

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending

B & E COLLINS FOUNDATION
1642 MONTANE DR E
GOLDEN, CO 80401A Employer identification number
84-1455726B Telephone number (see the instructions)
303-947-1106G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☒ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)
▶ \$ 1,459,440.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

REVENUE

- 1 Contributions, gifts, grants, etc., received (att sch) 224,671.
- 2 Ck ☐ if the foundn is not req to att Sch B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities 50,929. 50,929.
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain/(loss) from sale of assets not on line 10 -93,814.
- b Gross sales price for all assets on line 6a 4,928,524.
- 7 Capital gain net income (from Part IV, line 2) 0.
- 8 Net short-term capital gain 0.
- 9 Income modifications
- 10a Gross sales less returns and allowances
- b Less: Cost of goods sold
- c Gross profit/(loss) (att sch)
- 11 Other income (attach schedule)

12 Total. Add lines 1 through 11 181,786. 50,929. 0.

ADMINISTRATIVE AND OPERATING EXPENSES

- 13 Compensation of officers, directors, trustees, etc. 0.
- 14 Other employee salaries and wages
- 15 Pension plans, employee benefits
- 16a Legal fees (attach schedule)
- b Accounting fees (attach sch)
- c Other prof fees (attach sch) . . SEE . ST . 1 11,062. 9,954. 1,108.
- 17 Interest
- 18 Taxes (attach schedule)(see instrs) . . SEE . STM . 2 246.
- 19 Depreciation (attach sch) and depletion
- 20 Occupancy
- 21 Travel, conferences, and meetings 27,243. 16,346. 10,897.
- 22 Printing and publications
- 23 Other expenses (attach schedule)
- SEE STATEMENT 3 100. 72. 28.

24 Total operating and administrative expenses. Add lines 13 through 23 38,651. 26,372. 12,033.

25 Contributions, gifts, grants paid PART. XV 70,542. 70,542.

26 Total expenses and disbursements. Add lines 24 and 25 109,193. 26,372. 0. 82,575.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements 72,593.

b Net investment income (if negative, enter -0-) 24,557.

c Adjusted net income (if negative, enter -0-) 0.

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	1,924.		
	2 Savings and temporary cash investments	322,715.	7,861.	7,861.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	800.	854.	854.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	1,123,022.	1,512,339.	1,450,725.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	1,448,461.	1,521,054.	1,459,440.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
FUND ASSETS	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here			
	27 Capital stock, trust principal, or current funds			
BALANCES	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,448,461.	1,521,054.	
	30 Total net assets or fund balances (see instructions)	1,448,461.	1,521,054.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,448,461.	1,521,054.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,448,461.
2	Enter amount from Part I, line 27a.	2	72,593.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,521,054.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,521,054.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 4				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-93,814.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	-107,570.

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 (column (b) divided by column (c))
2010	65,611.	1,474,601.	0.044494
2009	70,951.	1,433,339.	0.049501
2008	70,977.	1,617,891.	0.043870
2007	72,488.	1,841,539.	0.039363
2006	55,316.	1,530,894.	0.036133

2 Total of line 1, column (d).	2	0.213361
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	0.042672
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,455,057.
5 Multiply line 4 by line 3.	5	62,090.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	246.
7 Add lines 5 and 6.	7	62,336.
8 Enter qualifying distributions from Part XII, line 4.	8	82,575.

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)

1 a 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 instrs)		1	246.
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, column (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	246.
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	246.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011.	6a	800.	
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	800.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	554.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax. 554. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		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
4 a 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?	N/A	
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, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions). CO		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation.	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 2011 or the taxable year beginning in 2011 (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. SEE STATEMENT 5	X	

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Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions).....	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions).....	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?...	13	X	
Website address..... ▶ N/A				
14	The books are in care of ▶ BOB COLLINS Telephone no. ▶ 303-526-4710			
Located at ▶ 1642 MONTANE DR E GOLDEN CO ZIP + 4 ▶ 80401				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here..... N/A.. ▶ <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year..... ▶ 15		N/A		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?.....	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?..... <input type="checkbox"/> Yes <input checked="" 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)?.....	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here..... ▶ <input type="checkbox"/>		
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 2011?.....	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.).....	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__ .		
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 2011 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 2011.).....	3b	N/A
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 2011?.....	4b	X

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Form 990-PF (2011)

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)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If 'Yes' to 6b, file Form 8870.7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

7b

N/A

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		0.	0.	0.

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

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

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 (see instructions). If none, enter 'NONE.'

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

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

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

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Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,392,156.
b	Average of monthly cash balances	1b	85,059.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,477,215.
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	1,477,215.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	22,158.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,455,057.
6	Minimum investment return. Enter 5% of line 5	6	72,753.

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	72,753.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	246.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	246.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	72,507.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	72,507.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	72,507.

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	82,575.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	82,575.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	246.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	82,329.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7.....				72,507.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only.....			58,559.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006.....				
b From 2007.....				
c From 2008.....				
d From 2009.....				
e From 2010.....				
f Total of lines 3a through e.....	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 82,575.				
a Applied to 2010, but not more than line 2a...			58,559.	
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 2011 distributable amount.....				24,016.
e Remaining amount distributed out of corpus...	0.			
5 Excess distributions carryover applied to 2011..... (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.....	0.			
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 2010. Subtract line 4a from line 2a. Taxable amount — see instructions.....			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012.....				48,491.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).....	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)...	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.....	0.			
10 Analysis of line 9:				
a Excess from 2007....				
b Excess from 2008....				
c Excess from 2009....				
d Excess from 2010....				
e Excess from 2011....				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

ELAINE COLLINS

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 7				
Total				3a 70,542.
b Approved for future payment				
Total				3b

COPY

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

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

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.

Sign Here ▶	Signature of officer or trustee		Date	Title	May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed
	ROBERT G. FOWLER		Signed By Robert G. Fowler			PTIN P00437791
	Firm's name ▶ R.G. FOWLER & COMPANY, P.C.					Firm's EIN ▶ 84-1241825
	Firm's address ▶ 5460 S. QUEBEC STREET, #230 ENGLEWOOD, CO 80111					Phone no. (303) 843-0323

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No. 1545-0047

2011

Name of the organization

B & E COLLINS FOUNDATION

Employer identification number

84-1455726

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

B & E COLLINS FOUNDATION

84-1455726

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE ELAINE COLLINS CLUT; JP MORGAN 500 STANTON CHRISTIANA RD NEWARK, DE 19713	\$ 148,834.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ELAINE COLLINS 1642 MONTANE DRIVE E GOLDEN, CO 80401	\$ 13,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	ROEL FAMILY PARTNERS, LTD. 1642 MONTANE DRIVE E GOLDEN, CO 80401	\$ 16,118.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	ROEL FAMILY PARTNERS, LTD. 1642 MONTANE DRIVE E GOLDEN, CO 80401	\$ 8,964.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	ROEL FAMILY PARTNERS, LTD. 1642 MONTANE DRIVE E GOLDEN, CO 80401	\$ 13,244.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	ROEL FAMILY PARTNERS, LTD. 1642 MONTANE DRIVE E GOLDEN, CO 80401	\$ 9,084.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

COPY

Name of organization

Employer identification number

B & E COLLINS FOUNDATION

84-1455726

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	ROEL FAMILY PARTNERS, LTD. 1642 MONTANE DRIVE E GOLDEN, CO 80401	\$ 9,549.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

COPY

Name of organization

B & E COLLINS FOUNDATION

Employer identification number

84-1455726

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	290 SHS OF COOPER INDUSTRIES PLC		
		\$ 16,118.	11/09/11
4	1,350 SHS OF FLEXTRONICS INTL LTD		
		\$ 8,964.	11/09/11
5	737 SHS OF GOLD FIELDS LTD		
		\$ 13,244.	11/09/11
6	231 SHS OF SWISSCOM AG ADR		
		\$ 9,084.	11/09/11
7	180 SHS OF TARGET CORPORATION		
		\$ 9,549.	11/09/11
		\$	

COPY

Name of organization

B & E COLLINS FOUNDATION

Employer identification number

84-1455726

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry.

For organizations completing Part III, enter total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) \$ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	COPY		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2011

FEDERAL STATEMENTS

PAGE 1

CLIENT 06-AMD04

B & E COLLINS FOUNDATION

84-1455726

5/24/13

10:37AM

STATEMENT 1
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES.....	\$ 8,292.	\$ 8,292.		
PROFESSIONAL FEES.....	2,770.	1,662.		\$ 1,108.
TOTAL	\$ 11,062.	\$ 9,954.	\$ 0.	\$ 1,108.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX.....	\$ 246.			
TOTAL	\$ 246.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

COPY

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS.....	\$ 30.	\$ 30.		
RENTAL EXPENSES.....	70.	42.		\$ 28.
TOTAL	\$ 100.	\$ 72.	\$ 0.	\$ 28.

STATEMENT 4
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	1203 AB SVENSK EXPORT 2022F	PURCHASED	10/06/2010	2/02/2011
2	2020 AB SVENSK EXPORT 2022F	PURCHASED	1/05/2011	2/02/2011
3	1770 BARCLAYS BANK IPATH ETN MID TERM FUTURES	PURCHASED	VARIOUS	VARIOUS
4	482 ETFS GOLD TRUST ETF	PURCHASED	7/08/2010	1/13/2011
5	383 ETFS PHYS PLATINUM ETF	PURCHASED	4/28/2010	1/28/2011
6	1559 GUGGENHEIM EXCH TRD FD	PURCHASED	3/25/2010	1/20/2011
7	3453 GUGGENHEIM EXCH TRD FD CHINA ALL CAP	PURCHASED	VARIOUS	VARIOUS
8	2065 GUGGENHEIM EXCH TRD FD FRONTIER MARKETS	PURCHASED	3/25/2010	1/28/2011
9	26263 HSBC USA INC 2023 ELEMENTS	PURCHASED	VARIOUS	VARIOUS
10	376 ISHARES BARCLAYS ETF BOND FUND	PURCHASED	9/07/2011	10/04/2011
11	200 ISHARES MSCI EMRG MKT FD	PURCHASED	VARIOUS	VARIOUS

CLIENT 06-AMD04

B & E COLLINS FOUNDATION

84-1455726

5/24/13

10:37AM

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
12	827 ISHARES TR BARCLAYS CREDIT BOND FUND	PURCHASED	VARIOUS	VARIOUS
13	916 ISHARES TR BARCLAYS AGGREGATE BOND FUND	PURCHASED	VARIOUS	VARIOUS
14	589 SHARES TR BARCLAYS AGGREGATE BOND FUND	PURCHASED	VARIOUS	VARIOUS
15	442 ISHARES TR GS INVESTOP CORP BOND	PURCHASED	VARIOUS	VARIOUS
16	272 ISHARES TR GS INVESTOP CORP BOND	PURCHASED	VARIOUS	VARIOUS
17	2328 ISHARES TR LEHMAN BD FD	PURCHASED	VARIOUS	VARIOUS
18	285 ISHARES TR MSCI EAFE FD	PURCHASED	1/05/2011	2/02/2011
19	9655 ISHARES TR RUSSELL 1000 GROWTH	PURCHASED	VARIOUS	VARIOUS
20	5169 ISHARES TR RUSSELL 1000 VALUE	PURCHASED	VARIOUS	VARIOUS
21	4545 ISHARES TR RUSSELL 2000	PURCHASED	VARIOUS	VARIOUS
22	1122 ISHARES TRUST BARCLAYS MBS FIXED RATE	PURCHASED	VARIOUS	VARIOUS
23	6966 ISHARES TRUST IBOX HIGH YIELD CORP BOND	PURCHASED	VARIOUS	VARIOUS
24	872 PIMCO EXCH TRADED FUND	PURCHASED	8/03/2011	9/07/2011
25	7600 PIMCO EXCH TRADED FUND MATURITY STRATEGY	PURCHASED	VARIOUS	VARIOUS
26	2113 POWERSHS DB US DOLLAR TR	PURCHASED	8/02/2010	1/28/2011
27	1639 PROSHARES SHORT S&P 500	PURCHASED	VARIOUS	VARIOUS
28	2392 PROSHARES SHORT MSCI EAFE SHORT	PURCHASED	VARIOUS	VARIOUS
29	107 SPDR S&P MIDCAP 400 ETF	PURCHASED	VARIOUS	VARIOUS
30	3657 VANGUARD EMERGING MARKET	PURCHASED	VARIOUS	VARIOUS
31	5934 VANGUARD SMALL CAP	PURCHASED	VARIOUS	VARIOUS
32	2282 WISDOMTREE DREYFUS ETF	PURCHASED	8/02/2010	1/28/2011
33	SHORT TERM CAPITAL GAIN DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS
34	LONG TERM CAPITAL GAINS DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS
35	PASS THROUGH K-1'S - 1256 LOSS	PURCHASED	VARIOUS	VARIOUS
36	PASS THROUGH K-1'S - 1256 LOSS	PURCHASED	VARIOUS	VARIOUS

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ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	11,529.		9,766.	1,763.				\$ 1,763.
2	19,359.		18,469.	890.				890.
3	99,005.		150,491.	-51,486.				-51,486.
4	66,352.		57,467.	8,885.				8,885.
5	68,546.		65,298.	3,248.				3,248.
6	46,843.		42,209.	4,634.				4,634.
7	94,858.		86,900.	7,958.				7,958.
8	46,010.		38,860.	7,150.				7,150.
9	207,335.		229,354.	-22,019.				-22,019.
10	38,147.		38,453.	-306.				-306.
11	9,311.		9,351.	-40.				-40.
12	86,235.		86,847.	-612.				-612.
13	100,797.		96,391.	4,406.				4,406.
14	64,845.		62,039.	2,806.				2,806.
15	50,515.		46,582.	3,933.				3,933.
16	31,288.		29,475.	1,813.				1,813.
17	196,501.		196,377.	124.				124.
18	17,310.		16,536.	774.				774.
19	561,258.		575,607.	-14,349.				-14,349.
20	357,221.		347,981.	9,240.				9,240.
21	332,225.		308,563.	23,662.				23,662.
22	119,903.		120,609.	-706.				-706.
23	611,339.		632,946.	-21,607.				-21,607.

2011

FEDERAL STATEMENTS

PAGE 3

CLIENT 06-AMD04

B & E COLLINS FOUNDATION

84-1455726

5/24/13

10:37AM

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
24	46,614.		47,084.	-470.				\$ -470.
25	767,472.		766,561.	911.				911.
26	47,482.		46,645.	837.				837.
27	68,758.		71,983.	-3,225.				-3,225.
28	117,629.		132,615.	-14,986.				-14,986.
29	17,774.		17,188.	586.				586.
30	170,158.		176,028.	-5,870.				-5,870.
31	398,293.		447,036.	-48,743.				-48,743.
32	50,649.		50,613.	36.				36.
33	1,538.		0.	1,538.				1,538.
34	5,425.		0.	5,425.				5,425.
35	0.		6.	-6.				-6.
36	0.		8.	-8.				-8.
							TOTAL	\$ -93,814.

STATEMENT 5
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
THE ELAINE COLLINS CLUT; JP MORGAN	500 STANTON CHRISTIANA RD NEWARK, DE 19713
ROEL FAMILY PARTNERS, LTD.	1642 MONTANE DRIVE E GOLDEN, CO 80401
ELAINE COLLINS	1642 MONTANE DRIVE E GOLDEN, CO 80401

STATEMENT 6
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ROBERT COLLINS 1642 MONTANE DR E GOLDEN, CO 80401	PRESIDENT 1.00	\$ 0.	\$ 0.	\$ 0.

CLIENT 06-AMD04

B & E COLLINS FOUNDATION

84-1455726

5/24/13

10:37AM

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ELAINE COLLINS 1642 MONTANE DR E GOLDEN, CO 80401	SECRETARY 1.00	\$ 0.	\$ 0.	\$ 0.
BEN SWEENEY 23 DARTMOUTH PL., APT 1 BOSTON, MA 02116	DIRECTOR 1.00	0.	0.	0.
SUSAN SWEENEY 511 WELD COUNTY ROAD 28 LONGMONT, CO 80504	DIRECTOR 1.00	0.	0.	0.
TIMOTHY COLLINS PO BOX 150412 LAKEWOOD, CO 80215	TREASURER 1.00	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

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STATEMENT 7
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CATO INSTITUTE 1000 MASSACHUSETTS AVE NW WASHINGTON, DC 20001		501C3	RESTRICTED GRANT FOR YOUNG LEADERS INTERNSHIP PROGRAM	\$ 5,000.
FOOTHILLS ART CENTER INC 809 15TH ST GOLDEN, CO 80401		509A1	UNRESTRICTED	12,500.
INDEPENDENCE INSTITUTE 13952 DENVER WEST PKY, # 400 GOLDEN, CO 80401		501C3	RESTRICTED GRANT FOR INTERN PROGRAM.	10,000.
REASON FOUNDATION 3415 S SEPULVEDA BLVD, STE 400 LOS ANGELES, CA 90034		509A2	RESTRICTED GRANT FOR INTERNSHIP PROGRAM.	10,000.
ART REACHING KIDS, INC. PO BOX 741197 ARVADA, CO 80006		501C3	RESTRICTED GRANT FOR ART TEACHING PROGRAM.	2,000.

2011

FEDERAL STATEMENTS

PAGE 5

CLIENT 06-AMD04

B & E COLLINS FOUNDATION

84-1455726

5/24/13

10:37AM

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE PRODIGAL SON INITIATIVE, INC 5405 33RD AVE. DENVER, CO 80207		501C3	RESTRICTED GRANT FOR AFTER SCHOOL PROGRAM.	\$ 15,000.
ESCUELA DE GUADALUPE 3401 PECOS ST. DENVER, CO 80211		501C3	RESTRICTED GRANT FOR SMART BOARD.	7,042.
COLORADO CREATIVE GIVING TABLE 797 28TH STREET DENVER, CO 80205		501C3	RESTRICTED PROGRAM START UP	4,000.
PILCHUCK GLASS SCHOOL 430 YALE AVE. N SEATTLE, WA 98109		501C3	RESTRICTED LIGHT TABLE	5,000.
TOTAL				\$ 70,542.

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Schwab One® Account of
B & E COLLINS FOUNDATION

Account Number
7112-3906

Statement Period
December 1-31, 2011

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Investment Detail - Equities

Equities	Quantity	Market Price	Market Value
COOPER INDUSTRIES PLC F SYMBOL: CBE	290.0000	54.1500	15,703.50
FLEXTRONICS INTL LTD F SYMBOL: FLEX	1,350.0000	5.6600	7,641.00
GOLD FIELDS LTD NEW ADRF SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: GFI	737.0000	15.2500	11,239.25

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
NIPPON TELE & TEL ADR F SPONSORED ADR 1 ADR REP 0.5 ORD SYMBOL: NTT	132.0000	25.3300	3,343.56
SWISSCOM AG ADR F SPONSORED ADR 1 ADR REPS 1/10 ORD SYMBOL: SCMWY	231.0000	38.0601	8,791.88
TARGET CORPORATION SYMBOL: TGT	180.0000	51.2200	9,219.60
Total Equities	2,920.0000		55,938.79

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value
AQUILA THREE PEAKS HIGH INCM FD CL Y SYMBOL: ATPYX	9,775.0020	8.9300	87,290.77
FIDELITY FLOATING RATE HIGH INCOME FUND SYMBOL: FFRHX	8,993.0490	9.6400	86,692.99
JPMORGAN STRATEGIC INCM OPPTY SLCT SHR SYMBOL: JSOSX	7,651.0390	11.3300	86,686.27



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Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value
PIMCO TOTAL RETURN FUND ◊ INSTL CL SYMBOL: PTRX	16,664.9920	10.8700	181,148.46
Total Bond Funds	43,084.0820		441,818.49

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Equity Funds	Quantity	Market Price	Market Value
ABSOLUTE STRATEGIES FUND ◊ INSTL SHR SYMBOL: ASFX	12,832.0890	11.0500	141,794.58
ALPS RED ROCKS LISTED ◊ PRIVATE EQTY FD CL I SYMBOL: LPEIX	16,430.3240	4.0500	66,542.81
AMERICAN BEACON INTL ◊ EQTY INST CL SYMBOL: AAEX	9,846.6780	14.0000	137,853.49
ARROW MGD FUTURES TREND ◊ FD CL A SYMBOL: MFTFX	3,369.1740	9.6400	32,478.84
DODGE & COX STOCK FUND ◊ SYMBOL: DODGX	2,512.1770	101.6400	255,337.67
GATEWAY FUND CL Y ◊ SYMBOL: GTEYX	1,664.6700	26.3900	43,930.64
ING GLOBAL REAL ESTATE ◊ CL I SYMBOL: IGLIX	3,880.2090	15.0000	55,203.14

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Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value
JPMORGAN HIGHBRIDGE ◊ DYNAMIC COMMODITIES STRAT SLCT SYMBOL: HDCSX	4,753.1940	17.1300	81,422.21
LKCM SMALL CAP EQUITY ◊ FUND INSTITUTIONAL CLASS SYMBOL: LKSCX	2,194.8470	22.4500	49,274.32
PERKINS MID CAP VALUE FD ◊ CL T SYMBOL: JMCVX	2,433.3280	20.1900	49,128.89
WELLS FARGO ADVTG EMRG ◊ MKT EQ I SYMBOL: EMGNX	1,985.1430	20.1500	40,000.63
Total Equity Funds	61,701.8330		952,967.22
Total Mutual Funds	104,785.9150		1,394,785.71

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