Form 990-PF

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 07/01, 2012, and ending 06/30, 2013

Name of foundation
COLORADO STATE BANK FOUNDATION 61A014010

Number and street (or P.O. box number if mail is not delivered to street address)
P.O. BOX 1620

City or town, state, and ZIP code
TULSA, OK 74101-1620

Employer identification number
84-6020256

Telephone number (see instructions)
303- 861-2111

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

Part I

Fair market value of all assets at end of year (from Part II, col. (c), line 16) $ 395,697.

Revenue

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

| 1 | Contributions, gifts, grants, etc., received (attach schedule) | 8,495. | 8,495. | STMT 1 |
| 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 | | | |
| 5a | Gross rents | | | |
| 5b | Net rental income or (loss) | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 3,991. | | |
| 6b | Gross sales price for all assets on line 6a | 36,990. | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 3,991. |
| 8 | Net short-term capital gain | | |
| 9 | Income modifications | | |
| 10a | Gross sales less returns and allowances | | | |
| 10b | Less: Cost of goods sold | | | |
| 11 | Gross profit or (loss) (attach schedule) | 83. | | STMT 2 |
| 12 | Total. Add lines 1 through 11 | 12,569. | 12,486. | |

Operating and Administrative Expenses

Add lines 13 through 23 4,569. 2,811. NONE 1,758.

25 Contributions, gifts, grants paid 18,000. 18,000. 18,000.

26 Total expenses and disbursements. Add lines 24 and 25 22,569. 2,811. NONE 19,758.

27 Subtract line 26 from line 12:
| a | Excess of revenue over expenses and disbursements | -10,000. | | |
| b | Net investment income (if negative, enter -0-) | 9,675. | | |
| c | Adjusted net income (if negative, enter -0-) | | | |

For Paperwork Reduction Act Notice, see instructions.

GB6652 9078 09/26/2013 11:32:30 61A014010
# Form 990-PF (2012) Page 2

## Part II  
**Balance Sheets**

<table>
<thead>
<tr>
<th>Description</th>
<th>Beginning of year</th>
<th>End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td><strong>(a) Book Value</strong></td>
<td><strong>(b) Book Value</strong></td>
</tr>
<tr>
<td>1 Cash - non-interest-bearing</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Savings and temporary cash investments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Accounts receivable</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Less: allowance for doubtful accounts</td>
<td></td>
</tr>
<tr>
<td>4 Pledges receivable</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Less: allowance for doubtful accounts</td>
<td></td>
</tr>
<tr>
<td>5 Grants receivable</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Receivables due from officers, directors, trustees, and other disqualified persons</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>(attach schedule)</td>
<td></td>
</tr>
<tr>
<td>7 Other notes and loans receivable (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Less: allowance for doubtful accounts</td>
<td></td>
</tr>
<tr>
<td>8 Inventories for sale or use</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Prepaid expenses and deferred charges</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Investments - U.S. and state government obligations (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Investments - corporate stock (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Investments - corporate bonds (attach schedule): STMT 6</td>
<td>61,284.</td>
</tr>
<tr>
<td></td>
<td>Investments - land, buildings, and equipment: basis</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Less: accumulated depreciation (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>12 Investments - mortgage loans</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Investments - other (attach schedule): STMT 7</td>
<td>227,817.</td>
<td>320,856.</td>
</tr>
<tr>
<td>14 Land, buildings, and equipment: basis</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Less: accumulated depreciation (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>15 Other assets (describe)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item 1)</td>
<td>295,354.</td>
<td>285,565.</td>
</tr>
<tr>
<td>17 Accounts payable and accrued expenses</td>
<td></td>
<td></td>
</tr>
<tr>
<td>18 Grants payable</td>
<td></td>
<td></td>
</tr>
<tr>
<td>19 Deferred revenue</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 Loans from officers, directors, trustees, and other disqualified persons</td>
<td></td>
<td></td>
</tr>
<tr>
<td>21 Mortgages and other notes payable (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>22 Other liabilities (describe)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>23 Total liabilities (add lines 17 through 22)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>24 Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>25 Unrestricted</td>
<td></td>
<td></td>
</tr>
<tr>
<td>26 Temporarily restricted</td>
<td></td>
<td></td>
</tr>
<tr>
<td>27 Capital stock, trust principal, or current funds</td>
<td>295,354.</td>
<td>285,565.</td>
</tr>
<tr>
<td>28 Paid-in or capital surplus, or land, bldg., and equipment fund</td>
<td></td>
<td></td>
</tr>
<tr>
<td>29 Retained earnings, accumulated income, endowment, or other funds</td>
<td></td>
<td></td>
</tr>
<tr>
<td>30 Total net assets or fund balances (see instructions)</td>
<td>295,354.</td>
<td>285,565.</td>
</tr>
<tr>
<td>31 Total liabilities and net assets/fund balances (see instructions)</td>
<td>295,354.</td>
<td>285,565.</td>
</tr>
</tbody>
</table>

## Part III  
**Analysis of Changes in Net Assets or Fund Balances**

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>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)</td>
<td>295,354.</td>
</tr>
<tr>
<td>2 Enter amount from Part I, line 27a</td>
<td>-10,000.</td>
</tr>
<tr>
<td>3 Other increases not included in line 2 (itemize)</td>
<td>330.</td>
</tr>
<tr>
<td>4 Add lines 1, 2, and 3</td>
<td>285,684.</td>
</tr>
<tr>
<td>5 Decreases not included in line 2 (itemize)</td>
<td>119.</td>
</tr>
<tr>
<td>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</td>
<td>285,565.</td>
</tr>
</tbody>
</table>
### 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.)

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>(b) How acquired</td>
<td>(c) Date acquired</td>
<td>(d) Date sold</td>
<td></td>
</tr>
<tr>
<td></td>
<td>(P) Purchase</td>
<td>(D) Donation</td>
<td>(mo., day, yr.)</td>
</tr>
</tbody>
</table>

1a PUBLICLY TRADED SECURITIES

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) List and describe the kind(s) of property sold</td>
<td>(b) How acquired</td>
<td>(c) Date acquired</td>
<td>(d) Date sold</td>
</tr>
<tr>
<td></td>
<td>(P) Purchase</td>
<td>(D) Donation</td>
<td>(mo., day, yr.)</td>
</tr>
</tbody>
</table>

(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)

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>(a)</td>
<td>(e)</td>
<td>(f)</td>
<td>(h)</td>
</tr>
<tr>
<td>36,990.</td>
<td>32,999.</td>
<td>3,991.</td>
<td></td>
</tr>
</tbody>
</table>

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))

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>(a)</td>
<td>(i)</td>
<td>(j)</td>
<td>(l)</td>
</tr>
<tr>
<td>3,991.</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

2 Capital gain net income or (net capital loss)

2. If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

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

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

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

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

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

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

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) Base period years</td>
<td>(b) Adjusted qualifying distributions</td>
<td>(c) Net value of noncharitable-use assets</td>
<td>(d) Distribution ratio (col. (b) divided by col. (c))</td>
</tr>
<tr>
<td>Calendar year (or tax year beginning in)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2011</td>
<td>21,348.</td>
<td>354,722.</td>
<td>0.060182</td>
</tr>
<tr>
<td>2010</td>
<td>17,633.</td>
<td>363,912.</td>
<td>0.048454</td>
</tr>
<tr>
<td>2009</td>
<td>18,629.</td>
<td>328,140.</td>
<td>0.056771</td>
</tr>
<tr>
<td>2008</td>
<td>7,859.</td>
<td>293,605.</td>
<td>0.026767</td>
</tr>
<tr>
<td>2007</td>
<td>23,355.</td>
<td>418,051.</td>
<td>0.055866</td>
</tr>
</tbody>
</table>

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.
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)  
1b  Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1% of Part I, line 27b. All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).  
1c  Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

2  Tax due on section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3  Add lines 1 and 2.

4  Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.  
5  Tax due.

Credits/Payments:

a  2012 estimated tax payments and 2011 overpayment credited to 2012.  
6a  Exempt foreign organizations - tax withheld at source

b  Tax paid with application for extension of time to file (Form 8888)

6b  Tax paid with application for extension of time to file (Form 8888)

7  Total credits and payments. Add lines 6a through 6d.

8  Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached.

9  Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.

10  Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11  Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded

Part VII-A  Statements Regarding Activities

1a  During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  
1b  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.

1c  Did the foundation file Form 1120-POL for this year?

1d  Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

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.

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.

4a  Did the foundation have unrelated business gross income of $1,000 or more during the year?  
4b  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.

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?

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

8a  Enter the states to which the foundation reports or with which it is registered (see instructions).

8b  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?  
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)?

10  Did any persons become substantial contributors during the tax year?  
   If “Yes,” attach a schedule listing their names and addresses.
Part VII-A  Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)  

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)  

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  

Website address  

The books are in care of  

Located at  

Telephone no.  

ZIP+4  

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

15 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?  

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country  

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

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

1a During the year did the foundation (either directly or indirectly):  

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  

(5) Transfer any income or assets to a disqualified person (or make any portion available for the benefit or use of a disqualified person)?  

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)  

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  

Organizations relying on a current notice regarding disaster assistance check here  

1b  

1c 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?  

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):  

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?  

If "Yes," list the years  

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.)  

If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  

2b  

2c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  

3 Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  

b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)  

3b  

4 Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  

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  

Form 990-PF (2012)
Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

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

5b Organizations relying on a current notice regarding disaster assistance check here

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

   b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

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

6b 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?

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

   MIKE BURNS  
   COLORADO STATE BANK & TRUST, 1600 BROADWAY, DENVER, CO  
   PRESIDENT  
   2  
   -0-  
   -0-  
   -0-

   MARGIE HANSON  
   COLORADO STATE BANK & TRUST, 1600 BROADWAY, DENVER, CO  
   SECRETARY  
   2  
   -0-  
   -0-  
   -0-

   BILL SULLIVAN  
   COLORADO STATE BANK & TRUST, 1600 BROADWAY, DENVER, CO  
   TREASURER  
   2  

   -----------------------------------------------

   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  

   -----------------------------------------------

   Total number of other employees paid over $50,000  

   NONE

Form 990-PF (2012)
### 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."

<table>
<thead>
<tr>
<th>(a) Name and address of each person paid more than $50,000</th>
<th>(b) Type of service</th>
<th>(c) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>PERSON</td>
<td>SERVICE</td>
<td>AMOUNT</td>
</tr>
<tr>
<td>PERSON</td>
<td>SERVICE</td>
<td>AMOUNT</td>
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<tr>
<td>PERSON</td>
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<td>PERSON</td>
<td>SERVICE</td>
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<tr>
<td>PERSON</td>
<td>SERVICE</td>
<td>AMOUNT</td>
</tr>
<tr>
<td>Total number of others receiving over $50,000 for professional services</td>
<td>NONE</td>
<td></td>
</tr>
</tbody>
</table>

### 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.

| 1 | NOT APPLICABLE |
| 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.

| 1 | NOT APPLICABLE |
| 2 |                |
| 3 | NONE           |

All other program-related investments. See instructions.

Total. Add lines 1 through 3.
### Part X  Minimum Investment Return

All domestic foundations must complete this part. Foreign foundations, see instructions.

<table>
<thead>
<tr>
<th></th>
<th>Description</th>
<th>Line Number</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>a. Average monthly fair market value of securities</td>
<td>1a</td>
<td>375,675.</td>
</tr>
<tr>
<td></td>
<td>b. Average of monthly cash balances</td>
<td>1b</td>
<td>8,755.</td>
</tr>
<tr>
<td></td>
<td>c. Fair market value of all other assets (see instructions)</td>
<td>1c</td>
<td></td>
</tr>
<tr>
<td></td>
<td>d. Total (add lines 1a, b, and c)</td>
<td>1d</td>
<td>384,430.</td>
</tr>
<tr>
<td></td>
<td>e. Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)</td>
<td>1e</td>
<td></td>
</tr>
</tbody>
</table>

2. Acquisition indebtedness applicable to line 1 assets

3. Subtract line 2 from line 1d

4. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

5. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4

6. Minimum investment return. Enter 5% of line 5

### 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.)

<table>
<thead>
<tr>
<th></th>
<th>Description</th>
<th>Line Number</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Minimum investment return from Part X, line 6</td>
<td>1</td>
<td>18,933.</td>
</tr>
<tr>
<td>2a</td>
<td>Tax on investment income for 2012 from Part VI, line 5</td>
<td>2a</td>
<td>18,933.</td>
</tr>
<tr>
<td>2b</td>
<td>Income tax for 2012. (This does not include the tax from Part VI.)</td>
<td>2b</td>
<td></td>
</tr>
<tr>
<td>2c</td>
<td>Add lines 2a and 2b</td>
<td>2c</td>
<td>97.</td>
</tr>
<tr>
<td>3</td>
<td>Distributable amount before adjustments. Subtract line 2c from line 1</td>
<td>3</td>
<td>18,836.</td>
</tr>
<tr>
<td>4</td>
<td>Recoveries of amounts treated as qualifying distributions</td>
<td>4</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Add lines 3 and 4</td>
<td>5</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Deduction from distributable amount (see instructions)</td>
<td>6</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td><strong>Distributable amount</strong> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1</td>
<td>7</td>
<td>18,836.</td>
</tr>
</tbody>
</table>

### Part XII  Qualifying Distributions

(see instructions)

<table>
<thead>
<tr>
<th></th>
<th>Description</th>
<th>Line Number</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>a. Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26</td>
<td>1a</td>
<td>19,758.</td>
</tr>
<tr>
<td></td>
<td>b. Program-related investments - total from Part IX-B</td>
<td>1b</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes</td>
<td>2</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Amounts set aside for specific charitable projects that satisfy the:</td>
<td>3</td>
<td></td>
</tr>
<tr>
<td></td>
<td>a. Suitability test (prior IRS approval required)</td>
<td>3a</td>
<td></td>
</tr>
<tr>
<td></td>
<td>b. Cash distribution test (attach the required schedule)</td>
<td>3b</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4</td>
<td>4</td>
<td>19,758.</td>
</tr>
<tr>
<td>5</td>
<td>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)</td>
<td>5</td>
<td>97.</td>
</tr>
<tr>
<td>6</td>
<td><strong>Adjusted qualifying distributions</strong>. Subtract line 5 from line 4.</td>
<td>6</td>
<td>19,661.</td>
</tr>
</tbody>
</table>

**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)

<table>
<thead>
<tr>
<th></th>
<th>(a) Corpus</th>
<th>(b) Years prior to 2011</th>
<th>(c) 2011</th>
<th>(d) 2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Distributable amount for 2012 from Part XI, line 7</td>
<td></td>
<td></td>
<td>18,836.</td>
</tr>
<tr>
<td>2</td>
<td>Undistributed income, if any, as of the end of 2012:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Enter amount for 2011 only</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>b</td>
<td>Total for prior years: 20</td>
<td>10</td>
<td>20</td>
<td>20</td>
</tr>
<tr>
<td>3</td>
<td>Excess distributions carryover, if any, to 2012:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>From 2007</td>
<td></td>
<td></td>
<td>1,355.</td>
</tr>
<tr>
<td>b</td>
<td>From 2008</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>c</td>
<td>From 2009</td>
<td></td>
<td></td>
<td>2,320.</td>
</tr>
<tr>
<td>d</td>
<td>From 2010</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>e</td>
<td>From 2011</td>
<td></td>
<td></td>
<td>3,702.</td>
</tr>
<tr>
<td>f</td>
<td>Total of lines 3a through e</td>
<td></td>
<td></td>
<td>7,377.</td>
</tr>
<tr>
<td>4</td>
<td>Qualifying distributions for 2012 from Part XII, line 4:</td>
<td></td>
<td></td>
<td>19,758.</td>
</tr>
<tr>
<td>a</td>
<td>Applied to 2011, but not more than line 2a</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>b</td>
<td>Applied to undistributed income of prior years (Election required - see instructions)</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>c</td>
<td>Treated as distributions out of corpus (Election required - see instructions)</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>d</td>
<td>Applied to 2012 distributable amount</td>
<td></td>
<td></td>
<td>18,836.</td>
</tr>
<tr>
<td>e</td>
<td>Remaining amount distributed out of corpus</td>
<td></td>
<td></td>
<td>922.</td>
</tr>
<tr>
<td>5</td>
<td>Excess distributions carryover applied to 2012</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>(If an amount appears in column (d), the same amount must be shown in column (a).)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Enter the net total of each column as indicated below:</td>
<td></td>
<td></td>
<td>8,299.</td>
</tr>
<tr>
<td>a</td>
<td>Corpus. Add lines 3f, 4c, and 4e. Subtract line 5</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>b</td>
<td>Prior years’ undistributed income. Subtract line 4b from line 2b</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>c</td>
<td>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</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>d</td>
<td>Subtract line 6c from line 6b. Taxable amount - see instructions</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>e</td>
<td>Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>f</td>
<td>Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>7</td>
<td>Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>8</td>
<td>Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)</td>
<td></td>
<td></td>
<td>1,355.</td>
</tr>
<tr>
<td>9</td>
<td>Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a</td>
<td></td>
<td></td>
<td>6,944.</td>
</tr>
<tr>
<td>10</td>
<td>Analysis of line 9:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Excess from 2008</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>b</td>
<td>Excess from 2009</td>
<td></td>
<td></td>
<td>2,320.</td>
</tr>
<tr>
<td>c</td>
<td>Excess from 2010</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>d</td>
<td>Excess from 2011</td>
<td></td>
<td></td>
<td>3,702.</td>
</tr>
<tr>
<td>e</td>
<td>Excess from 2012</td>
<td></td>
<td></td>
<td>922.</td>
</tr>
</tbody>
</table>
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**Private Operating Foundations** (see instructions and Part VII-A, question 9)

1. 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.

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

3a. Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

3b. 85% of line 2a.

3c. Qualifying distributions from Part XII, line 4 for each year listed.

3d. Amounts included in line 2c not used directly for active conduct of exempt activities.

3e. Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2e from line 2c.

3f. Complete 3a, b, or c for the alternative test relied upon:

   a. “Assets” alternative test - enter:

      1. Value of all assets.


   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, 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. 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).)

   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.

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

   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

<table>
<thead>
<tr>
<th>Recipient</th>
<th>Name and address (home or business)</th>
<th>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</th>
<th>Foundation status of recipient</th>
<th>Purpose of grant or contribution</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>a  Paid during the year</td>
<td>SEE STATEMENT 19</td>
<td></td>
<td></td>
<td></td>
<td>18,000.</td>
</tr>
</tbody>
</table>

**Total** 3a 18,000.

| b  Approved for future payment | | | | | |

**Total** 3b |
### Part XVI-A  Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

<table>
<thead>
<tr>
<th>Line</th>
<th>Description</th>
<th>Business code</th>
<th>Amount</th>
<th>Exclusion code</th>
<th>Amount</th>
<th>Related or exempt function income (See instructions)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 a</td>
<td>Program service revenue:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1 b</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1 c</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1 d</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1 e</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1 f</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1 g</td>
<td>Fees and contracts from government agencies</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Membership dues and assessments</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Interest on savings and temporary cash investments</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Dividends and interest from securities</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 a</td>
<td>Net rental income or (loss) from real estate:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 b</td>
<td>Debt-financed property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 c</td>
<td>Not debt-financed property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Net rental income or (loss) from personal property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Other investment income</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Gain or (loss) from sales of assets other than inventory</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Net income or (loss) from special events</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10</td>
<td>Gross profit or (loss) from sales of inventory</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 a</td>
<td>Other revenue:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 b</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 c</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 d</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 e</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>Subtotal. Add columns (b), (d), and (e)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>12,569.</td>
</tr>
<tr>
<td>13</td>
<td>Total. Add line 12, columns (b), (d), and (e)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>12,569.</td>
</tr>
</tbody>
</table>

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

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
### Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

#### Part XVII

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:
     - **(1)** Cash
     - **(2)** Other assets

   **b** Other transactions:
     - **(1)** Sales of assets to a noncharitable exempt organization
     - **(2)** Purchases of assets from a noncharitable exempt organization
     - **(3)** Rental of facilities, equipment, or other assets
     - **(4)** Reimbursement arrangements
     - **(5)** Loans or loan guarantees
     - **(6)** Performance of services or membership or fundraising solicitations
     - **(7)** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

   **c** 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.

<table>
<thead>
<tr>
<th>[a] Line no.</th>
<th>(b) Amount involved</th>
<th>(c) Name of noncharitable exempt organization</th>
<th>(d) Description of transfers, transactions, and sharing arrangements</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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.

<table>
<thead>
<tr>
<th>(a) Name of organization</th>
<th>(b) Type of organization</th>
<th>(c) Description of relationship</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

### 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: _______________ Title: _______________

OFFICER

### Paid Preparer Use Only

<table>
<thead>
<tr>
<th>Print/Type preparer's name</th>
<th>Preparer's signature</th>
<th>Date</th>
<th>Check __ if self-employed</th>
<th>PTIN</th>
<th>Firm's EIN</th>
<th>Firm’s name: BOKF, N.A.</th>
<th>Firm’s address: P.O. BOX 1620, TULSA, OK</th>
<th>Phone no.: 918-619-1544</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>73-0780382</td>
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</table>

Form 990-PF (2012)
### FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>REVENUE AND EXPENSES PER BOOKS</th>
<th>NET INVESTMENT INCOME</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFA EMERGING MARKETS PORTFOLIO</td>
<td>113.</td>
<td>113.</td>
</tr>
<tr>
<td>INVESCO STIC PRIME-INSTL FD#1919</td>
<td>7.</td>
<td>7.</td>
</tr>
<tr>
<td>VANGUARD DEVELOPED MKTS INT’L INDEX</td>
<td>1,646.</td>
<td>1,646.</td>
</tr>
<tr>
<td>VANGUARD TOT BD MKT INX-SIG FD#1351</td>
<td>1,027.</td>
<td>1,027.</td>
</tr>
<tr>
<td>VANGUARD EMRG MKT INDX-SIG FD#1354</td>
<td>380.</td>
<td>380.</td>
</tr>
<tr>
<td>VANGUARD MID CAP INDX-INST FD#0864</td>
<td>873.</td>
<td>873.</td>
</tr>
<tr>
<td>VANGUARD SM CAP INDX-INST FD#0857</td>
<td>454.</td>
<td>454.</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>8,495.</strong></td>
<td><strong>8,495.</strong></td>
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</tbody>
</table>
**FORM 990PF, PART I - OTHER INCOME**

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>REVENUE AND EXPENSES PER BOOKS</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>TOTALS</td>
</tr>
<tr>
<td></td>
<td>83.</td>
</tr>
</tbody>
</table>
## FORM 990PF, PART I - ACCOUNTING FEES

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>REVENUE AND EXPENSES PER BOOKS</th>
<th>NET INVESTMENT INCOME</th>
<th>ADJUSTED NET INCOME</th>
<th>CHARITABLE PURPOSES</th>
</tr>
</thead>
<tbody>
<tr>
<td>TAX PREPARATION FEE (NON-ALLOC)</td>
<td>850.</td>
<td></td>
<td></td>
<td>850.</td>
</tr>
<tr>
<td>TOTALS</td>
<td>850.</td>
<td>NONE</td>
<td>NONE</td>
<td>850.</td>
</tr>
<tr>
<td>DESCRIPTION</td>
<td>REVENUE AND EXPENSES PER BOOKS</td>
<td>NET INVESTMENT INCOME</td>
<td>CHARITABLE PURPOSES</td>
<td></td>
</tr>
<tr>
<td>-----------------------------------------</td>
<td>---------------------------------</td>
<td>-----------------------</td>
<td>---------------------</td>
<td></td>
</tr>
<tr>
<td>CUSTODIAN &amp; MANAGEMENT FEES (A)</td>
<td>3,632.</td>
<td>2,724.</td>
<td>908.</td>
<td></td>
</tr>
<tr>
<td>TOTALS</td>
<td>3,632.</td>
<td>2,724.</td>
<td>908.</td>
<td></td>
</tr>
</tbody>
</table>
### Form 990PF, Part I - Taxes

<table>
<thead>
<tr>
<th>Description</th>
<th>Revenue and Expenses Per Books</th>
<th>Net Investment Income</th>
</tr>
</thead>
<tbody>
<tr>
<td>Foreign Taxes on Qualified For</td>
<td>63.</td>
<td>63.</td>
</tr>
<tr>
<td>Foreign Taxes on Nonqualified</td>
<td>24.</td>
<td>24.</td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td><strong>87.</strong></td>
<td><strong>87.</strong></td>
</tr>
</tbody>
</table>

---

**TOTALS:**

87.

**Net Investment Income:**

87.
## FORM 990PF, PART II - CORPORATE BONDS

### DESCRIPTION

<table>
<thead>
<tr>
<th>Description</th>
<th>BEGINNING BOOK VALUE</th>
<th>ENDING BOOK VALUE</th>
<th>ENDING FMV</th>
</tr>
</thead>
<tbody>
<tr>
<td>VANGUARD S/T BD INDX-SIG</td>
<td>25,041.</td>
<td>26,654.</td>
<td>26,598.</td>
</tr>
<tr>
<td>VANGUARD TOT BD MKT INX-SIG FD</td>
<td>36,243.</td>
<td>38,752.</td>
<td>39,487.</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td><strong>61,284.</strong></td>
<td><strong>65,406.</strong></td>
<td><strong>66,085.</strong></td>
</tr>
</tbody>
</table>

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## FORM 990PF, PART II - OTHER INVESTMENTS

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>COST/ PMV</th>
<th>BEGINNING BOOK VALUE</th>
<th>ENDING BOOK VALUE</th>
<th>ENDING FMV</th>
</tr>
</thead>
<tbody>
<tr>
<td>C OR F</td>
<td>C</td>
<td>33,648.</td>
<td>32,289.</td>
<td>46,434.</td>
</tr>
<tr>
<td>VG50053001289</td>
<td>C</td>
<td>119,429.</td>
<td>110,994.</td>
<td>168,738.</td>
</tr>
<tr>
<td>VANGUARD MID CAP INDX-INSTL</td>
<td>C</td>
<td>41,624.</td>
<td>38,191.</td>
<td>65,503.</td>
</tr>
<tr>
<td>VANGUARD EMRG MKT INDX</td>
<td>C</td>
<td>16,275.</td>
<td>14,955.</td>
<td>13,831.</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td></td>
<td><strong>227,817.</strong></td>
<td><strong>211,403.</strong></td>
<td><strong>320,856.</strong></td>
</tr>
</tbody>
</table>

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GB6652 9078 09/26/2013 11:32:30  61A014010  STATEMENT 7
<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>7/1/12 INCOME TAXABLE ON 2011 RETURN</td>
<td>105.</td>
</tr>
<tr>
<td>DEPOSIT BACK TO ACCOUNT</td>
<td>200.</td>
</tr>
<tr>
<td>ROUNDBING</td>
<td>25.</td>
</tr>
<tr>
<td>TOTAL</td>
<td>330.</td>
</tr>
</tbody>
</table>
FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

===========================================

NAME: BOKF NA dba COLORADO STATE BANK AND TRUST

ADDRESS: 1600 BROADWAY TRUST DEPT
DENVER, CO  80202-4999

TELEPHONE NUMBER: (303) 864-7221
RECIPIENT NAME:  
  MARGIE HANSON

ADDRESS:
  COLORADO STATE BANK AND TRUST, 1600 BROADWAY
  DENVER, CO  80202

RECIPIENT’S PHONE NUMBER: 303-863-4478

FORM, INFORMATION AND MATERIALS:
  WRITTEN REQUESTS ACCEPTED. THERE IS NO FORMAL APPLICATION FORM.

SUBMISSION DEADLINES:
  TRUSTEES MEET QUARTERLY. APPLICATION DUE DATES DATES ARE 1/1, 4/1, 7/1, & 10/1.

RESTRICTIONS OR LIMITATIONS ON AWARDS:
  DETAIL GUIDELINES ON WEBSITE. DISTRIBUTIONS SHALL BE MADE ONLY TO ORGANIZATIONS WHOSE PURPOSE IS TO ENRICH THE LIVES OF COLORADO RESIDENTS IN THE CSBT BANKING AREA.
RECIPIENT NAME:  
  YOUNG PHILANTHROPISTS FOUNDATION  
ADDRESS:  
  1407 LARIMER ST STE 200  
      DENVER, CO 80202  
RELATIONSHIP:  
  NOT APPLICABLE  
PURPOSE OF GRANT:  
  GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
  PUBLIC  
AMOUNT OF GRANT PAID ............................................ 500.

RECIPIENT NAME:  
  THE ACTION CENTER  
      JEFFCO ACTION CENTER  
ADDRESS:  
  8755 W 14TH AVE  
      LAKEWOOD, CO 80215  
RELATIONSHIP:  
  NOT APPLICABLE  
PURPOSE OF GRANT:  
  GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
  PUBLIC  
AMOUNT OF GRANT PAID ............................................ 500.

RECIPIENT NAME:  
  SILVER KEY SENIOR SERVICES  
ADDRESS:  
  2250 BOTT AVE  
      COLORADO SPRINGS, CO 80904  
RELATIONSHIP:  
  NOT APPLICABLE  
PURPOSE OF GRANT:  
  GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
  PUBLIC  
AMOUNT OF GRANT PAID ............................................ 500.
RECIPIENT NAME:
   EDUCATION FOUNDATION FOR THE
   COLORADO NATIONAL GUARD
ADDRESS:
   PO BOX 440889
   AURORA, CO 80044
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   TUITION ASSISTANCE
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ............................................ 500.

RECIPIENT NAME:
   INNOVAGE FOUNDATION
ADDRESS:
   8950 E LOWRY BLVD
   DENVER, CO 80230
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   IN HOME CARE
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ............................................ 500.

RECIPIENT NAME:
   SENIOR ASSISTANCE CENTER
   ASSOC FOR SENIOR CITIZENS
ADDRESS:
   2839 W 44TH AVENUE
   DENVER, CO 80211-1428
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ............................................ 1,000.
RECIPIENT NAME:
   GIRLS INCORPORATED OF METRO DENVER
ADDRESS:
   1499 JULIAN ST
   DENVER, CO 80204
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ............................................ 1,000.

RECIPIENT NAME:
   ADAM’S CAMP
ADDRESS:
   6767 S SPRUCE ST
   CENTENNIAL, CO 80112
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ............................................ 300.

RECIPIENT NAME:
   NATIONAL MULTIPLE SCLEROSIS SOCIETY
ADDRESS:
   900 S BROADWAY
   DENVER, CO 80209
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ............................................ 200.
RECIPIENT NAME:
   FLORENCE CRITTENTON SERVICES OF COLO
drado
ADDRESS:
   55 S ZUNI ST
   DENVER, CO 80223
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ........................................... 1,000.

RECIPIENT NAME:
   EMERGENCY FAMILY ASSISTANCE ASSOC
ADDRESS:
   1575 YARMOUTH AVE
   BOULDER, CO 80304
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ........................................... 500.

RECIPIENT NAME:
   METROPOLITAN STATE UNIVERSITY OF D
er Foundation Inc
ADDRESS:
   890 AURARIA PARKWAY, SUITE 410
   DENVER, CO 80204
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   PROFESSIONAL DEVELOPMENT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ........................................... 1,500.
RECIPIENT NAME:
COMMUNITY MINISTRY OF
SOUTHWEST DENVER
ADDRESS:
1755 S ZUNI ST
DENVER, CO 80223
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
FOOD BANK & GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID ............................................ 500.

RECIPIENT NAME:
MILE HIGH MONTESSORI EARLY
LEARNING CENTERS
ADDRESS:
1780 MARION ST
DENVER, CO 80218
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID ............................................ 1,000.

RECIPIENT NAME:
ARAPAHOE HOUSE INC
ADDRESS:
8801 LIPAN ST
THORNTON, CO 80260
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID ............................................ 500.
RECIPIENT NAME:
   BROADWAY ASSISTANCE CENTER
ADDRESS:
   1212 MARIPOSA ST
   DENVER, CO 80204
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ............................................ 1,500.

RECIPIENT NAME:
   FOOD BANK OF THE ROCKIES
ADDRESS:
   10975 E 47TH AVE
   Denver, CO 80239
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   GENERAL PUBLIC SUPPORT
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ............................................ 250.

RECIPIENT NAME:
   SPECIAL TRANSIT
   AKA VIA MOBILITY SERVICES
ADDRESS:
   2855 63RD ST
   BOULDER, CO 80301
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   MEDICAL TRANSPORTATION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ............................................ 500.
RECIPIENT NAME: SENIOR SUPPORT SERVICES
ADDRESS: 846 E 18TH AVE
DENVER, CO 80218
RELATIONSHIP: NOT APPLICABLE
PURPOSE OF GRANT: HOMELESSNESS PREVENTION PROGRAM
FOUNDATION STATUS OF RECIPIENT: PUBLIC
AMOUNT OF GRANT PAID ............................................ 750.

RECIPIENT NAME: DENVER URBAN MINISTRIES
ADDRESS: 1717 EAST COLFAX AVE
DENVER, CO 80218
RELATIONSHIP: NOT APPLICABLE
PURPOSE OF GRANT: EMERGENCY RENT ASSISTANCE
FOUNDATION STATUS OF RECIPIENT: PUBLIC
AMOUNT OF GRANT PAID ............................................ 500.

RECIPIENT NAME: GATHERING PLACE A DROP IN CENTER
FOR WOMEN AKA THE GATHERING PLACE
ADDRESS: 1535 HIGH ST
DENVER, CO 80218
RELATIONSHIP: NOT APPLICABLE
PURPOSE OF GRANT: GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT: PUBLIC
AMOUNT OF GRANT PAID ............................................ 500.
RECIPIENT NAME:
   FREEDOM SERVICE DOGS, INC
ADDRESS:
   2000 W UNION AVE
   ENGLEWOOD, CO 80110
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ............................................ 500.

RECIPIENT NAME:
   HEART OF BOARDWALK
   AKA CHARG RESOURCE CENTER
ADDRESS:
   709 E 12TH AV
   DENVER, CO 80203-2610
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   BASIC NEEDS ASSISTANCE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ............................................ 750.

RECIPIENT NAME:
   EMILY GRIFFITH FOUNDATION INC
ADDRESS:
   1250 WELTON ST
   DENVER, CO 80204
RELATIONSHIP:
   NOT APPLICABLE
PURPOSE OF GRANT:
   GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
   PUBLIC
AMOUNT OF GRANT PAID ............................................ 500.
RECIPIENT NAME:
BRIDGE HOUSE
ADDRESS:
PO BOX 626
BOULDER, CO 80306
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID ............................................ 1,000.

RECIPIENT NAME:
COLORADO NONPROFIT DEVELOPMENT CENTER
ADDRESS:
789 SHERMAN ST #250
DENVER, CO 80203
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID ............................................ 1,000.

RECIPIENT NAME:
DENVER SANTA CLAUS SHOP
ADDRESS:
2469 S CHASE LN
LAKEWOOD, CO 80227
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID ............................................ 250.

TOTAL GRANTS PAID: .................................................... 18,000.