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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

1309

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 10/01 , 2012, and ending 09/30, 2013

Name of foundation: RON AND MARY POTT FAMILY FOUNDATION B ACCOUNT 13-0509

A Employer identification number: 84-1564805

Number and street (or P O box number if mail is not delivered to street address): 101 COOK STREET | Room/suite

B Telephone number (see instructions): 720- 264-5711

City or town, state, and ZIP code: DENVER, CO 80206

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) ▶ $ 1,960,818.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	56,514.	48,855.		STMT 1
	5a Gross rents				
	b Net rental income or (loss) 2,289				
	6a Net gain or (loss) from sale of assets not on line 10	167,942.			
	b Gross sales price for all assets on line 6a 707,041.				
	7 Capital gain net income (from Part IV, line 2)		167,942.		
	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) (attach schedule)				
	11 Other income (attach schedule)	234.	234.		STMT 5
	12 Total. Add lines 1 through 11	224,690.	217,031.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	14,754.	12,463.		2,291.
	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)				
	c Other professional fees (attach schedule) STMT 6	5,353.	5,353.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 7	535.	535.		
	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	20,642.	18,351.	NONE	2,291.
	25 Contributions, gifts, grants paid	85,000.			85,000.
	26 Total expenses and disbursements. Add lines 24 and 25	105,642.	18,351.	NONE	87,291.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	119,048.			
	b Net investment income (if negative, enter -0-)		198,680.		
	c Adjusted net income (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	31.		
	2 Savings and temporary cash investments	48,140.	35,497.	35,497.
	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			
	10a Investments - U S and state government obligations (attach schedule) STMT 8	7,115.		
	b Investments - corporate stock (attach schedule) STMT 9		1,114,783.	1,425,451.
	c Investments - corporate bonds (attach schedule) STMT 10	24,875.	491,843.	499,870.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 11	1,450,027.		
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,530,188.	1,642,123.	1,960,818
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**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	1,530,188.	1,642,123.	
	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)	1,530,188.	1,642,123.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,530,188.	1,642,123.	

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	1,530,188.
2 Enter amount from Part I, line 27a	2	119,048.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	3,127.
4 Add lines 1, 2, and 3	4	1,652,363.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	10,240.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,642,123.

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	707,041.		539,099.	167,942.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				167,942.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	167,942.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	88,567.	1,627,152.	0.054431
2010	89,910.	1,888,349.	0.047613
2009	76,776.	1,720,368.	0.044628
2008	98,718.	1,536,811.	0.064236
2007	97,402.	1,963,244.	0.049613

2 Total of line 1, column (d)	2	0.260521
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052104
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,949,276.
5 Multiply line 4 by line 3	5	101,565.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,987.
7 Add lines 5 and 6	7	103,552.
8 Enter qualifying distributions from Part XII, line 4	8	87,291.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,974
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	3,974.
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	3,974.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 360.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 3,924.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	4,284.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	310.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ NONE **Refunded** ▶	11	310.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ STEELE STREET BANK & TRUST Telephone no ▶ (303)376-3890

Located at ▶ 101 COOK STREET, DENVER, CO ZIP+4 ▶ 80206

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	*Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?*	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 ▶ 2007 , , ,			
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			
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 [X] 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 [X] No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 5b

Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ [ ]

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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . 6b X (No)

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		14,754.	-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	1,886,018.
b	Average of monthly cash balances	1b	92,942
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,978,960
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	1,978,960.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,684.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,949,276.
6	**Minimum investment return.** Enter 5% of line 5	6	97,464.

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	97,464.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,974.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,974.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	93,490.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	93,490
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	93,490

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	87,291
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	87,291.
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	87,291.

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				93,490.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			79,180.	
b Total for prior years 20 10 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 ... NONE				
b From 2008 ... NONE				
c From 2009 ... NONE				
d From 2010 ... NONE				
e From 2011 ... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 87,291.				
a Applied to 2011, but not more than line 2a			79,180.	
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				8,111.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				85,379.
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)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008 ... NONE				
b Excess from 2009 ... NONE				
c Excess from 2010 ... NONE				
d Excess from 2011 ... NONE				
e Excess from 2012 ... NONE				

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)

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ [X] 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

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				
SEE STATEMENT 23				85,000.
Total ▶ 3a				85,000.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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	56,514.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	2,289.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	167,942.	
9 Net income or (loss) from special events			14	234.	
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)				226,979.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 226,979.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ M. Kathleen Siegrist | 5/13/14 | ▶ Trustee

Signature of officer or trustee | Date | Title

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
	Wesley Hadley	05/13/2014		P00162244

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 155 N. WACKER DRIVE CHICAGO, IL 60606 — Phone no 312-879-5189

CIS IMAGE DO NOT CORR FOR SIGNATURE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ALERIAN MLP ETF	2,661.	2.
AT&T INC	886.	886.
ABBOTT LABS	250.	250.
ABBVIE INC	80.	80.
AMPHENOL CORP	84.	84.
ANADARKO PETE CORP	49.	49.
APPLE INC	466.	466.
BAXTER INTL INC	304.	304.
BEAM INC-W/I	160.	160.
BLACKROCK INC CLASS A	141.	141.
CAPITAL ONE FINANCIAL CORP	124.	124.
CHEVRONTEXACO CORP	483.	483.
CHURCH & DWIGHT INC	233.	233.
CISCO SYS INC	381.	381.
COACH INC	102.	102.
COLORADO BOND SHS A-TAX EX	1,351.	1,351.
COLUMBIA ACORN FUND Z	38.	38.
COLUMBIA ACORN TR FD CL Z	148.	148.
COSTCO WHOLESALE CORP NEW	1,211.	1,211.
DB CONT CAPITAL TRUST V 8.050% PFD	1,509	1,509.
DICKS SPORTING GOODS INC	717.	717.
DISCOVER FINL SVCS	160.	160.
DODGE & COX FDS INTL STK FD	593.	593.
DONALDSON INC	66.	66.
ECOLAB INC	178.	178.
EMERSON ELECTRIC CO	358.	358.
FMC CORP	32.	32.
FLOWSERVE CORP	37.	37.
GENERAL ELECTRIC	448.	448.
GOLDMAN SACH MTN V-A 4.000% 8/28/27	750.	750.
GRAINGER W W INC	191.	191.
HARBOR FD CAP APPR INSTL	274.	274.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HONEYWELL INTERNATIONAL INC	332.	332.
HORMEL FOODS CORPORATION	216.	216.
INTERNATIONAL BUSINESS MACHINES	235.	235.
ISHARES MSCI EMERGING MKT ETF	773.	773.
ISHARES S&P 500 VALUE ETF	312.	312.
ISHARES MSCI EAFE ETF	448.	448.
ISHARES TR S&P MIDCAP 400 INDEX FUND	851.	851.
ISHARES S&P SMALLCAP 600/VAL ETF	911.	911.
JP MORGAN CHASE & CO	557.	557.
JOHNSON AND JOHNSON	482.	482.
KELLOGG CO 3.250% 5/21/18	25.	25.
LAUDER ESTEE COS CL-A	281.	281.
LAZARD FDS INC EMERG MKT RETL	617.	617.
LOWES COMPANIES INC	231.	231.
MFS SER TR V INTL NEW DIS I	277.	277.
MARATHON OIL CORP	166.	166.
MASTERCARD INC CL A	47.	47.
MATTEL INC	204.	204.
FEDERATED PRIME OBLIGATIONS FUND #396 -	3.	3.
NATIONAL-OILWELL INC	104.	104.
NIKE INC	186.	186.
NOVO NORDISK AS SPONS ADR	279.	279.
OCCIDENTAL PETE CORP	81.	81.
OCEANEERING INTL INC	21.	21.
OPPENHEIMER SR FLOAT RATE Y	460.	460.
ORACLE SYS CORP	144.	144.
PIMCO TOTAL RETURN FUND	1,355.	1,355.
PIMCO FDS PAC INVT MGMT SER TOTAL RETRN	3,498.	3,498.
PIMCO FDS HIGH YIELD	1,648.	1,648.
PIMCO FDS PAC INVT MGMT SER HIGH YIELD F	1,654.	1,654.
PEPSICO INC.	311.	311.
PERRIGO CO	43.	43.
PETSMART INC	133.	133.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRAXAIR INC	286.	286.
T ROWE PRICE GROUP INC	480.	480.
T. ROWE PRICE HIGH YIELD-INV	1,510.	1,510.
PRICE T ROWE HIGH YIELD FD I COM	1,404.	1,404.
PRUDENTIAL FINL INC	368.	368.
QUALCOMM INC	259.	259.
ROYCE FD PENN MUT INV	545.	545.
GUGGENHEIM S&P 500 EQUAL WEIGHT ETF	165.	165.
SEI SDIT PRIME OBL CL A 34	7.	7.
SPDR DOW JONES REIT ETF	2,325.	2,325.
SPDR S&P DIVIDEND ETF	2,034.	2,034.
SCHLUMBERGER LTD	202.	202.
SVB CAPITAL II 7.000% PFD	1,750.	1,750.
TARGET CORP	211.	211.
TRAVELERS COMPANIES INC	356.	356.
US BANCORP NEW	272.	272.
UNION PAC CORP	331.	331.
VANGUARD SHORT TERM BOND INDEX FUND	66.	66.
VANGUARD INTERMEDIATE BOND INDEX FUND	89.	89.
VANGUARD INTRM TRM BD IDX-SI	748.	748.
VANGUARD BD INDEX FD INC INTER IDX SIGN	648.	648.
VANGUARD S/T BOND INDEX-SIG	499.	499.
VANG ST BD SIGNAL SH	474.	474.
VANGUARD WINDSOR II FUND-ADM	968.	968.
VANGUARD WINDSOR II FUND ADMIRAL CLASS	1,028.	1,028.
VANGUARD FIXED INCOME SECS F GNMA INV	86.	86.
VANGUARD GNMA FUND ADM	544.	544.
VANGUARD FIXED INCOME SECS F GNMA ADM	790.	790.
WELLS FARGO & CO NEW	489.	489.
WISDOMTREE EQUITY INCOME FUND	420.	420.
ATEL CASH DISTRIBUTION FUND V, L.P.	5,000.	
ACCENTURE PLC CL A	421.	421.
ENSCO PLC CL A	389.	389.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTAL	56,514.	48,855.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTALS	234.	234.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	5,353.	5,353.
TOTALS	5,353.	5,353.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	75.	75.
FEDERAL ESTIMATES - INCOME	288.	288.
FOREIGN TAXES ON QUALIFIED FOR	146.	146.
FOREIGN TAXES ON NONQUALIFIED	26.	26.
TOTALS	535.	535.

RON AND MARY POTT FAMILY FOUNDATION B 84-1564805

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
==

DESCRIPTION

COLORADO BONDSHARES

TOTALS

RON AND MARY POTT FAMILY FOUNDATION B 84-1564805

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
CORPORATE STOCK		1,114,783.	1,425,451.
	TOTALS	1,114,783.	1,425,451.

RON AND MARY POTT FAMILY FOUNDATION B 84-1564805

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS & NOTES		491,843.	499,870.
	TOTALS	491,843.	499,870.

RON AND MARY POTT FAMILY FOUNDATION B 84-1564805

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
EQUITY SECURITIES	C
FIXED INCOME SECURITIES	C
MUTUAL FUNDS	C
PARTNERSHIPS	C
TOTALS	

RON AND MARY POTT FAMILY FOUNDATION B 84-1564805

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
CY RIC		3,122.
ROUNDING ADJUSTMNET		5.
	TOTAL	3,127.

RON AND MARY POTT FAMILY FOUNDATION B 84-1564805

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PRIOR YEAR DISTRIBUTION ADJUSTMENT	4,000.
PRIOR YEAR CONTRIBUTION	5,000.
PRIOR YEAR REFUND	396.
ADJUSTMENT FOR ATEL SALE	844.
TOTAL	10,240.

STATEMENT 13

RON AND MARY POTT FAMILY FOUNDATION B 84-1564805

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
===

OFFICER NAME:
KATHLEEN SEIGRIST
ADDRESS:
16516 SPARROW POINT WAY
MORRISON, CO 80465
TITLE:
DIRECTOR

OFFICER NAME:
REBECCA ANN POTT
ADDRESS:
5457 TIGER BEND LANE
MORRISON, CO 80465
TITLE:
DIRECTOR

OFFICER NAME:
WAYNE RICHARDS POTT
ADDRESS:
16240 DEERHAVEN COURT
MORRISON, CO 80465
TITLE:
DIRECTOR

OFFICER NAME:
TERESA ANNETTE BENGS
ADDRESS:
5128 WILLOW SPRINGS ROAD
MORRISON, CO 80465
TITLE:
DIRECTOR

STATEMENT 14

RON AND MARY POTT FAMILY FOUNDATION B 84-1564805

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
MARK DANIEL POTT
ADDRESS:
10390 WEST EVANS AVENUE
LAKEWOOD, CO 80227
TITLE:
DIRECTOR

OFFICER NAME:
ELWOOD SHANE POTT
ADDRESS:
730 CRESCENT LANE
LAKEWOOD, CO 80215
TITLE:
DIRECTOR

OFFICER NAME:
STEELE STREET BANK & TRUST
ADDRESS:
101 COOK STREET
DENVER, CO 80206
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10
COMPENSATION .... 2,290.

OFFICER NAME:
COBIZ
ADDRESS:
821 17TH ST
DENVER, CO 80202
TITLE:
CUSTODIAN
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10
COMPENSATION .... 12,464.

TOTAL COMPENSATION: 14,754.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SAVE THE CHILDREN
FOUNDATION
ADDRESS:
54 WILTON RD
WESTPORT, CT 06880
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
SMILE TRAIN
ADDRESS:
41 MADISON AVENUE, 28TH FLOOR
NEW YORK, NY 10010
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
1424 N.E. EXPRESSWAY
ATLANTA, GA 30329
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 8,000.

STATEMENT 16

RON AND MARY POTT FAMILY FOUNDATION B 84-1564805
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LEUKEMIA & LYMPHOMA SOCIETY
ROCKY MOUNTAIN CHAPTER
ADDRESS:
720 S. COLORADO BLVD., STE. 500-S
DENVER, CO 80246
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
GRAND FRIENDS, INC.
ADDRESS:
303 S. 9TH STREET
ROCKY FORD, CO 81067
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
JEFFCO ACTION CENTER
ADDRESS:
P.O. BOX 150609
LAKEWOOD, CO 80215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

STATEMENT 17

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AMIGUITOS
C/O CURTIS WAIT
ADDRESS:
228 S. JEFFERSON AVENUE
LOUISVILLE, CO 80027
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ESCUELA DE GUADALUPE
ADDRESS:
3401 PECOS STREET
DENVER, CO 80211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
SIERRA KRIZMAN FOUNDATION
ADDRESS:
2979 TELLURIDE PLACE
LOVELAND, CO 80538
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ROCKY FORD SWIMMING
POOL FRIENDS
ADDRESS:
609 SPRUCE AVENUE
ROCKY FORD, CO 81067
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
AMERICAN RED CROSS
MILE HIG CHAPTER
ADDRESS:
444 SHERMAN STREET
DENVER, CO 80203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
NATIONAL JEWISH MEDICAL & RESEARCH
RESEARCH
ADDRESS:
1400 JACKSON STREET
DENVER, CO 80206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ARVADA COMMUNITY FOOD BANK
ADDRESS:
8555 W. 57TH AVENUE
ARVADA, CO 80002
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
MERCY MINISTRIES
ADDRESS:
PO BOX 583
EVERGREEN, CO 80437
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HOLY FAMILY PARISH
FOOD BANK
ADDRESS:
609 POPLAR STREET
LEADVILLE, CO 80461
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RON AND MARY POTT FAMILY FOUNDATION B 84-1564805
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
DENVER DUMB FRIENDS LEAGUE
ADDRESS:
2080 S. QUEBEC STREET
DENVER, CO 80231
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CATHOLIC CHARITIES OF
PUEBLO
ADDRESS:
429 W. 10TH STREET
PUEBLO, CO 81003
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
BOYS AND GIRLS CLUB OF DENVER
ADDRESS:
2017 W 9TH AVENUE
DENVER, CO 80204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CATHOLIC CHARITIES OF DENVER
ADDRESS:
2525 W. ALAMEDA AVENUE
DENVER, CO 80219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
FOOD BANK OF THE ROCKIES
ADDRESS:
10700 E. 45TH AVENUE
DENVER, CO 80239
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
FORT COLLINS HABITAT FOR
HUMANITY
ADDRESS:
1600 PALM DRIVE
FORT COLLINS, CO 80526
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
FACE TO FACE INTERNATIONAL
ADDRESS:
P.O. BOX 6045
SCOTTSDALE, AZ 85261-6045
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
ST. CLAIRE'S MINISTRY
ATTN; DONNA HOOD
ADDRESS:
126 W. 2ND AVENUE
DENVER, CO 80223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

TOTAL GRANTS PAID: 85,000.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www irs gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: RON AND MARY POTT FAMILY FOUNDATION B

Employer identification number: 84-1564805

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	3,384.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss)**. Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	3,384.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					12,372.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	152,186.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss)**. Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	164,558.

Part III Summary of Parts I and II
Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			3,384.
14	**Net long-term gain or (loss).**				
a	Total for year	14a			164,558.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			167,942.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet**, *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) or **b** $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if*
- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: RON AND MARY POTT FAMILY FOUNDATION B

Employer identification number: 84-1564805

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 9. CHURCH & DWIGHT INC	02/07/2012	12/10/2012	493.00	429.00	64.00
25000. GOLDMAN SACH MTN V-8/28/27	08/23/2012	05/28/2013	25,000.00	24,875.00	125.00
40. ANADARKO PETE CORP	05/24/2013	08/01/2013	3,600.00	3,535.00	65.00
43. BEAM INC-W/I	08/02/2012	08/01/2013	2,830.00	2,628.00	202.00
10. BLACKROCK INC CLASS A	04/19/2013	08/01/2013	2,852.00	2,484.00	368.00
20. CIGNA CORP	06/25/2013	08/01/2013	1,539.00	1,425.00	114.00
53 CAPITAL ONE FINANCIAL	05/24/2013	08/01/2013	3,677.00	3,244.00	433.00
72. DISCOVER FINL SVCS	04/19/2013	08/01/2013	3,670.00	3,105.00	565.00
50. FMC CORP	04/19/2013	08/01/2013	3,329.00	2,896.00	433.00
46. FLOWSERVE CORP	05/07/2013	08/01/2013	2,673.00	2,466.00	207.00
66. MATTEL INC	05/07/2013	08/01/2013	2,813.00	3,010.00	-197.00
18. OCEANEERING INTL INC	06/25/2013	08/01/2013	1,502.00	1,284.00	218.00
41. TRAVELERS COMPANIES IN	09/11/2012	08/01/2013	3,459.00	2,695.00	764.00
47. ENSCO PLC CL A	09/20/2012	08/01/2013	2,746.00	2,723.00	23.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 3,384.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.
RON AND MARY POTT FAMILY FOUNDATION B

Employer identification number
84-1564805

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 15. OCCIDENTAL PETE CORP	10/04/2010	11/14/2012	1,122.00	1,209 00	-87.00
125. OCCIDENTAL PETE CORP	10/27/2009	11/14/2012	9,353.00	10,022.00	-669.00
5. COSTCO WHOLESALE CORP N	11/18/2004	12/10/2012	494.00	242.00	252.00
16. HORMEL FOODS CORPORATI	08/26/2011	12/10/2012	493.00	429 00	64.00
37. O'REILLY AUTOMOTIVE IN	11/24/2010	12/10/2012	3,365.00	2,252.00	1,113.00
170. COACH INC	01/12/2011	12/19/2012	10,072.00	9,212.00	860.00
105. PRUDENTIAL FINL INC	12/20/2007	12/19/2012	5,614.00	9,542.00	-3,928.00
125. PRUDENTIAL FINL INC	11/12/2008	12/19/2012	6,684.00	3,444.00	3,240.00
10. ABBVIE INC	05/05/2005	01/24/2013	376.00	255.00	121.00
190. ABBVIE INC	02/04/2005	01/24/2013	7,147.00	4,505 00	2,642.00
335.633 COLORADO BOND SHS	01/17/2012	04/18/2013	3,101.00	3,097.00	4.00
416.302 COLORADO BOND SHS	06/15/2009	04/18/2013	3,846.00	3,779.00	67.00
29.731 COLORADO BOND SHS A	01/14/2009	04/18/2013	275.00	269.00	6 00
25.686 COLORADO BOND SHS A	05/15/2009	04/18/2013	237.00	232.00	5.00
27.745 COLORADO BOND SHS A	02/12/2009	04/18/2013	256.00	251.00	5.00
28.8 COLORADO BOND SHS A-T	04/16/2009	04/18/2013	266.00	260.00	6.00
2.209 COLORADO BOND SHS A-	12/16/2008	04/18/2013	20.00	20.00	
1.014 COLORADO BOND SHS A-	12/16/2008	04/18/2013	9.00	9.00	
29.074 COLORADO BOND SHS A	03/16/2009	04/18/2013	269.00	261.00	8.00
31.07 COLORADO BOND SHS A-	12/16/2008	04/18/2013	287.00	279 00	8.00
5082. COLORADO BOND SHS A-	12/31/2003	04/18/2013	46,953.00		46,953.00
34. PRAXAIR INC	03/01/2007	04/19/2013	3,725.00	2,096.00	1,629.00
465. US BANCORP NEW	08/12/2010	04/19/2013	15,006.00	10,848.00	4,158 00
347. DONALDSON INC	08/29/2011	05/07/2013	12,707.00	10,206.00	2,501.00
490. EMC CORPORATION	08/29/2011	05/07/2013	11,346.00	10,732.00	614 00

6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.

RON AND MARY POTT FAMILY FOUNDATION B

Employer identification number 84-1564805

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 11. APPLE INC	09/30/2010	05/24/2013	4,876.00	3,126.00	1,750.00
200. NATIONAL-OILWELL INC	10/04/2010	06/25/2013	13,558.00	8,764.00	4,794.00
104. AT&T INC	01/10/2008	08/01/2013	3,713.00	4,042.00	-329.00
89. ABBOTT LABS	05/05/2005	08/01/2013	3,279.00	1,962.00	1,317.00
41. AMPHENOL CORP	02/28/2011	08/01/2013	3,268.00	2,346.00	922.00
8. APPLE INC	09/30/2010	08/01/2013	3,642.00	2,273.00	1,369.00
47. BAXTER INTL INC	11/18/2004	08/01/2013	3,387.00	1,504.00	1,883.00
24. CHEVRONTEXACO CORP	10/10/2011	08/01/2013	3,023.00	2,347.00	676.00
48. CHURCH & DWIGHT INC	02/07/2012	08/01/2013	3,123.00	2,290.00	833.00
178. CISCO SYS INC	01/25/2012	08/01/2013	4,573.00	3,522.00	1,051.00
31. COSTCO WHOLESALE CORP	11/18/2004	08/01/2013	3,666.00	1,501.00	2,165.00
62. DICKS SPORTING GOODS I	01/26/2011	08/01/2013	3,239.00	2,162.00	1,077.00
41. ECOLAB INC	10/27/2010	08/01/2013	3,837.00	2,028.00	1,809.00
48. EMERSON ELECTRIC CO	06/23/2009	08/01/2013	2,996.00	1,527.00	1,469.00
605. GENERAL ELECTRIC	08/29/2011	08/01/2013	14,889.00	20,616.00	-5,727.00
12. GRAINGER W W INC	07/24/2012	08/01/2013	3,222.00	2,371.00	851.00
595 356 HARBOR CAPITAL APP	12/22/2011	08/01/2013	30,000.00	20,981.00	9,019.00
46. HONEYWELL INTERNATIONA	07/24/2012	08/01/2013	3,890.00	2,548.00	1,342.00
69. HORMEL FOODS CORPORATI	08/26/2011	08/01/2013	2,960.00	1,848.00	1,112.00
14. INTERNATIONAL BUSINESS	07/27/2007	08/01/2013	2,740.00	1,638.00	1,102.00
853. ISHARES MSCI EMERGING	06/23/2011	08/01/2013	33,898.00	34,001.00	-103.00
94. JP MORGAN CHASE & CO	11/18/2004	08/01/2013	5,315.00	3,566.00	1,749.00
44. JOHNSON AND JOHNSON	10/03/2008	08/01/2013	4,128.00	2,941.00	1,187.00
48. LAUDER ESTEE COS CL-A	03/12/2012	08/01/2013	3,209.00	2,869.00	340.00
427.35 LAZARD EMERGING MAR OPEN	12/31/2010	08/01/2013	8,000.00	9,580.00	-1,580.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

RON AND MARY POTT FAMILY FOUNDATION B

Employer identification number

84-1564805

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 77. LOWES COMPANIES INC	09/09/2010	08/01/2013	3,463.00	1,667.00	1,796.00
6. MASTERCARD INC CL A	06/28/2012	08/01/2013	3,873.00	2,511.00	1,362.00
30. NIKE INC	09/09/2010	08/01/2013	1,956.00	1,123.00	833.00
38. NOVO NORDISK AS SPONS	02/28/2011	08/01/2013	6,610.00	4,805.00	1,805.00
28. O'REILLY AUTOMOTIVE IN	11/24/2010	08/01/2013	3,578.00	1,704.00	1,874.00
81. ORACLE SYS CORP	08/29/2011	08/01/2013	2,649.00	2,103.00	546.00
36. PEPSICO INC.	04/26/2010	08/01/2013	3,029.00	2,329.00	700.00
26. PERRIGO CO	04/25/2012	08/01/2013	3,271.00	2,723.00	548.00
202. PETSMART INC	11/24/2010	08/01/2013	14,932.00	7,851.00	7,081.00
24. PRAXAIR INC	03/01/2007	08/01/2013	2,878.00	1,480.00	1,398.00
41. T ROWE PRICE GROUP INC	06/26/2008	08/01/2013	3,148.00	2,340.00	808.00
48. QUALCOMM INC	11/17/2011	08/01/2013	3,119.00	2,683.00	436 00
827.815 RS GLOBAL NATURAL	01/26/2011	08/01/2013	30,000.00	26,240.00	3,760.00
2905.166 PENNSYLVANIA MUTU	12/22/2011	08/01/2013	40,237.00	29,000.00	11,237.00
392. SPDR DOW JONES REIT E	05/18/2012	08/01/2013	29,937.00	25,285.00	4,652.00
38. SCHLUMBERGER LTD	05/06/2010	08/01/2013	3,164.00	2,520.00	644.00
195. TARGET CORP	11/03/2011	08/01/2013	13,970.00	10,735.00	3,235.00
25. UNION PAC CORP	09/02/2010	08/01/2013	4,074.00	1,934.00	2,140.00
26. WATERS CORP	10/08/2004	08/01/2013	2,669.00	1,119.00	1,550.00
97. WELLS FARGO & CO NEW	04/02/2012	08/01/2013	4,282.00	3,354.00	928 00
55. ACCENTURE PLC CL A	10/21/2010	08/01/2013	4,110.00	2,517.00	1,593.00
4736.326 VANGUARD GNMA FUN	05/04/2011	08/23/2013	49,068.00	51,000.00	-1,932.00
55. INTERNATIONAL BUSINESS	07/27/2007	09/13/2013	10,588.00	6,437.00	4,151.00
87. PRAXAIR INC	03/01/2007	09/13/2013	10,494.00	5,364.00	5,130.00
27. APPLE INC	09/30/2010	09/26/2013	13,089.00	7,672.00	5,417.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
RON AND MARY POTT FAMILY FOUNDATION B	84-1564805

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1. ATEL CASH DISTRIBUTION	08/12/1993	09/30/2013	50,844.00	50,000.00	844.00

6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b 152,186.00