEDERAL HOME LOAN BANKS DEB 3.800% 9/14/16 (3133XUQ48)	1	09/09/09	09/14/12		100000 00	-100700.00	-700 00
100000.0000	FEDERAL NATL MTG ASSN FRNT 1.000% 9/26/16 (3136FR2Z5)	1	09/01/11	09/26/12		100000 00	-100000 00	0 00
200000 0000	FEDERAL NATL MTG ASSN DEB 2.000%12/28/23 (3136FTXH7)	1	12/21/11	12/28/12		200000 00	-200000.00	0 00
100000.0000	FEDERAL NATL MTG ASSN FRNT 1 500% 3/22/27 (3136FT3V9)	1	03/02/12	03/22/13		100000 00	-100000.00	0 00
95.0000	GENERAL ELECTRIC CO COM (369604103)	1	01/17/07	08/07/12		2006 35	-3630 90	-1624 55
49 0000	GENERAL ELECTRIC CO COM (369604103)	1	12/12/07	08/07/12		1034.86	-1819 37	-784 51
100000 0000	ILLINOIS ST GO BDS 3 321% DUE 01/01/13 (4521518T3)	1	01/19/10	01/01/13		100000 00	-100000 00	0.00
47 0000	INTERNATIONAL BUSINESS MACHS COM (459200101)	1	08/02/07	08/07/12		9427.04	-5337 79	4089 25
227 0000	ESTEE LAUDER COMPANIES INC CLASS A (518439104)	1	03/04/11	08/07/12 COVERED=Y		12485 86	-10428.79	2057 07
4719.2070	MUTUAL SER FD INC SHS FD CL Z (628380100)	3	01/01/00	07/23/12		100000 00	-117093.29	-17093 29
1237.0130	MUTUAL SER FD INC SHS FD CL Z (628380100)	3	01/01/00	07/30/12		26806 07	-30692 85	-3886.78
126.0000	NIKE INC CL B (654106103)	1	09/08/10	08/07/12		12172 58	-9365 49	2807.09
105 0000	NOVO-NORDISK A S ADR (670100205)	1	03/04/11	08/07/12 COVERED=Y		16298 78	-13377 62	2921 16
127 0000	O REILLY AUTOMOTIVE INC COM (67103H107)	1	11/22/10	08/07/12		11103 36	-7656 69	3446.67
173 0000	O REILLY AUTOMOTIVE INC COM (67103H107)	1	11/22/10	10/16/12		14210 39	-10429 99	3780.40
611 0000	OCCIDENTAL PETE CORP DEL COM (674599105)	1	10/09/09	11/14/12		45717 28	-48520 36	-2803 08
148 0000	PEPSICO INC COM (713448108)	1	03/22/10	08/07/12		10695.72	-9823 28	872 44

PREPARED FOR ACCOUNT # - BACON FAMILY FOUNDATION CUSTODY

ACCOUNT SITUS = CO
TAX ID# = 841269589
STATE TAX ID# =

PROCESS DATE 07/02/2013

FOR TAX YEAR ENDED 06/30/2013

SECTION A - CAPITAL GAINS & LOSSES

LONG TERM SALES & MATURITIES

SHARES/PAR	SECURITY	REG	DATE ACQUIRED	DATE SOLD	CAPITAL PROCEEDS TO INCOME CASH	CAPITAL PROCEEDS TO PRINCIPAL CASH	COST BASIS	LONG TERM GAIN OR LOSS
283.0000	PETSMART INC COM (716768106)	1	03/04/11	08/07/12 COVERED=Y		19263.37	-11837.84	7425.53
500.0000	PRUDENTIAL FINL INC COM (744320102)	1	12/12/07	12/19/12		26735.36	-47060.50	-20325.14
2275.3130	ROWE T PRICE BLUE CHIP GROWT COM (77954Q10C)	3	02/18/10	07/30/12		100000.00	-72787.26	27212.74
432.0000	TARGET CORP COM (87612E106)	1	12/03/07	01/24/13		26669.18	-25950.07	719.11
20.0000	TARGET CORP COM (87612E106)	1	02/12/08	01/24/13		1234.68	-1090.20	144.48
62.0000	TARGET CORP COM (87612E106)	1	11/04/11	01/24/13 COVERED=Y		3827.52	-3245.08	582.44
127.0000	TARGET CORP COM (87612E106)	1	08/13/08	01/24/13		7840.25	-6130.06	1710.19
149.0000	TARGET CORP COM (87612E106)	1	10/09/08	01/24/13		9198.40	-6234.16	2964.24
3942.6670	THORNBURG INVT TR GLOBAL VAL A (88521565C)	3	05/23/05	07/30/12		99828.33	-80509.26	19319.07
5682.2750	THORNBURG INVT TR GLOBAL VAL A (88521565C)	3	05/23/05	12/27/12		155864.80	-116032.05	39832.75
115.0000	UNION PAC CORP COM (907818108)	1	09/02/10	08/07/12		14248.18	-8882.53	5365.65
160.0000	UNION PAC CORP COM (907818108)	1	09/02/10	09/21/12		19232.15	-12358.30	6873.85
559.0000	WALGREEN CO COM (931422109)	1	03/04/11	07/19/12 COVERED=Y		19129.50	-23538.04	-4408.54
629.0000	WALGREEN CO COM (931422109)	1	01/14/11	07/19/12 COVERED=Y		21524.96	-26102.69	-4577.73
3000.0000	WELLS FARGO & CO NEW COM (949746101)	1	01/01/90	11/01/12		101675.51	-3837.75	97837.76
2000.0000	WELLS FARGO & CO NEW COM (949746101)	1	01/01/90	11/16/12		62898.98	-2558.50	60340.48
5000.0000	WELLS FARGO & CO NEW COM (949746101)	1	01/01/90	11/30/12		164325.31	-6396.25	157929.06
	TOTAL LONG TERM SALES & MATURITIES					2054511.84	1628350.59	426161.25

LONG TERM CAPITAL GAIN DIVIDENDS

SECURITY	REG	DATE	CODE	AMOUNT
COLUMBIA FDS SER TR I CONTRA CORE FD Z (19765P40C)	3	12/10/12	60	166.65
LAZARD FDS INC EMERG MKT RETL (52106N76C)	3	12/27/12	60	6303.49
NORTHERN FDS SM CAP VALUE (66516240C)	3	12/20/12	60	2550.80
ROYCE FD PENN MUT INV (78090584C)	3	12/07/12	60	17162.84
TOTAL LONG TERM CAPITAL GAIN DIVIDENDS				26183.78

0161 TAX LEDGER PAGE 4

PREPARED FOR ACCOUNT # - BACON FAMILY FOUNDATION CUSTODY

ACCOUNT SITUS = CO
TAX ID# = 841269589
STATE TAX ID# =

PROCESS DATE 07/02/2013

FOR TAX YEAR ENDED 06/30/2013

SECTION A - CAPITAL GAINS & LOSSES

	LONG TERM GAIN OR LOSS
TOTAL LONG TERM GAIN & LOSSES	452345.03
TOTAL CAPITAL GAINS & LOSSES	457783 37

S C H E D U L E D

ACCT# (BACON FAMILY FOUNDATION - AGY) YR END 12/31/13 TAXPAYER ID 84 1269589 TX O 184 PAGE 1
TAX OFFICER# 184 PWC CHARITABLE TR & FOUNDATION

DATE	SHR/PV	DESCRIPTION			ACQUIRED	SOLD/RECD	SALE PRICE	BASIS/	NET S T	NET L T
5/10/13	250000 000	SOLD FED NATL MTG ASSN	1 550%	5/10/18	1/1/50	5/10/13	250000 00	250000 00	0 00	0 00
5/28/13	764 000	SOLD ABBOTT LABS ACQUIRED 10/16/06 THROUGH 11/10/06 764 SHARES AT 38 28 USD			VARIOUS	5/22/13	29222 49	17098 56	0 00	12123 93
******	479 000	GAIN/LOSS LT	7480 96		10/16/06		18321 43	10840 47		
******	285 000	GAIN/LOSS LT	4642 97		11/10/06		10901 06	6258 09		
5/28/13	755 000	SOLD AMPHENOL CORP CL A ACQUIRED 1/27/11 THROUGH 3/04/11 755 SHARES AT 79 5663 USD			VARIOUS	5/22/13	60048 86	43169 18	0 00	16879 68
******	409 000	GAIN/LOSS LT	9449 91		1/27/11		32529 78	23079 87		
******	346 000	GAIN/LOSS LT	7429 77		3/ 4/11		27519 08	20089 31		
5/28/13	25 000	SOLD APPLE INC 25 SHARES AT 443 19 USD			9/29/10	5/22/13	11078 80	7225 25	0 00	3853 55
5/28/13	1919 000	SOLD AT & T INC ACQUIRED 2/12/08 THROUGH 3/19/12 1,919 SHARES AT 36 8616 USD			VARIOUS	5/22/13	70678 6[illegible]	59592 24	0 00	11086 37
******	403 000	GAIN/LOSS LT	148 72		2/12/08		14842 88	14991 60		

SCHEDULE D

ACCT# (BACON FAMILY FOUNDATION AGY) YR END 12/31/13 TAXPAYER ID 84 1269589 TX O 184 PAGE 2
TAX OFFICER# 184 PWC CHARITABLE TR & FOUNDATION

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S T	NET L T
******	140 000	GAIN/LOSS LT	753 58	8/13/08		5156 33	4402 75		
******	117 000	GAIN/LOSS LT	1402 94	10/ 9/08		4309 22	2906 28		
******	687 000	GAIN/LOSS LT	6149 38	3/ 4/11		25302 87	19153 49		
******	572 000	GAIN/LOSS LT	2929 19	3/19/12		21067 31	18138 12		
5/28/13	586 000	SOLD BAXTER INTL INC ACQUIRED 10/16/06 THROUGH 11/10/06 586 SHARES AT 73 22 USD		VARIOUS	5/22/13	42888 59	26616 84	0 00	16271 75
******	186 000	GAIN/LOSS LT	5068 26	10/16/06		13613 10	8544 84		
******	400 000	GAIN/LOSS LT	11203 49	11/10/06		29275 49	18072 00		
5/28/13	546 000	SOLD BEAM INC 546 SHARES AT 68 3927 USD		8/1/12	5/22/13	37325 38	33317 47	4007 91	0 00
5/28/13	75 000	SOLD CHEVRON CORP 75 SHARES AT 125 89 USD		10/7/11	5/22/13	9439 34	7088 25	0 00	2351 09
5/28/13	851 000	SOLD CHURCH & DWIGHT INC 851 SHARES AT 62 77099882 USD		2/7/12	5/22/13	53391 66	40226 27	0 00	13165 39
5/28/13	546 000	SOLD COSTCO WHOLESALE CORP 546 SHARES AT 113 9001 USD		8/19/11	5/22/13	62171 99	40818 30	0 00	21353 69
5/28/13	997 000	SOLD DICKS SPORTING GOODS INC ACQUIRED 1/27/11 THROUGH 3/04/11 997 SHARES AT 52 7011 USD		VARIOUS	5/22/13	52512 17	36945 53	0 00	15566 64
******	555 000	GAIN/LOSS LT	9161 94	1/27/11		29231 95	20070 01		
******	442 000	GAIN/LOSS LT	6404 70	3/ 4/11		23280 22	16875 52		
5/28/13	1309 000	SOLD DONALDSON CO INC ACQUIRED 12/09/10 THROUGH 3/04/11 1,309 SHARES AT 38 8315 USD		VARIOUS	5/22/13	50790 27	37179 96	0 00	13610 31
******	459 000	GAIN/LOSS LT	4684 45	12/ 9/10		17809 58	13125 13		
******	850 000	GAIN/LOSS LT	8925 86	3/ 4/11		32980 69	24054 83		

SCHEDULE D

ACCT# .... (BACON FAMILY FOUNDATION AGY) YR END 12/31/13 TAXPAYER ID 84-1269589 TX 0 184 PAGE 3
TAX OFFICER# 184 PWC CHARITABLE TR & FOUNDATION

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S T	NET L T
5/28/13	865 000	SOLD E V C CORP MASS 865 SHARES AT 24 09 USD	11/8/10	5/22/13	20811 53	18899 99	0 00	1911 54
5/28/13	764 000	SOLD ECOLAB INC 764 SHARES AT 88 4279 USD	11/8/10	5/22/13	67534 82	38039 10	0 00	29495 72
5/28/13	939 000	SOLD EMERSON ELECTRIC CO 939 SHARES AT 58 44009585 USD	6/19/09	5/22/13	54846 12	31333 02	0 00	23513 10
5/28/13	873 000	SOLD ESTEE LAUDER COMPANIES INC 873 SHARES AT 71 2802 USD	3/4/11	5/22/13	62200 33	40107 19	0 00	22093 14
5/28/13	2291 000	SOLD GENERAL ELECTRIC CO ACQUIRED 10/16/06 THROUGH 10/09/08 2,291 SHARES AT 23 96 USD	VARIOUS	5/22/13	54822 67	76955 86	0 00	22133 19
******	965 000	GAIN/LOSS LT -11146 15	10/16/06		23092 05	34238 20		
******	490 000	GAIN/LOSS LT -5547 01	11/10/06		11725 49	17272 50		
******	101 000	GAIN/LOSS LT -1333 24	12/12/07		2416 89	3750 13		
******	250 000	GAIN/LOSS LT -3199 10	12/19/07		5982 40	9181 50		
******	40 000	GAIN/LOSS LT -422 02	2/12/08		957 18	1379 20		
******	226 000	GAIN/LOSS LT -1263 02	8/13/08		5408 09	6671 11		
******	219 000	GAIN/LOSS LT 777 35	10/ 9/08		5240 57	4463 22		
5/28/13	196 000	SOLD GRAINGER W W INC 196 SHARES AT 264 88 USD	8/7/12	5/22/13	51909 69	41032 60	10877 09	0 00
5/28/13	882 000	SOLD HONEYWELL INTERNATIONAL INC ACQUIRED 10/16/06 THROUGH 10/09/08 882 SHARES AT 80 23020408 USD	VARIOUS	5/22/13	70735 34	36522 62	0 00	34212 72
******	352 000	GAIN/LOSS LT 13125 66	10/16/06		28229 98	15104 32		
******	400 000	GAIN/LOSS LT 15095 52	11/10/06		32079 52	16984 00		
******	130 000	GAIN/LOSS LT 5991 54	10/ 9/08		10425 84	4434 30		
5/28/13	1222 000	SOLD HORMEL FOODS CORP COM 1,222 SHARES AT 42 5523 USD	8/22/11	5/22/13	51961 34	34372 18	0 00	17589 16

SCHEDULE D

ACCT# [illegible] (BACON FAMILY FOUNDATION AGY) YR END 12/31/13 TAXPAYER ID 84 1269589 TX O 184 PAGE 4
TAX OFFICER# 184 PWC CHARITABLE TR & FOUNDATION

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S T	NET L T
6/20/13	1165 000	SOLD INTEL CORP 1,165 SHARES AT 25 2907 USD	5/22/13	6/17/13	29428 19	28355 52	1072 67	0 00
5/28/13	262 000	SOLD INTERNATIONAL BUSINESS MACHS CORP ACQUIRED 8/02/07 THROUGH 10/09/08 262 SHARES AT 208 71 USD	VARIOUS	5/22/13	54673 20	29325 88	0 00	25347 32
******	205 000	GAIN/LOSS LT 19496 80	8/ 2/07		42778 65	23281 85		
******	40 000	GAIN/LOSS LT 4015 45	12/12/07		8347 05	4331 60		
******	10 000	GAIN/LOSS LT 1020 36	2/12/08		2086 76	1066 40		
******	7 000	GAIN/LOSS LT 814 71	10/ 9/08		1460 74	646 03		
5/28/13	724 000	SOLD JOHNSON & JOHNSON ACQUIRED 10/03/08 THROUGH 10/09/08 724 SHARES AT 89 1198 USD	VARIOUS	5/22/13	64499 89	48402 53	0 00	16097 36
******	714 000	GAIN/LOSS LT 15817 28	10/ 3/08		63609 01	47791 73		
******	10 000	GAIN/LOSS LT 280 08	10/ 9/08		890 88	610 80		
5/28/13	1442 000	SOLD LOWES COS INC ACQUIRED 9/08/10 THROUGH 3/04/11 1,442 SHARES AT 42 9901 USD	VARIOUS	5/22/13	61947 38	32496 61	0 00	29450 77
******	1175 000	GAIN/LOSS LT 24967 98	9/ 8/10		50477 23	25509 25		
******	267 000	GAIN/LOSS LT 4482 79	3/ 4/11		11470 15	6987 36		
5/28/13	65 000	SOLD MASTERCARD INC 65 SHARES AT 583 075 USD	8/7/12	5/22/13	37897 27	27188 20	10709 07	0 00
5/28/13	725 000	SOLD NATIONAL OILWELL INC COM 725 SHARES AT 70 0901 USD	10/4/10	5/22/13	50792 69	31605 06	0 00	19187 63
5/28/13	872 000	SOLD NIKE INC CL B 872 SHARES AT 65 2711 USD	9/8/10	5/22/13	56889 25	32407 57	0 00	24481 68
5/28/13	482 000	SOLD O'REILLY AUTOMOTIVE INC ACQUIRED 11/22/10 THROUGH 3/04/11 482 SHARES AT 111 571 USD	VARIOUS	5/22/13	53761 82	27586 35	0 00	26175 47
******	127 000	GAIN/LOSS LT 6508 77	11/22/10		14165 46	7656 69		

SCHEDULE D

ACCT# (BACON FAMILY FOUNDATION - AGY) YR END 12/31/13 TAXPAYER ID 84-1269589 TX O 184 PAGE 5
TAX OFFICER# 184 PWC CHARITABLE TR & FOUNDATION

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S T	NET L T
******	355 000	GAIN/LOSS LT	19666 70	3/ 4/11		39596 36	19929 66		
5/28/13	605 000	SOLD ORACLE CORPORATION 605 SHARES AT 34 39 USD		9/24/09	5/22/13	20787 43	12910 70	0 00	7876 73
5/28/13	546 000	SOLD PEPSICO INC 546 SHARES AT 83 05 USD		3/22/10	5/22/13	45328 13	36239 93	0 00	9088 20
5/28/13	475 000	SOLD PERRIGO CO ACQUIRED 2/15/12 THROUGH 4/26/12 475 SHARES AT 119 4617 USD		VARIOUS	5/22/13	56729 07	46559 85	0 00	0169 22
******	330 000	GAIN/LOSS LT	8220 17	2/15/12		39411 77	31191 60		
******	145 000	GAIN/LOSS LT	1949 05	4/26/12		17317 30	15368 25		
5/28/13	764 000	SOLD PETSMART INC COM ACQUIRED 11/22/10 THROUGH 3/04/11 764 SHARES AT 69 7894 USD		VARIOUS	5/22/13	53295 25	29567 13	0 00	23728 12
******	672 000	GAIN/LOSS LT	21158 71	11/22/10		46877 50	25718 79		
******	92 000	GAIN/LOSS LT	2569 41	3/ 4/11		6417 75	3848 34		
5/28/13	577 000	SOLD PRAXAIR INC COM ACQUIRED 1/17/07 THROUGH 3/28/07 577 SHARES AT 116 1673 USD		VARIOUS	5/22/13	67010 05	36051 01	0 00	30959 04
******	300 000	GAIN/LOSS LT	16276 58	1/17/07		34840 58	18564 00		
******	277 000	GAIN/LOSS LT	14682 46	3/28/07		32169 47	17487 01		
5/28/13	873 000	SOLD QUALCOMM INC ACQUIRED 8/29/11 THROUGH 8/07/12 873 SHARES AT 65 8701 USD		VARIOUS	5/22/13	57477 41	43773 17	2734 34	10969 90
******	578 000	GAIN/LOSS LT	10969 90	8/29/11		38054 92	27085 02		
******	295 000	GAIN/LOSS ST	2734 34	8/ 7/12		19422 49	16688 15		
5/28/13	428 000	SOLD WATERS CORP ACQUIRED 10/16/06 THROUGH 3/04/11 428 SHARES AT 98 45 USD		VARIOUS	5/22/13	42123 02	21701 49	0 00	20421 53
******	372 000	GAIN/LOSS LT	19763 72	10/16/06		36611 60	16847 88		

SCHEDULE D

ACCT# (BACON FAMILY FOUNDATION - ACY) YR END 12/31/13 TAXPAYER ID 84-1269589 TX O 184 PAGE 6
TAX OFFICER# 184 PWC CHARITABLE TR & FOUNDATION

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S T	NET L T
******	56 000	GAIN/LOSS LT	657 81	3/ 4/11		5511 42	4853 61		
5/28/13	982 000	SOLD ACCENTURE PLC ACQUIRED 10/20/10 THROUGH 3/04/11 982 SHARES AT 83 48580448 USD		VARIOUS	5/22/13	81952 17	45121 08	0 00	36831 09
******	954 000	GAIN/LOSS LT	35966 89	10/20/10		79615 45	43648 56		
******	28 000	GAIN/LOSS LT	864 20	3/ 4/11		2336 72	1472 52		
5/28/13	340 000	SOLD NOVO NORDISK A/S ADR 340 SHARES AT 170 8001 USD		3/4/11	5/22/13	58060 82	43318 01	0 00	14742 81
5/28/13	50 000	SOLD SCHLUMBERGER LTD 50 SHARES AT 77 11 USD		5/4/10	5/22/13	3853 93	3470 17	0 00	383 76
5/23/13	13080 445	SOLD COLUMBIA CONTRATIAN CORE-Z #801 13,080 445 SHARES AT 19 15 USD		5/11/11	5/22/13	250490.52	~~200000 00~~ 200247.44	0 00	50490 52
5/23/13	25829 282	SOLD FRANKLIN MUTUAL SERIES FD - Z #074 ACQUIRED 1/01/00 THROUGH 12/26/07 25,829 282 SHARES AT 25 91 USD		VARIOUS	5/22/13	669236 70	616174 85	0 00	53061 85
******	3802 850	GAIN/LOSS LT	15277 72	12/26/07		98531 84	83254 12		
******	17367 904	GAIN/LOSS LT	19068 77	1/ 1/00		450002 39	430933 62		
******	4658 528	GAIN/LOSS LT	18715 36	12/26/07		120702 47	101987 11		
5/23/13	9864 293	SOLD LAZARD EMERGING MARKETS OPEN FD 652 ACQUIRED 9/28/07 THROUGH 12/01/10 9,864 293 SHARES AT 20 35 USD		VARIOUS	5/22/13	200738 36	~~212405 07~~ 185168.54	0 00	-11666 71
******	2645 503	GAIN/LOSS LT	3835 99	10/19/09		53835 99	50000 00		
******	672 241	GAIN/LOSS LT	1275 03	12/27/07		13680 10	12405 07		
******	4653 327	GAIN/LOSS LT	-5304 80	12/ 1/10		94695 20	100000 00		
******	1893 222	GAIN/LOSS LT	11472 93	9/28/07		38527 07	50000 00		
5/23/13	6219 120	SOLD NORTHERN SMALL CAP VALUE FUND #603 ACQUIRED 8/13/08 THROUGH 12/19/08 6,219 12 SHARES AT 18 96 USD		VARIOUS	5/22/13	117914 52	~~83492 13~~ 86042.93	0 00	34422 39
******	1377 240	GAIN/LOSS LT	6335 30	8/13/08		26112 47	19777 17		

S C H E D U L E D

ACCT# ... . (BACON FAMILY FOUNDATION AGY) YR END 12/31/13 TAXPAYER ID 84-1269589 TX O 184
TAX OFFICER# 184 PWC CHARITABLE TR & FOUNDATION

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S T	NET L T.
******	4545 455	GAIN/LOSS LT	26181 83	9/29/08		86181 83	60000 00		
******	296 425	GAIN/LOSS LT	1905 26	12/19/08		5620 22	3714 96		
5/23/13	2858 776	SOLD OPPENHEIMER DEV MKT FD CL A #785 2,858 776 SHARES AT 36 73 USD		12/27/12	5/22/13	105002 84	100000 00	5002 84	0 00
5/23/13	27947 946	SOLD ROYCE PENNSYLVANIA MUT FD-INV #260 ACQUIRED 8/13/08 THROUGH 12/08/08 27,947 946 SHARES AT 12 98 USD		VARIOUS	5/22/13	362764 34	~~277445 24~~ 155495	0 00	85319 10
******	12904 516	GAIN/LOSS LT	30325 62	8/13/08		167500 62	137175 00		
******	13440 860	GAIN/LOSS LT	49462 36	9/29/08		174462 36	125000 00		
******	1602 570	GAIN/LOSS LT	5531 12	12/ 8/08		20801 36	15270 24		
5/23/13	3007 519	SOLD SCOUT INTERNATIONAL FUND 3,007 519 SHARES AT 36 03 USD		12/27/12	5/22/13	108360 91	100000 00	8360 91	0 00
5/23/13	1632 158	SOLD T ROWE PRICE BLUE CHIP GRWTH #93 1,632 158 SHARES AT 52.58 USD		2/18/10	5/22/13	85818 87	52212 74	0 00	33606 13
5/23/13	1492 488	SOLD VANGUARD WINDSOR II FD-ADM #573 1,492 488 SHARES AT 61 11 USD		7/30/12	5/22/13	91205 94	75000 00	16205 94	0 00
5/23/13	60039 462	SOLD T ROWE PRICE HIGH YIELD BD #57 ACQUIRED 1/13/09 THROUGH 9/20/12 60,039 462 SHARES AT 7 28 USD		VARIOUS	5/22/13	437087 28	365000 00	2080 92	70006 36
******	20366 599	GAIN/LOSS LT	48268 84	1/13/09		148268 84	100000 00		
******	11144 131	GAIN/LOSS LT	6129 27	12/ 1/10		81129 27	75000 00		
******	15384 615	GAIN/LOSS LT	12000 00	9/ 1/11		112000 00	100000 00		
******	7363 770	GAIN/LOSS LT	3608 25	3/ 2/12		53608 25	50000 00		
******	5780 347	GAIN/LOSS ST	2080 92	9/20/12		42080 92	40000 00		
5/28/13	3248 000	SOLD IQ GLOBAL RESOURCES ETF ACQUIRED 5/10/11 THROUGH 9/01/11 3,248 SHARES AT 28 0377 USD		VARIOUS	5/22/13	90967 43	101885 28	0 00	-10917 85
******	2400 000	GAIN/LOSS LT	-9558 69	5/10/11		67217 31	76776 00		

SCHEDULE D

ACCT# [illegible] (BACON FAMILY FOUNDATION - AGY) YR END 12/31/13 TAXPAYER ID 84-1269589 TX O 184
TAX OFFICER# 184 PWC CHARITABLE TR & FOUNDATION

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S T	NET L T
******	848 000	GAIN/LOSS LT	-1359 16	9/ 1/11		23750 12	25109 28		
5/28/13	16667 000	SOLD ALERIAN MLP ETF ACQUIRED 5/10/11 THROUGH 9/20/12 16,667 SHARES AT 18 0805 USD		VARIOUS	5/22/13	300842 44	258279 09	6765 70	35797 65
******	3000 000	GAIN/LOSS LT	9372 49	5/10/11		54150 56	44778 07		
******	4817 000	GAIN/LOSS LT	16555 45	9/ 1/11		86947 74	70392 29		
******	5850 000	GAIN/LOSS LT	9869 71	3/ 2/12		105593 58	95723 87		
******	3000 000	GAIN/LOSS ST	6765 70	9/20/12		54150 56	47384 86		
5/28/13	2365 000	SOLD IPATH DOW JONES-UBS COMMODITY INDEX ACQUIRED 10/16/09 THROUGH 11/30/10 2,365 SHARES AT 39 02369979 USD		VARIOUS	5/22/13	92218 49	100432 06	0 00	-8213 57
******	1238 000	GAIN/LOSS LT	-2187 52	10/16/09		48273 36	50460 88		
******	1127 000	GAIN/LOSS LT	-6026 05	11/30/10		43945 13	49971 18		
5/28/13	1080 000	SOLD ISHARES RUSSELL 2000 GROWTH ETF ACQUIRED 9/28/08 THROUGH 12/01/11 1,080 SHARES AT 114 1702963 USD		VARIOUS	5/22/13	123269 37	78052 61	0 00	45216 76
******	265 000	GAIN/LOSS LT	8879 41	12/ 1/11		30246 65	21367 24		
******	815 000	GAIN/LOSS LT	36337 35	9/28/08		93022 72	56685 37		
5/28/13	9006 000	SOLD SPDR S&P DIVIDEND ETF 9,006 SHARES AT 70 33379969 USD		5/11/11	5/22/13	633144 99	496154 05	0 00	136990 94
5/28/13	1750 000	SOLD WISDOMTREE EMERG MKTS EQUITY INCOME ACQUIRED 3/02/12 THROUGH 12/27/12 1,750 SHARES AT 56 6429 USD		VARIOUS	5/22/13	99070 86	100522 31	603 92	-2055 37
******	850 000	GAIN/LOSS LT	-2055 37	3/ 2/12		48120 13	50175 50		
******	900 000	GAIN/LOSS ST	603 92	12/27/12		50950 73	50346 81		
5/28/13	3849 000	SOLD WISDOMTREE EQ INCOME FUND 3,849 SHARES AT 54 4196 USD		12/16/10	5/22/13	209341 93	150571 73	0 00	58770 20
5/28/13	2813 000	SOLD WISDOMTREE SMALLCAP DVD FUND 2,813 SHARES AT 60 02019908 USD		12/1/1.	5/22/13	168749 49	123743 87	0 00	45005 62

BACON FAMILY FOUNDATION **84-1269589**
FORM 990PF, PAGE 10, PART XV, LINE 3a
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient Name	Recipient Address	Purpose	Amount
BIRD CITY CENTURY II DEVELOPMENT FOUNDATION	BIRD CITY, KS	CAPITAL CAMPAIGN FOR SECURITY STATE BANK BUILDING RENOVATION	25,000
BIZ BASH	DENVER, CO	GENERAL SUPPORT	7,500
BOY AND GIRLS CLUBS OF NORTHWEST	CRAIG, CO	GENERAL SUPPORT	5,000
BOY SCOUTS OF AMERICA, WESTERN COLORADO COUNCIL	GRAND JUNCTION, CO	GENERAL SUPPORT	5,000
BOYS AND GIRLS CLUBS OF BLACK CANYON	MONTROSE, CO	GENERAL SUPPORT	5,000
CENTER FOR ENRICHED COMMUNICATION, INC	GRAND JUNCTION, CO	GENERAL SUPPORT	5,000
CENTER FOR INDEPENDENCE, INC	GRAND JUNCTION, CO	CAPITAL IMPROVEMENTS	15,000
COLORADO DISCOVER ABILITY	GRAND JUNCTION, CO	GENERAL SUPPORT	10,000
COLORADO MESA UNIVERSITY FOUNDATION - SCHOLARSHIPS	GRAND JUNCTION, CO	SCHOLARSHIP	4,000
COLORADO MESA UNIVERSITY FOUNDATION - SAUNDERS FIELD HOUSE	GRAND JUNCTION, CO	CAPITAL CAMPAIGN FOR SAUNDERS FIELD HOUSE RENOVATION	20,000
COLORADO RIVERFRONT FOUNDATION, INC	GRAND JUNCTION, CO	GENERAL SUPPORT	25,000
COLORADO WEST REGIONAL MENTAL HEALTH	GLENWOOD SRINGS, CO	GENERAL SUPPORT	15,000
COMMUNITY FOOD BANK	GRAND JUNCTION, CO	GENERAL SUPPORT	5,000
COURT APPOINTED SPECIAL ADVOCATES OF MESA COUNTY	GRAND JUNCTION, CO	GENERAL SUPPORT	7,500
FIREFLY ALTA VISTA CENTER FOR AUTISM	DENVER, CO	WESTERN SLOPE EXPANSION EFFORTS	5,000
FIRST UNITED METHODIST CHURCH	GRAND JUNCTION, CO	CAPITAL IMPROVEMENTS AND MAINTENANCE	25,000
GIRL SCOUTS OF COLORADO	DENVER, CO	GENERAL SUPPORT	5,000
GRAND JUNCTION COMMUNITY HOSPITAL	GRAND JUNCTION, CO	GENERAL SUPPORT	3,000
GRAND JUNCTION SYMPHONY ORCHESTRA	GRAND JUNCTION, CO	GENERAL SUPPORT	6,500
GRAND VALLEY CATHOLIC OUTREACH, INC - ST MARTIN PLACE	GRAND JUNCTION, CO	CAPITAL CAMPAIGN FOR ST MARTIN PLACE	20,000
GRAND VALLEY CATHOLIC OUTREACH, INC	GRAND JUNCTION, CO	GENERAL SUPPORT	5,000
GRAND VALLEY PEACE AND JUSTICE	GRAND JUNCTION CO	GENERAL SUPPORT	3,375
HANDY CHAPEL, INC	GRAND JUNCTION, CO	REPAIR STRUCTURAL DAMAGE	12,000
HOMEWARD BOUND OF THE GRAND VALLEY	GRAND JUNCTION, CO	GENERAL SUPPORT	5,000
ILIFF SCHOOL OF THEOLOGY	DENVER, CO	ESTABLISH ENDOWMENT TO SUPPORT FACULTY DEVELOPMENT	25,000
KARIS, INC	GRAND JUNCTION, CO	GENERAL SUPPORT	5,000
LA PUENTE ENTERPRISES, INC	ALAMOSA, CO	GENERAL SUPPORT	5,000
LEAGUE OF WOMEN VOTERS OF MESA COUNTY	GRAND JUNCTION, CO	GENERAL SUPPORT	1,000
LITERACY OUTREACH	GLENWOOD SRINGS, CO	GENERAL SUPPORT	5,000
MAKE-A-WISH FOUNDATION OF COLORADO, INC	GREENWOOD VILLAGE, CO	GENERAL SUPPORT	7,500
MESA COUNTY PARTNERSHIP FOR CHILDREN & FAMILIES	GRAND JUNCTION, CO	GENERAL SUPPORT	5,000
MESA COUNTY PUBLIC LIBRARY	GRAND JUNCTION, CO	CAPITAL CAMPAIGN FOR CENTRAL LIBRARY EXPANSION AND IMPROVEMENT	40,000
MESA COUNTY RETIRED & SENIOR VOLUNTEER PROGRAM, INC	GRAND JUNCTION, CO	GENERAL SUPPORT	10,000
MESA DEVELOPMENTAL SERVICES - STRIVE	GRAND JUNCTION, CO	CHILDREN'S SERVICES SPECIAL FUNDRAISING	20,000
MESA YOUTH SERVICES, INC	GRAND JUNCTION, CO	MENTORING PROGRAM	7,500
NATIONAL JEWISH MEDICAL AND RESEARCH CENTER	DENVER, CO	GENERAL SUPPORT	10,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY - WESTERN SLOPE OFFICE	GRAND JUNCTION, CO	GENERAL SUPPORT	3,000
SHOES FOR KIDS, INC - MONTROSE COMMUNITY FOUNDATION	MONTROSE, CO	SHOES FOR KIDS	3,000
ST MARY'S HOSPITAL & MEDICAL CENTER, INC - PEDIATRICS CARE FUND	GRAND JUNCTION, CO	EDUCATION PROGRAM FOR PEDIATRICS STAFF	50,000
ST MARY'S HOSPITAL & MEDICAL CENTER, INC - SACCOMANNO EDUCTION CENTER	GRAND JUNCTION, CO	CAPITAL CAMPAIGN FOR SACCOMANNO EDUCATION CENTER	25,000
TAMARISK COALITION	GRAND JUNCTION, CO	GENERAL SUPPORT	5,000
THE DELTA GAMMA ANCHOR CENTER FOR BLIND CHILDREN	DENVER, CO	GENERAL SUPPORT	12,500
THE SALVATION ARMY	GRAND JUNCTION, CO	GENERAL SUPPORT	5,000
THE SALVATION ARMY - KETTLE DRIVE	GRAND JUNCTION, CO	KETTLE DRIVE	5,000
TU CASA INCORPORATED	ALAMOSA, CO	GENERAL SUPPORT	10,000
UNITED WAY OF MESA COUNTY	GRAND JUNCTION, CO	GENERAL SUPPORT	30,000
UNIVERSITY OF COLORADO FOUNDATION	BOULDER, CO	ESTABLISH SCHOLARSHIP ENDOWMENT FOR ECONOMICS DEPARTMENT	25,000
UNIVERSITY OF COLORADO FOUNDATION - SCHOOL OF MEDICINE	BOULDER CO	SCHOOL OF MEDICINE	15,000
WESTERN COLORADO CENTER FOR THE ARTS, INC	GRAND JUNCTION, CO	GENERAL SUPPORT	30,000
WESTERN COLORADO COMMUNITY FOUNDATION	GRAND JUNCTION CO	GENERAL SUPPORT	50,000
WESTERN COLORADO SUICIDE PREVENTION FOUNDATION	GRAND JUNCTION, CO	GENERAL SUPPORT	12,500
WESTERN SLOPE RURAL HILANTRHOPY DAYS STEERING COMMITTEE	TELLURIDE, CO	SUPPORT 2013 OURAY, CO EVENT	1,000
WOMENS FOUNDATION OF COLORADO, INC	DENVER, CO	GENERAL SUPPORT	10,000
WRIGHT STUFF COMMUNITY FOUNDATION	NORWOOD, CO	GENERAL SUPPORT	5,000
	TOTAL		$681,875

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
LT CAPITAL GAIN DIVIDEND	26,184.	26,184.	0.
ORDINARY DIVIDEND INCOME	192,789.	0.	192,789.
ORDINARY INTEREST INCOME	98,422.	0.	98,422.
ST CAPITAL GAIN DIVIDEND	1,038.	0.	1,038.
TOTAL TO FM 990-PF, PART I, LN 4	318,433.	26,184.	292,249.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
TRADE ADJUSTMENT	10,672.	10,672.	
ENRON VICTIMS TRUST SECURITIES LITIGATION	2,402.	2,402.	
TOTAL TO FORM 990-PF, PART I, LINE 11	13,074.	13,074.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	358.	0.		358.
TO FM 990-PF, PG 1, LN 16A	358.	0.		358.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,450.	1,725.		1,725.
TO FORM 990-PF, PG 1, LN 16B	3,450.	1,725.		1,725.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	55,512.	55,512.		0.
TO FORM 990-PF, PG 1, LN 16C	55,512.	55,512.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	285.	285.		0.
CURRENT YEAR EXCISE TAX	4,400.	0.		0.
PRIOR YEAR EXCISE TAX	2,749.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,434.	285.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE SERVICES	4,976.	0.		4,976.
MISCELLANEOUS EXPENSES	1,365.	683.		682.
TO FORM 990-PF, PG 1, LN 23	6,341.	683.		5,658.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS & OBLIGATIONS	X		1,439,559.	1,420,793.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,439,559.	1,420,793.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,439,559.	1,420,793.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	4,349,355.	4,205,386.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,349,355.	4,205,386.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS & OBLIGATIONS	1,828,915.	1,803,547.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,828,915.	1,803,547.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PURCHASED INTEREST	COST	131.	131.
OTHER FIXED INCOME ASSETS	COST	538,097.	516,311.
COMPLEMENTARY STRATEGIES	COST	726,480.	718,858.
REAL ASSET FUNDS	COST	1,364,789.	1,236,872.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,629,497.	2,472,172.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN BACON GRAND JUNCTION, CO	PRESIDENT 2.00	0.	0.	0.
ANDREW BACON ARVADA, CO	VICE PRESIDENT 2.00	0.	0.	0.
LINDA BACON REID FRUITA, CO	SECRETARY/TREASURER 20.00	9,750.	0.	0.
AMY BACON HILL SCOTTSDALE, AZ	DIRECTOR 2.00	0.	0.	0.
HERBERT BACON GRAND JUNCTION, CO	DIRECTOR 2.00	0.	0.	0.
LAURA MAY BACON GRAND JUNCTION, CO	DIRECTOR 2.00	0.	0.	0.
PAT GORMLEY GRAND JUNCTION, CO	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		9,750.	0.	0.

Form **8868** (Rev. January 2013)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
BACON FAMILY FOUNDATION	84-1269589
Number, street, and room or suite no If a P O box, see instructions	Social security number (SSN)
P.O. BOX 4570	
City, town or post office, state, and ZIP code For a foreign address, see instructions	
GRAND JUNCTION, CO 81502	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE FOUNDATION P.O. BOX 4570 - GRAND JUNCTION, CO 81502
  Telephone No ▶ 970-243-3767 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUL 1, 2012 , and ending JUN 30, 2013

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$	0.
c Balance due Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

DALBY, W[illegible] CO., P.C.
CPA'S—G[illegible] COLORADO

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	BACON FAMILY FOUNDATION	84-1269589
	Number, street, and room or suite no If a P O box, see instructions	Social security number (SSN)
	P.O. BOX 4570	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	GRAND JUNCTION, CO 81502	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE FOUNDATION P.O. BOX 4570 - GRAND JUNCTION, CO 81502

  Telephone No ▶ 970-243-3767 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until MAY 15, 2014

5 For calendar year ______ , or other tax year beginning JUL 1, 2012 , and ending JUN 30, 2013

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED IN ORDER TO GATHER AND ANALYZE ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 4,400.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 4,400.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ CPA Date ▶ 2/17/14

DALBY WENDLAND & CO., P.C.
CPA'S–GRAND JUNCTION, COLORADO