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Form **990**

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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, and ending 12/31 , 20 12	
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization CHILDRENS HOSPITAL COLORADO FOUNDATION Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 13123 E 16th Avenue Box 045 City, town or post office, state, and ZIP code Aurora, CO 80045 D Employer identification number 84-0813462 E Telephone number 720-777-1700 G Gross receipts \$ 45,303,170 H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number
F Name and address of principal officer Steve Winesett 13123 E 16th Avenue, Box 045, Aurora, CO 80045 I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 J Website: www.childrenshospitalcoloradofoundation.org K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other <input type="checkbox"/> L Year of formation 1978 M State of legal domicile CO	

Part I Summary			
Activities & Governance	1	Briefly describe the organization's mission or most significant activities: Children's Hospital Colorado Foundation exists solely to support Children's Hospital Colorado. Its mission is to improve the health of children through the provision of high-quality coordinated programs of patient care, education, research and advocacy. When it was founded in 1908 in Denver, (Continued on Schedule O, Statement 1)	
	2	Check this box <input checked="" type="checkbox"/> 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 41
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 38
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5 70
	6	Total number of volunteers (estimate if necessary)	6 1,000
		7a	Total unrelated business revenue from Part VIII, column (C), line 12
b		Net unrelated business taxable income from Form 990-T, line 34	7b -42,949
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 31,188,339 Current Year 22,019,153
	9	Program service revenue (Part VIII, line 2g)	0 0
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	15,846,278 11,783,362
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0 0
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	47,034,617 33,802,515
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)
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)	5,411,599 5,733,427
16a		Professional fundraising fees (Part IX, column (A), line 11e)	0 0
b		Total fundraising expenses (Part IX, column (D), line 25) 7,087,345	
17		Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	1,705,281 1,836,070
Net Assets or Fund Balances	18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	23,406,415 24,176,090
	19	Revenue less expenses. Subtract line 18 from line 12	23,628,202 9,626,425
	20	Total assets (Part X, line 16)	Beginning of Current Year 214,154,975 End of Year 38,644,323
	21	Total liabilities (Part X, line 26)	4,189,733 3,310,508
	22	Net assets or fund balances. Subtract line 21 from line 20	209,965,242 35,333,815

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 <i>Steve Winesett</i>		Date Nov 15, 2013
	Steve Winesett, President and CEO Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	Laurie Anderson	<i>Laurie Anderson</i>	11-14-13
	Firm's name Kundinger, Corder & Engle, P.C.	Firm's EIN 303-534-5953	Phone no 303-534-5953
May the IRS discuss this return with the preparer shown above? (see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2012)

G119

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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:
Children's Hospital Colorado Foundation exists solely to support Children's Hospital Colorado. Its mission is to improve the health of children through the provision of high-quality coordinated programs of patient care, education, research and advocacy. When it was founded in 1908 in Denver, Colorado, Children's Hospital Colorado set out to be a leader in providing the best healthcare
 (Continued on Schedule O, Statement 2)
- 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 \$ 16,606,593 including grants of \$ 16,606,593) (Revenue \$ 0)
The Foundation's function is to raise, manage and disburse donated funds on behalf of Children's Hospital Colorado. Distributions were made to provide funds for numerous specific and general programs benefitting patient care, research and education as well as preventative programs

4b (Code:) (Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)
As part of the Foundation's function is to raise and disburse donated funds on behalf of Children's Hospital Colorado, endowment distributions were made to Children's Hospital Colorado Health System, an affiliated entity that invest endowments to provide a perpetual source of funds for programs benefitting patient care, research and education as well as preventative programs. During the initial year of operations, net total distributions of \$188,341,104 for endowment purposes to Children's Hospital Colorado Health System are shown as other changes in net assets on Part XI

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)
 (Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses **▶** 16,606,593

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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 X	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14 a Did the organization maintain an office, employees, or agents outside of the United States?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	<input type="checkbox"/>	<input type="checkbox"/>

Part IV Checklist of Required Schedules (continued)

	Yes	No
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? <i>If "Yes," complete Schedule I, Parts I and II</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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? <i>If "Yes," complete Schedule I, Parts I and III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule J</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	<input type="checkbox"/>	<input type="checkbox"/>
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	<input type="checkbox"/>	<input type="checkbox"/>
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	<input type="checkbox"/>	<input type="checkbox"/>
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? <i>If "Yes," complete Schedule L, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
25b 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? <i>If "Yes," complete Schedule L, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule L, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule L, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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 A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
28c 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? <i>If "Yes," complete Schedule L, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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? <i>If "Yes," complete Schedule R, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
35b 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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	<input type="checkbox"/>	<input type="checkbox"/>
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule R, Part VI</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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 55		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 1		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	✓	
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 70		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	✓	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		✓
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
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		✓
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		✓
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		✓
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		✓
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).			
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?	7a	✓	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	✓	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		✓
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		✓
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		✓
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
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?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
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.			
a Is the organization licensed to issue qualified health plans in more than one state?	13a		
Note. See the instructions for additional information the organization must report on Schedule O.			
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	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		✓
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 line 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 41		
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 38		
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		✓
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		✓
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	✓	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		✓
6 Did the organization have members or stockholders?	6	✓	
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	✓	
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	✓	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	✓	
b Each committee with authority to act on behalf of the governing body?	8b	✓	
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	9		✓

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	✓
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	✓
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	✓
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	✓
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	✓
13 Did the organization have a written whistleblower policy?	13	✓
14 Did the organization have a written document retention and destruction policy?	14	✓
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?		
a The organization's CEO, Executive Director, or top management official	15a	✓
b Other officers or key employees of the organization	15b	✓
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	✓
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 ► **None**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 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: ► **Tony Troxell, (720)777-1700**

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, and 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.

(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Ted Antenucci Trustee	3	✓						0	0	0
Laura Barton Vice Chair	3	✓		✓				0	0	0
Marcy Benson Trustee	3	✓						0	0	0
Buck Blessing Trustee	3	✓						0	0	0
Molly Broeren Secretary	3	✓		✓				0	0	0
Donna Boyette Trustee	3	✓						0	0	0
Peter Calamari Trustee	3	✓						0	0	0
Bob Clark Trustee	3	✓						0	0	0
James Cohig Trustee	3	✓						0	0	0
Jan Cortez Trustee	3	✓						0	0	0
Peter Culshaw Immediate Past Chair	3	✓						0	0	0
Phil Doty Trustee	3	✓						0	0	0
Katey Driscoll Trustee	3	✓						0	0	0
Steve Farber Trustee	3	✓						0	0	0

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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Leonard J Dryer Jr	3									
Trustee (Sr. VP & CFO Children's Hospital CO)	40	✓		✓				0	2,127,661	20,615
Shane Feiman	3									
Trustee		✓						0	0	0
Caleb F Gates Jr	3									
Trustee		✓						0	0	0
Cannon Harvey	3									
Trustee		✓						0	0	0
Bob Hottman	3									
Trustee		✓						0	0	0
John Ikard	3									
Trustee		✓						0	0	0
Walter Isenberg	3									
Trustee		✓						0	0	0
Therese Ivancovich	3									
Trustee		✓						0	0	0
Lisa Jackson	3									
Trustee		✓						0	0	0
David Kaplan	3									
Trustee		✓						0	0	0
Kelly Kennedy	3									
Chair		✓		✓				0	0	0
Steve Kris	3									
Trustee		✓						0	0	0
Evi Makovsky	3									
Trustee		✓						0	0	0
Tom McGonagle	3									
Trustee		✓						0	0	0

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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Rob Millisor Trustee	3	✓						0	0	0
Susan Noble Trustee	3	✓						0	0	0
Mary Osborn Trustee	3	✓						0	0	0
Kevin Reidy Trustee	3	✓						0	0	0
Kristin Richardson Trustee	3	✓						0	0	0
Angie Romani Trustee	3	✓						0	0	0
Betsy Searle Trustee	3	✓						0	0	0
James E Shmerling DHA Trustee (President & CEO Children's Hospital CO)	3 40	✓						0	1,548,040	201,231
Richard Stoddard Vice Chair	3	✓		✓				0	0	0
Fred Taylor Treasurer	3	✓		✓				0	0	0
Joseph Wagner Trustee	3	✓						0	0	0
Ron Williams Trustee	3	✓						0	0	0
Laura Wright Trustee	3	✓						0	0	0
Steve Winesett President & CEO	50	✓		✓				396,956	0	31,574

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

(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Steve Warnecke	25									
Sr Vice President	0			✓				68,406	0	13,659
Amber Bilisoli	45									
Assistant Secretary	0			✓				63,199	0	4,284
Jennifer Darling	50									
Sr. Vice President				✓				211,433	0	26,443
Frank Dean	50									
Director, Development Systems						✓		113,459	0	12,133
James Lee	50									
Director, Major Gifts						✓		116,261	0	7,757
Kellie Fischer-Johnson	50									
Vice President, Planned Giving						✓		135,067	0	0
Peggy Warner	50									
Sr. Vice President						✓		170,410	0	3,051
Cary Larger	50									
Sr. Vice President						✓		143,955	0	19,840
1b Sub-total								1,419,146	3,675,701	340,587
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								1,419,146	3,675,701	340,587

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 **5**

	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>		✓
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>	✓	
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>		✓

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) Name and business address	(B) Description of services	(C) Compensation

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 **0**

Part VIII Statement of RevenueCheck 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 0	22,019,153			
	b	Membership dues	1b 0				
	c	Fundraising events	1c 7,169,485				
	d	Related organizations	1d 0				
	e	Government grants (contributions)	1e 0				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 14,849,668				
	g	Noncash contributions included in lines 1a-1f: \$	2,434,646				
	h	Total. Add lines 1a-1f	22,019,153				
	Program Service Revenue	Business Code					
2a							
b							
c							
d							
e							
f		All other program service revenue .					
g		Total. Add lines 2a-2f			0		
Other Revenue		3	Investment income (including dividends, interest, and other similar amounts)		716,940	0	90,379
	4	Income from investment of tax-exempt bond proceeds		0	0	0	0
	5	Royalties		0	0	0	0
	6a	(i) Real					
		(ii) Personal					
	b	Less: rental expenses					
	c	Rental income or (loss)		0	0		
	d	Net rental income or (loss)					
	7a	(i) Securities					
		(ii) Other					
	b	Less: cost or other basis and sales expenses		10,286,983	0		
	c	Gain or (loss)		11,066,422	0		
	d	Net gain or (loss)		11,066,422	0	0	11,066,422
	8a	Gross income from fundraising events (not including \$ 7,169,485 of contributions reported on line 1c). See Part IV, line 18		1,213,672	0		0
		a					
		b					
c							
9a	Gross income from gaming activities. See Part IV, line 19						
b	Less: direct expenses						
c	Net income or (loss) from gaming activities						
10a	Gross sales of inventory, less returns and allowances						
	a						
	b						
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code				
11a							
	b						
	c						
	d						
e	All other revenue						
f	Total. Add lines 11a-11d			0			
12	Total revenue. See instructions.			33,802,515	0	90,379	11,692,983

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	16,606,593	16,606,593		
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	739,994		129,245	610,749
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	3,755,839		194,738	3,561,101
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	217,109		22,679	194,430
9 Other employee benefits	728,525		45,655	682,870
10 Payroll taxes	291,960		20,952	271,008
11 Fees for services (non-employees):				
a Management	3,164		3,164	
b Legal				
c Accounting	29,856		29,856	0
d Lobbying				
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.)	157,780		21,000	136,780
12 Advertising and promotion	5,051			5,051
13 Office expenses	40,836		1,858	38,978
14 Information technology	245,044			245,044
15 Royalties				
16 Occupancy				
17 Travel	119,482		21	119,461
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	9,190		9,190	
23 Insurance				
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 Publications, donor communicative expens	428,311	0	1,402	426,909
b Processing Fees and Related Expenses	175,137	0	1,621	173,516
c Fundraising cultivation communication	284,952	0	277	284,675
d Miscellaneous and other expenses	337,267	0	494	336,773
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	24,176,090	16,606,593	482,152	7,087,345
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 <input type="checkbox"/> 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	0	1	
	2 Savings and temporary cash investments	5,769,323	2	3,621,965
	3 Pledges and grants receivable, net	15,165,987	3	11,568,709
	4 Accounts receivable, net	0	4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	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	0	6	
	7 Notes and loans receivable, net	0	7	
	8 Inventories for sale or use	0	8	
	9 Prepaid expenses and deferred charges	0	9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 125,497		
	b Less: accumulated depreciation	10b 96,790	8,043	10c 28,707
	11 Investments—publicly traded securities	71,189,812	11	12,769,099
	12 Investments—other securities. See Part IV, line 11	112,488,335	12	1,468,758
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	9,533,475	15	9,187,085
16 Total assets. Add lines 1 through 15 (must equal line 34)	214,154,975	16	38,644,323	
Liabilities	17 Accounts payable and accrued expenses	1,168,368	17	662,324
	18 Grants payable		18	
	19 Deferred revenue		19	
	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	3,021,365	25	2,648,184
	26 Total liabilities. Add lines 17 through 25	4,189,733	26	3,310,508
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	91,206,142	27	8,879,185
	28 Temporarily restricted net assets	43,072,442	28	12,039,598
	29 Permanently restricted net assets	75,686,658	29	14,415,032
	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	209,965,242	33	35,333,815
	34 Total liabilities and net assets/fund balances	214,154,975	34	38,644,323

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	33,802,515
2	Total expenses (must equal Part IX, column (A), line 25)	2	24,176,090
3	Revenue less expenses. Subtract line 2 from line 1	3	9,626,425
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	209,965,242
5	Net unrealized gains (losses) on investments	5	4,087,204
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-188,345,056
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	35,333,815

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

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
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:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** 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:
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- c** 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.
- 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? . . .
- b** 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

	Yes	No
2a		✓
2b	✓	
2c	✓	
3a		✓
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

CHILDRENS HOSPITAL COLORADO FOUNDATION

Employer identification number

84-0813462

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.
- a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☐ Type III—Non-functionally integrated
- e ☐ 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)**.
- f 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 ☐
- g 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? ☐
- h 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
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
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.")	28,196,590	24,932,807	23,455,636	31,188,339	22,019,153	129,792,525
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	28,196,590	24,932,807	23,455,636	31,188,339	22,019,153	129,792,525
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)						3,099,191
6 Public support. Subtract line 5 from line 4.						126,693,334

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	28,196,590	24,932,807	23,455,636	31,188,339	22,019,153	129,792,525
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,015,940	731,754	6,046,756	1,297,696	626,561	9,718,707
9 Net income from unrelated business activities, whether or not the business is regularly carried on	68,924	690,504	0	-98,019	90,379	751,788
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
11 Total support. Add lines 7 through 10						140,263,020
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	90.33 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	88.02 %
16a 33¹/₃% 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	<input checked="" type="checkbox"/>	
b 33¹/₃% 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	<input type="checkbox"/>	
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	<input type="checkbox"/>	
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	<input type="checkbox"/>	
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	<input type="checkbox"/>	

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 section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

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 <input type="checkbox"/>		
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 <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

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).

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

Supplemental Financial Statements

► 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.

OMB No 1545-0047

2012

**Open to Public
Inspection**

CHILDRENS HOSPITAL COLORADO FOUNDATION

Employer identification number

84-0813462

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? <input type="checkbox"/> Yes <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input type="checkbox"/> 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).

☐ Preservation of land for public use (e.g., recreation or education) ☐ Preservation of an historically important land area

☐ Protection of natural habitat ☐ Preservation of a certified historic structure

☐ 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.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

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? ☐ Yes ☐ 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)? ☐ Yes ☐ 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** ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

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
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	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	105,099,000	99,490,000	79,879,000	65,223,000	78,425,000
b Contributions	2,462,000	10,117,000	11,334,000	3,474,000	5,691,000
c Net investment earnings, gains, and losses	7,907,000	-407,000	10,959,000	18,134,000	-20,086,000
d Grants or scholarships	107,886,000	4,101,000	2,682,000	3,251,000	2,749,000
e Other expenditures for facilities and programs	0	0	0	3,701,000	-3,942,000
f Administrative expenses	0	0	0	0	0
g End of year balance	7,582,000	105,099,000	99,490,000	79,879,000	65,223,000

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

- a** Board designated or quasi-endowment ☐ 0 %
b Permanent endowment ☒ 95 %
c Temporarily restricted endowment ☐ 5 %

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:

	Yes	No
(i) unrelated organizations	3a(i)	✓
(ii) related organizations	3a(ii)	✓

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? **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	0	0		0
b Buildings	0	0	0	0
c Leasehold improvements	0	0	0	0
d Equipment	0	120,697	96,790	23,907
e Other	0	4,800	0	4,800

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) **28,707**

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		
(3) Other _____		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
(I) _____		

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.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) _____		
(2) _____		
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
(10) _____		

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

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

(a) Description	(b) Book value
(1) Lead Trust Interests	1,430,222
(2) Perpetual Trust Interests	7,184,806
(3) Irrevocable Trust Interests	337,097
(4) Donated Securities	234,960
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	9,187,085

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	0
(2) Payable to Affiliates	2,218,576
(3) Annuity Obligations	429,608
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
(11) _____	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	2,648,184

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	
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	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
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	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	

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

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
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	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	

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.

Schedule D, Part V, Line 4 - The organization's endowed funds provide an important source of funding for crucial programs that count on endowment distributions to provide a continual source of support.

Schedule D, Part X, Line 2 - As of December 31, 2012 and 2011, the Organization has determined that no provisions are required for uncertain tax positions.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

CHILDRENS HOSPITAL COLORADO FOUNDATION

Employer identification number

84-0813462

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- | | |
|--|---|
| a <input type="checkbox"/> Mail solicitations | e <input type="checkbox"/> Solicitation of non-government grants |
| b <input type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input type="checkbox"/> In-person solicitations | |
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☐ **No**
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

Total ▶

- 3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

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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 Courage Classic (event type)	(b) Event #2 Gala (event type)	(c) Other events 128 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	2,539,565	1,691,880	4,151,712	8,383,157
	2 Less: Contributions	1,945,186	1,172,048	4,052,251	7,169,485
	3 Gross income (line 1 minus line 2)	594,379	519,832	99,461	1,213,672
Direct Expenses	4 Cash prizes	0	0	0	0
	5 Noncash prizes	0	0	0	0
	6 Rent/facility costs	0	0	0	0
	7 Food and beverages	239,226	214,817	40,216	494,259
	8 Entertainment	0	40,452	190	40,642
	9 Other direct expenses	355,152	264,564	59,055	678,771
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(1,213,672)
	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))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash 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 line 1, column d, and line 7 ▶				

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: _____

- | | | |
|-----------|---|--|
| 11 | Does the organization operate gaming activities with nonmembers? | <input type="checkbox"/> Yes <input type="checkbox"/> 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? | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 13 | Indicate the percentage of gaming activity operated in: | |
| a | The organization's facility | 13a % |
| b | An outside facility | 13b % |
| 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 to be 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).

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

Department of the Treasury
Internal Revenue Service

Name of the organization

CHILDRENS HOSPITAL COLORADO FOUNDATION

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☒ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) Sch. I, Stmt 1							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2	Enter total number of section 501(c)(3) and government organizations listed in the line 1 table	2
3	Enter total number of other organizations listed in the line 1 table	0

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 50055P

Schedule I (Form 990) (2012)

OMB No 1545-0047

2012

**Open to Public
Inspection**

Employer identification number

84-0813462

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Schedule I, Part I, Line 2 - The organization only disburses funds to two nonprofit affiliated entities. Support is distributed to Children's Hospital Colorado and endowment gifts to be invested are distributed to Children's Hospital Colorado Health System.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

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

OMB No 1545-0047

2012

**Open to Public
Inspection**

CHILDRENS HOSPITAL COLORADO FOUNDATION

Employer identification number

84-0813462

Part I Questions Regarding Compensation

	Yes	No
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"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on 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 checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <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? b Participate in, or receive payment from, a supplemental nonqualified retirement plan? c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
Only section 501(c)(3) and 501(c)(4) organizations 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: a The organization? b Any related organization? If "Yes" to line 5a or 5b, describe in Part III.		
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: a The organization? 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		
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		
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		

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 Steve Winesett, President & CEO	(i) 248,943	70,181	77,832	15,000	16,574	428,530	0
(ii)	0	0	0	0	0	0	0
2 Jennifer Darling, Sr. Vice President	(i) 167,073	27,000	17,360	10,946	15,497	237,876	0
(ii)	0	0	0	0	0	0	0
3 Peggy Warner, Sr. Vice President	(i) 142,677	21,499	6,234	2,613	438	173,461	0
(ii)	0	0	0	0	0	0	0
4 James E Shmerling DHA, Trustee (President & CEO Children's Hospital CO)	(i) 741,508	410,940	395,592	184,537	16,694	1,749,271	2,791
(ii) Leonard J Dryer Jr, Trustee (Sr. VP & CFO Children's Hospital CO)	0	0	0	0	0	0	0
5	377,100	1,110,667	639,894	3,750	16,865	2,148,276	505,350
6							
(i)							
(ii)							
7							
(i)							
(ii)							
8							
(i)							
(ii)							
9							
(i)							
(ii)							
10							
(i)							
(ii)							
11							
(i)							
(ii)							
12							
(i)							
(ii)							
13							
(i)							
(ii)							
14							
(i)							
(ii)							
15							
(i)							
(ii)							
16							
(i)							
(ii)							

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.

Schedule J, Part I, Line 3 - The organization has a compensation committee of independent trustees that reviews officer compensation utilizing surveys of comparable organizations, positions and other methods necessary to determine the reasonableness of compensation. Reasonable, comparable and appropriate compensation is provided that the independent volunteer board of trustees deems necessary for the organization to fulfill its mission in the most cost effective way possible.

Schedule J, Part I, Line 4 - Children's Hospital Colorado (a related nonprofit organization) had a supplemental executive retirement plan which was frozen. Leonard J. Dryer, Jr., the former Senior Vice President and CFO of Children's Hospital Colorado and Children's Hospital Colorado Health System (both related nonprofit organizations) was the only remaining participant in the plan. The plan was fully distributed to the participant during 2012 in the amount of \$505,350. As required, all items not typical, however considered compensation from transactions related and from this related organization are reported on this return.

Schedule J, Part I, Line 7 - Individuals are eligible to participate in an incentive plan, the components of which include achievement of organizational and individual performance goals. Because the compensation committee of the Board reserves the right to change, amend or terminate the plan at any time, for any reason, at its sole discretion and because of certain other conditions of the plan, line 7 regarding "non-fixed payments" is answered yes. The compensation committee reviews the performance factors and approves the payment of incentive compensation payments before they are made.

Schedule J, Part II - The organization is disclosing compensation information obtained from a related nonprofit organization's form 990, Children's Hospital Colorado, as required for individuals employed by that organization and serving on the organization's Board of Trustees even though these individuals were not compensated by Children's Hospital Colorado Foundation for any services related to their service on the Board or otherwise.

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2012

**Open To Public
Inspection**

Department 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

Employer identification number

CHILDRENS HOSPITAL COLORADO FOUNDATION

84-0813462

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	✓	40	2,434,646	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 ► ()				
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** **0**

	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?		✓
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?	✓	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		✓
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.

Lined area for supplemental information.

Liquidation, Termination, or Dissolution (continued)

- 3** Did the organization distribute its assets in accordance with its governing instrument(s)? If "No," describe in Part III.
- 4a** Is the organization required to notify the attorney general or other appropriate state official of its intent to dissolve, liquidate, or terminate?
- b** If "Yes," did the organization provide such notice?
- 5** Did the organization discharge or pay all of its liabilities in accordance with state laws?
- 6a** Did the organization have any tax-exempt bonds outstanding during the year?
- b** Did the organization discharge or defease all of its tax-exempt bond liabilities during the tax year in accordance with the Internal Revenue Code and state laws? If "Yes" to line 6b, describe in Part III how the organization defeased or otherwise settled these liabilities. If "No," explain in Part III.

Sale, Exchange, Disposition, or Other Transfer of More Than 25% of the Organization's Assets. Complete this part if the organization answered "Yes" to Form 990, Part IV, line 32, or Form 990-EZ, line 36. Part II can be duplicated if additional space is needed.

		Yes	No
2	Did or will any officer, director, trustee, or key employee of the organization:		
a	Become a director or trustee of a successor or transferee organization?	✓	
b	Become an employee of, or independent contractor for, a successor or transferee organization?		✓
c	Become a direct or indirect owner of a successor or transferee organization?		✓
d	Receive, or become entitled to, compensation or other similar payments as a result of the organization's significant disposition of assets?		✓
e	If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III. ►		

Part III **Supplemental Information.** Complete to provide the information required by Part I, lines 2e and 6c, and Part II, line 2e. Also complete this part to provide any additional information.

Schedule N, Part II, Line 2 - The organization receiving the transfer is a related nonprofit organization and the sole member of the transferring organization. Accordingly, some positions of the Board of the recipient organization consists of Board members of the transferring organization. There was no compensation as a result of the transaction and all Board positions on the transferee's Board are all volunteer positions.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

Employer identification number

CHILDRENS HOSPITAL COLORADO FOUNDATION

84-0813462

Form 990, Part VI, Section A, Line 4 - The organization amended its bylaws

Form 990, Part VI, Section A, Line 6 - The organization has a single nonprofit member, Children's Hospital Colorado Health System

Form 990, Part VI, Section A, Line 7a - The organization's sole member, an affiliated nonprofit organization, Children's Hospital Colorado Health System has final authority to accept or reject Board of Trustee nominees, should it choose to do so.

Form 990, Part VI, Section A, Line 7b - The organization's sole member, an affiliated nonprofit organization, Children's Hospital Colorado Health System approves significant unusual transactions outside of the normal scope of the organization's operating activities, as outlined in the organization's bylaws

Form 990, Part VI, Section B, Line 11b - The organization's 990 was reviewed by its primary operational governing committee, its Executive Committee prior to filing.

Form 990, Part VI, Section B, Line 12c - The organization questions its Board members annually to ascertain compliance with its policies.

Form 990, Part VI, Section B, Line 15 - The organization has an independent compensation committee that reviews and approves the compensation for its officers.

Form 990, Part VI, Section C, Line 19 - The organization's financial statements are available on the organization's website, these as well as its conflict of interest policy and other relevant governing documents may be provided upon request

Form 990, Part XI, Line 9 - Net loss on calculation of annuity obligations \$3,952 Net transfers for endowment purposes to affiliated entity, Children's Hospital Colorado Health System \$188,341,104

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

CHILDRENS HOSPITAL COLORADO FOUNDATION

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Employer identification number

84-0813462

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

(1)	(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
(2)						
(3)						
(4)						
(5)						
(6)						

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.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
(1) Children's Hospital Colorado (84-0166760) 13123 E 16th Ave, Aurora, CO 80401	Children's Health	CO	501(c)(3)	509(a)(1) and 170(b)	Children's Hospital	Yes No ✓
(2) Children's Hospital Colorado Health System (45-4182666) 13123 E 16th Avenue, Aurora, CO 80045	Healthcare	CO	501(c)(3)	7	N/A	Yes No ✓
(3)						
(4)						
(5)						
(6)						
(7)						

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 50135Y

Schedule R (Form 990) 2012

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.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1).....												
(2).....												
(3).....												
(4).....												
(5).....												
(6).....												
(7).....												

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.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1).....									
(2).....									
(3).....									
(4).....									
(5).....									
(6).....									
(7).....									

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 entry 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 (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)

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
See Schedule R, Part VII, Statement 1				
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
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(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII Supplemental Information

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

This image shows a full page of a document template designed for handwritten notes or essays. It features approximately 30 evenly spaced, thin grey horizontal lines across the entire page. The margins are consistent on all sides, providing ample space for writing. There are no titles, headers, or other markings present on the page.

Description of Grants and Other Assistance to Governments and Organizations in the United States

		Amount of cash grant	Amount of non-cash assistance
Name and address	Children's Hospital Colorado 13123 E 16th Avenue Aurora, CO 80045	16,606,593	0
EIN	84-0166760		
IRC code section	501(c)(3)		
Method of valuation	Accrual fair market value		
Description of non-cash assistance			
Purpose of grant	This represents the net total of all funds distributed for the support of Children's Hospital Colorado during the year supporting many different programs		
Name and address	Children's Hospital Colorado Health System 13123 E 16th Avenue Aurora, CO 80214	188,341,104	
EIN	45-4182666		
IRC code section	501(c)(3)		
Method of valuation	Accrual fair market value		
Description of non-cash assistance			
Purpose of grant	This represents the total of all endowment funds distributed to be invested for the benefit of Children's Hospital Colorado		

Activity Or Mission Description

Description

Colorado, Children's Hospital Colorado set out to be a leader in providing the best healthcare outcomes for children. That calling has consistently made us one of the top children's hospitals in the nation. In addition to providing the best possible care for kids who need it, we also work hard to keep kids out of the hospital. Through medical research and advocacy efforts, we are working towards a world where kids are safer and healthier and will one day have less need for a hospital.

Mission Description

Description

outcomes for children That calling has consistently made us one of the top children's hospitals in the nation In addition to providing the best possible care for kids who need it, we also work hard to keep kids out of the hospital Through medical research and advocacy efforts, we are working towards a world where kids are safer and healthier and will one day have less need for a hospital

Description of Covered Relationships and Transaction Thresholds

		Amount involved
Name	Children's Hospital Colorado	16,606,593
Transaction type	b	
Method of determining amount involved	The organization raises funds to benefit Children's Hospital Colorado. Accordingly, funds are disbursed to Children's Hospital Colorado for various programmatic purposes.	
Name	Children's Hospital Colorado Health System	188,341,104
Transaction type	r	
Method of determining amount involved	The organization transferred endowments and substantially all of its underlying related investments to this newly formed nonprofit affiliate, which will manage the endowments and underlying investments for the benefit of Children's Hospital Colorado. The amounts transferred are reflected in other changes in net assets on part XI.	

Children's Hospital Colorado Health System
Investment Performance
September 30, 2013
(Expressed in \$ thousands)

Draft 11/1/13

Health System Long-Term Pool										Asset Allocation				Latest				Ranking Within Peer Univers			
Account	Value	Individual Asset	Class	Target	Tactical	Range	High	Currently Invested	Quarter Return	Trailing Twelve Months		Benchmark	Q4'12	Q1'13	Q2'13	Q3'13					
										Portfolio	Benchmark										
Elk Creek Partners																					
Longleaf	\$ 5,007	1%							n/a												
Marsico	28,985	5%							9.82%	24.13%	20.33%	Median LP All Large Cap	3	12	99	15					
SPDR S&P 500	39,136	6%							8.73%	22.60%	22.67%	Median Equity	85	50	34	30					
	25,113	4%							n/a			S & P 500									
Domestic																					
Vanguard Dividend Growth	32,156	5%	21%	15%	10%-30%		\$ 60,663	\$ 181,988	\$ 130,397	4.26%	19.15%	20.33%	Median LP All Large Cap	60	33	22	85				
Highfields	21,415	4%							7.54%	24.18%	22.67%	Median Equity									
Dom. Hedged																					
Independence CAP	24,577	4%	8%	5%	0%-15%		-	90,994	45,992	9.50%	20.63%	22.67%	Median Equity								
Spinnaker GEM	12,520	2%							1.39%	8.73%	17.22%	Median LP Intl Equity	19	66	44	95					
Capital Guardian	28,044	5%							3.28%	0.84%	-1.28%	50%MSCI EM / 50% JPM EMBI									
Sichester	36,087	6%							12.01%	31.03%	19.42%	Median Intl Equity	42	8	8	15					
Newport Asia	20,808	3%							6.51%	8.26%	17.22%	Median LP Intl Equity	96	74	29	72					
International																					
Dodge and Cox International	24,066	4%	20%	20%	10%-30%		60,663	181,988	121,525	11.15%	27.76%	17.22%	Median LP Intl Equity	10	35	7	25				
Viking	32,407	5%	5%	5%	0%-15%		-	90,994	32,407	5.61%	14.80%	17.22%	Median LP Intl Equity								
Mount Kellet Capital Partners II	6,869	1%							n/a		3.02%										
Angelo Gordon Star Fund	14,704	2%							2.00%	12.92%	19.34%	S & P 500									
Private Equity																					
Fortress	11,896	2%	6%	10%	0%-15%		-	90,994	33,469	2.58%	15.62%	19.34%	S & P 500								
AG Net Lease Realty III	0	0%																			
GEM Realty Capital	0	0%																			
Median Equity																					
Denham IV Commodity Partners	4,065	1%							n/a	-4.29%	22.67%	Median Equity									
Median Equity																					
Denham V Commodity Partners	8,235	1%							n/a	-22.92%	22.67%	Median Equity									
Real Assets																					
Denham VI Commodity Partners	1,594	0%	2%	10%	0%-15%		-	90,994	13,894	n/a	-9.54%	22.67%	Median Equity								
Convexity (benchmark 91 Day Tbills)	47,937	8%							-1.34%	-2.97%	0.10%	91 Day T-Bills									
Och-Ziff Goldman Sachs	22,921	4%							3.19%	12.22%	5.10%	Tbills + 5%									
King Street	29,235	5%							1.51%	12.33%	5.10%	Tbills + 5%									
Absolute																					
Farallon	24,764	4%	21%	20%	0%-30%		-	181,988	124,857	3.15%	11.26%	5.10%	Tbills + 5%								
PIMCO Low Duration	23,848	4%	4%	10%	5%-20%		30,331	121,325	23,848	0.88%		Median LP ST Fixed	21	36	93	9					
Cash Investments	80,236	13%	13%	5%	0%-10%		-	60,663	80,236												
\$ 606,625										Total Portfolio				10.75% Total Fund Median							
Endowment by type										4.37%				12.47%							
Designated (unrestricted)										4.89%				14.85%							
Donor Restricted										(30% S&P 500, 25% EAFE, 30% T-Bills +5%, 10% BAB, 5% T-Bills)											
\$ 606,625										Weighted Policy Index Return				4.37%							

Children's Hospital Colorado Health System
Investment Performance
September 30, 2013
(Expressed in \$ thousands)

Draft 11/1/13

Hospital Short-Term Investments	Asset Allocation				Range		Currently Invested	Latest Quarter Return	Trailing Twelve Months		Ranking Within Peer Universe			
	Account Value	Individual Asset Class	Target	Tactical Range	Low	High			Portfolio	Benchmark	Q4'12	Q1'13	Q2'13	Q3'13
		% total invests	% of ST											
Domestic Equity														
Longleaf	\$ 28,108	4%	38%	0%-20%	\$ -	\$ 14,806	\$ 28,108	9.82%	24.13%	20.33%	Median LP All Large Cap	3	12	99
International Equity														
Dodge & Cox	24,373	4%	33%	0%-20%	\$ -	\$ 14,806	\$ 24,373	11.15%	27.76%	17.22%	Median LP Intl Equity	10	35	7
PIMCO Low Duration	21,550	3%	29%	0%-100%	\$ -	\$ 74,031	\$ 21,550	0.88%	0.01%	0.44%	Median LP ST Fixed	21	36	94
Total	\$ 74,031	100%					\$ 74,031							

Foundation Short-Term Investments														
PIMCO Low Duration	\$ 7,491	1%	100%	0%-100%				0.88%			Median LP ST Fixed	21	36	94
Total, all, excluding trusts	\$ 688,147													

Pension Trust														
Domestic Equity														
Wellington	\$ 24,245	35%	25%	10%-35%	\$ 8,952	\$ 24,332	\$ 24,245	7.54%	25.86%	20.20%	Median Large Neutral	20	25	12
Capital Guardian ETOP	4,290	6%						-5.57%	2.51%	-1.28%	Blended Index			
International Equity														
Dodge and Cox	14,960	22%	28%	25%	10%-35%	8,952	24,332	11.15%	27.76%	17.22%	Median LP Intl Equity	10	35	7
Davidson Kempner	2,793	4%						2.02%	9.61%	5.10%	Tbills + 5%			
Absolute Return														
King Street	3,357	5%	9%	10%	0%-15%		10,428	1.51%	12.40%	5.10%	Tbills + 5%			
PIMCO Total Return	16,820	24%	24%	25%	15%-35%	10,428	24,332	1.17%	-0.74%	-0.19%	Median LP Fixed Income	40	41	87
US Bank MMA	3,056	4%	4%	5%	0%-10%		6,952							
Total Pension Trust	\$ 69,521	100%	100%					4.92%	14.61%	10.75%	Total Fund Median	3	47	17

Tammen														
Cash														
US Bank MMA	\$ 1,206	3%	3%					0.01%	0.05%	0.10%	T-Bills			
Domestic Equity														
Wells Fargo Index	13,449	37%	37%					5.17%	19.07%	22.67%	Median Equity	73	56	43
I-Shares MSCI EAFE	7,688	21%						11.35%	21.69%	17.22%	Median LP Intl Equity	16	34	54
International Equity														
I-Shares MSCI Emerging Mkts	1,258	3%						5.86%	-0.48%	2.20%	Median LP Emerging Mkt	14	84	86
Wells Fargo Emerging Markets	478	1%	26%					5.60%			Median LP Emerging Mkts			46
Fixed Income														
Montgomery Fixed	12,196	34%	34%					0.63%	-1.34%	-0.19%	Median LP Fixed Income	55	75	67
Total	\$ 36,275	100%	100%					4.64%	10.33%	10.75%	Total Fund Median	19	62	75
Self-Insurance Trust														
PIMCO Low Duration	\$ 7,030	100%						0.88%	0.00%	0.44%	Median LP ST Fixed	21	36	94