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

OMB No 1545-0052

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 _____, and ending _____

Name of foundation

**ELEANOR AND HENRY HITCHCOCK
CHARITABLE FOUNDATION**

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

PO BOX 4389

A Employer identification number

31-6672533

B Telephone number (see instructions)

970-925-2926

City or town, state, and ZIP code

ASPEN CO 81612C 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 ►

G Check all that apply

Initial return
Final return
Address change

Initial return of a former public charity
Amended return
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, col (c),
line 16) ► **\$ 12,500,417**J Accounting method Cash Accrual
 Other (specify)

(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)
1	Contributions, gifts, grants, etc., received (attach schedule)					
2	Check ► <input checked="" 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					
5a	Gross rents					
b	Net rental income or (loss)					
6a	Net gain or (loss) from sale of assets not on line 10	STMT 1				
b	Gross sales price for all assets on line 6a	1,510,693				
7	Capital gain net income (from Part IV, line 2)			228,182	228,182	
8	Net short-term capital gain					
9	Income modifications					
10a	Gross sales less returns & allowances					
b	Less Cost of goods sold					
c	Gross profit or (loss) (attach schedule)					
11	Other income (attach schedule)	STMT 2				
12	Total. Add lines 1 through 11			234,426	226,823	
13	Compensation of officers, directors, trustees, etc					
14	Other employee salaries and wages					
15	Pension plans, employee benefits					
16a	Legal fees (attach schedule)					
b	Accounting fees (attach schedule)	STMT 3				
c	Other professional fees (attach schedule)	STMT 4		10,147		10,147
17	Interest			24,312	14,587	9,725
18	Taxes (attach schedule) (see instructions)			28,648	28,648	
19	Depreciation (attach schedule) and depletion			-3,225	1,152	
20	Occupancy					
21	Travel, conferences, and meetings					
22	Printing and publications					
23	Other expenses (att sch)	STMT 6		120,566	120,566	
24	Total operating and administrative expenses.			180,448	164,953	0
	Add lines 13 through 23					19,872
25	Contributions, gifts, grants paid	SEE STATEMENT 7		541,810		541,810
26	Total expenses and disbursements. Add lines 24 and 25			722,258	164,953	0
27	Subtract line 26 from line 12			-242,463		
a	Excess of revenue over expenses and disbursements				291,115	
b	Net investment income (if negative, enter -0-)					
c	Adjusted net income (if negative, enter -0-)					0

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

Assets	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
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments		301,597	335,700	329,596
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)		0		
7	Other notes and loans receivable (att schedule) ►				
	Less. allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)	SEE STMT 8	2,362,348	2,102,505	2,347,674
c	Investments—corporate bonds (attach schedule)	SEE STMT 9	60,285	22,736	30,000
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
15	Other assets (describe ►	SEE STATEMENT 10)	8,197,686	8,285,646	9,793,147
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		10,921,916	10,746,587	12,500,417
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 ►)	0	0	
23	Total liabilities (add lines 17 through 22)				
24	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
25	Unrestricted		10,921,916	10,746,587	
26	Temporarily restricted				
27	Permanently restricted				
28	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
29	Capital stock, trust principal, or current funds				
30	Paid-in or capital surplus, or land, bldg , and equipment fund				
31	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances(see instructions)		10,921,916	10,746,587	
31	Total liabilities and net assets/fund balances(see instructions)		10,921,916	10,746,587	

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	10,921,916
2	Enter amount from Part I, line 27a	2	-242,463
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 11	3	67,147
4	Add lines 1, 2, and 3	4	10,746,600
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 12	5	13
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,746,587

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 SEE WORKSHEET					
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 (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					
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	226,823	
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	-56,666	

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	658,188	12,509,676	0.052614
2009	658,036	12,231,198	0.053800
2008	764,333	14,308,268	0.053419
2007	889,475	16,842,086	0.052813
2006	688,111	16,204,870	0.042463

2 Total of line 1, column (d)

0.255109

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

0.051022

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

12,381,097

5 Multiply line 4 by line 3

631,708

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

2,911

7 Add lines 5 and 6

634,619

8 Enter qualifying distributions from Part XII, line 4

561,682

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

Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	5,822
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	15,000
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,178
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ►	9,178	Refunded
		11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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 ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CO	X	
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	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.HITCHCOCKFOUNDATION.ORG/HITCHCOCK	13	<input checked="" type="checkbox"/>
14	The books are in care of ► CAROLYN L BROWN 1720 S BELLAIRE ST, STE 405	Telephone no	► 303-753-1053
	Located at ► DENVER	CO	ZIP+4 ► 80222
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	<input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <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 <input checked="" type="checkbox"/>	
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 checked="" type="checkbox"/> Yes <input 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 <input checked="" type="checkbox"/>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a <input checked="" type="checkbox"/>	
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 <input checked="" type="checkbox"/>	

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	5b
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
HARRISON H AUGUR PO BOX 4389	ASPEN CO 81612	TRUSTEE 5.00	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		►

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A**2****3****4****Part IX-B Summary of Program-Related Investments (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**

► 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	3,510,456
b	Average of monthly cash balances	1b	183,585
c	Fair market value of all other assets (see instructions)	1c	8,875,601
d	Total (add lines 1a, b, and c)	1d	12,569,642
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	SEE STATEMENT 13 1e	986,178
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	12,569,642
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	188,545
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,381,097
6	Minimum investment return. Enter 5% of line 5	6	619,055

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	619,055
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,822
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,822
3	Distributable amount before adjustments Subtract line 2c from line 1	3	613,233
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	613,233
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	613,233

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	561,682
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	561,682
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	561,682
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				613,233
2 Undistributed income, if any, as of the end of 2011			494,014	
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
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				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 561,682			494,014	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				67,668
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				545,565
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
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				

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

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

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

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

N/A

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

N/A**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ► 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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year SEE STATEMENT 14				541,810
Total			► 3a	541,810
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5	Net rental income or (loss) from real estate			14	228,182
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income			18	1,063
8	Gain or (loss) from sales of assets other than inventory	900099	7,603	18	226,823
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue a				
b	SEE STATEMENT 15			-6,819	22,943
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)		784		479,011
13	Total. Add line 12, columns (b), (d), and (e)				479,795

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

Part XVI-B Relationship of Actual to Standard Costs

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

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

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Date Sold	Description	How Received		Whom Sold	Date Acquire
		Sale Price	Cost		
PARTNERSHIP	S-T CAP GAIN/LOSS			PURCHASE	VARIOUS
VARIOUS	\$ \$	23,381	\$	\$	\$ -23,381
PARTNERSHIP	L-T CAP GAIN/LOSS			PURCHASE	VARIOUS
VARIOUS	36,766				36,766
PARTNERSHIP	SEC 1231 GAIN/LOSS			PURCHASE	VARIOUS
VARIOUS		5,782			-5,782
TOTAL	\$ 36,766	\$ 29,163	\$ 0	\$ 0	\$ 7,603

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ROYALTY TRUSTS AND PARTSPS	\$ 1,063	\$ 1,063	\$
LUCAS ENERGY PARTNERSHIP	29,328		
CAM SPEC OPP LP	-6,385		
ALTA COMM IX LP	-1,002		
CAM SPEC OPP LP	-7,163		
PATIENCE PARTNERS	3,105		
ELM STREET	-1,759		
TOTAL	\$ 17,187	\$ 1,063	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX PREPARATION FEES	\$ 10,147	\$	\$	\$ 10,147
TOTAL	\$ 10,147	\$ 0	\$ 0	\$ 10,147

Federal Statements**Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MANAGEMENT FEES-US TR	\$ 24,312	\$ 14,587	\$	\$ 9,725
TOTAL	\$ 24,312	\$ 14,587	\$ 0	\$ 9,725

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAX REFUNDS	\$ -4,377	\$	\$	\$
FOREIGN TAX WITHHELD ON DIVIDEND	\$ 1,152	\$ 1,152	\$	\$
TOTAL	\$ -3,225	\$ 1,152	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
ROYALTY EXPENSES	104	104		
PARTNERSHIP PORTFOLIO DEDUCTI	86,194	86,194		
OTHER PARTNERSHIP LOSSES	34,268	34,268		
TOTAL	\$ 120,566	\$ 120,566	\$ 0	\$ 0

Statement 7 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
77,797	VARIOUS DRAWING	PURCHASE PRI			

Federal Statements**Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCKS	\$ 2,362,348	\$ 2,102,505	COST	\$ 2,347,674
TOTAL	\$ 2,362,348	\$ 2,102,505		\$ 2,347,674

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	\$ 60,285	\$ 22,736	COST	\$ 30,000
TOTAL	\$ 60,285	\$ 22,736		\$ 30,000

Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
REITS	\$ 285,458	\$ 372,263	\$ 395,419
MUTUAL FUNDS/COMMODITIES	383,058	317,940	308,501
INVESTMENT PARTNERSHIPS	7,529,170	7,595,443	9,089,227
TOTAL	\$ 8,197,686	\$ 8,285,646	\$ 9,793,147

Statement 11 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
ADDITIONAL ASSETS NOT REPORTED 2010	\$ 67,147
TOTAL	\$ 67,147

Statement 12 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
NONDEDUCTIBLE EXP FROM PARTNERSHIP	\$ 13
TOTAL	\$ 13

Statement 13 - Form 990-PF, Part X, Line 1e - Reduction Claimed for Blockage Information**Description**

PARTNERSHIP BLOCKAGE DISCOUNT - CLOSELY HELD INVESTMENT PARTNERSHIPS - SEE ATTACHED SCHEDULE

Federal Statements

Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Address	
Relationship	Status	Purpose	Amount
CLYFFORD STILL MUSEUM	201 W COLFAX AVE	DENVER CO 80202	
	OPERATING FUNDS		160,000
DENVER ART MUSEUM	100 W 14TH AVE PKWY	DENVER CO 80204	
	ANNUAL LEADERSHIP CAMPAIGN		25,000
DENVER ART MUSEUM	100 W 14TH AVE PKWY	DENVER CO 80204	
	DRAWING PROGRAM		25,000
DENVER ART MUSEUM	100 W 14TH AVE PKWY	DENVER CO 80204	
	CONTRIBUTION OF ARTWORK		77,797
CREEDE REPERTORY THEATRE	PO BOX 269	CREEDE CO 81130	
	OPERATING FUND - THEATRE ARTS		50,000
GROWING GARDENS OF	1630 HAWTHORNE AVE	BOULDER CO 80304	
	GENERAL OPERATING FUNDS		37,000
COLORADO STATE UNIVERSITY	711 OVAL DRIVE	FORT COLLINS CO 80523	
	SCHOLARSHIPS		8,529
FOUNTAIN VALLEY SCHOOL	6155 FOUNTAIN VALLEY	COLORADO SPRINGS CO 80	
	SCHOLARSHIPS		17,250
COLORADO COLLEGE	14 E CACHE LA POUDRE ST	COLORADO SPRINGS CO 80	
	SCHOLARSHIPS		13,609
UNIVERSITY OF NORTHERN TX	1155 UNION CIRCLE	DENTON TX 76203	
	SCHOLARSHIPS		7,568
COLORADO ROCKY MOUNTAIN	1493 COUNTY ROAD 106	CARBONDALE CO 81623	
	SCHOLARSHIPS		23,800
YALE UNIVERISTY ART	PO BOX 208271	NEW HAVEN CT 06520	
	SOL LEWITT PUBLISHING PROGRAM		30,000
PURCHASE COLLEGE	735 ANDERSON HILL ROAD	PURCHASE NY 10577	
	SCHOLARSHIP		16,397
SAVANNAH COLLEGE ART & DESIGN	PO BOX 2701	SAVANNAH GA 31402	
	SCHOLARSHIP		19,860
USM SCHOOL OF MUSIC	37 COLLEGE AVENUE	GORHAM ME 04038	
	AUGUR SCHOLARSHIP PROGRAM		30,000
TOTAL			541,810

Federal Statements**Statement 15 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue**

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
LUCAS ENERGY PARTNERSHIP		\$	18	\$ 29,328	\$
CAM SPEC OPP LP			18	-6,385	
ALTA COMM IX LP	900099	-1,002			
CAM SPEC OPP LP	900099	-7,163			
PATIENCE PARTNERS	900099	3,105			
ELM STREET	900099	-1,759			
TOTAL		\$ -6,819		\$ 22,943	\$ 0

ELEANOR AND HENRY HITCHCOCK CHARITABLE FOUNDATION

12/31/2011

		COST	FMV
U S TRUST/ B OF A			
CASH			
BLACKROCK FLOATING	19,463 21	13,360 00	
B OF A CASH RESERVES	909 31	909 31	
B OF A CASH RESERVES	288,292 40	288,292 40	
MERRILL LYNCH	27,034 78	27,034 78	
LARGE CAP			
AMER TOWER	3,984 94	150,025 00	
ARCHER DANIELS MIDLAND	86,298 09	68,640 00	
BLACKROCK HEALTH SCIENCES	179,471 20	175,910 00	
CENTURYLINK	20,509 89	18,600 00	
CHEVRON	95,652 50	127,680 00	
CONOCOPHILLIPS	192,733 89	174,888 00	
GABELLI NAT RES GOLD	24,034 74	20,160 00	
NFJ DIVID INT & PREMIUM	19,348 08	24,030 00	
MID CAP			
AES TR PFD CV	49,984 75	73,635 00	
ARES CAP CORP	200,353.13	42,672 90	
CLEARBRIDGE ENERGY OPPTY	80,000 00	76,320 00	
DENBURY RES	153,234 37	101,170 00	
FRONTIER COMM	60,175 80	33,990 00	
KINDER MORGAN MGMT	706 60	1,648 92	
LEUCADIA NATL	754 52	591 24	
PEABODY ENERGY CONV SUB	92,625 00	102,000 00	
PIONEER NAT RES	21,788 32	108,449 76	
SMALL CAP			
BLACKROCK KELSO	50,973 64	48,960 00	
CAPITALSOURCE	50,837 26	20,100 00	
HUTCHINSON TECH UNSECD SR	11,550 00	33,300 00	
HUTCHINSON TECH CONV SUB	34,650 00	10,631 25	
MACQUARIE INFRASTR	34,427 73	27,950 00	
MESA ROYALTY TR	41,318 78	40,030 00	
NGP CAP RES	139,094 47	71,900 00	
PURECYCLE	979 00	958 80	
SABINE ROYALTY TR	58,371 22	88,270 00	
SCOLR PHARMA	50,000 00	600 00	
INTL DEV			
AKZO NOBEL	134,925 42	77,598 40	
BAYTEX ENERGY	41,025 45	111,780 00	
BCE INC	27,326 78	37,503 00	
VODAPHONE GROUP	30,312 63	36,439 00	
EMERGING MKTS			
REINET INV	64,017 03	6,097 89	
MERRILL LYNCH			
PEPSICO			
AMER TOWER	7,136 55	270,045 00	
WILLIAMS COS	43,902 86	165,100 00	
FIXED INCOME			
AMER SELECT PORT	22,736 35	30,000 00	
REITS			
AMERICAN CAP AGY	71,635 31	68,796 00	
ANNALY CAP MGMT	118,865 42	111,720 00	
CHIMERA INV	16,178 94	9,538 00	
CYPRESS SHARPRIDGE	15,862 16	15,768 00	
DIGITAL RLTY TR	59,235 00	66,670 00	
HEALTHCARE REIT	51,277 14	122,910 62	
JER INV TR	39,208 75	16 04	
COMMODITIES			
BLACKROCK ENERGY & RES	180,288 71	178,900 65	
BLACKROCK RES & COMM	60,000 00	39,840 00	
CLEARBRIDGE ENERGY MLP	77,651 64	89,760 00	
PARTNERSHIPS			
ALTA COMM IX	155,211 00	118,640 00	
ALTA EMBARCADERO BIOPH	188,267 00	188,267 00	
CA OFFSHORE CAM	1,857,122 00	1,927,736 00	
CA OFFSHORE CAM INTL	1,071,607 00	1,835,689 00	
CA OFFSHORE MULTI STRAT	247,717 00	760,190 00	
CA OFFSHORE CAM SPEC OPPOR	1,377,422 00	1,468,233 00	
CAM SPEC OPP	1,618,168 00	1,558,505 00	
ELM ST VENTURES	81,634 00	75,077 00	
LUCAS ENERGY	273,445 18	257,165 00	
PATIENCE PTRS	724,850 00	899,725 00	
EQUITY	10,746,586 94	12,500,416 96	

ELEANOR AND HENRY HITCHCOCK CHARITABLE FOUNDATION
12/31/2011
FORM 990-PF, PART X - REDUCTION CLAIMED FOR BLOCKAGE

CLOSELY HELD SECURITY	AVERAGE FMV	10% DISCOUNT
ALTA COMMUNICATION IX LIMITED PARTNERSHIP	130,958	13,096
ALTA EMBARCADERO BIOPHARMA PARTNERS III LLC	156,119	15,612
CA PARTNERS OFFSHORE FUND - CAM	1,978,069	197,807
CA PARTNERS OFFSHORE FUND - CAM INTERNATIONAL	2,033,826	203,383
CA PARTNERS OFFSHORE FUND - CAM MULTI STRATEGY	835,823	83,582
CA PARTNERS OFFSHORE FUND - CAM SPECIAL OPPORTUNITIES	1,715,497	171,550
CAM SPECIAL OPPORTUNITIES FUND	1,758,527	175,853
ELM STREET VENTURES LP	66,593	6,659
LUCAS ENERGY VENTURES II LP	261,055	26,105
PATIENCE PARTNERS LP	925,314	92,531
	<hr/> 9,861,779	<hr/> 986,178

A discount under 4942(e)(2) is appropriate The securities are closely held