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

Department of the Treasury
Internal Revenue Service

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

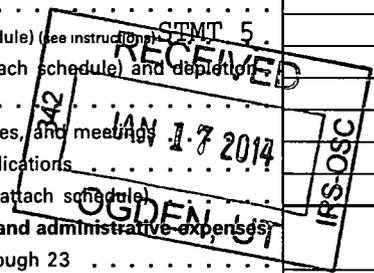
For calendar year **2012** or tax year beginning **09/01, 2012**, and ending **08/31, 2013**

Name of foundation JUSTINE & LESLIE BAILEY CHARITABLE TRUST		A Employer identification number 84-6289135
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1620		B Telephone number (see instructions) 303- 861-2111
City or town, state, and ZIP code TULSA, OK 74101-1620		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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		
Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,895,278.		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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	69,823.	69,823.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	81,097.			
b Gross sales price for all assets on line 6a	301,226.			
7 Capital gain net income (from Part IV, line 2)		81,097.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	10,245.			STMT 3
12 Total. Add lines 1 through 11	161,165.	150,920.		
13 Compensation of officers, directors, trustees, etc.	26,504.	19,878.		6,626.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,050.	NONE	NONE	1,050.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,972.	587.		1,385.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	29,526.	20,465.	NONE	9,061.
25 Contributions, gifts, grants paid	140,113.			140,113.
26 Total expenses and disbursements. Add lines 24 and 25	169,639.	20,465.	NONE	149,174.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-8,474.			
b Net investment income (if negative, enter -0-)		130,455.		
c Adjusted net income (if negative, enter -0-)				

Postmark Missing

SCANNED JAN 27 2014



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	54,824.	52,179.	52,179.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule) STMT 6	298,194.	253,306.	272,440.	
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 7	1,826,027.	1,871,792.	2,505,776.		
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe MINERALS)	25,528.	25,528.	64,883.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,204,573.	2,202,805.	2,895,278.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	2,204,573.	2,202,805.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	2,204,573.	2,202,805.			
31	Total liabilities and net assets/fund balances (see instructions)	2,204,573.	2,202,805.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,204,573.
2	Enter amount from Part I, line 27a	2	-8,474.
3	Other increases not included in line 2 (itemize) FUND BALANCE ADJUSTMENT	3	6,706.
4	Add lines 1, 2, and 3	4	2,202,805.
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	2,202,805.

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 PUBLICLY TRADED SECURITIES						
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 301,209.		220,129.	81,080.			
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			81,080.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	81,097.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

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	152,360.	2,574,645.	0.059177
2010	142,808.	2,698,273.	0.052926
2009	140,680.	2,421,263.	0.058102
2008	167,958.	2,175,339.	0.077210
2007	185,350.	3,144,798.	0.058939
2 Total of line 1, column (d)			0.306354
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			0.061271
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			2,773,319.
5 Multiply line 4 by line 3			169,924.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,305.
7 Add lines 5 and 6			171,229.
8 Enter qualifying distributions from Part XII, line 4			149,174.

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 <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 type="checkbox"/> and enter 1% of Part I, line 27b	1	2,609.
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	2,609.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,609.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,116.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,116.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,495.
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 <input type="checkbox"/> NONE <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
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.		
1c		X
d		
Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e		
Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2		X
If "Yes," attach a detailed description of the activities.		
3		X
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		
4a		X
4b		
5		X
If "Yes," attach the statement required by General Instruction T		
6	X	
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?		
7	X	
8a		
Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO		
8b	X	
9		X
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		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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 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 COLORADO STATE BANK AND TRUST NA Telephone no. (303) 861-2111
Located at 1600 BROADWAY, DENVER, CO ZIP+4 80202
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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 Yes No 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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
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 X
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.) 2b X
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 X
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
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes 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? 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? Yes No

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes 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
COLORADO STATE BANK & TRUST 1600 BROADWAY, DENVER CO 80202,	TRUSTEE 4	26,504.	-0-	-0-

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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

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

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

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,696,136.
b	Average of monthly cash balances	1b	55,582.
c	Fair market value of all other assets (see instructions)	1c	63,834.
d	Total (add lines 1a, b, and c)	1d	2,815,552.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,815,552.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,233.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,773,319.
6	Minimum investment return. Enter 5% of line 5	6	138,666.

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	138,666.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,609.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,609.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	136,057.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	136,057.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	136,057.

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	149,174.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	149,174.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	149,174.

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				136,057.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			NONE	
b Total for prior years: 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	31,170.			
b From 2008	60,473.			
c From 2009	20,489.			
d From 2010	8,736.			
e From 2011	24,741.			
f Total of lines 3a through e	145,609.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>149,174.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				136,057.
e Remaining amount distributed out of corpus	13,117.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	158,726.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	31,170.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	127,556.			
10 Analysis of line 9:				
a Excess from 2008	60,473.			
b Excess from 2009	20,489.			
c Excess from 2010	8,736.			
d Excess from 2011	24,741.			
e Excess from 2012	13,117.			

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

NOT APPLICABLE

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

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

Table with columns for Tax year (a) 2012, Prior 3 years (b) 2011, (c) 2010, (d) 2009, and (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3c (Alternative tests).

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).

N/A

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

N/A

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

a The name, address, and telephone number or e-mail 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 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				
AMERICAN AGING ASSOC THE SALLY BALIN MEDICAL CENTER MEDIA PA 1906	NOT APPLICABLE	PUBLIC	RESEARCH FUND	6,437.
MENOMINEE COUNTY HISTORICAL SOCIETY PO BOX 151 MENOMINEE MI 49858-0151	NOT APPLICABLE	PUBLIC	GENERAL PUBLIC SUPPORT	2,575.
NATIONAL PARK FOUNDATION ATTN: CFO WASHINGTON DC 20005	NOT APPLICABLE	PUBLIC	NAT'L PARK PROGRAMS	16,735.
WORLD WILDLIFE FUND, INC. ATTN: LEGACY GIFTS WASHINGTON DC 20037	NOT APPLICABLE	PUBLIC	GENERAL PUBLIC SUPPORT	19,310.
THE NATURE CONSERVANCY ATTN: BETH MCNALLY, ESTATE ADMIN. ARLINGTON	NOT APPLICABLE	PUBLIC	GENERAL PUBLIC SUPPORT	19,310.
ROCKY MOUNTAIN NATURE ASSOCIATION EXECUTIVE DIRECTOR ESTES PARK CO 80517	NOT APPLICABLE	PUBLIC	NAT'L PARK FELLOWSHIP PROGRAM	12,873.
AMERICAN RED CROSS MILE HIGH CHAPTER DENVER CO 80203-4425	NOT APPLICABLE	PUBLIC	GENERAL PUBLIC SUPPORT	12,873.
UNIVERSITY OF COLORADO FD FOR POYTON LAB RESEARCH BOULDER CO 80309-034	NOT APPLICABLE	PUBLIC	RESEARCH GRANT FOR DR ROBERT POYNTON	50,000.
Total				140,113.
b Approved for future payment				
Total				3b

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (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) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 01/13/2014 Title: VICE PRESIDENT BOKF, N.A., TRUSTEE

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

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESCO REAL ESTATE-INST FD#4725	331.	331.
BLACKROCK EQUITY DIVIDEND-I FD#0383	3,164.	3,164.
WM BLAIR INTL GROWTH-I FD#1747	1,938.	1,938.
CALAMOS MKT NEUT INC-I FD#0629	760.	760.
CATERPILLAR FIN SERV CORP @ 4.750% DUE	2,375.	2,375.
COHEN & STEERS INTL RLTY-I FD#1396	1,875.	1,875.
COLUMBIA MARSICO FOCUS EQ-Z FD#0456	2,864.	2,864.
CREDIT SUISSE FB USA INC @ 5.125% DUE 0	2,563.	2,563.
JOHN DEERE CAP @ 5.350% DUE 04/03/2018	2,675.	2,675.
DIAMOND HILL LONG/SHORT-I FD#0011	199.	199.
GENERAL ELEC CAP CORP @ 5.375% DUE 10/2	2,688.	2,688.
HARBOR INTERNATIONAL FUND	1,497.	1,497.
ISHARES S&P MIDCAP 400/GWTH	1,242.	1,242.
ISHARES TR S&P MIDCAP 400/VAL	1,596.	1,596.
ISHARES MSCI EAFE VALUE ETF	1,647.	1,647.
LAZARD EMRG MKTS-INST FD#0638	994.	994.
MERGER FD#0260	1,025.	1,025.
MINNESOTA ST HSG FIN AGY REV @ 5.410% D	2,435.	2,435.
PIMCO TOTAL RETURN FUND INST#35	1,155.	1,155.
PERMANENT PORTFOLIO FD#1500	139.	139.
PIMCO CORPORATE INCOME STRATEGY FD	1,367.	1,367.
TEMPLETON GLOBAL BOND-ADV FD#0616	4,355.	4,355.
VANGUARD DEV MKTS INDX- ADM FD#5227	2,119.	2,119.
VANGUARD MIDCAP VAL INDX-ADM FD#5835	495.	495.
VANGUARD S/T BD INDX-SIG FD#1349	202.	202.
VANGUARD INSTITUTIONAL INDEX	7,513.	7,513.
VANGUARD FTSE EMERGING MARKETS ETF	1,645.	1,645.
VANGUARD SMALL CAP VALUE INDEX INST FD	2,786.	2,786.
VANGUARD MID CAP INDX-INST FD#0864	2,121.	2,121.
VANGUARD VALUE INDX-INST FD#0867	6,103.	6,103.
VANGUARD INDEX TR GRTH INDX INSTL	3,590.	3,590.
VANGUARD SM CAP INDX-INST FD#0857	1,607.	1,607.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VERIZON COMMUNICATIONS INC @ 5.500% DUE	2,750.	2,750.
CSBT SHORT-TERM CASH FUND I	8.	8.
TOTAL	69,823.	69,823.

FORM 990PF, PART I - OTHER INCOME
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
CRAWFORD CNTY, MI OIL & GAS INCOME	10,093.
REBATES	152.

TOTALS	10,245. =====

FORM 990PF, PART I - ACCOUNTING FEES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,050.			1,050.
TOTALS	1,050.	NONE	NONE	1,050.

FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL TAX PAYMENT - PRIOR YE	269.		269.
FEDERAL ESTIMATES - INCOME	279.		279.
FEDERAL ESTIMATES - PRINCIPAL	837.		837.
FOREIGN TAXES ON QUALIFIED FOR	350.	350.	
FOREIGN TAXES ON NONQUALIFIED	237.	237.	
TOTALS	1,972.	587.	1,385.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CATEP FIN SERV	49,968.	49,968.	53,011.
CON EDISON INC			
CREDIT SUISSE FB USA INC	51,060.	51,060.	50,848.
JOHN DEERE CAP	50,416.	50,416.	56,758.
GENERAL ELEC CAP CORP	51,237.	51,237.	55,704.
MINNESOTA ST HSG FIN AGY REV	44,888.		
VERIZON COMMUNICATIONS INC	50,625.	50,625.	56,119.
TOTALS	298,194.	253,306.	272,440.

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ISHARES MSCI EMERGING MKT IN F	C	62,469.	51,438.	111,146.
ISHARES S&P MIDCAP 400/GROWTH	C	74,570.	58,612.	81,382.
ISHARES S&P MIDCAP 400/VALUE F	C	56,835.	62,834.	50,582.
ISHARES MSCI EAFE VALUE INX FD	C	46,353.	60,654.	51,865.
VANGUARD EMERG MKT ETF FD	C	120,507.	114,598.	142,823.
BLACKROCK EQTY DIV I FD	C	38,684.	34,912.	56,773.
WM BLAIR INTL GRWTH	C	81,554.	78,795.	118,688.
COLUMBIA MARSICO FOC	C			
JPMORGAN INTL VAL-INSTL	C			
LAZARD EMERG MKTS	C	45,949.	57,629.	53,475.
VANGUARD DEV MKTS INDX-INV 227	C	39,723.	37,676.	57,912.
VANGUARD INSTL INDX INSTL 094	C	285,947.	266,219.	347,861.
VANGUARD MIDCAP VAL IND	C	21,550.	31,550.	40,009.
VANGUARD SM CP VAL INDX 0865	C	51,820.	38,395.	107,905.
VANGUARD MID CAP INDX FD 864	C	65,822.	59,735.	159,672.
VANGUARD VALUE INDX INSTL 0867	C	212,828.	184,576.	227,473.
VANGUARD GRWTH INDX INSTL 868	C	156,436.	155,116.	247,948.
VANGUARD SM CAP INDX INSTL 857	C	37,182.	29,670.	82,176.
PIMCO TOTAL RETURN-INST FD#035	C	20,000.	41,000.	39,861.
PIMCO CORPORATE INCOME FD	C	13,798.	16,791.	17,440.
TEMPLETON GLOBAL BD-ADV	C	76,000.	104,711.	102,625.
VANGUARD S/T BD INDX-SIG	C	15,000.	38,090.	37,964.
INVESCO REAL ESTATE-INST 4725	C	25,000.	20,805.	23,255.
COHEN & STEERS INTL RLTY 1396	C	25,000.	26,004.	25,269.
HARBOR INTERNATIONAL -INSTL	C	65,000.	64,037.	68,148.
CALAMOS MKT NEUT INC-I FD#062	C	38,000.	39,348.	41,551.
CREDIT SUISSE COMM RETN ST FD#	C	25,000.	30,500.	25,712.
DIAMOND HILL LONG/SHORT-I	C	50,000.	50,000.	64,907.
MERGER	C	50,000.	45,097.	46,015.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PERMANENT PORTFOLIO #1500	C	25,000.	25,000.	24,250.
FIDELITY LEVERAGED CO STOCK 01	C		28,000.	31,418.
PIMCO ALL ASSET-INST 0034	C		20,000.	19,671.
TOTALS		1,826,027.	1,871,792.	2,505,776.