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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2014

Department of the Treasury
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation BRETT FAMILY FOUNDATION		A Employer identification number 84-1525821						
Number and street (or P.O. box number if mail is not delivered to street address) 1123 SPRUCE STREET	Room/suite	B Telephone number (303) 442-1200						
City or town, state or province, country, and ZIP or foreign postal code BOULDER, CO 80302-4001		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,293,946.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		53.	53.		STATEMENT 1
4 Dividends and interest from securities		188,426.	188,426.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		383,067.			
b Gross sales price for all assets on line 6a 2,640,854.					
7 Capital gain net income (from Part IV, line 2)			383,067.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		571,546.	571,546.		
13 Compensation of officers, directors, trustees, etc		30,000.	3,000.		24,000.
14 Other employee salaries and wages		31,759.	3,176.		25,407.
15 Pension plans, employee benefits		3,985.	399.		3,188.
16a Legal fees					
b Accounting fees STMT 3		4,440.	444.		3,552.
c Other professional fees STMT 4		41,707.	40,933.		688.
17 Interest		41.	4.		33.
18 Taxes STMT 5		26,159.	616.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		4,776.	420.		3,821.
22 Printing and publications		30.	3.		24.
23 Other expenses STMT 6		5,471.	548.		4,377.
24 Total operating and administrative expenses. Add lines 13 through 23		148,368.	49,543.		65,090.
25 Contributions, gifts, grants paid		513,150.			513,150.
26 Total expenses and disbursements. Add lines 24 and 25		661,518.	49,543.		578,240.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<89,972.>			
b Net investment income (if negative, enter -0-)			522,003.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	21,991.		
	2 Savings and temporary cash investments	412,453.	334,593.	334,593.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	7,670,494.	7,815,399.	7,815,399.
	c Investments - corporate bonds STMT 8	1,141,506.	1,143,954.	1,143,954.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 64,223.				
Less: accumulated depreciation ▶ 64,223.				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,246,444.	9,293,946.	9,293,946.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	9,246,444.	9,293,946.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	9,246,444.	9,293,946.	
31 Total liabilities and net assets/fund balances	9,246,444.	9,293,946.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,246,444.
2 Enter amount from Part I, line 27a	2	<89,972.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON SECURITIES	3	137,474.
4 Add lines 1, 2, and 3	4	9,293,946.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,293,946.

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			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 2,640,854.		2,257,787.	383,067.

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

(i) FMV 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			
b			
c			
d			
e			383,067.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	383,067.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	544,410.	8,559,969.	.063600
2012	521,212.	8,127,456.	.064130
2011	499,391.	8,116,696.	.061526
2010	464,484.	7,598,219.	.061131
2009	424,165.	6,691,013.	.063393

2 Total of line 1, column (d)	2	.313780
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	.062756
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	9,072,189.
5 Multiply line 4 by line 3	5	569,334.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,220.
7 Add lines 5 and 6	7	574,554.
8 Enter qualifying distributions from Part XII, line 4	8	578,240.

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)		1	5,220.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,220.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,220.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	15,880.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	15,880.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,660.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 10,660. Refunded <input type="checkbox"/>	11	0.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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? Website address ► WWW.BRETTFOUNDATION.ORG	13	X	
14	The books are in care of ► LINDA J. SHOEMAKER, PRESIDENT Telephone no ► (303) 442-1200 Located at ► 1123 SPRUCE STREET, BOULDER, CO ZIP+4 ► 80302-4001			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2014, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2014? <input type="checkbox"/>	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 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 2014.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	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 4945(d)(4)(A)? (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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		30,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2014)

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	8,977,759.
b	Average of monthly cash balances	1b	232,585.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	9,210,344.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,210,344.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	138,155.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,072,189.
6	Minimum investment return. Enter 5% of line 5	6	453,609.

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	453,609.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	5,220.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,220.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	448,389.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	448,389.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	448,389.

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	578,240.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	578,240.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,220.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	573,020.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				448,389.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	92,444.			
b From 2010	86,680.			
c From 2011	98,650.			
d From 2012	127,089.			
e From 2013	132,275.			
f Total of lines 3a through e	537,138.			
4 Qualifying distributions for 2014 from Part XII, line 4: \$	578,240.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				448,389.
e Remaining amount distributed out of corpus	129,851.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	666,989.			
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income: Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	92,444.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	574,545.			
10 Analysis of line 9:				
a Excess from 2010	86,680.			
b Excess from 2011	98,650.			
c Excess from 2012	127,089.			
d Excess from 2013	132,275.			
e Excess from 2014	129,851.			

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				
9 TO 5, NATIONAL ASSOCIATION OF WORKING WOMEN 655 BROADWAY, SUITE 800 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
AFRICAN AMERICAN CIVIC ENGAGEMENT INITIATIVE 1624 MARKET STREET, SUITE 475 DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW, 2ND FLOOR WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
ALTERNATIVES FOR YOUTH 24 9TH AVENUE LONGMONT, CO 80501	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
ASPEN JOURNALISM 1280 UTE AVENUE, SUITE 4 ASPEN, CO 81611	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
Total	SEE CONTINUATION SHEET(S)			513,150.
b Approved for future payment				
NONE				
Total				0.

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | 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. | | | |

[illegible]

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

- b If "Yes," complete the following schedule**

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

► **PRESIDENT**

Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN	
------	--

ARIC T HILMAS CPA

MARIC T HILMAS CPA

05/12/15

P00075447

Firm's name ► **HILMAS & ASSOCIATES, LLC**

Firm's EIN ► 84-1565922

Firm's address ► 1371 HECLA DRIVE, SUITE D110
LOUISVILLE, CO 80027-2329

Phone no (303) 604-2191

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	1,000 SHS FIRST REP BK SAN FRANCISCO	P	02/03/14	08/28/14
b	500 SHS YAHOO INC	P	09/26/13	09/26/14
c	2,958.600 SHS PRICE T ROWE HIGH YIELD FUND	P	04/15/11	09/26/14
d	567.493 SHS PRICE T ROWE HIGH YIELD FUND	P	02/22/12	09/26/14
e	1,500 SHS YAHOO INC	P	09/26/13	10/03/14
f	900 SHS OCEANEERING INTL INC	P	06/25/13	10/30/14
g	1,000 SHS BAXTER INTL INC	P	07/07/11	10/30/14
h	650 SHS BAXTER INTL INC	P	05/24/13	10/30/14
i	150 SHS AMAZON.COM INC	P	02/03/14	10/31/14
j	225 SHS AMAZON.COM INC	P	03/13/14	10/31/14
k	1,400 SHS F M C CORP	P	03/07/13	11/18/14
l	1,500 SHS QUALCOMM INC	P	04/11/11	11/18/14
m	450 SHS F M C CORP	P	04/19/13	11/18/14
n	300 SHS QUALCOMM INC	P	11/03/11	11/18/14
o	500 SHS ISHARES RUSSELL 2000 VALUE FUND	P	06/15/04	12/19/14

(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 48,459.		47,689.	770.
b 19,490.		16,429.	3,061.
c 20,977.		20,562.	415.
d 4,024.		3,825.	199.
e 61,550.		49,286.	12,264.
f 59,218.		64,204.	<4,986.>
g 69,703.		61,253.	8,450.
h 45,307.		46,643.	<1,336.>
i 45,461.		52,177.	<6,716.>
j 68,192.		85,553.	<17,361.>
k 79,039.		85,954.	<6,915.>
l 106,208.		80,825.	25,383.
m 25,405.		26,068.	<663.>
n 21,242.		16,726.	4,516.
o 50,344.		27,460.	22,884.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			770.
b			3,061.
c			415.
d			199.
e			12,264.
f			<4,986.>
g			8,450.
h			<1,336.>
i			<6,716.>
j			<17,361.>
k			<6,915.>
l			25,383.
m			<663.>
n			4,516.
o			22,884.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	225 SHS LAUDER ESTEE COS INC	P	08/19/04	12/19/14
b	2,500 SHS MARATHON OIL CORP	P	12/19/12	12/19/14
c	1,500 SHS ALERIAN MLP ETF	P	02/15/12	12/19/14
d	750 SHS MARATHON OIL CORP	P	01/24/13	12/19/14
e	1,000 SHS ANADARKO PETROLEUM CORP	P	05/14/14	12/30/14
f	600.384 SHS BROADVIEW OPPORTUNITY FUND	P	10/11/13	12/31/14
g	1,841.395 SHS BROADVIEW OPPORTUNITY FUND	P	06/19/14	12/31/14
h	1,257.862 SHS BROADVIEW OPPORTUNITY FUND	P	12/19/13	12/31/14
i	2,976.191 SHS OPPENHEIMER SR FLOATING RATE FUND	P	07/18/14	12/31/14
j	5,966.587 SHS OPPENHEIMER SR FLOATING RATE FUND	P	08/08/13	12/31/14
k	5,988.024 SHS OPPENHEIMER SR FLOATING RATE FUND	P	10/16/13	12/31/14
l	5,995.204 SHS OPPENHEIMER SR FLOATING RATE FUND	P	08/28/14	12/31/14
m	1,261.989 SHS OPPENHEIMER DEVELOPING MKTS FUND	P	06/19/14	12/31/14
n	21.525 SHS OPPENHEIMER DEVELOPING MKTS FUND	P	01/25/13	12/31/14
o	1,275 SHS BEAM INC	P	08/02/12	02/03/14

(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 17,108.		4,763.	12,345.
b 68,379.		78,633.	<10,254.>
c 25,784.		22,031.	3,753.
d 20,514.		25,465.	<4,951.>
e 83,598.		101,702.	<18,104.>
f 22,268.		25,000.	<2,732.>
g 68,297.		75,000.	<6,703.>
h 46,654.		50,000.	<3,346.>
i 24,077.		25,000.	<923.>
j 48,270.		50,000.	<1,730.>
k 48,443.		50,000.	<1,557.>
l 48,501.		50,000.	<1,499.>
m 44,245.		50,000.	<5,755.>
n 755.		773.	<18.>
o 106,098.		77,930.	28,168.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			12,345.
b			<10,254.>
c			3,753.
d			<4,951.>
e			<18,104.>
f			<2,732.>
g			<6,703.>
h			<3,346.>
i			<923.>
j			<1,730.>
k			<1,557.>
l			<1,499.>
m			<5,755.>
n			<18.>
o			28,168.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

3

BRETT FAMILY FOUNDATION

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	500 SHS PEPSICO INC	P	10/24/06	02/03/14
b	2,500 SHS MATTEL INC	P	05/07/13	02/03/14
c	2,000 SHS AT&T INC	P	04/11/11	02/03/14
d	425 SHS BEAM INC	P	09/11/12	02/03/14
e	500 SHS PEPSICO INC	P	11/21/06	02/03/14
f	1,000 SHS AT&T INC	P	08/03/11	02/03/14
g	1,200 SHS AT&T INC	P	03/15/12	02/03/14
h	2,500 SHS CISCO SYSTEMS INC	P	03/13/01	03/13/14
i	1,000 SHS CISCO SYSTEMS INC	P	05/02/03	03/13/14
j	1,100 SHS CISCO SYSTEMS INC	P	01/25/12	03/13/14
k	750 SHS WATERS CORP	P	06/23/10	05/07/14
l	175 SHS ACCENTURE PLC	P	06/10/08	05/07/14
m	250 SHS WATERS CORP	P	01/25/11	05/07/14
n	500 SHS ACCENTURE PLC	P	08/05/08	05/07/14
o	500 SHS ECOLAB INC	P	04/29/03	05/14/14

(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 39,550.		31,728.	7,822.
b 90,225.		112,224.	<21,999.>
c 64,294.		61,686.	2,608.
d 35,366.		25,717.	9,649.
e 39,550.		31,337.	8,213.
f 32,147.		29,145.	3,002.
g 38,576.		37,952.	624.
h 54,064.		50,781.	3,283.
i 21,625.		15,350.	6,275.
j 23,788.		21,878.	1,910.
k 76,443.		52,527.	23,916.
l 13,627.		6,865.	6,762.
m 25,481.		19,585.	5,896.
n 38,934.		20,579.	18,355.
o 53,196.		12,795.	40,401.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			7,822.
b			<21,999.>
c			2,608.
d			9,649.
e			8,213.
f			3,002.
g			624.
h			3,283.
i			6,275.
j			1,910.
k			23,916.
l			6,762.
m			5,896.
n			18,355.
o			40,401.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	

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	1,000 SHS EMERSON ELECTRIC CO	P	02/16/00	05/14/14
b	50,000 HEWLETT PACKARD CO NTS 4.750%	P	03/10/09	06/02/14
c	750 SHS ISHARES MSCI EMG MKTS ETF	P	04/03/07	06/16/14
d	450 SHS ISHARES MSCI EMG MKTS ETF	P	03/31/09	06/16/14
e	1,500 SHS WISDOMTREE EQUITY INCOME FUND	P	01/27/11	06/16/14
f	300 SHS WISDOMTREE EQUITY INCOME FUND	P	10/12/10	06/16/14
g	1,000 SHS EMERSON ELECTRIC CO	P	03/13/00	06/16/14
h	250 SHS ECOLAB INC	P	04/29/03	06/16/14
i	1,000 SHS DICKS SPORTING GOODS INC	P	07/24/07	06/19/14
j	16,000 AT&T INC NTS 2.500%	P	02/23/11	07/15/14
k	50,000 PROCTER & GAMBLE CO NTS 4.950%	P	04/10/06	08/15/14
l	1,000 SHS DICKS SPORTING GOODS INC	P	08/05/08	08/22/14
m	300 SHS QUALCOMM INC	P	08/08/13	08/22/14
n	200 SHS QUALCOMM INC	P	11/03/11	08/22/14
o	CAPITAL GAINS DIVIDENDS			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 67,340.		24,311.	43,029.
b 50,000.		50,500.	<500.>
c 32,455.		29,840.	2,615.
d 19,473.		11,221.	8,252.
e 87,917.		58,782.	29,135.
f 17,583.		11,343.	6,240.
g 66,389.		21,342.	45,047.
h 26,852.		6,397.	20,455.
i 44,491.		28,431.	16,060.
j 16,380.		15,912.	468.
k 50,000.		48,350.	1,650.
l 45,189.		19,187.	26,002.
m 23,081.		19,920.	3,161.
n 15,388.		11,151.	4,237.
o 33,840.			33,840.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			43,029.
b			<500.>
c			2,615.
d			8,252.
e			29,135.
f			6,240.
g			45,047.
h			20,455.
i			16,060.
j			468.
k			1,650.
l			26,002.
m			3,161.
n			4,237.
o			33,840.

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	383,067.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BALLOT INITIATIVE STRATEGY CENTER (BISC) FOUNDATION 1825 K STREET NW, SUITE 411 WASHINGTON, DC 20006	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COLORADO PROGRAMMING	1,000.
BIENVENIDOS FOOD BANK P.O. BOX 11948 DENVER, CO 80211	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
BIKE DENVER 1536 WYNKOOP STREET DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
BOULDER COMMUNITY HOUSING AUTHORITY P.O. BOX 471 BOULDER, CO 80306	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - CASA DE LA ESPERANZA	3,000.
BOULDER COUNTY PUBLIC HEALTH 3450 BROADWAY BOULDER, CO 80304	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - OASOS	4,000.
BOULDER INTERNATIONAL FILM FESTIVAL 2338 BROADWAY BOULDER, CO 80304	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - YOUTH PAVILION	1,000.
BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER, CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT; EVENT SUPPORT; PROGRAM SUPPORT - ROBERT GOLDEN SPECIAL NEEDS FUND	10,900.
CAL-WOOD EDUCATION CENTER P.O. BOX 347 JAMESTOWN, CO 80455	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
CHILDREN'S MUSEUM OF DENVER 2121 CHILDREN'S MUSEUM DRIVE DENVER, CO 80211	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - MUSEUM EXPANSION	5,000.
CHINOOK FUND 1031 33RD STREET DENVER, CO 80205	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
Total from continuation sheets				496,150.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CITIZENS FOR RESPONSIBILITY AND ETHICS IN WASHINGTON 409 7TH STREET NW, SUITE 300 WASHINGTON, DC 20004	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COLORADO ETHICS WATCH	7,500.
COLORADO CENTER ON LAW AND POLICY 789 SHERMAN STREET, SUITE 300 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
COLORADO CIVIC ENGAGEMENT ROUNDTABLE P.O. BOX 1620 DENVER, CO 80201	N/A	PUBLIC CHARITY	OPERATING SUPPORT	20,000.
COLORADO FISCAL INSTITUTE 1905 SHERMAN STREET, SUITE 225 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
COLORADO FREEDOM OF INFORMATION COALITION 1120 LINCOLN STREET, SUITE 912 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
COLORADO IMMIGRANT RIGHTS COALITION (CIRC) 2525 WEST ALAMEDA AVENUE DENVER, CO 80219	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
COLORADO MUSIC FESTIVAL 200 E. BASELINE ROAD LAFAYETTE, CO 80026	N/A	PUBLIC CHARITY	OPERATING SUPPORT; PROGRAM SUPPORT - ARTIST FUND SCHOLARSHIP	4,500.
COLORADO NONPROFIT ASSOCIATION 789 SHERMAN STREET, SUITE 240 DENVER, CO 80203	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COLORADO COLLABORATION AWARD	500.
COLORADO NONPROFIT DEVELOPMENT CENTER 789 SHERMAN STREET, SUITE 250 DENVER, CO 80203	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - CHALKBEAT COLORADO, COLORADO PARTICIPATION PROJECT, FOCUS RE-ENTRY & WALK DENVER	20,000.
COLORADO PROGRESSIVE COALITION 1029 SANTA FE DRIVE DENVER, CO 80204	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLORADO STATE UNIVERSITY RESEARCH FOUNDATION 601 S. HOWES STREET, SUITE 410 FORT COLLINS, CO 80521	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COLORADO FUTURES CENTER	5,000.
COLORADO SYMPHONY ASSOCIATION 1000 14TH STREET, UNIT 15 DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	7,500.
COLORADO YOUTH FOR A CHANGE 2931 WEST 25TH AVENUE, SUITE 201 DENVER, CO 80211	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
COMMON CAUSE EDUCATION FUND 1536 WYNKOOP STREET, SUITE 300 DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
CONSERVATION COLORADO 1536 WYNKOOP STREET, SUITE 510 DENVER, CO 80202	N/A	PUBLIC CHARITY	OPERATING SUPPORT	7,500.
DENVER HEALTH FOUNDATION 655 BROADWAY, SUITE 750 DENVER, CO 80203	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - WOMEN'S HEALTH SERVICES	1,000.
DONOR ALLIANCE, INC. 720 SOUTH COLORADO BOULEVARD, #800-N DENVER, CO 80246	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
ETOWN P.O. BOX 954 BOULDER, CO 80306	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
FREEDOM SERVICE DOGS 2000 W. UNION AVENUE ENGLEWOOD, CO 80110	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
FRESC 140 SHERIDAN BOULEVARD DENVER, CO 80226	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GLOBAL DOWN SYNDROME FOUNDATION 3300 EAST FIRST AVENUE, SUITE 390 DENVER, CO 80206	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
GLOBAL EDUCATION FUND P.O. BOX 548 BOULDER, CO 80306	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
GREAT EDUCATION COLORADO FUND 1000 EAST 16TH AVENUE, SUITE 18 DENVER, CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
HISPANIC AFFAIRS PROJECT 300 N. CASCADE AVENUE, SUITE C-4 MONTROSE, CO 81401	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
I HAVE A DREAM FOUNDATION 3012 STERLING CIRCLE, SUITE 200 BOULDER, CO 80301	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - BROADWAY SCHOLARSHIP FUND	3,500.
IMMIGRANT LEGAL CENTER OF BOULDER COUNTY 948 NORTH STREET, SUITE 8 BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	4,000.
KGNU COMMUNITY RADIO 4700 WALNUT STREET BOULDER, CO 80301	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
NARAL PRO-CHOICE COLORADO FOUNDATION 1905 SHERMAN STREET, SUITE 800 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT; PROGRAM SUPPORT - EVENT SUPPORT	5,750.
NEW ERA COLORADO FOUNDATION P.O. BOX 4274 BOULDER, CO 80306	N/A	PUBLIC CHARITY	OPERATING SUPPORT	7,500.
ONE COLORADO EDUCATION FUND 1490 LAFAYETTE STREET, SUITE 304 DENVER, CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OUR CENTER 303 ATWOOD STREET LONGMONT, CO 80501	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
OUT BOULDER P.O. BOX 1018 BOULDER, CO 80306	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
PEACEJAM FOUNDATION 11200 RALSTON ROAD ARVADA, CO 80004	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E. 38TH AVENUE DENVER, CO 80207	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - LONGMONT HEALTH CENTER	5,000.
PROGRESSNOW EDUCATION COLORADO 1714 HUMBOLDT STREET DENVER, CO 80218	N/A	PUBLIC CHARITY	OPERATING SUPPORT; PROGRAM SUPPORT - STRONG COLORADO	31,500.
PROJECT YES P.O. BOX 93 LAFAYETTE, CO 80026	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
RIGHTS FOR ALL PEOPLE / DERECHOS PARA TODOS 1400 DAYTON STREET AURORA, CO 80010	N/A	PUBLIC CHARITY	OPERATING SUPPORT; PROGRAM SUPPORT - RISE COLORADO	8,500.
ROCKY MOUNTAIN PBS 1089 BANNOCK STREET DENVER, CO 80204	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - ROCKY MOUNTAIN INVESTIGATIVE NEWS NETWORK (I-NEWS)	15,000.
SAFEHOUSE PROGRESSIVE ALLIANCE FOR NONVIOLENCE 835 NORTH STREET BOULDER, CO 80304	N/A	PUBLIC CHARITY	OPERATING SUPPORT	4,000.
THE BELL POLICY CENTER 1905 SHERMAN STREET, SUITE 900 DENVER, CO 80203	N/A	PUBLIC CHARITY	OPERATING SUPPORT	90,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE COLORADO INDEPENDENT 8273 EAST 29TH PLACE DENVER, CO 80238	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
THE COMMUNITY FOUNDATION SERVING BOULDER COUNTY 1123 SPRUCE STREET BOULDER, CO 80302	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - COMMUNITY PARTNER PROGRAM, SHOEMAKER FUND	13,000.
THE FUTURO MEDIA GROUP 361 WEST 125TH STREET, 6TH FLOOR NEW YORK, NY 10027	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
THE GREENWAY FOUNDATION 1855 S. PEARL STREET, SUITE 40 DENVER, CO 80210	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
THE GROWHAUS 4751 YORK STREET DENVER, CO 80216	N/A	PUBLIC CHARITY	OPERATING SUPPORT	500.
THE LATINO TASK FORCE OF BOULDER COUNTY 2090 HERON COURT LONGMONT, CO 80503	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - BOULDER COUNTY LATINO HISTORY PROJECT	1,000.
THORNE NATURE EXPERIENCE 1466 63RD STREET BOULDER, CO 80303	N/A	PUBLIC CHARITY	OPERATING SUPPORT; PROGRAM SUPPORT - OAK THORNE VISION FUND	4,000.
TOGETHER COLORADO 1980 DAHLIA STREET DENVER, CO 80220	N/A	PUBLIC CHARITY	OPERATING SUPPORT	7,500.
UNIVERSITY OF COLORADO FOUNDATION 914 BROADWAY, 95 UCB BOULDER, CO 80309	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - CENTER FOR BIOETHICS & HUMANITIES, 1,000 MORE SCHOLARSHIP, ARTS & SCIENCES SCHOLARSHIP,	62,000.
UNIVERSITY OF WYOMING 1000 E. UNIVERSITY AVENUE, DEPT. 3035 LARAMIE, WY 82071	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - ROBERT GOLTEN FELLOWSHIP AT THE COLLEGE OF LAW	14,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VETERANS TO FARMERS 150 S. MARION PKWY DENVER, CO 80209	N/A	PUBLIC CHARITY	OPERATING SUPPORT	500.
WESTERN RESOURCE ADVOCATES 2260 BASELINE ROAD, SUITE 200 BOULDER, CO 80302	N/A	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
WEVOL, INC. P.O. BOX 17593 BOULDER, CO 80308	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
WOMEN DONORS NETWORK 565 COMMERCIAL STREET, SUITE 300 SAN FRANCISCO, CA 94111	N/A	PUBLIC CHARITY	OPERATING SUPPORT	15,000.
WOMEN'S BEAN PROJECT 3201 CURTIS STREET DENVER, CO 80205	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
WOMEN'S FOUNDATION OF COLORADO 1901 EAST ASBURY AVENUE DENVER, CO 80208	N/A	PUBLIC CHARITY	PROGRAM SUPPORT - PEP CLUB	1,000.
WOMEN'S WILDERNESS INSTITUTE 4730 TABLE MESA DRIVE, SUITE K100 BOULDER, CO 80305	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
YMCA OF BOULDER VALLEY 2800 DAGNY WAY LAFAYETTE, CO 80026	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
Total from continuation sheets				

Part XV Supplementary Information**3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

NAME OF RECIPIENT - UNIVERSITY OF COLORADO FOUNDATION

PROGRAM SUPPORT - CENTER FOR BIOETHICS & HUMANITIES, 1,000 MORE

SCHOLARSHIP, ARTS & SCIENCES SCHOLARSHIP, CONFERENCE ON WORLD AFFAIRS,

CIMB/BIOFRONTIERS, CENTER FOR WOMEN'S HEALTH RESEARCH, CMCI, CU

INDEPENDENT, REACH YOUR PEAK SCHOLARSHIP, SCHOOL OF PUBLIC AFFAIRS, LAW

SCHOOL, PRE-COLLEGIATE DEVELOPMENT PROGRAM, BA-BS/MD PROGRAM, HEALTH

NEWS CO, PUBLIC ACHIEVEMENT, JIM CARRIGAN MEMORIAL FUND, GUARDIAN

SCHOLARS

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIRST WESTERN TRUST BANK	53.	53.	
TOTAL TO PART I, LINE 3	53.	53.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BNY MELLON, N.A.	28,837.	0.	28,837.	28,837.	
BNY MELLON, N.A.	193,388.	33,840.	159,548.	159,548.	
INTERPUBLIC GROUP	41.	0.	41.	41.	
TO PART I, LINE 4	222,266.	33,840.	188,426.	188,426.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,440.	444.		3,552.
TO FORM 990-PF, PG 1, LN 16B	4,440.	444.		3,552.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	40,847.	40,847.		0.
CONSULTING	860.	86.		688.
TO FORM 990-PF, PG 1, LN 16C	41,707.	40,933.		688.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	616.	616.			0.
2013 FORM 990-PF BALANCE DUE	9,663.	0.			0.
2014 FORM 990-PF TAX DEPOSITS	15,880.	0.			0.
TO FORM 990-PF, PG 1, LN 18	26,159.	616.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES AND SUBSCRIPTIONS	2,164.	216.			1,731.
WORKMEN'S COMPENSATION INSURANCE	801.	80.			641.
OFFICE EXPENSE	895.	90.			716.
POSTAGE AND SHIPPING	181.	18.			145.
PROFESSIONAL DEVELOPMENT	5.	1.			4.
PARKING	1,185.	119.			948.
INTERNET AND WEBSITE	240.	24.			192.
TO FORM 990-PF, PG 1, LN 23	5,471.	548.			4,377.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
2,375 SHS ISHARES MSCI EAFE INDEX FUND	144,495.	144,495.		
1,250 SHS ECOLAB INC	130,650.	130,650.		
2,050 SHS NIKE INC	197,108.	197,108.		
1,150 SHS O'REILLY AUTOMOTIVE INC	221,513.	221,513.		
2,000 SHS ESTEE LAUDER COMPANIES INC	152,400.	152,400.		
1,525 SHS SCHLUMBERGER LTD	130,250.	130,250.		
3,150 SHS WELLS FARGO & COMPANY	172,683.	172,683.		
3,300 SHS ABBOTT LABORATORIES	148,566.	148,566.		
1,400 SHS ISHARES RUSSELL 2000 VALUE FUND	142,352.	142,352.		
1,750 SHS T ROWE PRICE GROUP INC	150,255.	150,255.		

2,550 SHS ISHARES MSCI EMERGING MKTS IDX FUND	100,190.	100,190.
2,750 SHS NOVO NORDISK ADR	116,380.	116,380.
1,700 SHS APPLE INC	187,646.	187,646.
1,575 SHS ACCENTURE PLC	140,663.	140,663.
4,000 SHS AMPHENOL CORP	215,240.	215,240.
1,200 SHS WISDOMTREE EQUITY INCOME FUND	73,896.	73,896.
3,375 SHS JPMORGAN CHASE & CO	211,207.	211,207.
2,050 SHS UNION PACIFIC CORP	244,217.	244,217.
1,000 SHS CHEVRON CORPORATION	112,180.	112,180.
600 SHS COSTCO WHOLESALE CORP	85,050.	85,050.
2,000 SHS HONEYWELL INTL INC	199,840.	199,840.
1,750 SHS JOHNSON & JOHNSON	182,998.	182,998.
5,000 SHS ORACLE CORP	224,850.	224,850.
3,000 SHS HORMEL FOODS CORP	156,300.	156,300.
8,500 SHS ALERIAN MLP ETF	148,920.	148,920.
1,500 SHS CAPITAL ONE FINANCIAL CORPORATION	123,825.	123,825.
2,750 SHS DISCOVER FINANCIAL SERVICES	180,097.	180,097.
525 SHS GRAINGER W W INC	133,817.	133,817.
2,250 SHS MASTERCARD INC	193,860.	193,860.
1,700 SHS THE TRAVELERS COMPANIES INC	179,945.	179,945.
2,000 SHS CHURCH & DWIGHT INC	157,620.	157,620.
13,546 SHS FIDELITY ADVISOR REAL ESTATE INC FUND	157,672.	157,672.
1,800 SHS THE WALT DISNEY COMPANY	169,542.	169,542.
2,175 SHS FLOWERVE CORPORATION	130,130.	130,130.
1,750 SHS GILEAD SCIENCES INC	164,955.	164,955.
1,000 SHS PERRIGO CO PLC	167,160.	167,160.
425 SHS BLACKROCK INC	151,963.	151,963.
750 SHS CIGNA CORP	77,183.	77,183.
2,000 SHS RYDEX S&P EQUAL WEIGHT ETF	160,100.	160,100.
3,700 SHS BROADVIEW OPPORTUNITY FUND	137,220.	137,220.
1,000 SHS ISHARES S&P SMALLCAP 600 FUND	114,060.	114,060.
1,138 SHS DODGE & COX INTERNATIONAL STOCK FUND	47,925.	47,925.
3,628 SHS OPPENHEIMER DEVELOPING MARKETS FUND	127,210.	127,210.
500 SHS SPDR S&P DIVIDEND ETF	39,400.	39,400.
1,250 SHS NXP SEMICONDUCTORS	95,500.	95,500.
1,000 SHS ANADARKO PETROLEUM CORP	82,500.	82,500.
1,000 SHS F5 NETWORKS INC	130,465.	130,465.
100 SHS GOOGLE INC	53,066.	53,066.
1,200 SHS INTUIT	110,628.	110,628.
500 SHS LOWE'S COMPANIES INC	34,400.	34,400.
1,325 SHS UNITEDHEALTH GROUP INC	133,944.	133,944.
1,450 SHS WABTEC CORP	125,991.	125,991.
1,500 SHS CHECK POINT SOFTWARE TECHNOLOGY	117,855.	117,855.
2,375 SHS FIRST REPUBLIC BANK	123,785.	123,785.
1,200 SHS LENNOX INTL INC	114,084.	114,084.
2,198 SHS HARRIS OAKMARK SELECT FUND	89,648.	89,648.

TOTAL TO FORM 990-PF, PART II, LINE 10B

7,815,399.

7,815,399.

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50,000 CISCO SYSTEMS INC NTS 5.500%	52,751.	52,751.
50,000 AMERICAN EXPRESS CO NTS 6.150%	55,710.	55,710.
50,000 COSTCO WHOLESALE CORP NTS 5.500%	54,715.	54,715.
50,000 CONOCOPHILLIPS NTS 5.200%	55,285.	55,285.
50,000 JOHNSON & JOHNSON NTS 5.150%	56,122.	56,122.
50,000 WYETH NTS 5.450%	54,790.	54,790.
50,000 AMGEN INC NTS 3.450%	51,950.	51,950.
50,000 US BANCORP NTS 3.150%	50,244.	50,244.
50,000 CATERPILLAR FINANCIAL NTS 2.750%	50,573.	50,573.
34,000 AT&T INC NTS 2.500%	34,367.	34,367.
50,000 MORGAN STANLEY NTS 3.450%	50,976.	50,976.
50,000 AMAZON.COM INC NTS 1.200%	49,469.	49,469.
37,629 SHS T ROWE PRICE HIGH YIELD FUND	255,125.	255,125.
20,926 SHS OPPENHEIMER SR FLOATING RATE FUND	169,291.	169,291.
50,000 APPLE INC NTS 2.100%	50,567.	50,567.
50,000 PFIZER INC NTS 3.400%	52,019.	52,019.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,143,954.	1,143,954.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LINDA J. SHOEMAKER 1123 SPRUCE STREET BOULDER, CO 80302-4001	PRESIDENT AND TRUSTEE 20.00	0.	0.	0.
STEPHEN M. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001	CHAIRMAN AND TRUSTEE 2.00	0.	0.	0.
MICHAEL BREWER 1123 SPRUCE STREET BOULDER, CO 80302-4001	EXECUTIVE DIRECTOR 40.00	30,000.	0.	0.
MATTHEW S. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001	TRUSTEE 1.00	0.	0.	0.
EMILY P. BRETT 1123 SPRUCE STREET BOULDER, CO 80302-4001	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		30,000.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 10
 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

LINDA J. SHOEMAKER
STEPHEN M. BRETT

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE BRETT FAMILY FOUNDATION
1123 SPRUCE STREET
BOULDER, CO 80302

E-MAIL: INFO@BRETTFOUNDATION.ORG

TELEPHONE NUMBER

(303) 442-1200

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS NO PRESCRIBED APPLICATION FORM. FIRST-TIME GRANT APPLICANTS SHOULD INITIALLY CONTACT THE FOUNDATION BY LETTER OF INQUIRY AT LEAST TWO MONTHS PRIOR TO THE TARGETED APPLICATION DEADLINE. PLEASE INCLUDE THE FOLLOWING INFORMATION IN THE LETTER OF INQUIRY: 1.) BRIEF DESCRIPTION OF YOUR ORGANIZATION; 2.) PURPOSE OF THE PROGRAM OR PROJECT FOR WHICH YOU ARE SEEKING FUNDING AND THE AMOUNT BEING REQUESTED; 3.) OUTCOMES ANTICIPATED AND PLANS FOR ASSESSING ACHIEVEMENTS; 4.) CURRENT ORGANIZATIONAL OPERATING BUDGET, PLUS A PROJECT BUDGET IF APPLICABLE; AND 5.) COPY OF CURRENT 501(C)(3) DETERMINATION LETTER FROM THE IRS. THE BRETT FAMILY FOUNDATION WILL SEND A LETTER TO REQUEST A FULL PROPOSAL OR DECLINE YOUR LETTER OF INQUIRY. THE FOUNDATION ENCOURAGES THE USE OF THE COLORADO COMMON GRANT APPLICATION FORMAT FOR FULL PROPOSALS. PLEASE SEE OUR WEBSITE FOR ADDITIONAL INFORMATION (WWW.BRETTFOUNDATION.ORG).

ANY SUBMISSION DEADLINES

GRANT CYCLE DEADLINES ARE ACCORDING TO PROGRAM AREA. PLEASE SEE WEBSITE (WWW.BRETTFOUNDATION.ORG).

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE BRETT FAMILY FOUNDATION SUPPORTS CARING COMMUNITIES BY INVESTING IN ORGANIZATIONS THROUGHOUT COLORADO WORKING FOR SOCIAL JUSTICE, AND BOULDER COUNTY NONPROFITS ADDRESSING THE NEEDS OF UNDERSERVED COMMUNITIES, PRIMARILY DISADVANTAGED YOUTH AND THEIR FAMILIES. THE FOUNDATION HAS TWO PRIMARY FUNDING PRIORITIES: 1.) SOCIAL JUSTICE (STATEWIDE): ORGANIZATIONS THROUGHOUT THE STATE OF COLORADO WORKING TO ADDRESS THE ROOT CAUSES OF SOCIAL, ECONOMIC, GENDER AND RACIAL INEQUITIES THROUGH STRATEGIES THAT EMPOWER AFFECTED COMMUNITIES TO ENGAGE IN THE DEMOCRATIC PROCESS AND ADVANCE PROGRESSIVE POLICY SOLUTIONS. 2.) DIRECT SERVICES (BOULDER COUNTY): BOULDER COUNTY NONPROFITS THAT PROVIDE DIRECT SERVICES AND SUPPORT FOR UNDERSERVED POPULATIONS WITH AN EMPHASIS ON PROGRAMS FOR DISADVANTAGED AND HIGH-RISK YOUTH AND THEIR FAMILIES. THE BRETT FAMILY FOUNDATION FUNDS

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 12

RESTRICTIONS AND LIMITATIONS ON AWARDS

GROUPS THAT ARE TAX-EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

Group	Cost Beginning	Cost Acquisitions	Cost Disposals	Cost Ending	Depreciation Prior	Depreciation Additions	Depreciation Reductions	Depreciation Ending
Furniture & Fixtures	47,204.21	0 00	0 00	47,204 21	47,204 21	0 00	0 00	47,204 21
Office Equipment	15,974.34	0 00	0 00	15,974.34	15,974 34	0.00	0 00	15,974 34
Software	1,044.00	0 00	0 00	1,044.00	1,044 00	0 00	0 00	1,044 00
Grand Total	64,222 55	0.00	0 00	64,222.55	64,222 55	0 00	0 00	64,222 55

84-1525821

FYE: 12/31/2014

Asset	d t	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
Group: Furniture & Fixtures												
3		BLACK CONFERENCE CHAIR, C	8/21/01	744.21	0.00	0.00	744.21	0.00	744.21	0.00	200DB	7.0
4		BLACK CONFERENCE CHAIR, C	8/21/01	744.21	0.00	0.00	744.21	0.00	744.21	0.00	200DB	7.0
5		BLACK CONFERENCE CHAIR, C	8/21/01	744.21	0.00	0.00	744.21	0.00	744.21	0.00	200DB	7.0
6		BLACK CONFERENCE CHAIR, C	8/21/01	744.21	0.00	0.00	744.21	0.00	744.21	0.00	200DB	7.0
7		BLACK CONFERENCE CHAIR, C	8/21/01	744.21	0.00	0.00	744.21	0.00	744.21	0.00	200DB	7.0
8		BLACK CONFERENCE CHAIR, C	8/21/01	744.21	0.00	0.00	744.21	0.00	744.21	0.00	200DB	7.0
9		BLACK CONFERENCE CHAIR, C	8/21/01	744.21	0.00	0.00	744.21	0.00	744.21	0.00	200DB	7.0
10		BLACK CONFERENCE CHAIR, C	8/21/01	744.21	0.00	0.00	744.21	0.00	744.21	0.00	200DB	7.0
12		UTILITY CART, NUCRAFT, WOC	8/21/01	647.13	0.00	0.00	647.13	0.00	647.13	0.00	200DB	7.0
13		COLLAPSIBLE MEETING ROOM	8/21/01	776.56	0.00	0.00	776.56	0.00	776.56	0.00	200DB	7.0
14		COLLAPSIBLE MEETING ROOM	8/21/01	776.56	0.00	0.00	776.56	0.00	776.56	0.00	200DB	7.0
15		COLLAPSIBLE MEETING ROOM	8/21/01	776.56	0.00	0.00	776.56	0.00	776.56	0.00	200DB	7.0
16		COLLAPSIBLE MEETING ROOM	8/21/01	776.56	0.00	0.00	776.56	0.00	776.56	0.00	200DB	7.0
17		COLLAPSIBLE MEETING ROOM	8/21/01	776.56	0.00	0.00	776.56	0.00	776.56	0.00	200DB	7.0
18		COLLAPSIBLE MEETING ROOM	8/21/01	776.56	0.00	0.00	776.56	0.00	776.56	0.00	200DB	7.0
19		COLLAPSIBLE MEETING ROOM	8/21/01	776.56	0.00	0.00	776.56	0.00	776.56	0.00	200DB	7.0
20		COLLAPSIBLE MEETING ROOM	8/21/01	776.56	0.00	0.00	776.56	0.00	776.56	0.00	200DB	7.0
21		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
22		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
23		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
24		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
25		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
26		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
27		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
28		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
29		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
30		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
31		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
32		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
33		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
34		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
35		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
36		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
37		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
38		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
39		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
40		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
41		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
42		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
43		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
44		STACKING CHAIR WITH ARMS	8/21/01	227.15	0.00	0.00	227.15	0.00	227.15	0.00	200DB	7.0
45		LECTURN, DARRAN TABLE TOI	8/21/01	842.09	0.00	0.00	842.09	0.00	842.09	0.00	200DB	7.0
46		EASEL, NEVERS AMERICANA, I	8/21/01	540.78	0.00	0.00	540.78	0.00	540.78	0.00	200DB	7.0
47		CONFERENCE TABLE, DARRAN	8/21/01	4,374.92	0.00	0.00	4,374.92	0.00	4,374.92	0.00	200DB	7.0
51		OVAL SIDE TABLE, SMALL DR.	5/22/01	900.00	0.00	0.00	900.00	0.00	900.00	0.00	200DB	7.0
56		UPHOLSTERED SIDE CHAIR - #:	7/03/01	1,200.00	0.00	0.00	1,200.00	0.00	1,200.00	0.00	200DB	7.0
57		UPHOLSTERED SIDE CHAIR - #:	7/03/01	1,200.00	0.00	0.00	1,200.00	0.00	1,200.00	0.00	200DB	7.0
59		RECTANGULAR RUG #1	7/03/01	5,625.00	0.00	0.00	5,625.00	0.00	5,625.00	0.00	200DB	7.0
71		SIGN	9/06/01	6,133.00	0.00	0.00	6,133.00	0.00	6,133.00	0.00	200DB	7.0

Asset ID	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
Group: Furniture & Fixtures (continued)											
76	RECTANGULAR RUG 8' X 10' TA	10/30/02	2,387.75	0.00	716.33	2,387.75	0.00	2,387.75	0.00	200DB	7.0
77	KIDNEY SHAPED ANTIQUE TAI	10/30/02	2,000.00	0.00	600.00	2,000.00	0.00	2,000.00	0.00	200DB	7.0
78	LA-Z-BOY CARR MIDBACK CH.	10/30/02	494.45	0.00	148.33	494.45	0.00	494.45	0.00	200DB	7.0
79	LA-Z-BOY CARR MIDBACK CH.	10/30/02	494.45	0.00	148.33	494.45	0.00	494.45	0.00	200DB	7.0
80	LA-Z-BOY CARR MIDBACK CH.	12/04/02	494.45	0.00	148.33	494.45	0.00	494.45	0.00	200DB	7.0
81	LA-Z-BOY CARR MIDBACK CH.	12/04/02	494.45	0.00	148.33	494.45	0.00	494.45	0.00	200DB	7.0
82	CORIANDER 36" W X 29"H WAL	12/04/02	429.00	0.00	128.70	429.00	0.00	429.00	0.00	200DB	7.0
83	CORIANDER 2-DRAWER WALN	12/04/02	689.00	0.00	206.70	689.00	0.00	689.00	0.00	200DB	7.0
97	DESK	2/25/05	500.00	0.00	0.00	500.00	0.00	500.00	0.00	200DB	7.0
104	BOOKSHELF	3/31/06	139.98	0.00	0.00	139.98	0.00	139.98	0.00	200DB	7.0
Furniture & Fixtures			47,204.21	0.00c	2,245.05	47,204.21	0.00	47,204.21	0.00		
Group: Office Equipment											
2	SHARP AR-405 DIGITAL COPIER	7/12/00	7,695.00	0.00	0.00	7,695.00	0.00	7,695.00	0.00	200DB	5.0
49	DRAPER MOTORIZED SCREEN	9/17/01	1,625.00	0.00	487.50	1,625.00	0.00	1,625.00	0.00	200DB	5.0
61	NETWORK PRINTER BOARD FC	11/15/01	1,745.00	0.00	523.50	1,745.00	0.00	1,745.00	0.00	200DB	5.0
98	SAMSUNG PRINTER	6/10/05	136.98	0.00	0.00	136.98	0.00	136.98	0.00	200DB	5.0
99	APPLE COMPUTER - LAPTOP	6/10/05	1,609.45	0.00	0.00	1,609.45	0.00	1,609.45	0.00	200DB	5.0
102	2 DELL DIMENSION COMPUTEI	6/16/06	600.00	0.00	0.00	600.00	0.00	600.00	0.00	200DB	5.0
105	HP LASERJET P1005	2/07/08	139.75	0.00	69.88	139.75	0.00	139.75	0.00	200DB	5.0
106	DELL VOSTRO 1000 LAPTOP	5/05/08	1,027.79	0.00	513.90	1,027.79	0.00	1,027.79	0.00	200DB	5.0
107	HP PRINTER	12/02/10	246.01	0.00	246.01	246.01	0.00	246.01	0.00	200DB	5.0
108	COPIER	9/29/11	500.00	0.00	500.00	500.00	0.00	500.00	0.00	200DB	5.0
109	DELL COMPUTER - MB	11/09/11	649.36	0.00	649.36	649.36	0.00	649.36	0.00	200DB	5.0
Office Equipment			15,974.34	0.00c	2,990.15	15,974.34	0.00	15,974.34	0.00		
Group: Software											
92	FILE MAKER PRO	7/01/04	339.12	0.00	169.56	339.12	0.00	339.12	0.00	Amort	3.00
100	FILEMAKER FOR INTERN	6/10/05	356.92	0.00	0.00	356.92	0.00	356.92	0.00	Amort	3.00
103	2 FILEMAKER PRO PC UPGRAD	8/02/06	347.96	0.00	0.00	347.96	0.00	347.96	0.00	Amort	3.00
Software			1,044.00	0.00c	169.56	1,044.00	0.00	1,044.00	0.00		
Grand Total			64,222.55	0.00c	5,404.76	64,222.55	0.00	64,222.55	0.00		