Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning JUL 1, 2011 **, and ending** JUN 30, 2012

Name of foundation BONFILS-STANTON FOUNDATION	**A Employer identification number** 84-6029014
Number and street (or P O box number if mail is not delivered to street address) 1601 ARAPAHOE STREET — Room/suite 500	**B** Telephone number 303-825-3774
City or town, state, and ZIP code DENVER, CO 80202	**C** If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 73,366,021. — **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*	**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).)

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	726,966.	727,122.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,343,939.			
	b Gross sales price for all assets on line 6a 11,274,688.				
	7 Capital gain net income (from Part IV, line 2)		3,342,797.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	4,070,905.	4,069,919.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	377,318.	29,871.		347,447.
	14 Other employee salaries and wages	55,000.	7,382.		47,618.
	15 Pension plans, employee benefits	98,440.	6,987.		91,453.
	16a Legal fees STMT 1	4,699.	0.		4,699.
	b Accounting fees STMT 2	17,750.	3,550.		14,200.
	c Other professional fees STMT 3	157,669.	126,539.		31,130.
	17 Interest				
	18 Taxes STMT 4	56,857.	<739.>		<11,504.>
	19 Depreciation and depletion	50,713.	0.		
	20 Occupancy	21,933.	1,639.		20,294.
	21 Travel, conferences, and meetings	9,244.	358.		8,886.
	22 Printing and publications				
	23 Other expenses STMT 5	200,058.	4,567.		195,491.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,049,681.	180,154.		749,714.
	25 Contributions, gifts, grants paid	2,136,600.			2,136,600.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,186,281.	180,154.		2,886,314.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	884,624.			
	b **Net investment income** (if negative, enter -0-)		3,889,765.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	200.	200.	200.
	2 Savings and temporary cash investments	746,222.	1,541,585.	1,541,585.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	43,321.	43,321.	83,475.
	b Investments - corporate stock STMT 7	16,472,829.	14,970,323.	15,321,150.
	c Investments - corporate bonds STMT 8	3,488,961.	3,723,040.	3,917,806.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	40,707,449.	42,115,849.	51,463,836.
	14 Land, buildings, and equipment: basis ▶ 1,201,627.			
	Less accumulated depreciation STMT 10 ▶ 343,687.	908,653.	857,940.	857,940.
	15 Other assets (describe ▶ STATEMENT 11)	163,561.	180,029.	180,029.
	16 **Total assets** (to be completed by all filers)	62,531,196.	63,432,287.	73,366,021.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	141,822.	158,289.	
	23 **Total liabilities** (add lines 17 through 22)	141,822.	158,289.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	62,389,374.	63,273,998.	
	30 **Total net assets or fund balances**	62,389,374.	63,273,998.	
	31 **Total liabilities and net assets/fund balances**	62,531,196.	63,432,287.	

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	62,389,374.
2	Enter amount from Part I, line 27a	2	884,624.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	63,273,998.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	63,273,998.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	11,274,688.		7,931,891.	3,342,797.

	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				3,342,797.

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 — 3,342,797.

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

Part 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 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	3,414,422.	72,218,660.	.047279
2009	3,542,263.	66,942,910.	.052915
2008	3,928,802.	62,113,032.	.063252
2007	4,410,681.	84,359,170.	.052285
2006	4,530,723.	81,563,592.	.055548

2	**Total** of line 1, column (d)	2	.271279
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	.054256
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	70,933,750.
5	Multiply line 4 by line 3	5	3,848,582.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	38,898.
7	Add lines 5 and 6	7	3,887,480.
8	Enter qualifying distributions from Part XII, line 4	8	2,886,314.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	77,795.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	77,795.
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	77,795.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	73,883.		
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	73,883.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	3,912.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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?	1c		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*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a 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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ BONFILS-STANTON.ORG

14 The books are in care of ▶ ANN HOVLAND Telephone no. ▶ 303-825-3774

Located at ▶ 1601 ARAPAHOE STREET, DENVER, CO ZIP+4 ▶ 80202

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		377,318.	62,630.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MONIQUE M. LOSEKE	EXECUTIVE ASSISTANT 40.00	55,000.	9,173.	0.

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
WELLINGTON TRUST FUND 75 STATE STREET, BOSTON, MA 02109	INVESTMENT MANAGEMENT	52,649.
MONTICELLO ASSOCIATES - 1800 LARIMER STREET, SUITE 2100, DENVER, CO 80202	ASSET MANAGEMENT	52,250.

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	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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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	70,374,022.
b	Average of monthly cash balances		1b	1,639,937.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	72,013,959.
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	72,013,959.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,080,209.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	70,933,750.
6	**Minimum investment return.** Enter 5% of line 5		6	3,546,688.

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	3,546,688.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 77,795.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	77,795.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	3,468,893.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	3,468,893.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	3,468,893.

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	2,886,314.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,886,314.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,886,314.

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					3,468,893.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: ___ , ___ , ___			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006	378,739.				
b From 2007	198,857.				
c From 2008	766,926.				
d From 2009	196,490.				
e From 2010	129,076.				
f **Total** of lines 3a through e		1,670,088.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,886,314.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2011 distributable amount					2,886,314.
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).)		582,579.			582,579.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,087,509.			
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 instr.				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		1,087,509.			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008	761,943.				
c Excess from 2009	196,490.				
d Excess from 2010	129,076.				
e Excess from 2011					

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 (a) 2011	Prior 3 years (b) 2010	(c) 2009	(d) 2008	(e) Total
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					

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 14

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				
ALLIED ARTS 415 MONACO PARKWAY DENVER, CO 80220-6015		PUBLIC CHARITY	TO PROVIDE FINANCIAL AID TO YOUNG ARTISTS	5,000.
ARTREACH 3400 W. 38TH AVENUE, SUITE 200 DENVER, CO 80211		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	10,000.
ARTS & VENUES DENVER 1245 CHAMPA STREET, 1ST FLOOR DENVER, CO 80204		PUBLIC CHARITY	TO RENOVATE THE MCNICHOLS BUILDING	125,000.
ASPEN SANTA FE BALLET 245 SAGE WAY ASPEN, CO 81611-2516		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	10,000.
BALLET NOUVEAU COLORADO 3001 INDUSTRIAL LANE, #12 BROOMFILED, CO 80020		PUBLIC CHARITY	FOR GENERAL OPERATING AND TOUR SUPPORT	15,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,136,600.
b Approved for future payment				
ASPEN SANTA FE BALLET 245 SAGE WAY ASPEN, CO 81611-2516		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT.	10,000.
BALLET NOUVEAU COLORADO 3001 INDUSTIAL LANE #12 BROOMFIELD, CO 80020		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT.	10,000.
HUNGER FREE COLORADO 7000 SOUTH YOSEMITE STREET, SUITE 170 CENTENNIAL, CO 80112		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT.	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	160,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	525990	<156.>	14	727,122.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	1,142.	18	3,342,797.	0.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		986.		4,069,919.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	4,070,905.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Dorothy A Horrell 10/24/12 PRESIDENT

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LAURIE ANDERSON	Laurie Anderson	10-16-12		P01416697

Firm's name ▶ KUNDINGER, CORDER & ENGLE, P.C. Firm's EIN ▶

Firm's address ▶ 475 LINCOLN STREET, SUITE 200 DENVER, CO 80203 Phone no. 303-534-5953

123622
12-02-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIG BROTHERS BIG SISTERS OF COLORADO, INC. 1391 N. SPEER BLVD., STE. 450 DENVER, CO 80204		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	30,000.
BOYS AND GIRLS CLUBS OF LARIMER COUNTY 103 SMOKEY STREET FORT COLLINS, CO 80525-3801		PUBLIC CHARITY	TO BUILD THE CAPACITY OF THE COLORADO ALLIANCE OF BOYS & GIRLS CLUBS	5,000.
CARE & SHARE 2605 PREAMBLE POINT COLORADO SPRINGS, CO 80915		PUBLIC CHARITY	FOR ACCOUNTING AND OPERATIONS SOFTWARE UPGRADES	20,000.
CENTRAL CITY OPERA HOUSE ASSOCIATION 400 SOUTH COLORADO BOULEVARD, SUITE 530 DENVER, CO 80246-1255		PUBLIC CHARITY	FOR THE PURCHASE OF PIANOS	20,000.
CENTRAL CITY OPERA HOUSE ASSOCIATION 400 SOUTH COLORADO BOULEVARD, SUITE 530 DENVER, CO 80246-1255		PUBLIC CHARITY	TO SUPPORT THE 2012 SUMMER FESTIVAL AND INNOVATION EXPERIMENTS	90,000.
THE CHILDREN'S MUSEUM OF DENVER 2121 CHILDREN'S MUSEUM DRIVE DENVER, CO 80211		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	20,000.
THE CHILDREN'S MUSEUM OF DENVER 2121 CHILDREN'S MUSEUM DRIVE DENVER, CO 80211		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	10,000.
CLYFFORD STILL MUSEUM 1250 BANNOCK STREET DENVER, CO 80204		PUBLIC CHARITY	TO SUPPORT ACTIVITIES RELATED TO THE ESTABLISHMENT OF THE MUSEUM	300,000.
COLORADO ASSOCIATION OF FUNDERS 600 SOUTH CHERRY STREET, SUITE 1200 DENVER, CO 80246		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	5,000.
COLORADO BALLET 1278 LINCOLN STREET DENVER, CO 80203		PUBLIC CHARITY	FOR THE STUDIO COMPANY PROGRAM AND FUND DEVELOPMENT FUNCTIONS	50,000.
Total from continuation sheets				1,971,600.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLORADO CHILDREN'S CHORALE 2420 WEST 26TH AVENUE, SUITE 350-D DENVER, CO 80211-5362		PUBLIC CHARITY	TO SUPPORT A COLLABORATIVE PROGRAM TO DEVELOP LEGACY GIVING	5,000.
COLORADO CHILDREN'S CHORALE 2420 WEST 26TH AVENUE, SUITE 350-D DENVER, CO 80211-5362		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	40,000.
COLORADO NONPROFIT ASSOCIATION 455 SHERMAN STREET, SUITE 207 DENVER, CO 80203-4494		PUBLIC CHARITY	TO STRENGTHEN THE LEADERSHIP CAPACITY OF COLORADO'S NONPROFIT SECTOR	25,000.
COLORADO NONPROFIT LOAN FUND 55 MADISON STREET, 8TH FLOOR DENVER, CO 80246		PUBLIC CHARITY	TO PROVIDE BRIDGE FUNDING TO NONPROFIT ORGANIZATIONS	2,500.
COLORADO SPRINGS CONSERVATORY 415 SOUTH SAHWATCH STREET COLORADO SPRINGS, CO 80903		PUBLIC CHARITY	FOR THE SUMMER COOPERATIVE STUDY PROGRAM WITH CENTRAL CITY OPERA	15,000.
COLORADO WOMEN'S HALL OF FAME INC. P.O. BOX 18849 DENVER, CO 80218		PUBLIC CHARITY	MAY BONFILS STANTON PORTRAIT ADOPTION	600.
COMMUNITY RESOURCE CENTER 789 SHERMAN STREET, SUITE 385 DENVER, CO 80203		PUBLIC CHARITY	TO SUPPORT 2012 RURAL PHILANTHROPY DAYS	5,000.
COMMUNITY SHARES OF COLORADO 1536 WYNKOOP STREET, SUITE 202 DENVER, CO 80202		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	10,000.
CURIOUS THEATRE COMPANY 1080 ACOMA STREET DENVER, CO 80204		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	40,000.
DENVER BOTANIC GARDENS 909 YORK STREET DENVER, CO 80206-3799		PUBLIC CHARITY	TO SUPPORT THE FLOURISH CAMPAIGN	300,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DENVER BOTANIC GARDENS 909 YORK STREET DENVER, CO 80206-3799		PUBLIC CHARITY	TO SUPPORT THE 2012 BONFILS-STANTON LECTURE SERIES	50,000.
DENVER YOUNG ARTISTS ORCHESTRA 1245 EAST COLFAX AVENUE, SUITE 302 DENVER, CO 80218		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	20,000.
ELEANOR ROOSEVELT INSTITUTE FOR CANCER RESEARCH 2101 EAST WESLEY AVENUE DENVER, CO 80208		PUBLIC CHARITY	TO SUPPORT ACCELERATED RESEARCH ON ADSL DEFICIENCY	40,000.
FOCUS POINTS FAMILY RESOURCE CENTER 2501 EAST 48TH AVENUE DENVER, CO 80216		PUBLIC CHARITY	TO SUPPORT INTERNAL ACCOUNTING SYSTEMS	15,000.
FOOD BANK OF THE ROCKIES 10700 EAST 45TH AVENUE DENVER, CO 80239		PUBLIC CHARITY	TO SUPPORT THE DISTRIBUTION OF FRESH PRODUCE TO PERSONS IN NEED	20,000.
FRIENDS OF CHAMBER MUSIC 191 UNIVERSITY BLVD, SUITE 974 DENVER, CO 80206-4613		PUBLIC CHARITY	TO SUPPORT THE 2011-2012 PIANO SERIES	30,000.
HUNGER FREE COLORADO 7000 SOUTH YOSEMITE STREET, SUITE 170 CENTENNIAL, CO 80112		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	10,000.
INVEST IN KIDS 1775 SHERMAN STREET, SUITE 2075 DENVER, CO 80203		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	10,000.
LA PUENTE HOME, INC. POST OFFICE BOX 1235 ALAMOSA, CO 81101		PUBLIC CHARITY	FOR ESSENTIAL HUMAN SERVICES AND EMERGENCY FOOD ASSISTANCE	12,500.
LIVEWELL COLORADO 1490 LAFAYETTE STREET, SUITE 404 DENVER, CO 80218		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	10,000.
Total from continuation sheets				

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MENTAL HEALTH AMERICA OF COLORADO 1385 SOUTH COLORADO BOULEVARD, SUITE 610 DENVER, CO 80222		PUBLIC CHARITY	TO SUPPORT THE PRO BONO OUTREACH PROGRAM	5,000.
MI CASA RESOURCE CENTER 360 ACOMA STREET DENVER, CO 80223		PUBLIC CHARITY	FOR A STRATEGIC PLANNING PROCESS AND COMMUNICATIONS PLAN	10,000.
MUSEO DE LAS AMERICAS 861 SANTA FE DRIVE DENVER, CO 80204-4344		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	20,000.
MUSEUM OF CONTEMPORARY ART/DENVER 1485 DELGANY DENVER, CO 80202		PUBLIC CHARITY	FOR THE DIRECTOR'S VISION CAMPAIGN	200,000.
NATIONAL REPERTORY ORCHESTRA POST OFFICE BOX 6336 BRECKENRIDGE, CO 80424		PUBLIC CHARITY	TO SUPPORT THE GUEST CONDUCTOR AND GUEST ARTIST PROGRAMS	10,000.
OPERA COLORADO 695 SOUTH COLORADO BOULEVARD, SUITE 20 DENVER, CO 80246-8010		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	50,000.
PHAMALY P.O. BOX 44216 DENVER, CO 80201-4216		PUBLIC CHARITY	TO IMPLEMENT INNOVATION ACTIVITIES	10,000.
PROJECT SELF-SUFFICIENCY OF LOVELAND - FORT COLLINS 375 WEST 37TH STREET, #150 LOVELAND, CO 80538		PUBLIC CHARITY	FOR PROGRAM SUPPORT	6,000.
ROCKY MOUNTAIN MICROFINANCE INSTITUTE PO BOX 48138 DENVER, CO 80204		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	10,000.
ROCKY MOUNTAIN PUBLIC BROADCASTING NETWORK, INC. 1089 BANNOCK STREET DENVER, CO 80204		PUBLIC CHARITY	TO SUPPORT GREAT PERFORMANCES	20,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAMARITAN HOUSE 2301 LAWRENCE STREET DENVER, CO 80205-2126		PUBLIC CHARITY	FOR THE FAMILY SERVICES PROGRAM	20,000.
SISTERS OF LORETTO 4000 SOUTH WADSWORTH BOULEVARD LITTLETON, CO 80123-1308		PUBLIC CHARITY	HONORING MAY BONFILS STANTON AT THE SISTERS OF LORETTO 200TH JUBILEE	20,000.
ST. MARTIN'S CHAMBER CHOIR 2015 GLENARM PLACE DENVER, CO 80205-3121		PUBLIC CHARITY	TO SUPPORT A COLLABORATION WITH BAROQUE CHAMBER ORCHESTRA	15,000.
SU TEATRO 721 SANTA FE DRIVE DENVER, CO 80204		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	10,000.
UNIVERSITY OF COLORADO FOUNDATION, INC. 4740 WALNUT STREET BOULDER, CO 80301		PUBLIC CHARITY	FOR THE FULGINITI PAVILION AT THE CENTER FOR BIOETHICS AND HUMANITIES	125,000.
UNIVERSITY OF DENVER 2190 SOUTH HIGH STREET DENVER, CO 80208		PUBLIC CHARITY	TO SUPPORT THE INSTITUTE FOR LEADERS IN DEVELOPMENT AT UNIVERSITY COLLEGE	10,000.
VOLUNTEERS OF AMERICA - COLORADO BRANCH 2660 LARIMER STREET DENVER, CO 80205		PUBLIC CHARITY	TO SUPPORT PROGRAMS AT BRANDON CENTER/THEODORA HOUSE	10,000.
WARREN VILLAGE 1323 GILPIN STREET DENVER, CO 80218-2552		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	50,000.
WARREN VILLAGE 1323 GILPIN STREET DENVER, CO 80218-2552		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	10,000.
WESTERN ALLIANCE OF ARTS ADMINISTRATORS FOUNDATION 2344 E ILIFF AVENUE DENVER, CO 80208-0102		PUBLIC CHARITY	TO SUPPORT THE 2012 WESTERN ARTS ALLIANCE ANNUAL CONFERENCE IN DENVER.	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WOMEN'S BEAN PROJECT 3201 CURTIS STREET DENVER, CO 80205-2754		PUBLIC CHARITY	TO SUPPORT THE TRANSITIONAL EMPLOYMENT PROGRAM	20,000.
YOUNG NONPROFIT PROFESSIONAL NETWORKDENVER 1536 WYNKOOP STREET, SUITE 202 DENVER, CO 80202		PUBLIC CHARITY	TO DEVELOP A BUSINESS PLAN	15,000.
COLORADO STATE UNIVERSITY FOUNDATION 601 SOUTH HOWES STREET FORT COLLINS, CO 80523-7115		PUBLIC CHARITY	IN HONOR OF 2012 AWARD RECIPIENT DR. TEMPLE GRANDIN.	35,000.
UNIVERSITY OF COLORADO FOUNDATION, INC. 4740 WALNUT STREET BOULDER, CO 80301		PUBLIC CHARITY	IN HONOR OF 2012 AWARD RECIPIENT PATRICIA LIMERICK	35,000.
COMMUNITY FOUNDATION SERVING GREELEY & WELD CTY 711 8TH AVENUE GREELEY, CO 80631-3955		PUBLIC CHARITY	IN HONOR OF 2012 AWARD RECIPIENT ROBERT G. TOINTON	10,000.
UNIVERSITY OF NORTHERN COLORADO FOUNDATION CAMPUS BOX 20 GREELEY, CO 80639		PUBLIC CHARITY	IN HONOR OF 2012 AWARD RECIPIENT ROBERT G. TOINTON	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LIVEWELL COLORADO 1490 LAFAYETTE STREET, SUITE 404 DENVER, CO 80218		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT.	10,000.
ROCKY MOUNTAIN MICROFINANCE INSTITUTE PO BOX 48138 DENVER, CO 80204		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT.	10,000.
WARREN VILLAGE 1323 GILPIN STREET DENVER, CO 80218-2552		PUBLIC CHARITY	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT.	10,000.
WEBB-WARING INSTITUTE MAIL STOP C322, RESEARCH COMPLEX I, NORTH, 12800 E 19TH AVE, RM. 8118 AURORA, CO 80045		PUBLIC CHARITY	TO SUPPORT THE DEVELOPMENT OF A NATIONAL ARDS RESEARCH CENTER.	100,000.
Total from continuation sheets				130,000.

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	DARUMA ASSET MANAGEMENT	P		
b	CHILTON INTERNATIONAL	P		
c	CONVEXITY OFFSHORE CAPITAL	P		
d	LEGG MASON	P		
e	OCHZIFF	P		
f	PALO ALTO MICROCAP FUND	P		
g	PIMCO	P		
h	PRIVATE ADVISORS STABLE VALUE FUND	P		
i	WELLINGTON TRUST FUND	P		
j	CAPITAL GUARDIAN	P		
k	DARUMA GINKGO FUND	P		
l	DAVIDSON KEMPNER CAPITAL	P		
m	HIGHCLERE	P		
n	LONGLEAF PARTNERS FUND	P		
o	NEWPORT ASIA INSTITUTIONAL FUND	P		

	(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	663,384.		587,331.	76,053.
b	1,000,000.		620,385.	379,615.
c	501,502.		219,654.	281,848.
d	2,500,000.		2,378,614.	121,386.
e	1,400,000.		608,361.	791,639.
f	426,088.		431,273.	<5,185.>
g	508,959.		509,458.	<499.>
h	2,376,826.		1,800,000.	576,826.
i	1,591,807.		701,125.	890,682.
j			22,387.	<22,387.>
k			6,719.	<6,719.>
l	151,974.			151,974.
m	56,174.			56,174.
n	85,073.			85,073.
o	14,043.			14,043.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				76,053.
b				379,615.
c				281,848.
d				121,386.
e				791,639.
f				<5,185.>
g				<499.>
h				576,826.
i				890,682.
j				<22,387.>
k				<6,719.>
l				151,974.
m				56,174.
n				85,073.
o				14,043.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PEQUOT ENDOWMENT FUND	P		
b	UNRELATED BUSINESS TAXABLE INCOME	P		
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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			47,726.	<47,726.>
b	<1,142.>		<1,142.>	0.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<47,726.>
b				0.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	3,342,797.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF LEGAL FEES STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CASEY & KLENE, P.C.	4,699.	0.		4,699.
TO FM 990-PF, PG 1, LN 16A	4,699.	0.		4,699.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KUNDINGER, CORDER & ENGLE, P.C.	17,750.	3,550.		14,200.
TO FORM 990-PF, PG 1, LN 16B	17,750.	3,550.		14,200.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DARUMA ASSET MANAGEMENT	15,084.	15,084.		0.
WELLINGTON TRUST FUND	52,649.	52,649.		0.
WELLS FARGO BANK	2,556.	2,556.		0.
MONTICELLO AND ASSOCIATES	56,250.	56,250.		0.
MICROEDGE, INC.	5,062.	0.		5,062.
TSP1, LLC	6,881.	0.		6,881.
MISSION MINDED-CONSULTING	19,000.	0.		19,000.
OTHER	187.	0.		187.
TO FORM 990-PF, PG 1, LN 16C	157,669.	126,539.		31,130.

FORM 990-PF — TAXES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES-OFFICES	428.	21.		407.
EXCISE TAX	69,100.	0.		0.
REAL ESTATE TAXES REFUND	<12,671.>	<760.>		<11,911.>
TO FORM 990-PF, PG 1, LN 18	56,857.	<739.>		<11,504.>

FORM 990-PF — OTHER EXPENSES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSESSMENTS AND DUES	28,528.	1,712.		26,816.
TRUSTEE EXPENSE	1,282.	0.		1,282.
AWARDS LUNCHEON	38,513.	0.		38,513.
MAINTENANCE AND REPAIRS	4,041.	242.		3,799.
EQUIPMENT	1,327.	80.		1,247.
INSURANCE	9,803.	808.		8,995.
LIVINGSTON FELLOWS EXPENSES	55,859.	0.		55,859.
OFFICE EXPENSE AND MISC.	18,772.	1,725.		17,047.
NEW INITIATIVE	39,618.	0.		39,618.
OTHER CONTRIBUTIONS	2,315.	0.		2,315.
TO FORM 990-PF, PG 1, LN 23	200,058.	4,567.		195,491.

FORM 990-PF — U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS — STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		43,321.	83,475.
TOTAL U.S. GOVERNMENT OBLIGATIONS			43,321.	83,475.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			43,321.	83,475.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DODGE & COX INTERNATIONAL FUND	5,997,136.	5,158,829.
LONGLEAF SMALL CAP FUND	1,215,264.	1,468,160.
VANGARD DIVIDEND GROWTH FUND	7,757,923.	8,694,161.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,970,323.	15,321,150.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO #2 FUND	125,080.	141,936.
LEGGMASON INSTITUTIONAL FUND	3,080,376.	3,260,507.
PIMCO SHORT-TERM INSTITUTIONAL FUND	517,584.	515,363.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,723,040.	3,917,806.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADDISON CLARK OFFSHORE FUND	COST	2,000,000.	2,455,828.
CAPITAL GUARDIAN EMERGING MARKETS	COST	2,097,340.	2,040,731.
CAMCAP RESOURCES OFFSHORE FUND	COST	2,500,000.	2,186,251.
CHILTON INTERNATIONAL FUND	COST	1,859,358.	3,247,117.
CONVEXITY CAPITAL OFFSHORE LP	COST	2,918,257.	6,799,333.
DAVIDSON KEMPNER CAPITAL MANAGEMENT, LLC	COST	4,373,100.	4,609,379.
HIGHCLERE INTERNATIONAL INVESTORS	COST	1,088,902.	1,138,383.
INDUS ASIA PACIFIC FUND	COST	2,000,000.	2,007,060.
MAVERICK FUND	COST	3,500,000.	3,790,624.
NEWPORT ASIA INSTITUTIONAL FUND	COST	2,045,126.	2,862,979.
OCHZIFF OVERSEAS FUND	COST	1,815,389.	4,228,331.
PALO ALTO MICRO CAP FUND	COST	0.	0.
PEQUOT ENDOWMENT LIQUIDATING TRUST	COST	153,584.	104,363.
PRIVATE ADVISORS STABLE VALUE FUND	COST	0.	0.
WELLINGTON TRUST FUND	COST	9,206,245.	9,259,076.
SPINNAKER GLOBAL EMERGING MARKETS FUND	COST	3,000,000.	2,823,000.
DARUMA GINGKO FUND	COST	1,558,548.	1,889,691.

CANYON VALUE REALIZATION FUND	COST	2,000,000.	2,021,690.
TOTAL TO FORM 990-PF, PART II, LINE 13		42,115,849.	51,463,836.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE CONDOS	955,756.	183,671.	772,085.
FURNITURE AND EQUIPMENT	219,620.	136,858.	82,762.
COMPUTER EQUIPMENT	26,251.	23,158.	3,093.
TOTAL TO FM 990-PF, PART II, LN 14	1,201,627.	343,687.	857,940.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FINE ART AND DEPOSITS	21,590.	21,590.	21,590.
PROPERTY DEVELOPMENT COSTS	150.	150.	150.
DEFFERRED COMPENSATION FUND	141,821.	158,289.	158,289.
TO FORM 990-PF, PART II, LINE 15	163,561.	180,029.	180,029.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED COMPENSATION FUND	141,822.	158,289.
TOTAL TO FORM 990-PF, PART II, LINE 22	141,822.	158,289.

FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DOROTHY HORRELL	PRESIDENT 40.00	215,000.	40,042.	0.
SUSAN FRANCE	VICE PRESIDENT OF PROGRAMS 32.00	85,383.	11,143.	0.
ANN HOVLAND	CONTROLLER/TREASURER 28.00	73,185.	11,445.	0.
LANDIS MARTIN	CHAIRMAN 2.00	0.	0.	0.
JOHN E. REPINE, MD	TRUSTEE 2.00	1,000.	0.	0.
HAROLD R. LOGAN, JR.	TRUSTEE 2.00	1,000.	0.	0.
MARK G. FALCONE	TRUSTEE 2.00	750.	0.	0.
JULANNA V. GILBERT, PHD	TRUSTEE 2.00	1,000.	0.	0.
DENISE M. O'LEARY	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		377,318.	62,630.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PRESIDENT
1601 ARAPAHOE STREET, SUITE 500
DENVER, CO 80202

TELEPHONE NUMBER

303-825-3774

FORM AND CONTENT OF APPLICATIONS

ORGANIZATIONS SEEKING GRANTS ARE REQUESTED TO CALL THE FOUNDATION TO DISCUSS THE POTENTIAL FUNDING REQUESTS BEFORE SUBMITTING A PROPOSAL. THE FOUNDATION ACCEPTS THE COLORADO COMMON GRANT APPLICATION. ORGANIZATIONS ARE ALLOWED TO SUBMIT ONLY ONE PROPOSAL IN A CALENDAR YEAR.

ANY SUBMISSION DEADLINES

LAST BUSINESS DAY OF THE FOLLOWING MONTHS: JANUARY, APRIL, JULY, AND OCTOBER.

RESTRICTIONS AND LIMITATIONS ON AWARDS

FOUNDATION RESOURCES ARE INVESTED IN ORGANIZATIONS CONTRIBUTING TO DENVER'S ART AND CULTURAL COMMUNITY THROUGH THREE GRANT-MAKING STRATEGIES: UNRESTRICTED OPERATING SUPPORT TO ARTS ORGANIZATIONS COMMITTED TO EXCELLENCE, INNOVATION, AND SUSTAINABILITY; CAPACITY BUILDING GRANTS FOR AREAS SUCH AS LEADERSHIP, GOVERNANCE, MANAGEMENT SYSTEMS, STRATEGIC PLANNING, AND EVALUATION; GRANTS FOR CAPITAL PROJECTS FOR ORGANIZATIONS WITH WHICH THE FOUNDATION HAS AN ESTABLISHED RELATIONSHIP AND FOR WHICH 75% OF THE CAMPAIGN GOAL HAS BEEN ACHIEVED.