

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

2011

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 07/01, 2011, and ending 06/30, 2012

Name of foundation COLORADO STATE BANK FOUNDATION 61A014010		A Employer identification number 84-6020256
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1620		B Telephone number (see instructions) (303) 861-2111
City or town, state, and ZIP code TULSA, OK 74101-1620		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 360,370.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	7,668.	7,668.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,995.			
	b Gross sales price for all assets on line 6a 20,853.				
	7 Capital gain net income (from Part IV, line 2)		3,995.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	11,663.	11,663.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	850.	NONE	NONE	850.
	c Other professional fees (attach schedule) STMT 3	3,481.	2,611.		870.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	554.	76.		478.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	4,885.	2,687.	NONE	2,198.
	25 Contributions, gifts, grants paid	19,150.			19,150.
26 Total expenses and disbursements. Add lines 24 and 25	24,035.	2,687.	NONE	21,348.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-12,372.				
b Net investment income (if negative, enter -0-)		8,976.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	12,026.	6,253.	6,253.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less: allowance for doubtful accounts	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule) STMT .5	61,967.	61,284.	63,878.
11 Investments - land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) STMT .6	233,902.	227,817.	290,239.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
18 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item f)	307,895.	295,354.	360,370.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	307,895.	295,354.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	307,895.	295,354.		
31 Total liabilities and net assets/fund balances (see instructions)	307,895.	295,354.		

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	307,895.
2 Enter amount from Part I, line 27a	2	-12,372.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	119.
4 Add lines 1, 2, and 3	4	295,642.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	288.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	295,354.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 20,071.		16,858.	3,213.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				3,213.
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 3,995.
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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	17,633.	363,912.	0.048454
2009	18,629.	328,140.	0.056771
2008	7,859.	293,605.	0.026767
2007	23,355.	418,051.	0.055866
2006	19,500.	422,304.	0.046175
2 Total of line 1, column (d)			2 0.234033
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 0.046807
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 354,722.
5 Multiply line 4 by line 3			5 16,603.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 90.
7 Add lines 5 and 6			7 16,693.
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.			8 21,348.

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

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 90. Row 2: Tax under section 511... 2. Row 3: Add lines 1 and 2... 90. Row 4: Subtitle A (income) tax... NONE. Row 5: Tax based on investment income... 90. Row 6: Credits/Payments: 6a 265, 6b NONE, 6c NONE, 6d. Row 7: Total credits and payments... 265. Row 8: Enter any penalty... 8. Row 9: Tax due... 9. Row 10: Overpayment... 175. Row 11: Enter the amount of line 10 to be: Credited to 2012 estimated tax 92. Refunded 83.

Part VII-A Statements Regarding Activities

Table with 11 rows and 3 columns (Yes, No, and an unlabeled column). Row 1a: During the tax year, did the foundation attempt to influence any national, state, or local legislation... X. Row 1b: Did it spend more than \$100 during the year... X. Row 1c: Did the foundation file Form 1120-POL for this year? X. Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? X. Row 3: Has the foundation made any changes, not previously reported to the IRS... X. Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more during the year? X. Row 4b: If "Yes," has it filed a tax return on Form 990-T for this year? X. Row 5: Was there a liquidation, termination, dissolution, or substantial contraction during the year? X. Row 6: Are the requirements of section 508(e) satisfied either: 6 X. Row 7: Did the foundation have at least \$5,000 in assets at any time during the year? 7 X. Row 8a: Enter the states to which the foundation reports or with which it is registered (see instructions) CO. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... X. Row 9: Is the foundation claiming status as a private operating foundation... X. Row 10: Did any persons become substantial contributors during the tax year? 10 X.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) ... 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 www.csbt.com/foundation/ ... 14 The books are in care of COLORADO STATE BANK AND TRUST NA Telephone no. (918) 588-6486 Located at 1600 BROADWAY TRUST DEPT, DENVER, CO ZIP + 4 80202-4999 ... 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ... 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? ...

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 of either 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)? ... 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? ... 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? ... 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? ... c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ... 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ... 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? ... 4a 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 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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		-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
SEE STATEMENT 10		NONE	NONE	NONE

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 11		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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.

	Amount
1 NOT APPLICABLE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	351,423.
b	Average of monthly cash balances	1b	8,701.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	360,124.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	360,124.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,402.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	354,722.
6	Minimum investment return. Enter 5% of line 5	6	17,736.

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	17,736.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	90.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	90.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,646.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	17,646.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	17,646.

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	21,348.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	21,348.
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	90.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,258.

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				17,646.
2 Undistributed income, if any, as of the end of 2011:			NONE	
a Enter amount for 2010 only			NONE	
b Total for prior years: 20 09, 20 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006		NONE		
b From 2007		1,355.		
c From 2008		NONE		
d From 2009		2,320.		
e From 2010		NONE		
f Total of lines 3a through e	3,675.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 21,348.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				17,646.
e Remaining amount distributed out of corpus	3,702.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	7,377.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	7,377.			
10 Analysis of line 9:				
a Excess from 2007	1,355.			
b Excess from 2008	NONE			
c Excess from 2009	2,320.			
d Excess from 2010	NONE			
e Excess from 2011	3,702.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XI, 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 2a					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assess" 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(e)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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:

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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
<p>a Paid during the year</p> <p>SEE STATEMENT 24</p>				
Total				19,150.
b Approved for future payment				
Total				3b

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

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

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: OFFICER Date: 11/15/12 Title: PRESIDENT

Paid Preparer Use Only Print name of preparer: Stacy D Sponsler Vice President Preparer's signature: [Signature] Date: NOV 08 2012 Check if self-employed: [X] PTIN: P01331083 Firm's name: BOKE, N.A. Firm's address: P.O. BOX 1620 TULSA, OK 74101-1620 Firm's EIN: 73-0780382 Phone no.: 918-619-1544

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DEA EMERGING MARKETS PORTFOLIO	285.	285.
INVESCO STIC PRIME-INSTL FD#1919	7.	7.
VANGUARD DEVELOPED MKTS INT'L INDEX	1,478.	1,478.
VANGUARD S/T BD INDX-SIG FD#1349	451.	451.
VANGUARD TOT BD MKT INX-SIG FD#1351	1,216.	1,216.
VANGUARD INSTITUTIONAL INDEX	3,141.	3,141.
VANGUARD MID CAP INDX-INSTL FD#0864	771.	771.
VANGUARD SM CAP INDX-INSTL FD#0857	319.	319.
TOTAL	7,668.	7,668.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	850.			850.
TOTALS	850.	NONE	NONE	850.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSES - 2%	3,481.	2,611.	870.
TOTALS	3,481.	2,611.	870.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL TAX PAYMENT - PRIOR YE	213.		213.
FEDERAL ESTIMATES - PRINCIPAL	265.		265.
FOREIGN TAXES ON QUALIFIED FOR	58.	58.	
FOREIGN TAXES ON NONQUALIFIED	18.	18.	
TOTALS	554.	76.	478.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
VANGUARD S/T BD INDX-SIG	25,128.	25,041.	25,312.
VANGUARD INTERMED INDX-INST	36,839.	36,243.	38,566.
VANGUARD TOT BD MKT INX-SIG FD	61,967.	61,284.	63,878.
TOTALS			

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
VANGUARD DEV MKTS INDX-INV	C	30,703.	33,648.	41,803.
VANGUARD INSTL INDX-INSTL	C	128,284.	119,429.	153,836.
VANGUARD MID CAP INDX-INSTL	C	42,648.	41,624.	57,449.
VANGUARD SM CAP INDX-INSTL	C	17,035.	16,841.	23,642.
DFA EMERGING MKTS PORT	C	15,232.	16,275.	13,509.
TOTALS		233,902.	227,817.	290,239.

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

=====

DESCRIPTION -----	AMOUNT -----
7/1/11 INCOME REPORTED 6/11	119.
TOTAL	----- 119. =====

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

=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	288.

TOTAL	288.
	=====

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

OFFICER NAME:

MIKE BURNS

ADDRESS:

COLORADO STATE BANK & TRUST
1600 BROADWAY, DENVER, CO 80202

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

MIKE NATION

ADDRESS:

COLORADO STATE BANK & TRUST
1600 BROADWAY, DENVER, CO 80202

TITLE:

VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

MARGIE HANSON

ADDRESS:

COLORADO STATE BANK & TRUST
1600 BROADWAY, DENVER, CO 80202

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

BILL SULLIVAN

ADDRESS:

COLORADO STATE BANK & TRUST
1600 BROADWAY, DENVER, CO 80202

TITLE:

TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:
NONE

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:
GOALS
GET OUT AND LEARN SOMETHING
ADDRESS:
PO BOX 2096
IDAHO SPRINGS, CO 80452
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 250.

=====

RECIPIENT NAME:
ZOCALO OUTREACH
ADDRESS:
PO BOX 140099
LAKEWOOD, CO 80214
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
MAYO FOUNDATION
ADDRESS:
200 FIRST ST SW
ROCHESTER, MN 55905
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 200.

RECIPIENT NAME:
COMMUNITY FOODSHARE INC
ADDRESS:
6363 HORIZON LANE
LONGMONT, CO 80503
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 250.

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 500.

RECIPIENT NAME:
WOMEN'S CRISIS FAMILY OUTREACH
CENTER
ADDRESS:
PO BOX 367
CASTLE ROCK, CO 80104
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
FOODWORKS COLORADO
COMPA FOOD MINISTRIES, INC
ADDRESS:
P.O. BOX 7459
DENVER, CO 80207
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
MENTAL HEALTH CENTER
OF DENVER
ADDRESS:
4141 E DICKERSON PL
DENVER, CO 80222
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
VOLUNTEERS OF AMERICA
ADDRESS:
2660 LARIMER ST
DENVER, CO 80205
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 700.

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:
SAFEHOUSE DENVER
ADDRESS:
1649 DOWNING STREET
DENVER, CO 80218
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
ADOPTION EXCHANGE
THE ADOPTION EXCHANGE
ADDRESS:
14232 EAST EVANS AVE
AURORA, CO 80014
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL PUBLIC SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
ROCKY MOUNTAIN MULTIPLE SCLEROSIS
CENTER
ADDRESS:
8845 WAGNER STREET
WESTMINSTER, CO 80031
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
ENERGY RESOURCE CENTER
ADDRESS:
5920 PAONIA CT
COLORADO SPRINGS, CO 80915
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

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

RECIPIENT NAME:
THE GATHERING PLACE
ADDRESS:
1535 HIGH ST
DENVER, CO 80218
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
RELOCATION EXPENSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
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 500.

RECIPIENT NAME:
DOCTORS CARE
ADDRESS:
191 E ORCHARD ROAD #102NE
LITTLETON, CO 80121
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL PUBLIC SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

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:
URBAN PEAK
ADDRESS:
730 21ST STREET
DENVER, CO 80205
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BOYS HOPE GIRLS HOPE
OF COLORADO
ADDRESS:
7060 E. HAMPDEN AVE SUITE 203
DENVER, CO 80224
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
DRESS FOR SUCCESS DENVER LTD
ADDRESS:
768 S FAIRPLAY CT
AURORA, CO 80012
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:
WORK OPTIONS FOR WOMEN
ADDRESS:
1200 FEDERAL BLVD
DENVER, CO 80204
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL PUBLIC 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:
PIKES PEAK HOSPICE
FOUNDATION
ADDRESS:
2550 TENDERFOOT HILL ST
COLORADO SPRINGS, CO 80906
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

OPEN DOOR MINISTRIES

ADDRESS:

P.O. BOX 18018
DENVER, CO 80218

RELATIONSHIP:

NOT APPLICABLE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

REBUILDING TOGETHER
METRO DENVER INC

ADDRESS:

2422 S TRENTON WAY UNIT A
DENVER, CO 80231

RELATIONSHIP:

NOT APPLICABLE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

DENVER ADULT DOWN SYNDROME CLINIC

ADDRESS:

700 POTOMAC STREET SUITE A
AURORA, CO 80011

RELATIONSHIP:

NOT APPLICABLE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 500.

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.

RECIPIENT NAME:
BROTHERS REDEVELOPMENT
ADDRESS:
2250 EATON ST SUITE B
DENVER, CO 80214
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
HOME MAINTENANCE & REPAIR PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
JUNIOR ACHIEVEMENT-ROCKY
MOUNTAIN, INC.
ADDRESS:
DIR. OF ED. PROGRAMS
DENVER, CO 80202-1716
RELATIONSHIP:
NOT APPLICABLE
PURPOSE OF GRANT:
GENERAL PUBLIC SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,750.

RECIPIENT NAME:

LEE RICE MEMORIAL
SCHOLARSHIP FUND

ADDRESS:

2000 CLAY ST SUITE 300
DENVER, CO 80211

RELATIONSHIP:

NOT APPLICABLE

PURPOSE OF GRANT:

SCHOLARSHIP FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 500.

TOTAL GRANTS PAID: 19,150.

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