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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 01-01-2012 , and ending 12-31-2012



Name of foundation R DAVID AND SUZANNE A HOOVER CHARITABLE TRUST		A Employer identification number 27-4274566	
Number and street (or P O box number if mail is not delivered to street address) 7209 RUSTIC TRAIL		B Telephone number (see instructions) (303) 694-2190	
City or town, state, and ZIP code BOULDER, CO 803013938		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,152,557		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,820,436			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3	3		
	4 Dividends and interest from securities.	125,574	125,574		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	12,189			
	b Gross sales price for all assets on line 6a _____ 83,743				
	7 Capital gain net income (from Part IV , line 2)		12,189		
	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)				
	11 Other income (attach schedule)	65,418	65,418		
	12 Total. Add lines 1 through 11	3,023,620	203,184		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,500	2,250		2,250
	c Other professional fees (attach schedule)	227	227		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,300	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	9,027	2,477		2,250
	25 Contributions, gifts, grants paid	305,000			305,000
	26 Total expenses and disbursements. Add lines 24 and 25	314,027	2,477		307,250
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,709,593			
	b Net investment income (if negative, enter -0-)		200,707		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	148,048	94,860
	3	Accounts receivable ▶ <u>1,549</u>		
		Less allowance for doubtful accounts ▶ _____	1,549	1,549
	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 page 15 of the 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		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)	2,142,507 	4,838,321
	c	Investments—corporate bonds (attach schedule).		10,914,732
	11	Investments—land, buildings, and equipment basis ▶ _____		
		Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	1,096,614 	1,162,032
	14	Land, buildings, and equipment basis ▶ _____		1,141,416
		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)	3,387,169	6,096,762
				12,152,557
Liabilities	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)	0	0
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>		
		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 ▶ <input checked="" type="checkbox"/>		
		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	3,387,169	6,096,762
	30	Total net assets or fund balances (see page 17 of the instructions)	3,387,169	6,096,762
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,387,169	6,096,762

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	3,387,169
2	Enter amount from Part I, line 27a	2	2,709,593
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	6,096,762
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	6,096,762

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	12,189
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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	10,797	3,797,598	0 002843
2010	0	3,366,864	0 000000
2009			
2008			
2007			

2	Total of line 1, column (d).	2	0 002843
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 001422
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	7,285,419
5	Multiply line 4 by line 3.	5	10,360
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,007
7	Add lines 5 and 6.	7	12,367
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	307,250

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,007
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	2,007
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	2,007
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,543	
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	3,543
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,536
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	1,536	Refunded	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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		No
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶AMG NATIONAL TRUST BANK Telephone no ▶(303) 694-2190 Located at ▶6501 E BELLEVIEW AVE 400 ENGLEWOOD CO ZIP +4 ▶801116020			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> 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?	16		No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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		No
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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
R DAVID HOOVER	CLASS A TRUSTEE	0	0	0
7209 RUSTIC TRAIL BOULDER, CO 80301	0 00			
SUZANNE A HOOVER	CLASS A TRUSTEE	0	0	0
7209 RUSTIC TRAIL BOULDER, CO 80301	0 00			
JONATHAN D HOOVER	CLASS B TRUSTEE	0	0	0
3188 CASTLE PEAK AVENUE SUPERIOR, CO 800276069	0 00			
JENNIFER S HOOVER	CLASS B TRUSTEE	0	0	0
2323 DOGWOOD CIRCLE LOUISVILLE, CO 80027	0 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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	
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	
2	
All other program-related investments. See page 24 of the 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	6,067,583
b	Average of monthly cash balances.	1b	184,396
c	Fair market value of all other assets (see instructions).	1c	1,144,385
d	Total (add lines 1a, b, and c).	1d	7,396,364
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	7,396,364
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	110,945
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,285,419
6	Minimum investment return. Enter 5% of line 5.	6	364,271

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	364,271
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,007
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	1,403
c	Add lines 2a and 2b.	2c	3,410
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	360,861
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	360,861
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	360,861

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	307,250
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	307,250
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 (see instructions).	5	2,007
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	305,243
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				360,861
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			182,047	
b Total for prior years 20__, 20__, 20__		0		
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 ▶ \$ 307,250				
a Applied to 2011, but not more than line 2a			182,047	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				125,203
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				235,658
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	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 XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 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	
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 XVSupplementary Information (Complete this part only if the organization 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))

See Additional Data Table

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

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number of the person to whom applications should be addressed

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> OKLAHOMA CITY JAZZ ORCHESTRA 8309 WILLOW CREEK BLVD OKLAHOMA CITY, OK 73162	NONE	EXEMPT	COMMUNITY	5,000
INDIANA UNIVERSITY FOUNDATION KELLY SCHOOL OF BUSINESS PO BOX 500 BLOOMINGTON, IN 47402	NONE	EXEMPT	EDUCATIONAL	50,000
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT STREET BOULDER, CO 80301	NONE	EXEMPT	EDUCATIONAL	50,000
VIA MOBILITY 2855 N 63RD STREET BOULDER, CO 80301	NONE	EXEMPT	COMMUNITY	200,000
Total			3a	305,000
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(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			14	3	
4	Dividends and interest from securities. . . .			14	125,574	
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.			18	65,418	
8	Gain or (loss) from sales of assets other than inventory			18	12,189	
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		203,184	0
13	Total. Add line 12, columns (b), (d), and (e).			13	203,184	

[illegible]

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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 or fiduciary) is based on all information of which preparer has any knowledge		
	***** _____ Signature of officer or trustee	2013-11-09 _____ Date	***** _____ Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00359771
	MARY KAYE JOHNSTON CPA	MARY KAYE JOHNSTON CPA			
	Firm's name <input type="checkbox"/>	AMG NATIONAL TRUST BANK		Firm's EIN <input type="checkbox"/> 84-1595367	
		6501 E BELLEVIEW AVE STE 400			
	Firm's address <input type="checkbox"/>	ENGLEWOOD, CO 801116020		Phone no (303) 694-2190	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
7 SHARES OF INTEL CORP	P	2012-04-26	2012-06-11
15 SHARES OF KEY CORP	P	2012-04-26	2012-06-11
6 SHARES OF MICROSOFT CORPORATION	P	2012-04-26	2012-06-11
160 SHARES OF SPRINT NEXTEL CORP	P	2012-04-26	2012-08-13
519 SHARES OF SPRINT NEXTEL CORP	P	2012-04-26	2012-11-28
66 SHARES OF BAXTER INTERNATIONAL INC	P	2012-04-26	2012-12-07
11 SHARES OF CITIGROUP INC	P	2012-04-26	2012-12-28
19 SHARES OF INTEL CORP	P	2012-04-26	2012-12-28
46 SHARES OF KEY CORP	P	2012-04-26	2012-12-28
4 SHARES OF KIMBERLY-CLARK CORP	P	2012-06-11	2012-12-28
16 SHARES OF MICROSOFT CORPORATION	P	2012-04-26	2012-12-28
55 SHARES OF COSTCO WHOLESALE CORP	P	2008-11-14	2012-04-26
109 SHARES OF EBAY INC	P	2005-06-07	2012-04-26
39 SHARES OF EBAY INC	P	2005-08-31	2012-04-26
15 SHARES OF EBAY INC	P	2006-07-06	2012-04-26
17 SHARES OF EBAY INC	P	2006-10-03	2012-04-26
2 SHARES OF EBAY INC	P	2007-03-01	2012-04-26
85 SHARES OF EBAY INC	P	2007-06-04	2012-04-26
2 SHARES OF EBAY INC	P	2007-10-15	2012-04-26
21 SHARES OF EBAY INC	P	2008-03-04	2012-04-26
5 SHARES OF EBAY INC	P	2008-09-17	2012-04-26
179 SHARES OF HOME DEPOT	P	2008-03-04	2012-04-26
143 SHARES OF ORACLE CORPORATION	P	2003-12-23	2012-04-26
27 SHARES OF ORACLE CORPORATION	P	2007-06-04	2012-04-26
131 SHARES OF PFIZER COMMON STOCK	P	2003-12-23	2012-04-26
28 005 SHARES OF PFIZER COMMON STOCK	P	2003-12-23	2012-04-26
16 SHARES OF PFIZER COMMON STOCK	P	2004-03-05	2012-04-26
53 19 SHARES OF PFIZER COMMON STOCK	P	2004-03-05	2012-04-26
5 SHARES OF PFIZER COMMON STOCK	P	2004-06-03	2012-04-26
11 82 SHARES OF PFIZER COMMON STOCK	P	2004-06-03	2012-04-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
985 SHARES OF PFIZER COMMON STOCK	P	2008-09-16	2012-04-26
21 SHARES OF EXXON MOBIL CORP COM	P	2008-10-10	2012-05-03
13 SHARES OF EXXON MOBIL CORP COM	P	2010-02-04	2012-05-03
15 SHARES OF EXXON MOBIL CORP COM	P	2010-05-11	2012-05-03
60 SHARES OF PHILLIPS 66	P	2008-11-19	2012-06-08
4 SHARES OF PHILLIPS 66	P	2010-02-04	2012-06-08
17 SHARES OF CHEVRONTEXACO CORP COM	P	2010-05-20	2012-06-11
11 SHARES OF CHEVRONTEXACO CORP COM	P	2010-06-03	2012-06-11
11 SHARES OF CISCO SYSTEMS INC	P	2007-10-15	2012-06-11
2 SHARES OF CISCO SYSTEMS INC	P	2007-12-03	2012-06-11
29 SHARES OF CONOCOPHILLIPS	P	2008-11-19	2012-06-11
8 SHARES OF CONOCOPHILLIPS	P	2010-02-04	2012-06-11
11 SHARES OF DELL INC	P	2003-12-23	2012-06-11
15 SHARES OF GAP INC	P	2010-06-01	2012-06-11
11 SHARES OF GENERAL ELEC CO COM	P	2007-03-02	2012-06-11
1 SHARES OF GENERAL ELEC CO COM	P	2007-08-09	2012-06-11
2 SHARES OF GENERAL ELEC CO COM	P	2007-12-03	2012-06-11
5 SHARES OF GILEAD SCIENCES INC	P	2009-09-18	2012-06-11
2 SHARES OF GILEAD SCIENCES INC	P	2010-02-03	2012-06-11
3 SHARES OF HEWLETT-PACKARD CO	P	2007-10-15	2012-06-11
2 SHARES OF HEWLETT-PACKARD CO	P	2007-12-03	2012-06-11
1 SHARES OF HEWLETT-PACKARD CO	P	2008-03-04	2012-06-11
1 SHARES OF HEWLETT-PACKARD CO	P	2008-09-17	2012-06-11
9 SHARES OF JPMORGAN CHASE & CO & CO	P	2006-09-01	2012-06-11
5 SHARES OF PFIZER COMMON STOCK	P	2003-12-23	2012-06-11
6 SHARES OF PHILIP MORRIS INTERNATIONAL	P	2009-01-29	2012-06-11
6 SHARES OF AXIS CAPITAL HOLDINGS LTD	P	2007-03-07	2012-06-11
425 SHARES OF SPRINT NEXTEL CORP	P	2008-09-16	2012-07-27
352 SHARES OF SPRINT NEXTEL CORP	P	2008-10-28	2012-07-27
115 SHARES OF SPRINT NEXTEL CORP	P	2008-10-28	2012-08-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
16 SHARES OF COSTCO WHOLESALE CORP	P	2008-11-14	2012-08-29
2 SHARES OF COSTCO WHOLESALE CORP	P	2008-11-20	2012-08-29
48 SHARES OF PHILIP MORRIS INTERNATIONAL	P	2009-01-29	2012-08-30
11 SHARES OF GILEAD SCIENCES INC	P	2009-09-17	2012-11-28
24 SHARES OF GILEAD SCIENCES INC	P	2009-09-18	2012-11-28
20 SHARES OF RESEARCH IN MOTION	P	2010-05-11	2012-11-28
15 SHARES OF RESEARCH IN MOTION	P	2010-05-13	2012-11-28
21 SHARES OF RESEARCH IN MOTION	P	2010-05-20	2012-11-28
21 SHARES OF RESEARCH IN MOTION	P	2010-05-21	2012-11-28
33 SHARES OF RESEARCH IN MOTION	P	2010-06-04	2012-11-28
8 SHARES OF AMGEN INC	P	2003-12-23	2012-12-28
11 SHARES OF BANK OF NEW YORK MELLON CORP	P	2008-11-20	2012-12-28
8 SHARES OF BECTON DICKINSON & CO	P	2010-05-05	2012-12-28
4 SHARES OF CHEVRONTEXACO CORP COM	P	2010-06-03	2012-12-28
10 SHARES OF COCA-COLA CO	P	2005-03-01	2012-12-28
5 SHARES OF CONOCOPHILLIPS	P	2008-11-19	2012-12-28
3 SHARES OF COSTCO WHOLESALE CORP	P	2008-11-20	2012-12-28
3 SHARES OF EXXON MOBIL CORP COM	P	2008-10-10	2012-12-28
14 SHARES OF GAP INC	P	2010-06-01	2012-12-28
14 SHARES OF GENERAL ELEC CO COM	P	2007-03-02	2012-12-28
3 SHARES OF GOLDMAN SACHS GROUP INC	P	2010-06-08	2012-12-28
10 SHARES OF JPMORGAN CHASE & CO & CO	P	2006-09-01	2012-12-28
8 SHARES OF JOHNSON & JOHNSON	P	2003-12-23	2012-12-28
1 SHARES OF MARKEL CORP	P	2010-05-20	2012-12-28
11 SHARES OF ORACLE CORPORATION	P	2003-12-23	2012-12-28
12 SHARES OF PFIZER COMMON STOCK	P	2003-12-23	2012-12-28
5 SHARES OF PHILIP MORRIS INTERNATIONAL	P	2009-01-29	2012-12-28
12 SHARES OF RAYTHEON CO	P	2010-06-04	2012-12-28
12 SHARES OF SOUTHWESTERN ENERGY CO	P	2010-07-29	2012-12-28
8 SHARES OF 3M COMPANY	P	2006-03-02	2012-12-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
8 SHARES OF TRAVELERS COS INC	P	2005-06-03	2012-12-28
6 SHARES OF AXIS CAPITAL HOLDINGS LTD	P	2007-03-07	2012-12-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
183		197	-14
107		122	-15
176		193	-17
799		410	389
2,917		1,328	1,589
4,260		3,617	643
431		372	59
385		534	-149
384		375	9
335		326	9
427		514	-87
4,803		2,675	2,128
4,385		4,145	240
1,569		1,545	24
603		411	192
684		463	221
80		64	16
3,420		2,739	681
80		78	2
845		543	302
201		112	89
9,236		4,801	4,435
4,128		1,870	2,258
779		527	252
3,001		4,540	-1,539
642		1,194	-552
367		595	-228
1,219		2,156	-937
115		178	-63
271		437	-166

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
23		38	-15
1,797		1,205	592
1,113		855	258
1,284		970	314
1,928		1,320	608
129		90	39
1,718		1,274	444
1,112		812	300
182		362	-180
33		56	-23
1,575		1,073	502
434		302	132
132		369	-237
389		327	62
210		384	-174
19		40	-21
38		75	-37
248		229	19
99		95	4
66		154	-88
44		102	-58
22		47	-25
22		47	-25
300		410	-110
111		173	-62
508		239	269
196		200	-4
1,791		2,867	-1,076
1,483		1,036	447
574		339	235

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,550		778	772
194		91	103
4,353		1,911	2,442
814		503	311
1,776		1,100	676
224		1,347	-1,123
168		1,010	-842
235		1,303	-1,068
235		1,267	-1,032
369		1,988	-1,619
685		495	190
281		272	9
622		606	16
428		295	133
361		217	144
286		185	101
293		136	157
257		172	85
434		305	129
288		489	-201
379		411	-32
435		456	-21
557		405	152
429		339	90
365		144	221
300		416	-116
417		199	218
686		629	57
394		438	-44
738		589	149

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
572		307	265
206		200	6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-14
			-15
			-17
			389
			1,589
			643
			59
			-149
			9
			9
			-87
			2,128
			240
			24
			192
			221
			16
			681
			2
			302
			89
			4,435
			2,258
			252
			-1,539
			-552
			-228
			-937
			-63
			-166

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-15
			592
			258
			314
			608
			39
			444
			300
			-180
			-23
			502
			132
			-237
			62
			-174
			-21
			-37
			19
			4
			-88
			-58
			-25
			-25
			-110
			-62
			269
			-4
			-1,076
			447
			235

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			772
			103
			2,442
			311
			676
			-1,123
			-842
			-1,068
			-1,032
			-1,619
			190
			9
			16
			133
			144
			101
			157
			85
			129
			-201
			-32
			-21
			152
			90
			221
			-116
			218
			57
			-44
			149

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			265
			6

Form 990PF Part XV Line 1a - 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).

R DAVID HOOVER
SUZANNE A HOOVER

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization	Employer identification number
R DAVID AND SUZANNE A HOOVER CHARITABLE TRUST	27-4274566

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization R DAVID AND SUZANNE A HOOVER CHARITABLE TRUST	Employer identification number 27-4274566
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	R DAVID AND SUZANNE A HOOVER 7209 RUSTIC TRAIL BOULDER, CO 803013938	\$ 633,209	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	R DAVID AND SUZANNE A HOOVER 7209 RUSTIC TRAIL BOULDER, CO 803013938	\$ 884,397	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>3</u>	R DAVID AND SUZANNE A HOOVER 7209 RUSTIC TRAIL BOULDER, CO 803013938	\$ 1,198,329	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>4</u>	R DAVID AND SUZANNE A HOOVER 7209 RUSTIC TRAIL BOULDER, CO 803013938	\$ 104,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

R DAVID AND SUZANNE A HOOVER CHARITABLE TRUST

Employer identification number

27-4274566

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization R DAVID AND SUZANNE A HOOVER CHARITABLE TRUST	Employer identification number 27-4274566
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Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

TY 2012 Accounting Fees Schedule

Name: R DAVID AND SUZANNE A HOOVER CHARITABLE TRUST

EIN: 27-4274566

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	4,500	2,250		2,250

TY 2012 Investments Corporate Stock Schedule

Name: R DAVID AND SUZANNE A HOOVER CHARITABLE TRUST

EIN: 27-4274566

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BALL CORP (MORGAN STANLEY 1368/4527)	512,260	1,366,128
BALL CORP (MORGAN STANLEY 1368/4527)	209,924	667,312
BLACKROCK MUNIHOLDINGS INVESTMENTS (MORGAN STANLEY 1368/4527)	112,222	177,100
BLACKROCK MUNIYIELD INVESTMENT (MORGAN STANLEY 1368/4527)	101,811	168,700
CHEVRON CORP (MORGAN STANLEY 1368/4527)	61,662	173,024
CUMMINS INC (MORGAN STANLEY 1368/4527)	15,211	130,020
DRIL QUIP INC (MORGAN STANLEY 1368/4527)	14,741	73,050
ENERGIZER HLDGS INC (MORGAN STANLEY 1368/4527)	156,488	639,840
FREEPORT-MCMORAN COPPER & GOLD, INC (AMG 1368/4351)	32,095	34,200
HDFC BANK LTD (MORGAN STANLEY 1368/4527)	48,281	203,600
JARDEN CORP (MORGAN STANLEY 1368/4527)	6,072	98,230
MCDONALDS CORP (MORGAN STANLEY 1368/4527)	8,707	44,105
PHILIP MORRIS INTL INC (MORGAN STANLEY 1368/4527)	21,370	83,640
ISHARES MSCI PACIFIC EX-JAPAN INDEX FUND (MORGAN STANLEY 1368/4527)	44,417	84,852
ISHARES MSCI EMERGING MKTS INDEX FD (MORGAN STANLEY 1368/4527)	53,981	137,485
ISHARES TR MSCI EFE INDEX FD (MORGAN STANLEY 1368/4527)	106,938	142,150
ISHARES S&P LATIN AMERICA 40 INDEX FUND (MORGAN STANLEY 1368/4527)	31,628	87,680
TURKISH INVESTMENT FUND INC (MORGAN STANLEY 1368/4527)	13,763	33,280
MORGAN STANLEY EMERGING MKTS DOMESTIC DEBT FD INC (MORGAN STANLEY 1368/4527)	114,613	178,294
GREELEY COLORADO SALES & USE TAX REV (MORGAN STANLEY 1368/4527)	25,001	25,761
TEXAS MUN GAS ACQUISITION & SUPPLY CORP(MORGAN STANLEY 1368/4527)	87,786	127,712
DELAWARE CNTY IND HOSP AUTH HOSP REV (MORGAN STANLEY 1368/4527)	162,260	264,145
ST JOHN THE BAPTIST PARISH LA REV-A MARATHON OIL (MORGAN STANLEY 1368/4527)	166,709	212,828
GOLDMAN SACHS HIGH YIELD MUNI (MORGAN STANLEY 1368/4527)	467,541	541,054
BALL CORP (MORGANSTANLEY 9302/2394)	1,659,168	4,456,429
CENTURYLINK INC (MORGAN STANLEY 9302/2394)	131,075	232,703
FIRST EAGLE GLOBAL FUND CLASS I (MORGAN STANLEY 9302/2394)	250,476	276,188
AMGEN INC (AMG 4351)	6,031	8,620
BAKER HUGHES INC (AMG 4351)	5,299	5,147
BANK OF NEW YORK MELLON (AMG 4351)	4,666	4,934

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BECTON DICKINSON & CO (AMG 4351)	6,834	7,350
CHEVRONTEXACO CORP (AMG 4351)	4,349	6,597
CISCO SYSTEMS INC (AMG 4351)	4,787	4,559
CITIGROUP INC (AMG 4351)	6,999	9,138
COCA-COLA (AMG 4351)	2,926	5,003
CONOCOPHILLIPS (AMG 4351)	3,368	5,277
COSTCO WHOLESALE CORP (AMG 4351)	2,434	5,430
DELL INC (AMG 4351)	13,437	6,520
DEVON ENERGY CORP (AMG 4351)	7,830	6,661
EMERSON ELECTRIC CO (AMG 4351)	5,098	7,414
EXXON (AMG 4351)	3,500	5,280
FREEPORT-MCMORAN COPPER & GOLD, INC (AMG 4351)	6,849	6,840
GAP INC (AMG 4351)	5,550	9,095
GENERAL ELECTRIC CO COM (AMG 4351)	9,946	6,318
GILEAD SCIENCES INC COM (AMG 4351)	6,394	10,650
GOLDMAN SACHS GROUP INC (AMG 4351)	3,913	5,995
HALLIBURTON COMPANY (AMG 4351)	3,994	4,579
HEWLETT-PACKARD CO (AMG 4351)	5,300	3,164
INTEL CORP (AMG 4351)	10,290	8,537
JPMORGAN CHASE & CO (AMG 4351)	8,920	9,409
JOHNSON & JOHNSON (AMG 4351)	5,062	7,010
KEY CORP (AMG 4351)	8,183	8,454
KIMBERLY-CLARK CORP (AMG 4351)	5,655	6,670
LOCKHEED MARTIN CORP COM (AMG 4351)	2,515	2,676
MARKEL CORP COM (AMG 4351)	5,652	8,235
MICROSOFT CORP (AMG 4351)	9,665	9,242
ORACLE CORP (AMG 4351)	1,867	5,531
PFIZER COMMON STOCK (AMG 4351)	6,784	6,345
PHILIP MORRIS INTERNATIONAL (AMG 4351)	3,287	7,360
RAYTHEON CO (AMG 4351)	8,260	9,555

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHLUMBERGER LTD (AMG 4351)	3,744	3,881
SOUTHWESTERN ENERGY CO (AMG 4351)	8,057	8,152
3M CO (AMG 4351)	6,798	8,635
TRAVELERS COS INC (AMG 4351)	3,343	6,248
AXIS CAPITAL HOLDINGS LTD (AMG 4351)	4,535	4,711

TY 2012 Investments - Other Schedule**Name:** R DAVID AND SUZANNE A HOOVER CHARITABLE TRUST**EIN:** 27-4274566

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ASCENT SMALL CAP HEDGE FUND	AT COST	591,646	631,434
APEX HEDGE FUND	AT COST	570,386	509,982

TY 2012 Other Income Schedule**Name:** R DAVID AND SUZANNE A HOOVER CHARITABLE TRUST**EIN:** 27-4274566

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	65,418	65,418	65,418

TY 2012 Other Professional Fees Schedule**Name:** R DAVID AND SUZANNE A HOOVER CHARITABLE TRUST**EIN:** 27-4274566

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	227	227		0

TY 2012 Taxes Schedule

Name: R DAVID AND SUZANNE A HOOVER CHARITABLE TRUST

EIN: 27-4274566

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	4,300	0		0