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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: FULCRUM FOUNDATION

A Employer identification number: 23-3081735

Number and street (or P O box number if mail is not delivered to street address): 1685 S. COLORADO BLVD. UNIT S #358 | Room/suite

B Telephone number: (215) 246-2300

City or town, state, and ZIP code: DENVER, CO 80222

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: [X] 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)* ▶$ 11,209,282.

J Accounting method: [X] 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 ▶ [X] if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	594,296.	592,806.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	54,477.			
	b Gross sales price for all assets on line 6a 494,485.				
	7 Capital gain net income (from Part IV, line 2)		54,477.		
	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	5,434.	5,434.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	654,207.	652,717.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	7,750.	0.		7,750.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	19,885.	835.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	58,202.	53,278.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	85,837.	54,113.		7,750.
	25 Contributions, gifts, grants paid	563,500.			563,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	649,337.	54,113.		571,250.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4,870.			
	b **Net investment income** (if negative, enter -0-)		598,604.		
	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	165,797.	<41,442.>	<41,442.>
2 Savings and temporary cash investments			
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	10,000.		
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	997,483.	997,483.	1,363,982.
b Investments - corporate stock STMT 7	7,611,239.	7,798,250.	8,051,445.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 8	1,709,462.	1,744,560.	1,835,297.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	10,493,981.	10,498,851.	11,209,282.
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 ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
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 ▶ [X] 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	10,493,981.	10,498,851.	
30 **Total net assets or fund balances**	10,493,981.	10,498,851.	
31 **Total liabilities and net assets/fund balances**	10,493,981.	10,498,851.	

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	10,493,981.
2 Enter amount from Part I, line 27a	2	4,870.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,498,851.
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	10,498,851.

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 STATEMENT			
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	494,485.		440,008.	54,477.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				54,477.

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	54,477.
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? [X] 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))
2011			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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	11,972.
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	11,972.
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	11,972.
6	Credits/Payments.			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 491.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 9,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	9,491.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	103.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 9 ▶		9	2,584.
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 2013 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 2012 or the taxable year beginning in 2012 (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 ▶ N/A			
14	The books are in care of ▶ RALPH J. ROBERTS, JR Telephone no. ▶ (215) 246-2300			
	Located at ▶ PMB 358, 1685 S COLORADO BLVD, UNIT F,, DENVER, C ZIP+4 ▶ 80222-4040			
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* 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 2012?	4b		X

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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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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
RALPH J. ROBERTS, JR. PMB 358, 1685 S COLORADO BLVD, UNIT F DENVER, CO 80222-4040	TRUSTEE 0.00	0.	0.	0.
KIMBERLEY I. ROBERTS PMB 358, 1685 S COLORADO BLVD, UNIT F DENVER, CO 80222-4040	TRUSTEE 0.00	0.	0.	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
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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	9,058,693.
b	Average of monthly cash balances	1b	157,584.
c	Fair market value of all other assets	1c	1,851,549.
d	**Total** (add lines 1a, b, and c)	1d	11,067,826.
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	11,067,826.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	166,017.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,901,809.
6	**Minimum investment return.** Enter 5% of line 5	6	545,090.

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	545,090.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 11,972.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b 879.		
c	Add lines 2a and 2b	2c	12,851.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	532,239.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	532,239.
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	532,239.

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	571,250.
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	571,250.
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	571,250.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				532,239.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			515,913.	
b Total for prior years: 2010, ,		44,626.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 571,250.				
a Applied to 2011, but not more than line 2a			515,913.	
b Applied to undistributed income of prior years (Election required - see instructions)		44,626.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				10,711.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				521,528.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(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 ▶ [X] 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 or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

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				
PHILADELPHIA THEATRE COMPANY 230 SOUTH BROAD STREET, SUITE 1105 PHILADELPHIA, PA 19102	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	20,000.
MILE HIGH UNITED WAY 2505 18TH STREET DENVER, CO 80211	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	50,000.
DENVER CHILDREN'S ADVOCACY CENTER 2149 FEDERAL BLVD. DENVER, CO 80211	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	5,000.
SAFEHOUSE DENVER 1649 DOWNING STREET DENVER, CO 80218	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	15,000.
AFRICAN SCHOOL ASSISTANCE PROGRAM 191 UNIVERSITY BLVD DENVER, CO 80206	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	25,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				563,500.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	594,296.	
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			01	5,434.	
8 Gain or (loss) from sales of assets other than inventory			18	54,477.	
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)		0.		654,207.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 654,207.

(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

Signature of officer or trustee — Date 11/14/13 — Title TRUSTEE

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
DAVID F. DOTSON		11/12/13		P00738401
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 1700 MARKET STREET, 25TH FLOOR PHILADELPHIA, PA 19103-3984			Phone no. 215-246-2300	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b	PUBLICLY TRADED SECURITIES			
c	STCG FROM PINE GROVE PARTNERS, L.P.	P	VARIOUS	VARIOUS
d	LTCG FROM PINE GROVE PARTNERS, L.P.	P	VARIOUS	VARIOUS
e	1231 GAIN FROM PINE GROVE PARTNERS, L.P.	P	VARIOUS	VARIOUS
f	PUBLICLY TRADED SECURITIES			
g	PUBLICLY TRADED SECURITIES			
h	CAPITAL GAINS DIVIDENDS			
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	8,381.		8,386.	<5.>
b	91,569.		93,515.	<1,946.>
c	6,115.			6,115.
d	18,338.			18,338.
e			1,048.	<1,048.>
f	216,392.		226,930.	<10,538.>
g	115,060.		110,129.	4,931.
h	38,630.			38,630.
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				<5.>
b				<1,946.>
c				6,115.
d				18,338.
e				<1,048.>
f				<10,538.>
g				4,931.
h				38,630.
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	54,477.
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

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05-01-12

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
KENT DENVER SCHOOL 4000 EAST QUINCY AVENUE ENGLEWOOD, CO 80113	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	20,000.
DENVER CHILDREN'S ADVOCACY CENTER 2149 FEDERAL BOULEVARD DENVER, CO 80211	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	25,000.
THE NATURE CONSERVANCY 2424 SPRUCE STREET BOULDER, CO 80302	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	50,000.
THE TRUST FOR PUBLIC LAND 116 NER MONTGOMERY STREET, 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	50,000.
DENVER URBAN GARDENS 3377 BLAKE STREET, UNIT 113 DENVER, CO 80205	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	5,000.
FOOD BANK OF THE ROCKIES 3377 BLAKE STREET, UNIT 113 DENVER, CO 80239	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	50,000.
FEEDING AMERICA 35 EAST WACKER DRIVE, SUITE 2000 CHICAGO, IL 60601	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	50,000.
ENERGY OUTREACH COLORADO 225 EAST 16TH AVENUE DENVER, CO 80203	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	15,000.
ONE TO ONE BOX 1574 TELLURIDE, CO 81439	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	5,000.
SAN MIGUEL RESOURCE CENTER P.O. BOX 3243 TELLURIDE, CO 81435	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	2,500.
Total from continuation sheets				448,500.

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
MILE HIGH UNITED WAY 2505 18TH STREET DENVER, CO 80211	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	50,000.
THE GATHERING PLACE 1535 HIGH STREET DENVER, CO 80218	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	10,000.
URBAN PEAK 730 21ST STREET DENVER, CO 80205	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	5,000.
DELORES PROJECT P.O. BOX 1406 DENVER, CO 80201	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	15,000.
COLORADO BRIGHT BEGINNINGS 730 COLORADO BOULEVARD, SUITE 202 DENVER, CO 80206	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	5,000.
DENVER PUBLIC SCHOOL FOUNDATION 900 GRANT STREET DENVER, CO 80203	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	25,000.
RAFT 2875 BLAKE STREET DENVER, CO 80205	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	1,000.
AH HAA SCHOOL FOR THE ARTS P.O. BOX 1590 TELLURIDE, CO 81435	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	15,000.
MUSEUM OF CONTEMPORARY ART DENVER 1485 DELGANEY STREET DENVER, CO 80202	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	10,000.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 EAST 38TH AVENUE DENVER, CO 80207	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	5,000.
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
SHINING HOPE 14 RED GLEN ROAD MIDDLETOWN, CT 06457	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	2,500.
WOMEN'S WILDERNESS INSTITUTE 5723 ARAPAHOE AVENUE, SUITE 1B BOULDER, CO 80303	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	2,500.
WILD EARTH GUARDIANS 312 MONTEZUMA AVENUE SANTA FE, NM 87501	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	2,500.
DENVER CHILDREN'S ADVOCACY CENTER 2149 FEDERAL BOULEVARD DENVER, CO 80211	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	10,000.
NPR FOUNDATION DEPARTMENT 6054 WASHINGTON, DC 20042	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	10,000.
WIKIMEDIA FOUNDATION 149 NEW MONTGOMERY STREET, FLOOR 3 SAN FRANCISCO, CA 94105	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	5,000.
GLOBAL SERVICE ASSOCIATES 2830 ARAPAHOE AVENUE BOULDER, CO 80303	NONE	SEC 501(C)(3) PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING BUDGET	2,500.
Total from continuation sheets				

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05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB - 0917 (NONDIVIDEND DISTRIBUTIONS)	473.	0.	473.
CHARLES SCHWAB - 2625 (CAPITAL GAIN DIVIDENDS)	37,695.	37,695.	0.
CHARLES SCHWAB - 2625 (DIVIDENDS)	253,009.	0.	253,009.
CHARLES SCHWAB - 2625 (INTEREST FROM T-BILLS OID)	18,223.	0.	18,223.
CHARLES SCHWAB - 2625 (INTEREST)	9.	0.	9.
CHARLES SCHWAB - 2625 (NONDIVIDEND DISTRIBUTIONS)	1,017.	0.	1,017.
CHARLES SCHWAB - 2625 (US TREASURY BILL INTEREST)	30,817.	0.	30,817.
CHARLES SCHWAB - 6971 (CAPITAL GAIN DIVIDENDS)	935.	935.	0.
CHARLES SCHWAB - 6971 (DIVIDENDS)	14,488.	0.	14,488.
CHARLES SCHWAB - 6971 (OTHER INCOME)	<122.>	0.	<122.>
INTEREST INCOME - (SCHWAB 2625)	74.	0.	74.
MARATHON LEGACY SECURITIES PPIP DIV - (SCHWAB 2625)	220,994.	0.	220,994.
PINE GROVE PARTNERS (DIVIDENDS)	8,958.	0.	8,958.
PINE GROVE PARTNERS (INTEREST)	46,356.	0.	46,356.
TOTAL TO FM 990-PF, PART I, LN 4	632,926.	38,630.	594,296.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PINE GROVE PARTNERS, LP	5,434.	5,434.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,434.	5,434.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT 3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,750.	0.		7,750.
TO FORM 990-PF, PG 1, LN 16B	7,750.	0.		7,750.

FORM 990-PF	TAXES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES CHARLES SCHWAB - 2625	349.	349.		0.
FOREIGN TAXES CHARLES SCHWAB - 6971	486.	486.		0.
990-PF TAXES PAID	19,050.	0.		0.
TO FORM 990-PF, PG 1, LN 18	19,885.	835.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHARLES SCHWAB FEES - 6971	4,266.	4,266.		0.
PINE GROVE EXPENSES	49,055.	49,012.		0.
OTHER MISC EXPENSES	4,881.	0.		0.
TO FORM 990-PF, PG 1, LN 23	58,202.	53,278.		0.

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
602,000 SHS US T-BILLS	X		997,483.	1,363,982.
TOTAL U.S. GOVERNMENT OBLIGATIONS			997,483.	1,363,982.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			997,483.	1,363,982.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	7,326,758.	7,535,896.
SEE STATEMENT B	471,492.	515,549.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,798,250.	8,051,445.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PINE GROVE PARTNERS, LP	COST	1,244,560.	1,284,299.
MARATHON LEGACY SECURITIES PPI FUND	COST	500,000.	550,998.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,744,560.	1,835,297.

FORM 990-PF INTEREST AND PENALTIES STATEMENT 9

TAX DUE FROM FORM 990-PF, PART VI	2,481.
UNDERPAYMENT PENALTY	103.
LATE PAYMENT INTEREST	38.
LATE PAYMENT PENALTY	74.
TOTAL AMOUNT DUE	2,696.

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
FRONTIER COMMUNICATIONS SYMBOL. FTR	11,876.0000	4.2800	50,829.28 *92,404.39*	<1%	(41,575.11)	9.34%	4,750.40

STATEMENT A

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
VERIZON COMMUNICATIONS SYMBOL: VZ	3,456.0000	43.2700	149,541.12 *93,678.94*	2%	55,862.18	4.76%	7,119.36
Total Equities	15,382.0000		200,370.10	2%	14,287.07		[illegible]
		Total Cost Basis:	186,083.33				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DRIEHAUS ACTIVE INCM FD ◊ SYMBOL: LCMAX	96,809.7740	10.6700	1,032,960.29	11%	11.26	1,089,720.68	(56,760.39)
PIMCO TOTAL RETURN FUND ◊ INSTL CL SYMBOL: PTTRX	288,504.4580	11.2400	3,242,790.11	36%	10.99	3,167,535.71	75,254.40
Total Bond Funds	385,314.2320		4,275,750.40	47%		4,257,256.39	18,494.01

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
ARTISAN EMRG MKTS FD ◊ ADV SHRS SYMBOL: ARTZX	42,449.5310	13.3200	565,427.75	6%	12.47	529,294.33	36,133.42

STATEMENT A

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
BARON FIFTH AVENUE ◊ GROWTH FUND SYMBOL: BFTHX	41,396.8600	11.8800	491,794.70	5%	9.01	372,949.61	118,845.09
JANUS INTECH US CORE I ◊ SYMBOL: JRMCX	81,767.4380	15.4500	1,263,306.92	14%	13.87	1,134,300.11 [a]	129,006.81
VANGUARD ENERGY FUND ◊ ADMIRAL SHRS SYMBOL: VGELX	3,245.5040	111.1600	360,770.22	4%	126.69	411,185.43	(50,415.21)
VANGUARD GLOBAL EQUITY ◊ FUND INVESTOR SHARE SYMBOL: VHGEX	20,271.8830	18.6700	378,476.06	4%	21.49	435,688.87	(57,212.81)
[redacted]							

[redacted]

$\Sigma A = 7,326,758 \rightarrow$ Book Value
$\Sigma B = 7,535,896 \rightarrow$ market Value

STATEMENT A

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

STATEMENT B

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
ALLIANCEBERNSTEIN INCM SYMBOL: ACG	1,400.0000	8.1000	11,340.00 *10,864.83*	2%	475.17	5.92%	672.00

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
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SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
APPLE INC SYMBOL: AAPL	24.0000	532.1729	12,772.15 *8,000.12*	2%	4,772.03	1.99%	254.40
BALL CORPORATION SYMBOL: BLL	225.0000	44.7500	10,068.75 *7,692.52*	2%	2,376.23	0.89%	90.00
BAYTEX ENERGY CORP F SYMBOL. BTE	250.0000	43.2400	10,810.00 *11,928.60*	2%	(1,118.60)	6.18%	668.76
BRAZIL FOODS S A ADR F SPONSORED ADR 1 ADR REPS 1 ORD SYMBOL: BRFS	375.0000	21.1100	7,916.25 *7,647.06*	1%	269.19	0.53%	42.52
CALBEE INC ORD F SYMBOL: CBCFF	100.0000	70.8520	7,085.20 *7,330.10*	1%	(244.90)	0.00%	0.00
CHEUNG KONG HLDG ADR F 1 ADR REP 1 ORD SYMBOL: CHEUY	550.0000	15.5200	8,536.00 *8,184.87*	1%	351.13	0.00%	0.00
CHEUNG KONG INSFRAS ORDF SYMBOL. CKISF	2,000.0000	6.1284	12,256.80 *9,562.60*	2%	2,694.20	0.00%	0.00
COACH INC SYMBOL. COH	222.0000	55.5100	12,323.22 *11,598.51*	2%	724.71	2.16%	266.40
COPA HOLDINGS SA F SYMBOL: CPA	60.0000	99.4500	5,967.00 *5,726.90*	1%	240.10	2.26%	135.00
CREDICORP LTD F SYMBOL: BAP	36.0000	146.5600	5,276.16 *4,064.38*	<1%	1,211.78	1.56%	82.80

STATEMENT B

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SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
CRESCENT PT ENERGY CORPF SYMBOL: CSCTF	125.0000	37.8200	4,727.50 *6,204.08*	<1%	(1,476.58)	7.40%	349.97
DANAHER CORP DEL SYMBOL: DHR	100.0000	55.9000	5,590.00 *5,227.00*	<1%	363.00	0.17%	10.00
DBS GROUP HOLDINGS ORD F FOREIGN REGISTERED SHS SYMBOL DBSDF	1,000.0000	12.1490	12,149.00 *11,438.48*	2%	710.52	0.00%	0.00
DISNEY WALT CO SYMBOL: DIS	110.0000	49.7900	5,476.90 *5,503.07*	<1%	(26.17)	1.50%	82.50
E M C CORP MASS SYMBOL: EMC	345.0000	25.3000	8,728.50 *8,564.53*	2%	163.97	0.00%	0.00
EATON VANCE FL RT IN TR SYMBOL: EFT	350.0000	17.0400	5,964.00 *5,643.43*	1%	320.57	6.26%	373.80
EATON VANCE LTD DURATION INCOME FUND SYMBOL: EVV	350.0000	16.6600	5,831.00 *5,676.36*	1%	154.64	7.50%	437.64
EBAY INC SYMBOL: EBAY	130.0000	50.9977	6,629.70 *5,285.88*	1%	1,343.82	0.00%	0.00
FLUOR CORPORATION NEW SYMBOL: FLR	100.0000	58.7400	5,874.00 *4,670.64*	1%	1,203.36	1.08%	64.00

STATEMENT B

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
FOMENTO ECO MEX SAB ADRF SPON ADR REP 10 UTS - 1UT = 1B + 4D SHS SYMBOL: FMX	150.0000	100.7000	15,105.00 *8,368.88*	3%	6,736.12	0.00%	0.00
GOLDEN EAGLE RETAIL ORDF SYMBOL: GDNEF	2,000.0000	2.4617	4,923.40 *4,416.80*	<1%	506.60	0.00%	0.00
GOOGLE INC CLASS A SYMBOL: GOOG	24.0000	707.3800	16,977.12 *15,055.22*	3%	1,921.90	0.00%	0.00
GRUPO FIN BANORTE O ORDF SER O SHARES SYMBOL: GBOOF	1,100.0000	6.4262	7,068.82 *5,860.28*	1%	1,208.54	0.00%	0.00
HEINZ H J CO SYMBOL: HNZ	110.0000	57.6800	6,344.80 *5,783.18*	1%	561.62	3.57%	226.60
HENGAN INTL ORD F SYMBOL: HEGIF	500.0000	9.0248	4,512.40 *4,548.55*	<1%	(36.15)	0.00%	0.00
HONDA MOTOR CO LTD ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: HMC	160.0000	36.9400	5,910.40 *5,802.87*	1%	107.53	0.00%	0.00
HSBC HLDGS PLC ADR NEW F SPONSORED ADR 1 ADR REPS 5 ORD SYMBOL: HBC	130.0000	53.0700	6,899.10 *5,480.13*	1%	1,418.97	3.39%	234.00

STATEMENT B

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
ITAU UNI HOLDING SA ADRF SPONSORED ADR 1 ADR REPS 1 PREF SH SYMBOL: ITUB	420.0000	16.4600	6,913.20 *6,868.60*	1%	44.60	0.53%	37.30
KOREA EQUITY FUND INC SYMBOL: KEF	349.0000	9.2200	3,217.78 *4,192.91*	<1%	(975.13)	0.00%	0.00
LAWSON INC ORD F SYMBOL: LWSOF	100.0000	68.1805	6,818.05 *6,948.99*	1%	(130.94)	0.00%	0.00
LOCCITANE INTL ORD F HONG KONG SHARES SYMBOL: LCCTF	2,500.0000	3.1674	7,918.50 *5,311.45*	1%	2,607.05	0.00%	0.00
M F S INTERMDT INCOME TR SHS BEN INT SYMBOL: MIN	1,800.0000	6.4400	11,592.00 *11,175.01*	2%	416.99	8.21%	952.78
M S EMERGING MKTS DEBT SYMBOL: EDD	300.0000	16.8400	5,052.00 *4,640.17*	<1%	411.83	5.93%	300.00
MASTERCARD INC SYMBOL: MA	20.0000	491.2800	9,825.60 *8,522.44*	2%	1,303.16	0.24%	24.00
MC DONALDS CORP SYMBOL: MCD	100.0000	88.2100	8,821.00 *8,733.08*	2%	87.92	3.49%	308.00
N C R CORP NEW SYMBOL: NCR	470.0000	25.4800	11,975.60 *11,273.35*	2%	702.25	0.00%	0.00

STATEMENT B

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

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
NASPERS LTD ORD F N SHARES SYMBOL: NAPRF	100.0000	64.0234	6,402.34 *5,551.44*	1%	850.90	0.00%	0.00
NISSAN MOTOR CO LTD ORDF SYMBOL: NSANF	900.0000	9.4400	8,496.00 *8,841.52*	1%	(345.52)	0.00%	0.00
PENN WEST PETE LTD NEW F SYMBOL: PWE	220.0000	10.8600	2,389.20 *5,794.20*	<1%	(3,405.00)	10.13%	242.25
QUALCOMM INC SYMBOL: QCOM	210.0000	61.8596	12,990.52 *13,170.41*	2%	(179.89)	1.61%	210.00
SAMSONITE INTL SA ORD F SYMBOL: SMSOF	4,200.0000	2.0617	8,659.14 *8,926.56*	2%	(267.42)	0.00%	0.00
SBERBANK ADR F SPONSORED ADR 1 ADR REPS 4 ORD SYMBOL: SBRCY	450.0000	12.5600	5,652.00 *4,896.90*	<1%	755.10	0.00%	0.00
SCHLUMBERGER LTD F SYMBOL: SLB	110.0000	69.2986	7,622.85 *7,632.22*	1%	(9.37)	1.58%	121.00
SEADRILL LTD F SYMBOL: SDRL	220.0000	36.8000	8,096.00 *8,821.95*	1%	(725.95)	18.47%	1,496.00
SMITH A O SYMBOL: AOS	115.0000	63.0700	7,253.05 *4,230.46*	1%	3,022.59	1.26%	92.00

STATEMENT B

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

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
SOUND GLOBAL LTD ORD F SINGAPORE SHARES SYMBOL: SGXXF	15,000.0000	0.4748	7,122.00 *5,388.62*	1%	1,733.38	0.00%	0.00
SPRINGLAND INTL ORD F	8,000.0000	0.5328	4,262.40 *5,187.40*	<1%	(925.00)	0.00%	0.00
STANDARD CHARTERED ORD F HONG KONG SHARES	300.0000	25.2875	7,586.25 *6,668.02*	1%	918.23	0.00%	0.00
STARHILL GLOBAL ORD F REIT SYMBOL: SGLMF	17,000.0000	0.6427	10,925.90 *8,664.11*	2%	2,261.79	0.00%	0.00
TENCENT HLDGS ORD NEW F SYMBOL: TCTZF	400.0000	32.1255	12,850.20 *11,054.50*	2%	1,795.70	0.00%	0.00
TWO HARBORS INVESTMENT SYMBOL: TWO	490.0000	11.0800	5,429.20 *5,321.14*	<1%	108.06	19.85%	1,078.00
VINDA INTL HLD LTD ORD F SYMBOL: VDAHF	4,000.0000	1.3676	5,470.40 *6,105.80*	<1%	(635.40)	0.00%	0.00
WANT WANT HLDGS LTD ORDF SYMBOL: WWNTF	9,000.0000	1.3779	12,401.10 *7,803.10*	2%	4,598.00	0.00%	0.00
XYLEM INC SYMBOL: XYL	210.0000	27.1000	5,691.00 *5,320.63*	<1%	370.37	1.49%	85.01

STATEMENT B

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

SIPC

Investment Detail - Equities (continued)

Equities (continued)		Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
YAMANA GOLD INC SYMBOL: AUY	F	480.0000	17.2100	8,260.80 *7,818.45*	1%	442.35	1.51%	124.80
Total Equities		[illegible]		B 452,757.25	79%	41,763.95		[illegible]
			Total Cost Basis:	A 410,993.30				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DREYFUS SHORT TERM INCM FD CL D SYMBOL: DSTIX	942.5070	10.7800	10,160.23	2%	10.70	10,000.00	160.23
MANAGERS BOND FUND SYMBOL: MGFIX	208.1780	27.9300	5,814.41	1%	26.90	5,600.00	214.41
RUSSELL SHORT DURATION BOND CL S SYMBOL: RFBSX	514.9330	19.5200	10,051.49	2%	19.42	10,000.00	51.49
Total Bond Funds	[illegible]		26,026.13	5%		25,600.00	[illegible]
Total Mutual Funds	[illegible]		B 26,026.13	5%		A 25,600.00	[illegible]

STATEMENT B

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)
GLOBAL X EXCH TRADED FD CHINA CONSUMER SYMBOL: CHIQ	390.0000	14.8700	5,799.30 *5,830.05*	1%	(30.75)
ISHARES MSCI TURKEY IDX TURKEY INDEX FUND ETF SYMBOL: TUR	90.0000	66.7800	6,010.20 *5,882.79*	1%	127.41
MFA FINANCIAL INC REIT SYMBOL: MFA	650.0000	8.1100	5,271.50 *4,956.56*	<1%	314.94
NEWCASTLE INVESTMENT CP REIT SYMBOL: NCT	660.0000	8.6800	5,728.80 *5,833.91*	1%	(105.11)
REDWOOD TRUST INC REIT SYMBOL: RWT	420.0000	16.8900	7,093.80 *5,615.40*	1%	1,478.40
VANGUARD INTL EQTY INDEX FTSE ALL WORLD EX US ETF SYMBOL: VEU	150.0000	45.7500	6,862.50 *6,779.76*	1%	82.74
Total Other Assets	2,360.0000		36,766.10	6%	1,867.63
		Total Cost Basis	34,898.47		

STATEMENT B

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

charles SCHWAB
INSTITUTIONAL

Schwab One® Trust Account of

FULCRUM FOUNDATION
DTD 04/12/2001 MGR: SEABRIDGE

Statement Period
December 1-31, 2012

Investment Detail - Total

Total Investment Detail	[illegible]
Total Account Value	[illegible] 515549
Total Cost Basis	[illegible]

STATEMENT B

FORM 990-PF LATE PAYMENT PENALTY STATEMENT 10

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/13	11,481.	11,481.		
EXTENSION PAYMENT	05/15/13	<9,000.>	2,481.	6	74.
DATE FILED	11/15/13		2,481.		
TOTAL LATE PAYMENT PENALTY					74.

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 11

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/13	11,481.	11,481.	.0300		
EXTENSION PAYMENT	05/15/13	<9,000.>	2,481.	.0300	184	38.
DATE FILED	11/15/13		2,519.			
TOTAL LATE PAYMENT INTEREST						38.

Fulcrum Foundation
EIN: 23-3081735
1685 S. Colorado Blvd. Unit S #358
Denver, CO 80222
Tax Year Ending: 12/31/2012

Pursuant to IRC Sec. 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), the above referenced foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of undistributed income from the tax years ending:

Tax Year	Amount
2010	$44,626

Form **8868** (Rev. January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	FULCRUM FOUNDATION	23-3081735
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1685 S. COLORADO BLVD. UNIT S #358	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DENVER, CO 80222	

Enter the Return code for the return that this application is for (file a separate application for each return) [0][4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ RALPH J. ROBERTS, JR - PMB 358, 1685 S COLORADO BLVD, UNIT F, - DENVER, CO 80222-4040

  Telephone No. ▶ (215) 246-2300 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______________ , and ending ______________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$	9,491.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$	491.
c **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$	9,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841 01-21-13

15060508 099924 FULCRUM 2012.03040 FULCRUM FOUNDATION FULCRUM1

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions FULCRUM FOUNDATION	Employer identification number (EIN) or 23-3081735
	Number, street, and room or suite no. If a P.O. box, see instructions. 1685 S. COLORADO BLVD. UNIT S #358	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DENVER, CO 80222	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ RALPH J. ROBERTS, JR - PMB 358, 1685 S COLORADO BLVD, UNIT F, - DENVER, CO 80222-4040

Telephone No. ▶ (215) 246-2300 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 9,491.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 9,491.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ TRUSTEE Date ▶

223842
01-21-13

10560724 099924 FULCRUM 2012.04010 FULCRUM FOUNDATION FULCRUM1