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**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**2012****Open to Public Inspection****For calendar year 2012 or tax year beginning****, 2012, and ending****, 20**

Name of foundation

THE BALL FOUNDATION

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

Room/suite

P O BOX 9005

City or town, state, and ZIP code

BROOMFIELD CO 80021-0905

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 14,689,837**
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number**27-4099620****B** Telephone number (see instructions)**303-460-2192****C** If exemption application is pending, check here ☐**D** 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I****Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

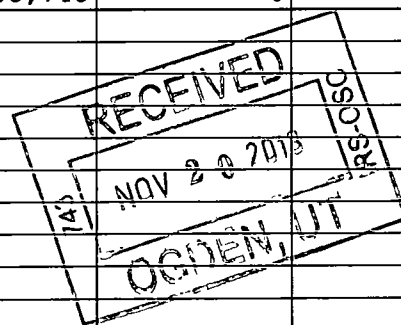
(c) Adjusted net income

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

Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	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	368,748	368,748		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(859,856)			
	b Gross sales price for all assets on line 6a 2,268,375				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	(491,108)	368,748	0	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
Operating and Administrative Expenses	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,566	10,566		
	24 Total operating and administrative expenses. Add lines 13 through 23	10,566	10,566	0	0
	25 Contributions, gifts, grants paid	1,099,895			1,099,895
	26 Total expenses and disbursements. Add lines 24 and 25	1,110,461	10,566	0	1,099,895
Operating and Administrative Expenses	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	(1,601,569)			
	b Net investment income (if negative, enter -0-)		358,182		
Operating and Administrative Expenses	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		5,396,828	2,830,614	2,830,614
	2	Savings and temporary cash investments		2,500	2,501	2,501
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		37,644	11,958	11,958
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)		4,663,392	1,538,792	1,223,026
	c	Investments—corporate bonds (attach schedule)		6,062,430	10,174,860	10,621,738
	11	Investments—land, buildings, and equipment: basis ▶				
Liabilities		Less: accumulated depreciation (attach schedule) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation (attach schedule) ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		16,162,794	14,558,725	14,689,837
	17	Accounts payable and accrued expenses				
	18	Grants payable		5,000	2,500	
	19	Deferred revenue				
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		5,000	2,500	
		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				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds		16,157,794	14,556,224	
	30	Total net assets or fund balances (see instructions)		16,157,794	14,556,224	
	31	Total liabilities and net assets/fund balances (see instructions)		16,162,794	14,558,724	

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	16,157,794
2	Enter amount from Part I, line 27a	2	(1,601,569)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	14,556,225
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,556,225

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 COMMON STOCK SOLD (DIGITAL GLOBE INC)					
b SEE DETAIL ON SCHEDULE 2					
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 2,268,375	0	3,128,231	(859,856)		
b			0		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	(859,856)	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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.

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

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	
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	
3	Add lines 1 and 2	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	0
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded	11	0

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
<i>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.</i>		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes.</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ COLORADO		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address ►	13	X	
14	The books are in care of ► BALL CORPORATION Telephone no. ► 303-460-3131 Located at ► P O BOX 9005 BROOMFIELD CO ZIP+4 ► 80021-0905			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	
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 ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)	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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN A HAYES P O BOX 9005 BROOMFIELD CO 80021-0905	PRESIDENT & DIRECTOR	0	0	0
JAMES N PETERSON P O BOX 9005 BROOMFIELD CO 80021-0905	VICE PRESIDENT & DIRECTOR	0	0	0
SCOTT C MORRISON P O BOX 9005 BROOMFIELD CO 80021-0905	VICE PRESIDENT & DIRECTOR	0	0	0
JEFFREY A KNOBEL P O BOX 9005 BROOMFIELD CO 80021-0905	SECRETARY/TREASURER & DIRECTOR	0	0	0

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

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

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 ALL 2012 CHARITABLE ACTIVITIES WERE COMPRISED OF FINANCIAL CONTRIBUTIONS TO QUALIFYING CHARITIES (SEE PART XV 3A AND SCHEDULE 5)	1,099,895
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	12,119,961
b	Average of monthly cash balances	1b	4,587,403
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	16,707,364
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	16,707,364
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	250,610
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,456,754
6	Minimum investment return. Enter 5% of line 5	6	822,838

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	822,838
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	822,838
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	822,838
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	822,838

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	1,099,895
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,099,895
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,099,895

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				822,838
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011	64,194			
f Total of lines 3a through e	64,194			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,099,895				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				822,838
e Remaining amount distributed out of corpus	277,057			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	341,251			
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				
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 instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	341,251			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	64,194			
e Excess from 2012	277,057			

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

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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 or e-mail of the person to whom applications should be addressed:

ONLY ONLINE APPLICATIONS ARE ACCEPTED VIA [HTTPS://WWW.EASYMATCH.COM/BALLFOUNDATION/APPLICATIONS/AGENCY](https://www.easymatch.com/ballfoundation/applications/agency)

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

SEE SCHEDULE 3 - "INFORMATION REQUESTED IN THE BALL FOUNDATION GRANT APPLICATION"

c Any submission deadlines:

NONE

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

SEE SCHEDULE 4 - "BALL FOUNDATION - GRANTS GUIDELINES"

3 Grants and Contributions Paid During the Year or Approved for Future PaymentForm **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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	368,748	
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			18	(859,856)	
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		(491,108)	0
13	Total. Add line 12, columns (b), (d), and (e)				13	(491,108)

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

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

[illegible]

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

N/A

- | | | 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) | |
| | (2) Other assets | 1a(2) | |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| | (4) Reimbursement arrangements | 1b(4) | |
| | (5) Loans or loan guarantees | 1b(5) | |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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

11/4/13
Date

VP, The Bank of New York Mellon
As Trustee

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

Stocks

<u>Description</u>	<u># of Shares</u>	<u>Original Cost</u>	<u>12/31/2012 Market Value</u>
Digital Globe	50,042	1,538,792 00	1,223,026 00

Bonds

<u>Description</u>	<u>Coupon</u>	<u>Bond Cost</u>	<u>12/31/2012 Market Value</u>
Tyson Foods	6 85%	817,500 00	859,459 00
Morgan Stanley Sprint	3 80%	1,016,830 00	1,049,785 00
JP Morgan Chase	3 15%	1,019,600 00	1,059,450 00
Whirlpool	7 75%	1,156,000 00	1,187,068 00
US Steel Corp	7 50%	1,012,500 00	1,052,500 00
PNC Funding Corp	3.50%	999,210.00	1,054,214 00
United Technologies Corp	4 50%	1,150,690 00	1,174,854.00
Oracle Corp	2 50%	1,017,530 00	1,009,009 00
Gap	5 95%	947,500 00	1,144,035.00
Newmont Mining Corp	3 50%	1,037,500.00	1,031,364 00
		10,174,860 00	10,621,738.00

(a) Property sold	(b) How acquired	(c) Date acquired	(d) Date sold	(e) Gross sales price	(f) Depreciation allowed	(g) Cost or other basis plus expense of sale	(h) Gain or (loss)
Digital Globe Inc stock	Donation	3/9/2011	7/26/2012	463,962.50	0	769,510.40	(305,547.90)
Digital Globe Inc stock	Donation	3/9/2011	8/15/2012	525,040.25	0	769,511.77	(244,471.52)
Digital Globe Inc stock	Donation	3/9/2011	10/17/2012	588,106.75	0	770,013.18	(181,906.43)
Digital Globe Inc stock	Donation	3/9/2011	10/31/2012	42,125.37	0	49,681.35	(7,555.98)
Digital Globe Inc stock	Donation	3/9/2011	11/1/2012	649,140.25	0	769,514.55	(120,374.30)
				2,268,375.12		3,128,231.25	(859,856.13)

Information Requested in the Ball Foundation Grant Application

The Ball Foundation will only be accepting grant application online beginning in 2012. A link to our grant application site will be available on ball.com. Organizations interested in applying will have to pass an eligibility quiz before they can create an account and fill out full the online application.

Online Organization Eligibility Quiz

1	Is your organization a Section 501(c)(3) tax-exempt organization that is classified as a public charity under Section 509(a) (1), (2) or (3)?	Yes No	Go To Question 2 Go To Question 1a
1A	Is your organization a tax-exempt public agency classified under Section 170 (c) (1)?	Yes No	Go To Question 2 Not Permitted Further /Notify at the end
2	Is your organization located in/serve the United States?	Yes No	Go to question 3 Not permitted further/notify at end
3	Are you seeking funding for lobbying, political or fraternal activities?	Yes No	Not permitted further/notify at end Go to question 4
4	Are you seeking funding for an individual?..	Yes No	Not Permitted Further /Notify at the end Go to question 5
5	Are you seeking funding to support travel?	Yes No	Not permitted further/notify at end Go to Question 6
6	Are you seeking funding for medical research?	Yes No	Not permitted further/notify at end Go to question 7
7	Are you seeking funding for programs targeting people with specific physical, medical or psychological conditions?	Yes No	Not permitted further/notify at end Go to question 8
8	Is your organization a religious organization?	Yes No	Go To Question 8a Go To Question 9
8A	If yes, are you seeking funds for training in or promotion of religious doctrine?	Yes No	Not Permitted Further /Notify at the end Go To Question 9
9	If funded, will this grant remain under the financial control of the applying organization and not be regranted in any way to other charitable organizations?	Yes No	Go To Question 10 Not Permitted Further /Notify at the end
10	The Ball Foundation grants program serves the Colorado front range and other communities in which our employees live and work. Does your organization serve one or more of these locations?	Yes No	Go To Question 11 Not Permitted Further /Notify at the end

11	The Ball Foundation focus areas are education, recycling and community engagement. Does your organization emphasize one of these focus areas?	Yes No	Go To Question 12 Not Permitted Further /Notify at the end
12	Is this organization in full compliance with Ball Corporation non-discrimination policy?	Yes No	Go to Message A Go to Message B
Message A	Thank you for completing this eligibility assessment. Based on your answers, it appears that your organization qualifies to complete the Ball Foundation Grant Application. Please click below to register		Go to Registration
Message B	Thank you for your interest in funding support from the Ball Foundation. Since your organization does not meet our funding criteria, we regret that we will not be able to assist your at this time. We wish you much success in your fundraising endeavors.		Go to Homepage

The full grant application asks for the following information:

Organization Background Information

- Organization's Mission Statement
- Brief overview of the organization and evidence of its impact
- List/description of the organization's major achievements
- Type of organization
- Organization's Board of Directors, key staff, and their qualifications
- List of other major donors and funding contributions
- Non-Discrimination Policy, if it has one

Project Request Information

- Project title
- Request/Support Type (Project Support, Operating Budget, Capital Campaign, Other (describe))
- Requested amount
- Project budget

- Detailed project budget including a description of how the funds will be spent and how the amount was determined
- Project start date
- Project end date
- Nature of request
- Project background
- Other funding contributions
- Evaluation of project
- List non-company name donors and supporters and amounts contributed to project

Project Details

- List and description of the current project objectives
- Problem the project addresses
- How the project objectives be met (strategies and outcomes)
- Description of the use of staff (including volunteers) and their qualifications
- Project implementation timeline and key milestones
- Why this project should be funded and the basis for optimism that this project can address the problem successfully
- Analysis of the project's risks and limitations, including how these factors will be addressed or minimized
- Brief history of the project
- Organization's or program's website
- Description of how the project fits within the guidelines of The Ball Foundation

Documentation

- Total annual organizational operating budget
- Operating Budget File
- Organization's IRS 501(c)(3) or 509(a)(1),(2),(3) tax designation
- Organization's 990 or 990-PF federal tax return
- Organization's current audited financial statement

Implementation and Evaluation

- If previously funded by Ball Corporation or The Ball Foundation please provide a brief report on the results of the grant (i.e., amount of funding, what was accomplished, challenges encountered, and corrective actions taken)
- Additional information organization deems vital to review of the grant application
- Description of the project deliverables and outcomes
- Explanation of the assessment strategies that will be used to define and measure the program's success
- Description of the involvement of stakeholders (e.g. Board, Target Population, Community Members)
- Sustainability plan - what steps will the organization take to ensure the future success of the proposed project beyond completion of Ball Foundation funding (i.e. future financial support, staff requirements, continued community interest)?

Grant Classifications

- Motivation (Ball assigns): Charity, Strategic, Commercial
- Program Type: Education (Higher, K-12, STEM and/or Diversity), Recycling, Social Services, Food Security, Disaster Relief, Other
- Budget Source (Ball assigns): Corporate, Foundation, Other
- Ethnicity Served (optional): All, African American, Hispanic, Minorities in General, Native American, Pacific Asian and Asian Indian/Middle Eastern
- Gender Served (optional): All, Female, Male
- Geography: Enter location
- Target Age: All, Infant, Children, Adolescence, Young Adult, Adult, Elderly

The Ball Foundation – Grants Guidelines

Mission

The Ball Foundation's mission is to provide financial support to not-for-profit organizations that sustain the communities in which we live and operate by improving and promoting education, recycling and community engagement.

The Ball Foundation's Grants program provides grants to certain eligible, charitable organizations that meet the Foundation's guidelines and are located in the U.S. The Ball Foundation focuses its grant making investments in organizations with measurable plans to improve communities where our associates live and work. To be considered for a grant, applicants must be tax-exempt, nonprofit organizations as defined under section 501(c)(3) of the Internal Revenue Code, or an accredited public or private school or university.

Funding Focus Areas:

Education: We believe education is vital to social and economic development because it gives people in our communities the knowledge and skills they need to achieve employment and economic security in our rapidly changing, global economy. To help keep our communities and our business competitive and prosperous, we support formal educational opportunities for students of all ages including K-12 education, higher education, business-education partnerships, and other local needs. The Foundation focuses its education funding on programs that support science, technology, engineering and math (STEM) education; emphasize the benefits of recycling to protect the environment; and support diversity by providing opportunities for educational achievement and diverse thought regardless of racial and ethnic background, gender or economic status.

Recycling: Recycling is critical to the future of our business, society and planet. Its benefits include saving significant amounts of energy and natural resources. The Foundation supports programs that increase recycling rates, improve collection processes and provide education about the benefits of recycling.

Community Engagement: An important part of the cultural values of Ball Corporation and the Ball Foundation is to be a good neighbor, corporate citizen and employer of choice in communities where we have a presence; a healthy business depends upon thriving communities. As a packaging and aerospace company, we support organizations, programs and civic initiatives that advance sustainable livelihoods for the citizens of our communities by improving self-sufficiency and access to essential needs, especially food security and disaster relief.

The Ball Foundation prefers grant requests for specific projects and programs as opposed to sponsorships. We reserve the right to deny funding to organizations at any time.

What We Do Not Fund

The Ball Foundation does not support organizations that discriminate against a person or a group on the basis of age, political affiliation, race, national origin, ethnicity, gender, disability, sexual orientation or religious belief.

In order to maintain its focus and achieve a greater impact through the use of its funds, the Ball Foundation will also not support:

- Individuals
- Religious groups for religious purposes
- Programs targeted for people with specific physical, medical or psychological conditions
- Medical research
- Grant requests for production of audio, film or video
- Requests to support travel
- Lobbying, political or fraternal activities
- Organizations not exempt under Section 501(c)(3) of the IRS code or unaccredited public/private schools
- Programs or organizations for which the Ball Foundation is asked to serve as the sole funding source

How to Apply

Interested organizations must apply online. Click the Grant Home tab to log in and begin the application process. The first step is a mandatory eligibility review. Organizations that meet the Foundation's eligibility requirements will be permitted to register and complete the Foundation's grant application.

Response

The Ball Foundation board of directors meets quarterly. Organizations that pass the eligibility review and complete online applications can expect a response within approximately 90 days, depending on the board meeting cycle.

Requirements and Limitations

All requests for grants and/or charitable funding in the U.S. must be made through the Ball Foundation and should not be directed to Ball Corporation or any of its operating units, including Ball Aerospace & Technologies Corp. The Foundation may direct requests from organizations that serve communities outside Colorado where Ball operates manufacturing facilities or Aerospace services to those facilities for consideration.

All agencies or organizations whose applications are approved by the Foundation's board of directors must sign a letter of agreement regarding the terms of the respective grant.

Agencies or organizations that receive Ball Foundation funds will be required to complete follow-up reporting so that the Foundation can evaluate program impact and benefits as well as ensure proper use of Foundation funds.

Organizations that have been denied funding by the Foundation must wait one year before being eligible to reapply for funding.

Organizations that are currently funded by the Foundation that wish to apply for additional funding for a new or different program must submit a separate application for each program.

Organizations that are currently being funded may apply for continuation of the program being funded (if applicable), but must follow all procedures implemented by the Foundation during the course of the program to be eligible to receive continuation funding.

Generally, a particular program or organization will not be funded for more than three consecutive years. After that time the organization must wait 12 months before reapplying.

Recipient	Recipient Address		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Donation amount
American Red Cross	Mile High Chapter 444 Sherman St Denver, CO 80203		N/A	public	Disaster relief - Hurricane Sandy & High Park Fire in Colorado	\$60,000
University of Colorado Foundation	4740 Walnut St CO 80301	Boulder	N/A	public	Education support	\$72,500
Foothills United Way	1285 Cimarron Drive Ste 101 Lafayette, CO 80026		N/A	public	Corporate match for employee gifts - 2011 campaign	\$496,369
C5 Youth Foundation	2500 Windy Ridge Parkway Atlanta GA 30339		N/A	public	Youth programs	\$70,000
I Have A Dream Foundation	3012 Sterling Circle Ste 200 CO 80301	Boulder	N/A	public	STEM (science, technologies, engineering & mathematics) education foundation	\$5,000
Grove Christian Outreach	8910-E Pocahontas Trail Williamsburg, VA 23185		N/A	public	Corporate match for Williamsburg plant	\$5,000
ARCS - Achievement Rewards for College Scientists Foundation	PO Box 460847 Denver CO 80246		N/A	public	College STEM scholarships (aerospace)	\$5,000
Community Food Share	6363 Horizon Lane CO 80503	Longmont	N/A	public	Community engagement/food security	\$65,000
Rocky Mountain Children's Law Center	1325 South Colorado Blvd Suite 701 Denver CO 80222		N/A	public	Legal advocacy, education and public policy reform for abused and neglected children	\$1,000
American Cancer Society	2255 South Oneida St CO 80224	Denver	N/A	group	Corporate match - pounds for charity program	\$3,376
University of Colorado Foundation - Leeds Diversity Symposium Sponsorship	4740 Walnut St Boulder CO 80301		N/A	public	Education support	\$5,000
Findlay City Schools - Recycling Scholarships	1219 West Main Cross Findlay OH 45840		N/A	public	Recycling education for high school students	\$12,000
Virginia College Fund	4900 Augusta Ave Suite 101 Richmond VA 23230		N/A	public	Corporate match for Williamsburg plant	\$1,200
Virginia Intermont College	1013 Moore St VA 24201	Bristol	N/A	public	Corporate match for Bristol plant	\$5,000
John Carroll STEM Academy	703 East Churchville Road Air MD 21014	Bel	N/A	public	Corporate match for Baltimore plant	\$7,500
Blue Ridge Food Bank	P O Box 937 Verona VA 24482		N/A	public	Corporate match for Verona plant	\$500
Rome City Schools	508 East Second St GA 30161	Rome	N/A	public	Recycling scholarships for Rome city schools	\$10,000
Mid-Ohio Food Bank	3960 Brookham Drive Grove City OH 43123		N/A	public	Corporate match for Columbus beverage plant	\$1,500
Broomfield Community Foundation	26 Garden Center Suite 4D Broomfield CO 80020		N/A	public	Community engagement	\$7,500
Colorado Robotics Excelling at Science & Technology	3443 South Galena St Suite 210 Denver CO 80231		N/A	public	STEM education	\$25,000
Produce for Better Health Foundation	7465 Lancaster Pike Suite J 2nd floor DE 19707	Hockessin	N/A	public	Healthy eating promotion	\$10,000
Rebuilding Together Metro Denver Inc	2422 South Trenton Way Unit A Denver CO 80231		N/A	public	Employee volunteer projects	\$12,000
Westminster Legacy Foundation	4800 West 92nd Avenue Westminster CO 80031		N/A	public	Community engagement	\$7,500
Greenhouse Scholars	1881 9th Street Suite 200 CO 80302	Boulder	N/A	public	Support for high-performing, under-resourced college students	\$20,000
Boulder Community Housing Corporation Inc	P O Box 471 Boulder CO 80306		N/A	public	Community engagement/self-sufficiency	\$5,000
Colorado Legacy Foundation	1660 Lincoln Street Suite 2720 Denver CO 80264		N/A	public	STEM education	\$30,000

Part XV, 3a

The Ball Foundation 27-4099620

Colorado State University Foundation - Beverage Business Institute	213 North Rockwell Hall 1276 Campus Delivery Fort Collins CO 80523	N/A	public	Beverage business education	\$35,000
Denver Scholarship Foundation	303 East 17th Avenue Suite 200 Denver CO 80203	N/A	public	STEM education	\$30,000
Emergency Family Assistance Association	1575 Yarmouth Avenue Boulder CO 80304	N/A	public	Community engagement/food security	\$10,000
Family Learning Center Inc	3164 34th St Boulder CO 80301	N/A	public	Community engagement with education & diversity angle	\$10,000
Lighthouse On A Hill - doing business as STEM Academy	P O Box 631086 Ranch CO 80163	Highlands N/A	public	STEM education	\$10,000
VIA Mobility Services	2855 North 63rd St Boulder CO 80301	N/A	public	Community engagement	\$5,000
YouthBiz	1617 East 35th Avenue Denver CO 80205	N/A	public	Community engagement/diversity	\$12,500
Family Tree Inc	3805 Marshall Street #100 Wheat Ridge CO 80033	N/A	public	Corporate match for Golden plant/community engagement	\$750
Virginia Foundation for Independent Colleges	8010 Ridge Road Suite B Richmond, VA 23229	N/A	public	Corporate match for Williamsburg plant/education	\$1,200
Food Bank of the Rockies	Box 151560 Lakewood CO 80215	N/A	public	Community engagement food security	\$5,000
Denver Fisher House Foundation	14001 East Iliff Avenue Suite 210 Aurora CO 80014	N/A	public	Support for military families	\$2,500
Impact on Education	728 Front Street Suite A Louisville CO 80027	N/A	public	STEM education	\$35,000
Total Donations - 2012					\$1,099,895