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2012

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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012

B Check if applicable	C Name of organization DENVER BOTANIC GARDENS INC		D Employer identification number 84-0440359
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number (720) 865-3500
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or country, and ZIP + 4 DENVER, CO 802063751		
<input type="checkbox"/> Application pending			G Gross receipts \$ 17,046,894

F Name and address of principal officer
BRIAN VOGT
909 YORK STREET
DENVER, CO 80206H(a) Is this a group return for
affiliates? Yes NoH(b) Are all affiliates included? Yes No
If "No," attach a list (see instructions)

H(c) Group exemption number ►

I Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: ► WWW BOTANICGARDENS.ORG

K Form of organization Corporation Trust Association Other ► L Year of formation 1951 M State of legal domicile CO

Part I Summary

1 Briefly describe the organization's mission or most significant activities TO CONNECT PEOPLE WITH PLANTS, PROVIDING DELIGHT AND ENLIGHTENMENT TO EVERYONE	
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets	
3 Number of voting members of the governing body (Part VI, line 1a)	3 36
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 36
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5 229
6 Total number of volunteers (estimate if necessary)	6 2,298
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a -16,516
b Net unrelated business taxable income from Form 990-T, line 34	7b -16,516

8 Contributions and grants (Part VIII, line 1h)	Prior Year 7,187,052	Current Year 10,645,078
9 Program service revenue (Part VIII, line 2g)	5,533,396	4,431,711
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	331	238
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,113,276	1,098,849
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	13,834,055	16,175,876

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0 0
14 Benefits paid to or for members (Part IX, column (A), line 4)	0 0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	7,636,790 8,194,067
16a Professional fundraising fees (Part IX, column (A), line 11e)	0 0
b Total fundraising expenses (Part IX, column (D), line 25) ► 748,088	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	7,377,444 7,254,321
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	15,014,234 15,448,388
19 Revenue less expenses Subtract line 18 from line 12	-1,180,179 727,488

20 Total assets (Part X, line 16)	Beginning of Current Year 4,650,111	End of Year 5,524,884
21 Total liabilities (Part X, line 26)	956,152	1,207,437
22 Net assets or fund balances Subtract line 21 from line 20	3,693,959	4,317,447

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here	***** Signature of officer BRIAN VOGT CEO Type or print name and title	2013-07-29 Date
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Paid Preparer Use Only	Print/Type preparer's name CRAIG R CHOUN	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00173718
	Firm's name ► EKS&H LLP			Firm's EIN ► 46-1497033	
	Firm's address ► 7979 E TUFTS AVENUE SUITE 400 DENVER, CO 802372521			Phone no (303) 740-9400	

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1** Briefly describe the organization's mission

THE MISSION OF DENVER BOTANIC GARDENS IS TO CONNECT PEOPLE WITH PLANTS, ESPECIALLY PLANTS FROM THE ROCKY MOUNTAIN REGION AND SIMILAR REGIONS AROUND THE WORLD, PROVIDING DELIGHT AND ENLIGHTENMENT TO EVERYONE

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 2,143,424 including grants of \$) (Revenue \$)

HORTICULTURE THE HORTICULTURE DEPT IS RESPONSIBLE FOR THE LIVING PLANT COLLECTIONS AND HORTICULTURAL GARDEN DISPLAYS, WHICH INCLUDE APPROXIMATELY 36,000 LIVING PLANTS OUTREACH PROGRAMS ARE A CORNERSTONE IN THE GARDEN'S MISSION AND INCLUDE HORTICULTURE THERAPY SERVICES FOR THE ELDERLY AND PEOPLE WITH DISABILITIES THE GARDEN'S NEW CENTER FOR GLOBAL INITIATIVES IS AN EXAMPLE OF THE GARDENS' WORK AROUND THE GLOBE IN 2012 GARDENS STAFF TRAVELED TO THE SOUTH SUDAN, MADAGASCAR, AND THE AMAZON, COLLABORATING WITH SCIENTISTS FROM AROUND THE WORLD IN CONSERVATION AND RESOURCE MANAGEMENT PROJECTS HORTICULTURE WORKS HAND IN HAND WITH DBG'S SCIENTIFIC STAFF FOR MORE INFORMATION ON RESEARCH PROGRAMS SEE SCHEDULE O

4b (Code) (Expenses \$ 1,970,784 including grants of \$) (Revenue \$ 734,495)

EDUCATION IN 2012, DENVER BOTANIC GARDENS EDUCATION PROGRAMS REACHED OVER 36,380 CHILDREN, PROVIDING HANDS-ON EXPERIENCES, STANDARDS-BASED SCIENCE LESSONS AND THE OPPORTUNITY FOR CHILDREN TO EXPLORE THE MARVELS OF THE PLANT WORLD MORE THAN 523 SCHOOL PROGRAMS WERE DELIVERED, SERVING OVER 28,000 SCHOOL CHILDREN EXPANDED CLASS AND PROGRAM OFFERINGS FOR ADULTS REACHED AN AUDIENCE OF OVER 12,000, THE LARGEST NUMBER OF PARTICIPANTS ON RECORD OVER 600 CLASSES, WORKSHOPS AND ADULT PROGRAMS WERE SUCCESSFULLY OFFERED BY THE GARDENS IN ADDITION, THE GARDENS' RENOWNED SCHOOL OF BOTANICAL ART AND ILLUSTRATION PROGRAM OFFERED A RECORD 149 COURSES IN 2012 THESE INCLUDED A NEW DISTANCE LEARNING OPTION, WHERE CLASSES ARE CONDUCTED ONLINE AND ON-SITE

4c (Code) (Expenses \$ 1,471,104 including grants of \$) (Revenue \$ 1,322,667)

DENVER BOTANIC GARDENS AT CHATFIELD CONTINUES TO GROW, FROM THE COMMUNITY SUPPORTING AGRICULTURE (CSA) PROGRAM TO SPECIAL EVENTS TOTAL ATTENDANCE AT CHATFIELD INCLUDING ALL EVENTS AND CLASSES WAS MORE THAN 125,000, A 20% INCREASE OVER 2011 SIMILARLY, THE TOTAL NUMBER OF VOLUNTEERS INVOLVED AT CHATFIELD ROSE FROM 822 IN 2011 TO 1,185 IN 2012 THE CSA PROGRAM'S EXPANDED ACREAGE FOR VEGETABLE CROPS, SERVED 275 SUBSCRIBERS, AND ALLOWED THE GARDENS TO DONATE 1,700 LBS OF FRESH VEGETABLES TO MEALS ON WHEELS, HOUSE OF HOPE AND THE GATHERING PLACE THE 2012 PUMPKIN FESTIVAL DREW OVER 28,000 ATTENDEES IN JUST THREE DAYS

(Code) (Expenses \$ 608,858 including grants of \$) (Revenue \$ 231,827)

SCIENTIFIC RESEARCH IS CLOSELY LINKED TO EVERYTHING AT THE GARDENS IN 2012 THE SCIENCE AND CONSERVATION DEPARTMENT ADDED A NUMBER OF VERY TALENTED SCIENTISTS TO ITS STAFF THE INCREASED SCIENTIFIC CAPACITY NOW MEANS 11 STAFF IN THE DEPARTMENT, WITH FOUR PH.DS AND SIX M.S - LEVEL SCIENTISTS THE SAM MITCHEL HERBARIUM OF FUNGI IS THE LARGEST AND BEST CURATED MYCOLOGICAL COLLECTION OF THE SOUTHERN ROCKY MOUNTAIN REGION, WITH APPROXIMATELY 14,000 PRESERVED AND DOCUMENTED SPECIMENS OF MUSHROOMS AND OTHER FUNGI AS PART OF THE RARE PLANT CONSERVATION INITIATIVE STEERING COMMITTEE, GARDENS RESEARCH DIRECTOR DR. JENNIFER NEALE RECEIVED THE PRESTIGIOUS US FISH AND WILDLIFE SERVICE RECOVERY CHAMPION AWARD, ALONG WITH THREE COLLEAGUES, AS RECOGNITION OF THEIR EFFORTS TO PROTECT RARE PLANTS IN COLORADO

(Code) (Expenses \$ 7,274,183 including grants of \$) (Revenue \$ 2,142,722)

OTHER PROGRAMS

4d Other program services (Describe in Schedule O)

(Expenses \$ 7,883,041 including grants of \$) (Revenue \$ 2,374,549)

4e Total program service expenses ► 13,468,353

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		No
6		No
7		No
8	Yes	
9		No
10		No
11a	Yes	
11b		No
11c		No
11d	Yes	
11e	Yes	
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18	Yes	
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	34	Yes	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	35a	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b	Yes	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	Yes	
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?			

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	57	
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	229	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	Yes	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No	
b If "Yes," enter the name of the foreign country See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).	7a	Yes	
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	Yes	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d		
d If "Yes," indicate the number of Forms 8282 filed during the year	7e	No	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a		
9 Sponsoring organizations maintaining donor advised funds.	9b		
a Did the organization make any taxable distributions under section 4966?			
b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter	10a		
a Initiation fees and capital contributions included on Part VIII, line 12	10b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11a		
a Gross income from members or shareholders	11b		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13a		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13b		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	No	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

			Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	36		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b Enter the number of voting members included in line 1a, above, who are independent	1b	36		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No	
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No	
6 Did the organization have members or stockholders?	6		No	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes		
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	Yes		
a The governing body?	8b	Yes		
b Each committee with authority to act on behalf of the governing body?	9		No	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O				

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	No	
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13 Did the organization have a written whistleblower policy?	13	Yes	
14 Did the organization have a written document retention and destruction policy?	14	Yes	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	15a	Yes	
a The organization's CEO, Executive Director, or top management official	15b	Yes	
b Other officers or key employees of the organization			
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No	
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed
- 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply

Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

JOHN C CALDERHEAD 909 YORK STREET DENVER, CO (720) 865-3500

Part VII: Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **4**

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A)	(B)	(C)
Name and business address	Description of services	Compensation
SPECTRUM GENERAL CONTRACTORS	5135 E 38TH AVE DENVER CO 80207	CONSTRUCTION SERVICES
SWINGLE LAWNTREE & LANDSCAPE CARE	8585 EAST WARREN AVE DENVER CO 80231	LANDSCAPE DESIGN
CATERING BY DESIGN	11095 E 45TH AVE DENVER CO 80239	FOOD CATERING
MUNDUS BISHOP DESIGN	2601 BLAKE ST SUITE 300 DENVER CO 80205	ARCHITECTURE
		103,884

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization. **4**

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b 2,205,212			
	c Fundraising events	1c 144,240			
	d Related organizations	1d 653,464			
	e Government grants (contributions)	1e 4,533,561			
	f All other contributions, gifts, grants, and similar amounts not included above	1f 3,108,601			
	g Noncash contributions included in lines 1a-1f \$	179,059			
	h Total. Add lines 1a-1f		10,645,078		
Program Service Revenue	2a EDUC & HORT PROGRAMS	Business Code 900099	4,431,711	4,431,711	
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		4,431,711		
	3 Investment income (including dividends, interest, and other similar amounts)		238		
4 Income from investment of tax-exempt bond proceeds					
5 Royalties					
6a Gross rents	(i) Real 680,891				
b Less rental expenses	(ii) Personal 355,557				
c Rental income or (loss)	325,334				
d Net rental income or (loss)		325,334		-16,516	341,850
7a Gross amount from sales of assets other than inventory	(i) Securities				
b Less cost or other basis and sales expenses	(ii) Other				
c Gain or (loss)					
d Net gain or (loss)					
8a Gross income from fundraising events (not including \$ 144,240 of contributions reported on line 1c) See Part IV, line 18					
a	83,510				
b Less direct expenses	b 83,510		0		
c Net income or (loss) from fundraising events					
9a Gross income from gaming activities See Part IV, line 19					
a					
b Less direct expenses	b				
c Net income or (loss) from gaming activities					
10a Gross sales of inventory, less returns and allowances					
a	926,311				
b Less cost of goods sold	b 431,951				
c Net income or (loss) from sales of inventory		494,360	494,360		
Miscellaneous Revenue		Business Code			
11a CONCESSION INCOME	900099	155,357	155,357		
b DESIGN SERVICES	900099	104,500	104,500		
c					
d All other revenue		19,298	19,298		
e Total. Add lines 11a-11d		279,155			
12 Total revenue. See Instructions		16,175,876	5,205,226	-16,516	342,088

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	375,209	177,176	174,410	23,623
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	5,908,376	4,911,089	570,617	426,670
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	287,570	242,945	20,341	24,284
9 Other employee benefits	1,166,948	1,000,775	100,456	65,717
10 Payroll taxes	455,964	370,663	55,270	30,031
11 Fees for services (non-employees)				
a Management				
b Legal	47,670	47,377	293	
c Accounting	53,300		53,300	
d Lobbying	2,362		2,362	
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	1,319,363	1,191,452	31,472	96,439
12 Advertising and promotion	407,835	407,799	36	
13 Office expenses	445,353	361,751	69,036	14,566
14 Information technology	131,257	110,871	20,386	
15 Royalties				
16 Occupancy	2,299,288	2,277,658	6,157	15,473
17 Travel	169,077	160,416	7,441	1,220
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	39,535	39,535		
23 Insurance	88,417	88,417		
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a CAPITAL IMPROVEMENTS	1,178,990	1,178,990		
b PROGRAM SUPPLIES AND MA	431,391	428,587	370	2,434
c PRINTING AND PHOTOGRAPH	227,127	205,000	5,310	16,817
d IN-KIND GOODS	179,059	179,059		
e All other expenses	234,297	88,793	114,690	30,814
25 Total functional expenses. Add lines 1 through 24e	15,448,388	13,468,353	1,231,947	748,088
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year	
Assets	1 Cash—non-interest-bearing	69,587	1	31,303
	2 Savings and temporary cash investments	762,453	2	1,525,025
	3 Pledges and grants receivable, net	1,958,881	3	2,061,202
	4 Accounts receivable, net	222,121	4	238,526
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	201,158	8	237,579
	9 Prepaid expenses and deferred charges	100,916	9	112,514
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	590,306	10a	
	b Less accumulated depreciation	205,160	10b	417,418
			10c	385,146
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
15 Other assets See Part IV, line 11	917,577	15	933,589	
16 Total assets. Add lines 1 through 15 (must equal line 34)	4,650,111	16	5,524,884	
Liabilities	17 Accounts payable and accrued expenses	798,063	17	781,853
	18 Grants payable		18	
	19 Deferred revenue	158,089	19	417,344
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	0	25	8,240
	26 Total liabilities. Add lines 17 through 25	956,152	26	1,207,437
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	2,427,201	27	3,065,501
	28 Temporarily restricted net assets	1,266,758	28	1,251,946
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	3,693,959	33	4,317,447
	34 Total liabilities and net assets/fund balances	4,650,111	34	5,524,884

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	16,175,876
2	Total expenses (must equal Part IX, column (A), line 25)	2	15,448,388
3	Revenue less expenses Subtract line 2 from line 1	3	727,488
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,693,959
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-104,000
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	4,317,447

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support****2012****Open to Public
Inspection**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Department of the Treasury
Internal Revenue Service**Name of the organization**
DENVER BOTANIC GARDENS INC**Employer identification number**

84-0440359

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.

2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)

6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)

8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)

10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

e a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

f By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

g If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

h Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

i Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?	(v) Did you notify the organization in col (i) of your support?	(vi) Is the organization in col (i) organized in the U S ?	(vii) Amount of monetary support
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	10,926,738	12,085,553	17,866,913	5,890,366	7,175,770	53,945,340
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	3,205,962	2,855,916	3,072,485	3,193,855	3,469,308	15,797,526
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	14,132,700	14,941,469	20,939,398	9,084,221	10,645,078	69,742,866
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						69,742,866

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	14,132,700	14,941,469	20,939,398	9,084,221	10,645,078	69,742,866
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	519,195	540,088	740,418	914,845	681,129	3,395,675
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	2,787,887	3,338,745	4,582,489	4,471,929	1,288,976	16,470,026
11 Total support (Add lines 7 through 10)						89,608,567
12 Gross receipts from related activities, etc (see instructions)					12	4,431,711
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	77 830 %
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	75 770 %
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►✓
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►□
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►□
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►□
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		►□

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15
16 Public support percentage from 2011 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18
19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization	
b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization	
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions	

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)**Supplemental Financial Statements****2012****Open to Public
Inspection**

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions.

 Department of the Treasury
 Internal Revenue Service

 Name of the organization
 DENVER BOTANIC GARDENS INC

 Employer identification number
 84-0440359
Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____	2d
4 Number of states where property subject to conservation easement is located ► _____	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? <input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? <input type="checkbox"/> Yes <input type="checkbox"/> No	
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1	► \$ _____
(ii) Assets included in Form 990, Part X	► \$ _____
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items	
a Revenues included in Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a <input checked="" type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input checked="" type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input checked="" type="checkbox"/> Preservation for future generations	

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment

b Permanent endowment

c Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

Yes	No
3a(i)	
3a(ii)	
3b	

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land					
b Buildings			134,957		134,957
c Leasehold improvements			80,959	44,756	36,203
d Equipment			374,390	160,404	213,986
e Other					
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					385,146

Part VII Investments—Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation
		Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 12)

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

Total. (Column (b) must equal Form 990, Part X, col (B) line 13.)

Part IX Other Assets. See Form 990, Part X, line 15

Total (Column (b) must equal Form 990, Part X, col (B) line 15)

Part X Other Liabilities See Form 990, Part X, line 25

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	16,850,489
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	235,546
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	235,546
3	Subtract line 2e from line 1	3	16,614,943
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	-439,067
c	Add lines 4a and 4b	4c	-439,067
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	16,175,876

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	16,123,001
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	235,546
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	439,067
e	Add lines 2a through 2d	2e	674,613
3	Subtract line 2e from line 1	3	15,448,388
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	15,448,388

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
	PART III, LINE 4	THE GARDENS' COLLECTIONS, WHICH WERE ACQUIRED THROUGH PURCHASES AND CONTRIBUTIONS SINCE THE GARDENS' INCEPTION, ARE NOT RECOGNIZED AS ASSETS ON THE STATEMENT OF FINANCIAL POSITION PURCHASES OF COLLECTION ITEMS ARE RECORDED AS DECREASES IN UNRESTRICTED NET ASSETS IN THE YEAR IN WHICH THE ITEMS ARE ACQUIRED. CONTRIBUTED COLLECTION ITEMS ARE NOT REFLECTED ON THE FINANCIAL STATEMENTS. PROCEEDS FROM DE-ACCESSIONS OR INSURANCE RECOVERIES ARE REFLECTED AS INCREASES IN THE APPROPRIATE NET ASSET CLASSES. THE GARDENS' COLLECTIONS CONSIST OF LIVING PLANTS, HERBARIUM, LIBRARY AND HISTORICAL COLLECTIONS. THE GARDENS' LIVING PLANT AND HERBARIUM COLLECTIONS ARE MADE UP OF APPROXIMATELY 36,000 LIVING PLANTS, 48,000 HERBARIUM SPECIMEN SHEETS, AND 24,000 PRESERVED AND DOCUMENTED NATIVE MUSHROOMS. THE GARDENS HAS A LIBRARY CONSISTING OF OVER 30,000 BOOKS, PERIODICALS, SEED AND NURSERY CATALOGS, SLIDES, PAMPHLETS, AND VIDEOS. THE GARDENS HAS OVER 1,700 TWO DIMENSIONAL WORKS OF ART IN AN ARRAY OF MEDIA INCLUDING PHOTOGRAPHS, LITHOGRAPHY DRAWINGS, MAPS, ENGRAVINGS, AND 50 PIECES OF THREE DIMENSIONAL ART IN THE FORM OF BRONZE AND STONE SCULPTURES. ADDITIONALLY, THE GARDENS HAS HISTORIC BUILDINGS, TOOLS AND FARM IMPLEMENTS AT ITS DENVER BOTANIC GARDENS AT CHATFIELD LOCATION. ALL OF THESE COLLECTIONS ARE HELD FOR EDUCATION, RESEARCH, SCIENTIFIC, AND CURATORIAL PURPOSES. EACH OF THESE COLLECTION ITEMS IS CATALOGUED, PRESERVED, AND CARED FOR, AND ACTIVITIES VERIFYING THEIR EXISTENCE AND ASSESSING THEIR CONDITION ARE PERFORMED CONTINUOUSLY. THE COLLECTIONS ARE SUBJECT TO A POLICY THAT REQUIRES PROCEEDS FROM THEIR SALES TO BE USED TO SUPPORT THE GARDENS' COLLECTIONS. DURING 2012, DE-ACCESSIONED ITEMS, PRIMARILY TRADED OR DONATED TO OTHER BOTANICAL GARDENS, WERE NOT SIGNIFICANT.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	DENVER BOTANIC GARDENS FOLLOWS THE GUIDANCE OF ACCOUNTING STANDARDS CODIFICATION TOPIC 820, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. AFTER EVALUATING THE TAX POSITIONS TAKEN, NONE ARE CONSIDERED TO BE UNCERTAIN, THEREFORE, NO AMOUNTS HAVE BEEN RECOGNIZED AS OF DECEMBER 31, 2012. IF INCURRED, INTEREST AND PENALTIES ASSOCIATED WITH TAX POSITIONS ARE RECORDED IN THE PERIOD ASSESSED IN MANAGEMENT AND GENERAL EXPENSE. NO INTEREST OR PENALTIES HAVE BEEN ASSESSED AS OF DECEMBER 31, 2012. TAX YEARS THAT REMAIN SUBJECT TO EXAMINATION INCLUDE 2009 THROUGH 2012.
PART XI, LINE 4B - OTHER ADJUSTMENTS		SPECIAL EVENT EXPENSES -83,510 RENTAL EXPENSES - 355,557
PART XII, LINE 2D - OTHER ADJUSTMENTS		SPECIAL EVENT EXPENSES 83,510 RENTAL EXPENSES 355,557

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		FETE DES FLEUR (event type)	(event type)	(total number)	
1	Gross receipts . . .	227,750			227,750
2	Less Contributions . . .	144,240			144,240
3	Gross income (line 1 minus line 2) . . .	83,510			83,510
4	Cash prizes . . .				
5	Noncash prizes . . .				
6	Rent/facility costs . . .	12,146			12,146
7	Food and beverages . . .	55,738			55,738
8	Entertainment . . .	6,755			6,755
9	Other direct expenses . .	8,871			8,871
10	Direct expense summary Add lines 4 through 9 in column (d)				(83,510) ►
11	Net income summary Combine line 3, column (d), and line 10				0 ►

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
1	Gross revenue				
2	Cash prizes				
3	Non-cash prizes				
4	Rent/facility costs				
5	Other direct expenses				
6	Volunteer labor	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	
7	Direct expense summary Add lines 2 through 5 in column (d)				►
8	Net gaming income summary Combine lines 1 and 7 in column (d)				►

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

13a	
13b	

- a** The organization's facility
- b** An outside facility

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If "Yes," enter name and address of the third party

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer

Employee

Independent contractor

17 Mandatory distributions

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation
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Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
► Attach to Form 990. ► See separate instructions.

2012**Open to Public Inspection**Name of the organization
DENVER BOTANIC GARDENS INC

Employer identification number

84-0440359

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?

Yes**No**

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

4a**No**

c Participate in, or receive payment from, an equity-based compensation arrangement?

4b**No**

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

4c**No**

a The organization?

5a**No**

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

5b**No**

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

6a**No**

a The organization?

6b**No**

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

7**Yes**

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

8**No**

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

9

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) BRIAN VOGT CHIEF EXECUTIVE OFFICER	(i) 215,965 (ii) 0	(i) 500 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 19,769 (ii) 0	(i) 236,234 (ii) 0	(i) 0 (ii) 0
(2) JOHANNA KELLY DIRECTOR OF DEVELOPMENT	(i) 133,432 (ii) 0	(i) 500 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 22,728 (ii) 0	(i) 156,660 (ii) 0	(i) 0 (ii) 0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 7	THE CHIEF EXECUTIVE OFFICER, ALONG WITH ALL EMPLOYEES OF THE ORGANIZATION, RECEIVED A \$500 YEAR-END BONUS UPON SATISFACTORILY COMPLETING THE ORGANIZATIONAL GOALS ESTABLISHED BY THE BOARD OF TRUSTEES

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service►Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
►Attach to Form 990.Name of the organization
DENVER BOTANIC GARDENS INC

Employer identification number

84-0440359

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	11	139,059	FMV
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (<u>SOLARIUM</u>)	X	1	40,000	FMV
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement		29		1

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a	No
b If "Yes," describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	Yes
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a	No
b If "Yes," describe in Part II		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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Schedule M (Form 990) (2012)

SCHEDULE O
(Form 990 or 990-EZ)**Supplemental Information to Form 990 or 990-EZ****2012****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
► Attach to Form 990 or 990-EZ.**

Name of the organization
DENVER BOTANIC GARDENS INC**Employer identification number**

84-0440359

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	THE PRESIDENT OR OTHER DESIGNATED REPRESENTATIVE OF EACH OF THE FOLLOWING ORGANIZATIONS SHALL BE AN EX-OFFICIO VOTING MEMBER OF THE BOARD OF TRUSTEES ASSOCIATES OF DENVER BOTANIC GARDENS, COLORADO FEDERATION OF GARDEN CLUBS, DENVER BOTANIC GARDENS ENDOWMENT, INC , DENVER BOTANIC GARDENS GUILD, DENVER DEBUTANTE BALL, AND THE GARDEN CLUB OF DENVER EACH AFORESAID ORGANIZATION SHALL DESIGNATE AN INDIVIDUAL TO SERVE ON THE BOARD OF TRUSTEES AT LEAST TWO MONTHS PRIOR TO THE END OF THE GARDENS' FISCAL YEAR IN ORDER FOR THEM TO BE BRIEFED BY THE NOMINATING AND GOVERNANCE COMMITTEE IN ADDITION, THE MAYOR OF THE CITY AND COUNTY OF DENVER OR, AT THE ELECTION AND PLEASURE OF THE MAYOR, THE MANAGER OF PARKS AND RECREATION FOR THE CITY AND COUNTY OF DENVER SHALL ALSO BE AN EX-OFFICIO VOTING TRUSTEE
	FORM 990, PART VI, SECTION B, LINE 11	THE FORM 990 WAS REVIEWED IN DETAIL BY THE FINANCE COMMITTEE AND MADE AVAILABLE TO EACH MEMBER OF THE BOARD OF TRUSTEES FOR REVIEW AND COMMENT PRIOR TO FILING
	FORM 990, PART VI, SECTION B, LINE 12C	THE GARDENS ADOPTED A COMPREHENSIVE CODE OF ETHICS IN 2005 WHICH INCLUDES CONFLICT OF INTEREST, WHISTLE BLOWING AND DOCUMENT RETENTION POLICIES WHICH WERE SUBSEQUENTLY INCORPORATED INTO THE EMPLOYEE GUIDELINES MANUAL AND THE VOLUNTEER HANDBOOK THE CODE WAS DESIGNED AS A CONTINUOUSLY EVOLVING DOCUMENT THE CODE APPLIES TO ALL REPRESENTATIVES ASSOCIATED WITH THE GARDENS, INCLUDING THE BOARD OF TRUSTEES, NON-TRUSTEE MEMBERS ON THE COMMITTEES OF THE BOARD, OFFICERS, EMPLOYEES, VOLUNTEERS, AND OFFICIALLY AFFILIATED GROUPS BOARD MEMBERS AND OFFICERS ARE REQUIRED ANNUALLY TO DECLARE ANY CONFLICTS OF INTEREST THE DECLARATIONS ARE REVIEWED, AND IF A CONFLICT ARISES ANY ONE INVOLVED IS REQUIRED TO RECUSE THEMSELVES FROM DECISIONS OR ACTIONS SURROUNDING THE AREA OF CONFLICT THE CODE IS REVIEWED WHENEVER ORIENTATIONS ARE HELD, WITH ADDITIONAL PERIODIC REVIEWS BEING CONDUCTED
	FORM 990, PART VI, SECTION B, LINE 15	THE GARDENS PARTICIPATES ANNUALLY IN SALARY SURVEYS AND USES THIS DATA AS GUIDANCE IN DETERMINING SALARY/WAGE RANGES FOR POSITIONS AND IN MAKING ADJUSTMENTS WITHIN THE ORGANIZATION ADJUSTMENT RECOMMENDATIONS ARE REVIEWED BY THE CEO AND THE CHAIRMAN OF THE BOARD OF TRUSTEES
	FORM 990, PART VI, SECTION C, LINE 19	THE GARDENS MAKES ITS GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY AVAILABLE TO THE PUBLIC UPON REQUEST THE FINANCIAL STATEMENTS ARE AVAILABLE ON THE GARDENS' WEBSITE WWW BOTANICGARDENS.ORG
PRIOR PERIOD ADJUSTMENT	FORM 990, PART XI, LINE 8	THE PRIOR PERIOD ADJUSTMENT OF \$104,000 WAS TO RECORD 2011 DEFERRED REVENUE RELATED TO FACILITY RENTAL INCOME

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
DENVER BOTANIC GARDENS INC

Employer identification number

84-0440359

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)
- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses
- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c	Yes	
1d		No
1e	Yes	
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n		No
1o		No
1p		No
1q	Yes	
1r		No
1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) DENVER BOTANIC GARDENS ENDOWMENT INC	C	653,464	FMV

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
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Additional Data

Software ID:
Software Version:
EIN: 84-0440359
Name: DENVER BOTANIC GARDENS INC

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or director	Individual trustee	Institutional Trustee	Officer	Key employee			
JANDEL ALLEN-DAVIS DIRECTOR	1 00	X					0	0	0
ANDREW BOIAN DIRECTOR	1 00	X					0	0	0
DAWN BOOKHARDT DIRECTOR	1 00	X					0	0	0
CHRISTINA CAULKINS DIRECTOR	1 00	X					0	0	0
MARY LEE CHIN SECRETARY	1 00	X		X			0	0	0
RICHARD CLARK DIRECTOR	1 00	X					0	0	0
LEANNE DUNCAN DIRECTOR	1 00	X					0	0	0
AL GERACE DIRECTOR	1 00	X					0	0	0
LAURA HIGGINS DIRECTOR	1 00	X					0	0	0
KITTIE HOOK DIRECTOR	1 00	X					0	0	0
ANNA MARIA LARSEN DIRECTOR	1 00	X					0	0	0
MIKE MATTHEWS DIRECTOR	1 00	X					0	0	0
KEITH MONTOYA DIRECTOR	1 00	X					0	0	0
JANET MORDECAI DIRECTOR	1 00	X					0	0	0
NANCY SCHOTTERS BOARD CHAIR	1 00	X		X			0	0	0
CYNTHIA SCOTT DIRECTOR	1 00	X					0	0	0
SHAWN SIMMONS TREASURER	1 00	X		X			0	0	0
TERESA TAYLOR DIRECTOR	1 00	X					0	0	0
STEFFAN TUBBS DIRECTOR	1 00	X					0	0	0
ROGER ARMSTRONG DIRECTOR	1 00	X					0	0	0
CHRISTINE GRAWEMEYER DIRECTOR	1 00	X					0	0	0
PETER KIRSCH DIRECTOR	1 00	X					0	0	0
CHARLES WOOLLEY DIRECTOR	1 00	X					0	0	0
EDWARD CONNORS DIRECTOR	1 00	X					0	0	0
RICHARD KIRK DIRECTOR	1 00	X					0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Or director	Individual trustee	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former		
MORAS SHUBERT DIRECTOR	1 00		X						0	0
MRS THOMAS TAPLIN DIRECTOR	1 00		X						0	0
BARBARA BALDWIN DIRECTOR	1 00		X						0	0
JERRY LADD DIRECTOR	1 00		X						0	0
JUDY SELLERS DIRECTOR	1 00		X						0	0
AUDREY COYLE DIRECTOR	1 00		X						0	0
LAURI DANNEMILLER DIRECTOR	1 00		X						0	0
JEAN DERR DIRECTOR	1 00		X						0	0
LINDSAY DODGE DIRECTOR	1 00		X						0	0
JOHN FREYER DIRECTOR	1 00		X						0	0
JEANETTE PRYOR DIRECTOR	1 00		X						0	0
BRIAN VOGT CHIEF EXECUTIVE OFFICER	60 00			X					216,465	19,769
JOHN CALDERHEAD CHIEF FINANCIAL OFFICER	40 00			X					128,876	10,099
JOHANNA KELLY DIRECTOR OF DEVELOPMENT	40 00				X				133,932	22,728
JENNIFER RILEY-CHETWYND DIRECTOR OF MARKETING	40 00					X			111,216	28,879

Software ID:

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