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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				
	2 Savings and temporary cash investments		335,700	172,238	167,924
	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 (att. schedule) ►	0			
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U S and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule)	SEE STMT 7	2,102,505	1,897,973	1,911,568
	c Investments – corporate bonds (attach schedule)	SEE STMT 8	22,736	22,736	32,790
Liabilities	11 Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	15 Other assets (describe ► SEE STATEMENT 9)		8,285,646	8,080,900	10,393,159
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		10,746,587	10,173,847	12,505,441
Net Assets or Fund Balances	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)		0	0	
	23 Total liabilities (add lines 17 through 22)				
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		10,746,587	10,173,847	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> 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				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		10,746,587	10,173,847	
	31 Total liabilities and net assets/fund balances (see instructions)		10,746,587	10,173,847	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,746,587
2 Enter amount from Part I, line 27a	2	-572,740
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	10,173,847
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	10,173,847

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE WORKSHEET					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	- 98,598	
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	- 69,296	

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

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	561,682	12,381,097	0.045366
2010	658,188	12,509,676	0.052614
2009	658,036	12,231,198	0.053800
2008	764,333	14,308,268	0.053419
2007	889,475	16,842,086	0.052813
2 Total of line 1, column (d)			2 0.258012
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 0.051602
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 11,923,818
5 Multiply line 4 by line 3			5 615,293
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 888
7 Add lines 5 and 6			7 616,181
8 Enter qualifying distributions from Part XII, line 4			8 563,344

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	1,776
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	3	1,776
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
3	Add lines 1 and 2	5	1,776
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,178
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	9,178
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,402
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	7,402	Refunded ► 11

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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	X	
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CO		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.HITCHCOCKFOUNDATION.ORG/HITCHCOCK	13	<input checked="" type="checkbox"/>
14	The books are in care of ► CAROLYN L BROWN 1720 S BELLAIRE ST, STE 405	Telephone no ► 303-753-1053	
	Located at ► DENVER	CO	ZIP+4 ► 80222
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	► <input type="checkbox"/>
16	At any time during calendar year 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	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	<input checked="" type="checkbox"/>
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 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)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20, 20, 20, 20	2b	
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	<input checked="" type="checkbox"/>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	<input checked="" type="checkbox"/>

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HARRISON H AUGUR PO BOX 4389	ASPEN CO 81612	TRUSTEE 5.00	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

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

1	N/A
2	
3	
4	

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

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

1	N/A	
2		
All other program-related investments See instructions		
3		
Total Add lines 1 through 3		

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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,206,606
b	Average of monthly cash balances	1b	239,415
c	Fair market value of all other assets (see instructions)	1c	8,659,378
d	Total (add lines 1a, b, and c)	1d	12,105,399
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	SEE STATEMENT 10 1e	499,862
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	12,105,399
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	181,581
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,923,818
6	Minimum investment return. Enter 5% of line 5	6	596,191

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	596,191
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,776
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,776
3	Distributable amount before adjustments Subtract line 2c from line 1	3	594,415
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	594,415
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	594,415

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	563,344
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	563,344
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	563,344
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				594,415
2 Undistributed income, if any, as of the end of 2012			545,565	
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				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 563,344			545,565	
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				17,779
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				576,636
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				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 11				546,149
Total			► 3a	546,149
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
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					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	SEE STATEMENT 12					
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		25,175		116,658	0
13	Total. Add line 12, columns (b), (d), and (e)				141,833	

(See worksheet in line 13 instructions to verify calculations)

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

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

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
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

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

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

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

**Sign
Here**

IX 10/28/13

TRUSTEE

Paid			10/15/13	self-employed
Preparer	CAROLYN L. BROWN		CAROLYN L. BROWN	
Use Only	Firm's name ► BROWN & LOCKE, P.C. Firm's address ► 1720 S. BELLAIRE SUITE 405 DENVER, CO 80222-4320		PTIN	P00282927
			Firm's EIN ►	84-1037789
			Phone no	303-753-1053

Federal Statements

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

Date Sold	Description	How Received	Whom Sold	Date Acquired				
				Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
PARTNERSHIP	S-T CAPITAL GAIN	PURCHASE						VARIOUS
VARIOUS	\$ 681	\$	\$	\$	\$	\$	\$	681
PARTNERSHIP	L-T CAPITAL GAIN	PURCHASE						VARIOUS
VARIOUS	2,831							2,831
TOTAL	\$ 3,512	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 3,512

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION SETTLEMENTS	\$ 2,240	\$ 2,240	\$ 2,240
ROYALTY TRUSTS AND PARTSPS	1,030	1,030	
CAM SPEC OPPTY FUND	2,449		
CAM SPEC OPPTY FUND	-8,191		
ELM STREET VENTURES	-1,029		
LUCAS ENERGY VENTURES	20,243		
LUCAS ENERGY VENTURES	646		
PATIENCE PARTNERS	2,749		
TOTAL	\$ 20,137	\$ 3,270	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX PREPARATION FEES	\$ 9,595	\$	\$	\$ 9,595
TOTAL	\$ 9,595	\$ 0	\$ 0	\$ 9,595

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MANAGEMENT FEES-US TR	\$ 18,642	\$ 11,042	\$	7,600
MERRILL LYNCH FEES	360	360		
TOTAL	\$ 19,002	\$ 11,402	\$ 0	\$ 7,600

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAX PAID	\$ 20,000	\$	\$	\$
FOREIGN TAX WITHHELD ON DIVIDEND	835	835		
TOTAL	\$ 20,835	\$ 835	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
ROYALTY EXPENSES	91	91		
PARTNERSHIP PORTFOLIO DEDUCTI	53,333	53,333		
OTHER PARTNERSHIP LOSSES	25,835	25,835		
TOTAL	\$ 79,259	\$ 79,259	\$ 0	\$ 0

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCKS	\$ 2,102,505	\$ 1,897,973	COST	\$ 1,911,568
TOTAL	\$ 2,102,505	\$ 1,897,973		\$ 1,911,568

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	\$ 22,736	\$ 22,736	COST	\$ 32,790
TOTAL	\$ 22,736	\$ 22,736		\$ 32,790

Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
REITS	\$ 372,263	\$ 349,072	\$ 922,703
MUTUAL FUNDS/COMMODITIES	317,940	251,607	241,205
INVESTMENT PARTNERSHIPS	7,595,443	7,480,221	9,229,251
TOTAL	\$ 8,285,646	\$ 8,080,900	\$ 10,393,159

Statement 10 - Form 990-PF, Part X, Line 1e - Reduction Claimed for Blockage Information**Description**

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

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
CLYFFORD STILL MUSEUM DENVER CO 80202	201 W COLFAX AVE PUBLIC		GENERAL OPERATING FUNDS		186,000
DENVER ART MUSEUM DENVER CO 80204	100 W 14TH AVE PKWY PUBLIC		DRAWING PROGRAM & ART DONATIONS		59,579
CREEDE REPERTORY THEATRE CREEDE CO 81130	PO BOX 269 PUBLIC		THEATRE ARTS		81,500
GROWING GARDENS BOULDER CO 80304	1630 HAWTHORN AVE PUBLIC		GENERAL OPERATING FUNDS		45,500
COLORADO STATE UNIVERSITY FORT COLLINS CO 80523	711 OVAL DRIVE PUBLIC		SCHOLARSHIPS		9,867
FOUNTAIN VALLEY SCHOOL COLORADO SPRINGS CO 80911	6155 FOUNTAIN VALLEY PUBLIC		SCHOLARSHIPS		18,140
COLORADO COLLEGE COLORADO SPRINGS CO 80903	14 E CACHE LA POUDRE ST PUBLIC		SCHOLARSHIPS		4,861
COLORADO ROCKY MTN SCHOOL CARBONDALE CO 81623	1493 COUNTY ROAD 106 PUBLIC		SCHOLARSHIPS		24,800
YALE UNIVERSITY ART GALLERY NEW HAVEN CT 06520	PO BOX 208271 PUBLIC		SAUL LEWITT PUBLISHING PROGRAM		30,000
PURCHASE COLLEGE PURCHASE NY 10577	735 ANDERSON HILL ROAD PUBLIC		SCHOLARSHIP		11,402
USM SCHOOL OF MUSIC GORHAM ME 04038	37 COLLEGE AVENUE PUBLIC		AUGUR SCHOLARSHIP PROGRAM		35,000
CREEDE/MINERAL ARTS & RECREATION CREEDE CO 81130	PO BOX 457 PUBLIC		GENERAL OPERATING FUNDS		4,000
FRANKLIN FURNACE ARCHIVE INC BROOKLYN NY 11217-1506	80 HANSON PLACE #301 PUBLIC		PAT OLESKO GRANT		10,500
WHITNEY MUSEUM OF AMERICAN ART NEW YORK NY 10021	945 MADISON AVENUE PUBLIC		SUPPORT OF RICHARD ARTSCHWAGER		15,000
MANHATTAN INST POLICY RESEARCH NEW YORK NY 10164-1005	52 VANDERBILT AVE PUBLIC		GENERAL OPERATING FUNDS		10,000
TOTAL					<u>546,149</u>

Federal Statements**Statement 12 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue**

<u>Description</u>	<u>Business Code</u>	<u>Unrelated Amount</u>	<u>Exclusion Code</u>	<u>Exclusion Amount</u>	<u>Related Income</u>
CAM SPEC OPPTY FUND	900099	\$ 2,449		\$	\$
CAM SPEC OPPTY FUND			18	- 8,191	
ELM STREET VENTURES	900099	- 1,029			
LUCAS ENERGY VENTURES	900099	20,243			
LUCAS ENERGY VENTURES			18	646	
PATIENCE PARTNERS			18	2,749	
TOTAL		\$ 21,663		\$ - 4,796	\$ 0

ELEANOR AND HENRY HITCHCOCK CHARITABLE FOUNDATION

12/31/2012

FORM 990-PF, PART VII-A, CONTROLLED ENTITIES

FORM 990-PF, PART X - REDUCTION CLAIMED FOR BLOCKAGE

CONTROLLED ENTITIES

PATIENCE PARTNERS, LP
 1128 CAMPUS DRIVE WEST
 MORGANVILLE, NJ 07751
 59-3635090

INVESTMENT PARTNERSHIP OWNED 61 418% BY THE FOUNDATION

CA PARTNERS OFFSHORE FUND SPC
 90 FORT STREET, 5TH FLOOR
 GRAND CAYMAN KY1-1208, CAYMAN ISLANDS
 NO FEDERAL EIN

INVESTMENT PARTNERSHIP OWNED 57 26% BY THE FOUNDATION

CLOSELY HELD SECURITY	AVERAGE FMV	% OF DISCOUNT	% OF DISCOUNT
ALTA COMMUNICATION IX LIMITED PARTNERSHIP	113,165	20	22,633
ALTA EMBARCADERO BIOPHARMA PARTNERS III LLC	172,248	20	34,450
CA PARTNERS OFFSHORE FUND - CAM	764,941	5	38,247
CA PARTNERS OFFSHORE FUND - CAM INTERNATIONAL	1,911,331	5	95,567
CA PARTNERS OFFSHORE FUND - CAM MULTI STRATEGY	1,936,051	5	96,803
CA PARTNERS OFFSHORE FUND - CAM SPECIAL OPPORTUNITIES	1,432,915	5	71,646
CAM SPECIAL OPPORTUNITIES FUND	1,527,469	5	76,373
ELM STREET VENTURES LP	73,876	20	14,775
LUCAS ENERGY VENTURES II LP	246,845	20	49,369
PATIENCE PARTNERS LP	980,400	-	-
	<u>9,159,240</u>		<u>499,862</u>

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

ELEANOR AND HENRY HITCHCOCK CHARITABLE FOUNDATION			
		12/31/2012	
		COST	FMV
CASH			
	BLACKROCK FLOATING RATE	19,463.21	15,150.00
	B OF A CASH RESERVES-Income	712.01	712.01
	B OF A CASH RESERVES	115,343.15	115,343.15
	MERRILL LYNCH CASH & MMF	36,718.85	36,718.85
LARGE CAP			
	BLACKROCK HEALTH SCIENCES	179,471.20	196,140.00
	BLACKROCK UTIL & INFRASTR	35,700.33	33,991.00
	CONOCOPHILLIPS	148,578.59	139,176.00
	DOW CHEM	92,126.65	96,988.20
	GABELLI NAT RES GOLD	24,034.74	20,490.15
	NFJ DIVID INT & PREMIUM	19,348.08	23,400.00
	PHILLIPS 66	44,155.30	63,720.00
	PIONEER NAT RES	21,788.32	129,187.08
MID CAP			
	AES TR III PFD CV	49,984.75	74,475.00
	ARES CAP CORP	226,620.21	74,585.00
	CLEARBRIDGE ENERGY OPPTY	80,000.00	82,960.00
	KAYNE ANDERSON MIDSTREAM	52,816.54	57,580.00
	KAYNE ANDERSON INVT	59,500.00	58,940.00
	PEABODY ENERGY CONV SUB	92,625.00	96,313.00
SMALL CAP			
	BLACKROCK KELSO CAP	50,973.64	60,360.00
	CAPITALSOURCE	50,837.26	22,740.00
	HUTCHINSON TECH CONV SUB	34,650.00	44,550.00
	HUTCHINSON TECH UNSECD SR	11,550.00	8,812.50
	LINNCO LLC	95,259.80	90,350.00
	NGP CAP RES	139,094.47	72,200.00
	NL INDS	34,735.72	28,625.00
	PENNANTPARK INVT	23,885.86	24,189.00
	PURECYCLE	979.00	1,443.30
	SABINE ROYALTY TR	58,371.22	55,706.00
	SCOLR PHARMA	50,000.00	418.00
	TARGA RES	22,414.80	26,420.00
INTL DEV			
	BAYTEX ENERGY CANADA	41,025.45	86,480.00
	BCE NEW CANADA	27,326.78	38,646.00
	VODAPHONE GROUP UK	30,312.63	32,747.00
EMERGING MKTS			
	REINET INV LUXEMBOURG	64,017.03	6,235.85
FIXED INCOME			
	AMER SELECT PORT	22,736.35	32,790.00
REITS			
	AMERICAN CAP AGY	71,635.31	70,805.00
	AMERICAN TOWER	3,984.94	193,175.00
	ANNALY CAP MGMT	55,055.17	49,140.00
	CHIMERA INVT	16,178.94	9,918.00
	CREXUS INVT	34,432.30	36,750.00
	CYPRESS SHARPRIDGE	15,862.16	14,172.00
	HEALTHCARE REIT	68,077.14	156,534.66
	JER INV'S NEW	39,208.75	42.98
	SPIRIT RLTY CAP	37,500.00	44,450.00
COMMODITIES			
	BLACKROCK ENERGY & RES	113,955.60	110,685.00
	BLACKROCK RES & COMM	60,000.00	38,400.00
	CLEARBRIDGE ENERGY	77,651.64	92,120.00
PARTNERSHIPS			
	ALTA COMM IX	129,793.00	107,690.00
	ALTA EMBARCADERO BIOPHARM	156,228.00	156,228.00
	CA OFFSHORE CAM MULTI STRAT	247,717.00	769,692.00
	CA OFFSHORE CAM INTL	1,071,607.00	1,986,972.00
	CA OFFSHORE CAM FUND	1,857,122.00	1,944,365.00
	CA OFFSHORE CAM SPEC OPPTY	1,377,422.00	1,397,597.00
	CAM SPEC OPPTY LP	1,520,791.00	1,496,433.00
	ELM STREET VENTURES	92,451.00	72,675.00
	LUCAS ENERGY VENTURES	238,798.01	236,525.00
	PATIENCE PTRS	788,292.00	1,061,074.00
OTHER - MERRILL LYNCH			
	AMER TOWER REIT	7,136.55	347,715.00
	WILLIAMS COS	16,447.18	163,700.00
		10,154,503.63	12,505,440.73

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2012

For calendar year 2012, or tax year beginning _____, and ending _____

Name

**ELEANOR AND HENRY HITCHCOCK
CHARITABLE FOUNDATION**

Employer Identification Number

31-6672533

(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.)
(1) PARTNERSHIP S-T CAPITAL GAIN		P	VARIOUS	VARIOUS
(2) PARTNERSHIP L-T CAPITAL GAIN		P	VARIOUS	VARIOUS
(3) PARTNERSHIP SEC 1231 GAIN		P	VARIOUS	VARIOUS
(4) 4200 ARCHER DANIELS MIDLAND		P	VARIOUS	05/16/12
(5) 500 CENTURYLINK		P	VARIOUS	12/13/12
(6) 1200 CHEVRON		P	VARIOUS	02/02/12
(7) 1666 WPX ENERGY		P	VARIOUS	12/18/12
(8) 6700 DENBURY RES		P	VARIOUS	08/21/12
(9) 6600 FRONTIER COMM		P	VARIOUS	02/28/12
(10) 21 KINDER MORGAN MGMT		P	VARIOUS	02/28/12
(11) 26 LEUCADIA NATL		P	VARIOUS	02/28/12
(12) 1000 MACQUARIE INFRASTR		P	VARIOUS	05/31/12
(13) 1000 MESA ROYALTY TR		P	VARIOUS	02/28/12
(14) 4800 AKZO NOBEL		P	VARIOUS	12/13/12
(15) 3500 ANNALY CAP MGMT		P	VARIOUS	11/14/12

(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)		51,901	-51,901
(2) 67,623			67,623
(3) 717			717
(4) 78,586		86,298	-7,712
(5) 18,598		20,510	-1,912
(6) 121,926		95,652	26,274
(7) 25,677		8,110	17,567
(8) 103,004		153,234	-50,230
(9) 29,454		60,176	-30,722
(10) 1,719		707	1,012
(11) 757		755	2
(12) 35,232		34,428	804
(13) 41,661		41,319	342
(14) 92,078		134,925	-42,847
(15) 51,609		63,810	-12,201

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
(1)		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(2)		67,623
(3)		717
(4)		-7,712
(5)		-1,912
(6)		26,274
(7)		17,567
(8)		-50,230
(9)		-30,722
(10)		1,012
(11)		2
(12)		804
(13)		342
(14)		-42,847
(15)		-12,201

Form 990-PF

Capital Gains and Losses for Tax on Investment Income

2012

For calendar year 2012, or tax year beginning _____, and ending _____

Name

ELEANOR AND HENRY HITCHCOCK
CHARITABLE FOUNDATION

Employer Identification Number

31-6672533

(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.)
(1) 412 DIGITAL REALTY TR		P	VARIOUS	03/27/12
(2) 588 DIGITAL REALTY TR		P	VARIOUS	03/27/12
(3) 2617 BLACKROCK ENERGY & RES		P	VARIOUS	08/08/12
(4) 5600 BLACKSTONE GROUP LP		P	VARIOUS	09/19/12
(5) 2700 INTEL		P	VARIOUS	10/19/12
(6) 1900 KKR & CO		P	VARIOUS	09/19/12
(7) WPX ENERGY CIL		P	VARIOUS	01/13/12
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

(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) 29,025		24,391	4,634
(2) 41,463		34,844	6,619
(3) 61,689		66,333	-4,644
(4) 83,704		89,150	-5,446
(5) 59,626		75,820	-16,194
(6) 28,429		28,820	-391
(7) 11		3	8
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			4,634
(2)			6,619
(3)			-4,644
(4)			-5,446
(5)			-16,194
(6)			-391
(7)			8
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			