Form 990-PF | Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

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

Name of foundation

BOETTCHER FOUNDATION

A Employer identification number 84-0404274

Number and street (or P O box number if mail is not delivered to street address): 600 Seventeenth Street | Room/suite: 2210 S

B Telephone number: 303-534-1937

City or town, state, and ZIP code: Denver, CO 80202

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 271,362,498.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	52,222.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,000,449.	1,000,449.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,135,841.			Statement1
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		10,098,951.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,321,095.	1,436,386.		Statement2
	12 **Total** Add lines 1 through 11	12,509,607.	12,535,786.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	430,973.	50,142.		380,831.
	14 Other employee salaries and wages	585,999.	47,846.		538,153.
	15 Pension plans, employee benefits	392,171.	39,217.		352,954.
	16a Legal fees Stmt 3	2,047.	164.		1,883.
	b Accounting fees Stmt 4	24,450.	6,113.		18,337.
	c Other professional fees Stmt 5	374,782.	374,782.		0.
	17 Interest				
	18 Taxes Stmt 6	239,414.			0.
	19 Depreciation and depletion				
	20 Occupancy	200,938.	16,678.		184,260.
	21 Travel, conferences, and meetings	76,270.	6,330.		69,940.
	22 Printing and publications	22,999.	1,909.		21,090.
	23 Other expenses Stmt 7	410,207.	15,221.		394,986.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,760,250.	558,402.		1,962,434.
	25 Contributions, gifts, grants paid	10,070,376.			10,082,376.
	26 **Total expenses and disbursements.** Add lines 24 and 25	12,830,626.	558,402.		12,044,810.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<321,019.>			
	b **Net investment income** (if negative, enter -0-)		11,977,384.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	5,930,840.	5,901,089.	5,901,089.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 8	73,074,858.	81,681,734.	94,734,472.
	c	Investments - corporate bonds Stmt 9	26,074,643.	21,644,248.	23,976,505.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans Stmt 10	33,333.	33,333.	33,333.
	13	Investments - other Stmt 11	113,883,270.	109,415,521.	146,717,099.
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	218,996,944.	218,675,925.	271,362,498.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ 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	218,996,944.	218,675,925.	
	30	**Total net assets or fund balances**	218,996,944.	218,675,925.	
	31	**Total liabilities and net assets/fund balances**	218,996,944.	218,675,925.	

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	218,996,944.
2	Enter amount from Part I, line 27a	2	<321,019.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	218,675,925.
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	218,675,925.

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	Statement 1			
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				10,098,951.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				10,098,951.
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	10,098,951.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	12,789,991.	260,367,412.	.049123
2010	15,520,299.	248,668,774.	.062414
2009	14,724,513.	230,117,401.	.063987
2008	14,533,739.	267,645,521.	.054302
2007	12,395,115.	284,617,600.	.043550

2	Total of line 1, column (d)	2	.273376
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	.054675
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	257,852,353.
5	Multiply line 4 by line 3	5	14,098,077.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	119,774.
7	Add lines 5 and 6	7	14,217,851.
8	Enter qualifying distributions from Part XII, line 4	8	12,044,810.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	239,548.
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	239,548.
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	239,548.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 140,943.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 100,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	240,943.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,395.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	1,395. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO, CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ www.boettcherfoundation.org

14 The books are in care of ▶ Boettcher Foundation Telephone no. ▶ 303-534-1937

Located at ▶ 600 17th Street, Suite 2210 South, Denver, CO ZIP+4 ▶ 80202

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No

If "Yes," list the years ▶ ____, ____, ____, ____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ ____, ____, ____, ____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	[ ] Yes [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? Statement 16	[X] Yes [ ] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	[ ] Yes [X] No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	[ ] Yes [X] No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A		7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12	0.00	430,973.	122,499.	14,382.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Penni Key 600 17th, #2210 S., Denver, CO 80202	Dir, Admin 40.00	125,715.	22,745.	2,790.
Joanne Flores Moses 600 17th, #2210 S., Denver, CO 80202	Dir, Fin 40.00	86,670.	42,027.	2,790.
Katherine Craig 600 17th,#2210 S., Denver, CO 80202	Dir, Scholarship Program 40.00	99,132.	28,172.	2,790.
Julie Lerudis 600 17th,#2210 S., Denver, CO 80202	Dir, Grants Program 40.00	89,081.	35,099.	2,790.
Audra Palakodety 600 17th, #2210 S., Denver, CO 80202	Executive Asst. 40.00	56,163.	22,798.	450.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Wellington Management Co., LLC 2 Embarcadero Center, San Francisco, CA 94111	Investment Management	150,300.
Capital Guardian - 400 S. Hope Street, 21st Fl., Los Angeles, CA 90071	Investment Management	80,772.
Monticello Associates, Inc. 1800 Larimer Street, #2100, Denver, CO 80202	Investment Management	75,000.
Fiduciary Trust 600 5th Ave., 4th Fl., New York, NY 10020	Investment Management	53,297.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	257,721,814.
b	Average of monthly cash balances	1b	4,057,225.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	261,779,039.
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	261,779,039.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,926,686.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	257,852,353.
6	**Minimum investment return** Enter 5% of line 5	6	12,892,618.

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	12,892,618.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	239,548.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	3,135.		
c	Add lines 2a and 2b			2c	242,683.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	12,649,935.
4	Recoveries of amounts treated as qualifying distributions			4	12,000.
5	Add lines 3 and 4			5	12,661,935.
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	12,661,935.

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	12,044,810.
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	12,044,810.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	12,044,810.

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.

223571
12-05-12

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				12,661,935.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010 85,801.				
e From 2011				
f **Total** of lines 3a through e	85,801.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 12,044,810.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				12,044,810.
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).)	85,801.			85,801.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				531,324.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

None

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

None

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

Check here ▶ ☐ 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:

See Statement 13

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

See Statement 13

c Any submission deadlines:

See Statement 13

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

See Statement 13

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 14	N/A	Public charities	See Statement 14	10,082,376.
Total			▶ **3a**	10,082,376.
b *Approved for future payment*				
See Statement 15	N/A	Public charities	See Statement 15	5,707,417.
Total			▶ **3b**	5,707,417.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,000,449.	
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	523000	<115,291.>	14	1,433,430.	
8 Gain or (loss) from sales of assets other than inventory	523000	36,890.	18	10,098,951.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Security litigation settlements			14	2,956.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<78,401.>		12,535,786.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 12,457,385.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 6/28/2013 Title: President & Executive Director

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Maria Montoya	Maria Montoya	6/13/13		P01363907
Firm's name ▶ Kundinger, Corder & Engle, P.C.			Firm's EIN ▶	
Firm's address ▶ 475 Lincoln Street, Ste. 200 Denver, CO 80203			Phone no. 303-534-5953	

223622
12-05-12

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
BOETTCHER FOUNDATION	84-0404274

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 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 33 1/3% 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	Employer identification number
BOETTCHER FOUNDATION	84-0404274

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
1	Adam and Lori Goodman 811 Colfax Street Evanston, IL 60201	$ 42,222.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	The Estate of Raymond Perry Wood, II 744 Horizon Court, Ste. 300 Grand Junction, CO 81506	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
BOETTCHER FOUNDATION	84-0404274

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

BOETTCHER FOUNDATION

Employer identification number

84-0404274

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 *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once.) ▶ $

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

Boettcher Foundation
Form 990PF **84-0404274**
For the Year Ended December 31, 2012 **Statement 1**

PART IV, Capital Gains and Losses

Description		Gain or (Loss)
Capital Guardian	$	(71,917)
Clayton Dubilier Rice VII		1,280,557
Clayton Dubilier Rice VII Credit		40,763
Clayton Dubilier Rice VII Credit (Co-Investment)		1,697
Clayton Dubilier Rice VIII		14,361
Commonfund Capital Partners 3		80,849
Convexity S&P		582,727
Convexity TIPS		4,390,685
Convexity T Bills		395,495
Davidson Kempner		571,971
Endowment Ptrs V		56,934
Energy Fund X		4,739
Energy Fund XIV		(52,885)
Energy Fund XV		59,576
Farallon		521,997
Fiduciary		295,957
Friess Small Cap		(1,214,275)
Longleaf		496,426
MHR II		378,243
MHR III		314,949
Natural Gas Partners IX		(3,809)
Natural Gas Partners VIII		(12,938)
Newport Asia		215,836
Och Ziff Real Estate		251,037
Pequot Endowment		(90,862)
Platte River Ventures II		504,100
Sovereign		(96,430)
Sovereign II		47,523
TIFF Partners I		2,848
TIFF Partners II		(18,935)
TIFF Partners IV		406,397
TIFF PEP 2007		96,347
TIFF secondary partners I		135,884
TIFF V - INTL		64,481
TIFF V - US		73,517
Wellington - Diversified Inflation Hedges		(187,306)
Wellington - Micro Cap		599,302
		10,135,841
Less amounts reported on the Form 990-T		(36,890)
	$	10,098,951

Name of Provider	(a) Revenue per books	(b) Net Invest-ment Income	(c) Adjusted Net Income
Part I, Line 11, Other Income			
Income from pass throughs	$ 1,318,139	1,433,430	-
Security litigation settlements	2,956	2,956	-
	$ 1,321,095	1,436,386	-

Name of Provider	Type of Service	Amount Paid	Allocated to Investments	Disbursements Charitable
Statement 3				
Part I, Line 16a, Legal Fees				
Bryan Cave	Legal Consulting	$ 1,760	$ 141	$ 1,619
Leaffer Law Group	Legal Consulting	287	23	264
		$ 2,047	$ 164	$ 1,883
Statement 4				
Part I, Line 16b, Accounting Fees				
Kundinger, Corder & Engle, P.C.	Audit and tax return	$ 24,450	$ 6,113	$ 18,337
Statement 5				
Part I, Line 16c, Other Professional Fees				
Investment Managers:				
Monticello Associates	Investment Consultant	$ 75,000	$ 75,000	$ -
Capital Guardian	Investment Fund Manager	80,772	80,772	-
Fiduciary Trust	Investment Fund Manager	53,297	53,297	-
Och Ziff Real Estate	Investment Fund Manager	15,413	15,413	-
Wellington Trust	Investment Fund Manager	150,300	150,300	-
		$ 374,782	$ 374,782	$ -
Statement 6				
Part I, Line 18, Taxes				
Excise Taxes		$ 270,000	$ -	$ -
Income tax refund		(30,586)	-	-
		$ 239,414	$ -	$ -
Statement 7				
Part I, Line 23, Other Expenses				
Furniture and equipment		$ 20,003	$ 1,600	$ 18,403
Business insurance		13,667	1,093	12,574
Payroll service		5,275	528	4,748
Memberships		5,471	1,094	4,377
Miscellaneous charitable related		42,760	-	42,760
Scholarship program		154,918	-	154,918
Webb-Waring Biomedical Research program		36,708	-	36,708
Office machines/contracts		9,132	731	8,401
Computer consulting/expenses		49,440	3,955	45,485
Office supplies		5,036	403	4,633
Retirement plan admin expense		19,681	1,968	17,713
Education and training		46,855	3,748	43,107
Postage and courier		1,261	101	1,160
		$ 410,207	$ 15,221	$ 394,986

Boettcher Foundation
Form 990PF
For the Year Ended December 31, 2012

84-0404274
Statements 8-10

Description	Book Value	Fair Market Value
Statement 8		
Part I, Line 10, Investments		
b. Corporate Stocks		
Capital Guardian Emerging Markets	$ 8,254,812	$ 8,909,343
Convexity S&P	13,977,006	19,101,432
Dodge & Cox International	23,080,413	22,899,868
GMO Quality Fund	8,000,000	8,536,031
Harbor Capital Appreciation Fund	6,667,469	8,102,021
Longleaf Small Cap	6,558,588	7,628,024
Newport Asia	5,384,685	8,849,978
Oppenheimer Developing Markets	3,284,309	3,257,972
Wellington Micro Cap	6,474,452	7,449,803
	$ 81,681,734	$ 94,734,472
Statement 9		
Part I, Line 10, Investments		
c. Investments-Corporate bonds:		
Convexity T Bills	$ 7,124,507	$ 9,035,948
Fiduciary Trust	14,519,741	14,940,557
	$ 21,644,248	$ 23,976,505
Statement 10		
Part I, Line 12, Mortgage Loans		
Charles Bacon Mortgage note dated 1/1/21	$ 33,333	$ 33,333

The book value of the above investments is reported at cost.

Boettcher Foundation
Form 990PF **84-0404274**
For the Year Ended December 31, 2012 **Statement 11**

Description	Book Value	Fair Market Value
Statement 11		
Part II, Line 13, Investments-Other		
Addison Clark Offshore Fund	$ 5,000,000	$ 6,061,920
Clayton Dubilier Rice VII	3,382,847	3,878,460
Clayton Dubilier Rice VII (Co-Investment)	913,405	935,072
Clayton Dubilier Rice VII (Credit Co-Investment)	5,529	18,969
Clayton Dubilier Rice VII (Credit)	226,325	567,919
Clayton Dubilier Rice VIII	2,777,748	3,820,288
Clayton Dubilier Rice VIII (Wilsonart)	424,645	432,907
Commonfund Capital Partners III	1,061,917	1,455,727
Davidson Kempner	10,618,450	11,036,826
Eminence Fund	2,500,000	3,221,029
Endowment Venture Partners V	744,520	871,911
Eton Park	8,040,235	8,682,643
Farallon	12,026,613	12,177,326
ICAP Offshore ARF II	4,500,000	7,162,991
Maverick Fund	5,000,000	8,358,058
MHR II	1,032,955	1,737,262
MHR III	1,914,290	2,283,580
Natural Gas Partners VIII	1,014,221	2,974,727
Natural Gas Partners IX	2,152,229	2,937,644
Natural Gas Partners X	428,497	481,765
Och Ziff Overseas Fund	10,168,731	13,557,885
Och Ziff Real Estate	1,279,682	1,672,401
Palo Alto Healthcare Offshore II	5,000,000	6,453,250
Pequot Endowment	11,646	11,646
Platte River Ventures II	1,762,234	2,108,302
Silver Point	7,677,628	12,631,209
Sovereign	225,310	281,116
Sovereign II	573,500	593,039
Steadfast International	2,500,000	2,987,794
Energy Fund X	1,337,724	622,051
Energy Fund XIV	3,358,419	3,762,846
Energy Fund XV	1,402,944	1,617,629
TIFF Absolute Return Pool	4,421,639	11,601,936
TIFF I	(326,781)	-
TIFF II	(210,332)	119,900
TIFF IV	1,229,846	2,013,172
TIFF PEP 2007	1,691,185	2,064,049
TIFF Secondary Partners I	111,778	252,261
TIFF V - INTL	1,082,281	1,056,476
TIFF V - US	891,039	1,223,832
Wellington Diversified Inflation Hedge Fund	1,462,622	2,989,281
	$ 109,415,521	$ 146,717,099

The book value of the above investments is reported at cost.

Boettcher Foundation
Form 990PF, Part VIII
For the Year Ended December 31, 2012

84-0404274
Statement 12

Name and Address	Title and Average hours per week devoted to position	Compensation (if not paid, enter -0-)	Contributions to employee benefit plans and deferrred compensation	Expense account, other allowances
Timothy W Schultz 600 17th Street, Suite 2210 South Denver, CO 80202	President and Exec Director - 40	253,775	76,651 (a)	3,270
Katie S Kramer 600 17th Street, Suite 2210 South Denver, CO 80202	Vice President and Asst Secty - 40	166,197	45,848	3,270
Larry A Allen, M.D 600 17th Street, Suite 2210 South Denver, CO 80202	Trustee - 9	1,000	-	405
Pamela D. Beardsley 600 17th Street, Suite 2210 South Denver, CO 80202	Trustee - 1.1	1,000	-	116
Paul H Chan 600 17th Street, Suite 2210 South Denver, CO 80202	Trustee - 1.2	1,000	-	116
Cile Chavez 600 17th Street, Suite 2210 South Denver, CO 80202	Trustee - 9	1,000	-	213
Russell George 600 17th Street, Suite 2210 South Denver, CO 80202	Trustee - 9	1,000	-	1,505
Sharon Linhart 600 17th Street, Suite 2210 South Denver, CO 80202	Trustee - 9	1,000	-	405
M Ann Penny 600 17th Street, Suite 2210 South Denver, CO 80202	Trustee - 1.3	1,000	-	120
Theodore F Schlegel, M.D 600 17th Street, Suite 2210 South Denver, CO 80202	Trustee - 1 3	1,000	-	775
Edward D. White, III 600 17th Street, Suite 2210 South Denver, CO 80202	Trustee - 1 6	1,000	-	1,245
Thomas Williams 600 17th Street, Suite 2210 South Denver, CO 80202	Trustee - 1.4	1,000	-	1,301
Donald Woods 600 17th Street, Suite 2210 South Denver, CO 80202	Trustee - 1 2	1,000	-	1,641
		430,973	122,499	14,382

(a) A Supplemental Executive Retirement Plan was established to enable the current Executive Director of the Foundation to receive retirement income and other benefits similar to what he would have received under the retirement plan that was in existence when he was hired in 1995, had it not been frozen in 2002. The Foundation's obligation to the Executive Director is an unfunded, unsecured promise to pay compensation in the future In the event his employment with the Foundation is terminated before his eligible retirement date in 2013, the benefits will be forfeited

Boettcher Foundation

2013 Capital Grant Guidelines

We're excited to let you know about some changes to our grantmaking categories for 2013. As always, we seek to make grants to support capital campaigns for the purchase, construction or major renovation of a building that is owned and used by a Colorado nonprofit organization.

For 2013, we are focusing on three key 501(c)(3) nonprofit target categories, with the emphasis described below for each one:

Community Enrichment – This includes grants in:

- Arts & Culture
- Community and Multi-Use Facilities
- Youth Development

*Community Enrichment Prequalification Form Deadline is **March 15, 2013***

Social Services – Our focus in this category is on:

- Basic Needs
- Self-Sufficiency
- Protective Services, such as safehouses and children's advocacy

*Social Services Prequalification Form Deadline is **August 1, 2013***

Education – Within this category, our focus will be exclusively on:

- Early Childhood
- Higher Education/Post-Secondary

*Education Prequalification Form Deadline is **November 15, 2013***

***NOTE:** Boettcher Foundation's categorization may differ from other foundations.*

Please email us at grants@boettcherfoundation.org if you have any questions about the category under which your organization would be considered.

Organization	City	Type of Grant	Payment Amount
Adam's Camp	Centennial	Trustee Initiated Operating Support	3,750
Adams State College	Alamosa	Trustee Initiated Scholarship Support	18,622
Advocates of Lake County	Leadville	Capital	20,000
Art Students League of Denver	Denver	Capital	15,000
Autism Society of Colorado	Lakewood	Trustee Initiated Operating Support	3,000
Axis Health System	Durango	Capital	50,000
Big Brothers Big Sisters of Colorado, Inc	Denver	Trustee Initiated Operating Support	5,000
Boys & Girls Clubs of Weld County	Greeley	Capital	25,000
Brothers Redevelopment, Inc	Denver	Capital	25,000
Capitol Hill Community Services	Englewood	Trustee Initiated Programmatic Support	2,500
Center for Nonprofit Excellence	Colorado Springs	Trustee Initiated Programmatic Support	5,000
Central City Opera House Association	Denver	Trustee Initiated Programmatic Support	60,000
Cheyenne Mountain Zoo	Colorado Springs	Capital	50,000
Civic Center Conservancy	Denver	Trustee Initiated Programmatic Support	30,000
Clear Creek County Library District	Georgetown	Capital	25,000
CLIMB, Inc	Littleton	Trustee Initiated Operating Support	800
Clyfford Still Museum	Denver	Capital	150,000
Colorado Academy	Denver	Trustee Initiated Programmatic Support	100,000
Colorado Association of Funders	Denver	Trustee Initiated Programmatic Support	14,515
Colorado Association of Funders	Denver	Trustee Initiated Programmatic Support	14,520
Colorado Ballet	Denver	Trustee Initiated Programmatic Support	140,000
Colorado Christian University	Lakewood	Trustee Initiated Scholarship Support	11,496
Colorado College	Colorado Springs	Trustee Initiated Scholarship Support	652,307
Colorado Council on High School and College Relations	Denver	Trustee Initiated Operating Support	5,000
Colorado Creative Industries	Denver	Trustee Initiated Programmatic Support	45,000
Colorado FFA Foundation	Montrose	Trustee Initiated Programmatic Support	1,700
Colorado Mesa University	Grand Junction	Trustee Initiated Scholarship Support	15,000
Colorado Nonprofit Association	Denver	Trustee Initiated Programmatic Support	28,580
Colorado Nonprofit Development Center	Denver	Capital	50,000
Colorado Open Lands	Lakewood	Trustee Initiated Programmatic Support	80
Colorado Preservation, Inc.	Denver	Capital	50,000
Colorado School of Mines	Golden	Trustee Initiated Biomedical Research Support	75,000
Colorado School of Mines - Scholarships	Golden	Trustee Initiated Scholarship Support	234,653

Organization	City	Type of Grant	Payment Amount
Colorado Special Olympics	Englewood	Trustee Initiated Operating Support	500
Colorado State Fair Authority	Pueblo	Trustee Initiated Programmatic Support	560
Colorado State University	Fort Collins	Trustee Initiated Biomedical Research Support	200,000
Colorado State University	Pueblo	Trustee Initiated Scholarship Support	25,209
Colorado State University	Fort Collins	Trustee Initiated Scholarship Support	297,370
Community First Foundation	Arvada	Trustee Initiated Programmatic Support	25,000
Community Food Share	Longmont	Capital	60,000
Community Foundation of Northern Colorado	Fort Collins	Capital	35,000
Community Resource Center	Denver	Trustee Initiated Programmatic Support	10,000
Conference of Southwest Foundations	Dallas	Trustee Initiated Programmatic Support	6,500
Creede Repertory Theatre	Creede	Capital	25,000
Creede School District	Creede	Trustee Initiated Programmatic Support	5,000
Cumbres and Toltec Scenic Railroad Commission	Antonito	Capital	15,000
Denver Biennial of the Americas	Denver	Trustee Initiated Programmatic Support	252,500
Denver Center for the Performing Arts	Denver	Capital	50,000
Denver Foundation	Denver	Trustee Initiated Programmatic Support	500
Denver Metro Chamber Leadership Foundation	Denver	Trustee Initiated Programmatic Support	35,000
Denver Museum of Nature and Science	Denver	Capital	200,000
Denver Public Schools Foundation	Denver	Trustee Initiated Operating Support	5,500
Denver Santa Claus Shop	Denver	Trustee Initiated Programmatic Support	2,500
Denver Zoological Foundation, Inc	Denver	Capital	85,000
Discover Goodwill of Southern & Western Colorado	Colorado Springs	Capital	75,000
Easter Seals Colorado	Lakewood	Capital	15,000
Easter Seals Colorado	Lakewood	Trustee Initiated Programmatic Support	25,000
Food Bank for Larimer County	Fort Collins	Capital	35,000
Fort Lewis College	Durango	Trustee Initiated Scholarship Support	15,000
Foundation Financial Officers Group	New York	Trustee Initiated Operating Support	1,800
Friends of IB Scholars Foundation at George Washington High School Denver	Denver	Trustee Initiated Programmatic Support	7,500
Friends of the Rocky Ford Library	Rocky Ford	Capital	5,000
Goodwill Industries	Denver	Trustee Initiated Programmatic Support	2,500
Governor's Residence Preservation Fund	Denver	Trustee Initiated Operating Support	3,750
Grand Junction Baseball Committee	Grand Junction	Capital	50,000
Grants Managers Network	Washington	Trustee Initiated Operating Support	500

Organization	City	Type of Grant	Payment Amount
History Colorado	Denver	Capital	125,000
Horizons Specialized Services	Steamboat Springs	Capital	20,000
Johnson & Wales University	Denver	Trustee Initiated Scholarship Support	15,000
Karis Community	Denver	Capital	25,000
Kent Denver School	Englewood	Trustee Initiated Programmatic Support	6,000
Kim Equine Pavilion and Education Center	Kim	Capital	25,000
La Puente, Inc	Alamosa	Capital	10,000
Little Sisters of the Poor	Denver	Trustee Initiated Programmatic Support	2,500
Mental Health Center of Denver	Denver	Capital	75,000
Mesa Developmental Services	Grand Junction	Capital	25,000
Metro CareRing	Denver	Trustee Initiated Operating Support	3,000
Metropolitan State University of Denver	Denver	Trustee Initiated Scholarship Support	15,000
Mile High Untited Way	Denver	Trustee Initiated Programmatic Support	100,000
Mountain Peace Shelter	Bailey	Capital	15,000
National Association for College Admission Counseling		Trustee Initiated Programmatic Support	60
National Jewish Health	Denver	Trustee Initiated Biomedical Research Support	100,000
National MS Society - Colorado-Wyoming Chapter	Denver	Trustee Initiated Operating Support	3,750
National Scholarship Providers Association	Boulder	Trustee Initiated Operating Support	3,550
National Trust for Historic Preservation	Denver	Capital	75,000
National Western Stock Show	Denver	Trustee Initiated Programmatic Support	1,000
Opera Colorado	Denver	Trustee Initiated Programmatic Support	135,000
Peak Vista Community Health Centers Foundation	Colorado Springs	Capital	50,000
Pikes Peak Hospice & Palliative Care	Colorado Springs	Capital	50,000
Presidents Leadership Class	Boulder	Trustee Initiated Programmatic Support	4,000
Project Angel Heart	Denver	Capital	150,000
Public Education and Business Coalition	Denver	Trustee Initiated Programmatic Support	1,000,000
Qualistar Early Learning	Denver	Capital	100,000
Regis University	Denver	Trustee Initiated Scholarship Support	15,000
Rocky Mountain Biological Laboratory	Crested Butte	Capital	50,000
Rocky Mountain Institute	Boulder	Trustee Initiated Operating Support	1,000
Rocky Mountain Multiple Sclerosis Center	Westminster	Capital	75,000
Rocky Mountain PBS	Denver	Trustee Initiated Programmatic Support	31,250
Salud Family Health Centers, Inc	Fort Lupton	Trustee Initiated Operating Support	1,000

Organization	City	Type of Grant	Payment Amount
Salvation Army - Intermountain Division	Denver	Trustee Initiated Programmatic Support	2,500
San Juan County Historical Society	Silverton	Capital	15,000
Savio House	Denver	Capital	25,000
Scientific and Cultural Facilities District	Denver	Trustee Initiated Programmatic Support	7,000
South Park Historical Foundation, Inc	Fairplay	Capital	15,000
Southeast Mental Health Services	La Junta	Capital	25,000
St Mary's Academy	Englewood	Trustee Initiated Programmatic Support	7,500
Teacher Recognition Awards	Colorado-Statewide	Trustee Initiated Programmatic Support	39,000
Telluride Academy	Telluride	Capital	5,000
The Clayton Foundation	Denver	Trustee Initiated Programmatic Support	125,000
The Colorado Symphony	Denver	Trustee Initiated Programmatic Support	100,000
The Denver Hospice	Denver	Capital	50,000
The Denver Hospice	Denver	Trustee Initiated Operating Support	1,000
The Logan School	Denver	Trustee Initiated Operating Support	5,000
The Philanthropy Roundtable	Washington	Trustee Initiated Operating Support	5,000
The Thrift Shop of Aspen	Aspen	Capital	25,000
The Veterans of Hope Project	Denver	Trustee Initiated Operating Support	5,000
Tread of Pioneers Museum	Steamboat Springs	Capital	20,000
Trustee/Employee Matching Gift Program	Colorado-Statewide	Trustee Initiated Operating Support	40,857
University College at The University of Denver	Denver	Trustee Initiated Programmatic Support	2,500
University of Colorado	Colorado Springs	Trustee Initiated Scholarship Support	36,536
University of Colorado	Boulder	Trustee Initiated Scholarship Support	748,147
University of Colorado Anschutz Medical Campus	Denver	Capital	166,667
University of Colorado Anschutz Medical Campus	Denver	Trustee Initiated Scholarship Support	8,210
University of Colorado at Denver	Denver	Trustee Initiated Scholarship Support	15,000
University of Colorado Denver	Denver	Capital	85,000
University of Colorado Foundation	Denver	Trustee Initiated Programmatic Support	2,700
University of Colorado Foundation	Denver	Capital	225,000
University of Colorado Foundation	Denver	Trustee Initiated Biomedical Research Support	700,000
University of Denver	Denver	Trustee Initiated Programmatic Support	5,000
University of Denver	Denver	Trustee Initiated Scholarship Support	1,647,343
University of Northern Colorado	Greeley	Trustee Initiated Scholarship Support	37,844
US Space Foundation	Colorado Springs	Capital	15,000

Boettcher Foundation
Schedule to Form 990PF
December 31, 2012

Part XV 3a
Grants Paid in 2012

Statement 14
EIN 84-0404274

Organization	City	Type of Grant	Payment Amount
USA Cycling Development Foundation	Colorado Springs	Capital	15,000
Volunteers for Outdoor Colorado	Denver	Trustee Initiated Operating Support	2,500
Volunteers of America	Denver	Trustee Initiated Programmatic Support	2,500
Western State Colorado University	Gunnison	Trustee Initiated Scholarship Support	15,000
Wray Public Library	Wray	Capital	25,000
Young Voices of Colorado	Littleton	Trustee Initiated Operating Support	3,750
Total Grants Paid in 2012			$10,082,376

Organization	City	Type of Grant	Amount
Big Brothers Big Sisters of Colorado, Inc	Denver	Trustee Initiated Operating Support	3,000
Breakthrough Kent Denver	Englewood	Trustee Initiated Operating Support	5,000
Central City Opera House Association	Denver	Trustee Initiated Programmatic Support	60,000
Children's Museum	Denver	Capital	168,000
City of Rifle	Rifle	Capital	25,000
Civic Center Conservancy	Denver	Capital	120,000
CLIMB, Inc	Littleton	Trustee Initiated Operating Support	800
Colorado Creative Industries	Denver	Trustee Initiated Programmatic Support	255,000
Colorado Outward Bound School	Denver	Trustee Initiated Programmatic Support	2,500
Colorado State University	Fort Collins	Capital	150,000
Colorado State University Foundation	Fort Collins	Trustee Initiated Programmatic Support	3,000
Colorado Trout Unlimited	Denver	Trustee Initiated Operating Support	2,500
Community First Foundation	Arvada	Trustee Initiated Programmatic Support	50,000
Community Radio Project, Inc.	Cortez	Capital	25,000
Craig Hospital	Englewood	Trustee Initiated Programmatic Support	500,000
Crested Butte Land Trust	Crested Butte	Trustee Initiated Operating Support	2,500
Crow Canyon Archaeological Center	Cortez	Trustee Initiated Operating Support	5,000
Denver Children's Advocacy Center	Denver	Capital	20,000
Denver Film Society	Denver	Capital	100,000
Denver Museum of Nature and Science	Denver	Capital	200,000
Denver Public Schools Foundation	Denver	Trustee Initiated Programmatic Support	3,000
Denver Urban Gardens	Denver	Capital	30,000
eTown	Boulder	Capital	50,000
IB Scholars Foundation at George Washington High School	Denver	Trustee Initiated Operating Support	7,500
Governor's Residence Preservation Fund	Denver	Trustee Initiated Operating Support	3,750
Gunnison Country Partners	Gunnison	Capital	15,000
History Colorado	Denver	Capital	375,000
Ipoderac's Children Fund	Denver	Trustee Initiated Operating Support	5,000
Judi's House	Denver	Trustee Initiated Operating Support	2,000
Laradon Hall	Denver	Trustee Initiated Operating Support	5,000
Longmont Meals on Wheels	Longmont	Capital	15,000
Longmont Museum and Cultural Center	Longmont	Capital	50,000
Metro CareRing	Denver	Capital	75,000

Boettcher Foundation
Schedule to Form 990PF
December 31, 2012

Part XV3b
Grants Approved for Future Payment

Statement 15
EIN 84-040274

City of Rifle	Rifle	Capital	25,000
Metro CareRing	Denver	Trustee Initiated Operating Support	5,000
NewFarms	Fowler	Capital	15,000
Outdoor Lab Foundation	Lakewood	Trustee Initiated Programmatic Support	2,500
Parent Pathways	Denver	Trustee Initiated Operating Support	3,000
Public Education and Business Coalition	Denver	Trustee Initiated	1,500,000
Qualistar Early Learning	Denver	Capital	100,000
Rio Grande Headwaters Land Trust	Del Norte	Trustee Initiated Operating Support	2,500
Rocky Mountain Institute	Boulder	Trustee Initiated Operating Support	10,000
Rocky Mountain Multiple Sclerosis Center	Westminster	Trustee Initiated Operating Support	3,750
Boy Scout Troop 376	Denver	Trustee Initiated Programmatic Support	2,500
Salvation Army - Intermountain Division	Denver	Capital	300,000
Spellbinders	Basalt	Trustee Initiated Operating Support	5,000
St Mary's Academy	Englewood	Trustee Initiated Programmatic Support	5,000
The Clayton Foundation	Denver	Capital	125,000
The Denver Hospice	Denver	Capital	50,000
The Denver Hospice	Denver	Trustee Initiated Operating Support	2,500
The Logan School	Denver	Trustee Initiated Operating Support	7,500
The Nature Conservancy	Boulder	Trustee Initiated Operating Support	2,500
The Senior Hub, Inc	Federal Heights	Capital	25,000
Tu Casa, Inc	Alamosa	Capital	35,000
University of Colorado	Boulder	Trustee Initiated Programmatic Support	11,500
University of Colorado	Boulder	Trustee Initiated Programmatic Support	3,000
University of Colorado Anschutz Medical Campus	Denver	Capital	166,667
University of Colorado Foundation	Denver	Capital	600,000
University of Colorado	Boulder	Capital	125,000
University of Colorado Foundation	Denver	Trustee Initiated Operating Support	2,500
University of Colorado Foundation	Denver	Trustee Initiated Programmatic Support	1,700
Urban Land Conservancy	Denver	Capital	200,000
Urban Peak	Denver	Capital	25,000
Volunteers for Outdoor Colorado	Denver	Trustee Initiated Operating Support	3,000
Warren Village	Denver	Capital	30,000
Young Voices of Colorado	Littleton	Trustee Initiated Operating Support	3,750
Total Grants Approved for Future Payment			$ 5,707,417

PART VII-B, Question 5a (3)

During the year, the Foundation provided grants to individuals under the Boettcher Scholarship Program. The Boettcher Scholarship Program has been in existence since 1952 and has received IRS approval.

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

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions BOETTCHER FOUNDATION	Employer identification number (EIN) or 84-0404274
	Number, street, and room or suite no If a P.O box, see instructions. 600 Seventeenth Street, No. 2210 S	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Denver, CO 80202	

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

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

- The books are in the care of ▶ Boettcher Foundation 600 17th Street, Suite 2210 South - Denver, CO 80202
  Telephone No ▶ 303-534-1937 FAX No ▶ 303-534-1943
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______, and ending ______.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 239,383.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 140,943.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 98,440.

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

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