Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: Loretta and Leigh Norgren Foundation

A Employer identification number: 84-6046355

Number and street (or P.O. box number if mail is not delivered to street address): 3248 S. Flamingo Way

Room/suite:

B Telephone number (see instructions): 303-781-3301

City or town, state, and ZIP code: Denver, CO 80222

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,423,838

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	5	5		
	4	Dividends and interest from securities	101,478	101,478		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	12,020			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		12,020		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	5,358	0		
	12	**Total.** Add lines 1 through 11	118,861	113,503		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	2,300	2,238		62
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,100	0		1,100
	22	Printing and publications				
	23	Other expenses (attach schedule)	94	0		94
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3,494	2,238		1,256
	25	Contributions, gifts, grants paid	75,900			75,900
	26	**Total expenses and disbursements.** Add lines 24 and 25	79,394	2,238		77,156
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	39,467			
	b	**Net investment income** (if negative, enter -0-)		111,265		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	21,190	51,308	51,308
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,606,521	1,617,148	1,368,324
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ See attached Schedule)	0	4,206	4,206
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,627,711	1,672,662	1,423,838
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,627,711	1,672,662	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see instructions)	1,627,711	1,672,662	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,627,711	1,672,662	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,627,711
2	Enter amount from Part I, line 27a	2	39,467
3	Other increases not included in line 2 (itemize) ▶ Uncashed checks	3	5,500
4	Add lines 1, 2, and 3	4	1,672,678
5	Decreases not included in line 2 (itemize) ▶ Unresolved difference	5	16
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,672,662

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				12,020
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	12,020
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	82,196	1,432,958	5.74%
2010	69,410	1,336,744	5.19%
2009	62,479	1,132,946	5.51%
2008	76,371	1,169,427	6.53%
2007	69,227	1,493,568	4.64%

2	**Total** of line 1, column (d)	2	27.61%
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	5.52%
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,415,079
5	Multiply line 4 by line 3	5	78,112
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,113
7	Add lines 5 and 6	7	79,225
8	Enter qualifying distributions from Part XII, line 4	8	77,156

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,225
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0
3	Add lines 1 and 2			3	2,225
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	2,225
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	517		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d	4,206		
7	Total credits and payments. Add lines 6a through 6d			7	4,723
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,498
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 2,250 **Refunded** ▶			11	248

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶

14 The books are in care of ▶ Virginia N. Eyre Telephone no. ▶ 303-781-3301

Located at ▶ 3248 S. Flamingo Way, Denver, CO ZIP+4 ▶ 80222

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		✔
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No If "Yes," list the years ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✔
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		✔

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
See attached Schedule				

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,382,197
b	Average of monthly cash balances	1b	54,431
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,436,628
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,436,628
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	21,549
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,415,079
6	**Minimum investment return.** Enter 5% of line 5	6	70,754

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	70,754
2a	Tax on investment income for 2012 from Part VI, line 5 2a 2,225		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b 0		
c	Add lines 2a and 2b	2c	2,225
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	68,529
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	68,529
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	68,529

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	77,156
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	77,156
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	77,156

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

Part XIII · Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					68,529
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only				0	
b	Total for prior years: 20___,20___,20___			0		
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	0				
b	From 2008	0				
c	From 2009	27,194				
d	From 2010	4,152				
e	From 2011	12,392				
f	**Total** of lines 3a through e		43,738			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 77,156					
a	Applied to 2011, but not more than line 2a				0	
b	Applied to undistributed income of prior years (Election required—see instructions)			0		
c	Treated as distributions out of corpus (Election required—see instructions)		0			
d	Applied to 2012 distributable amount					68,529
e	Remaining amount distributed out of corpus		8,627			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		52,365			
b	Prior years' undistributed income. Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0		
d	Subtract line 6c from line 6b. Taxable amount—see instructions			0		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				0	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		52,365			
10	Analysis of line 9:					
a	Excess from 2008	0				
b	Excess from 2009	27,194				
c	Excess from 2010	4,152				
d	Excess from 2011	12,392				
e	Excess from 2012	8,627				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

Leigh Norgren

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

NONE

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

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

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

See attached

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

See attached

c Any submission deadlines:

See attached

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

See attached

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attached Schedule				
Total			▶ 3a	75,900
b *Approved for future payment*				
NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5	
4 Dividends and interest from securities			14	101,478	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	12,020	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b Non-Dividend Distributions			18	5,358	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				118,861	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 118,861

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

[signature] 5-2-13 ▶ Chairman

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Robert L. Loeb, Jr.	[signature]	4/30/2013		
Firm's name ▶ Fairfield and Woods, P.C.			Firm's EIN ▶	
Firm's address ▶ 1700 Lincoln Street, Suite 2400, Denver, CO 80203			Phone no	303-830-2400

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LIST OF SCHEDULES ATTACHED

Other Income - Part I, Line 11

Legal Fees - Part I, Line 16(a)

Other Expenses - Part I, Line 23

Investments - Other - Part II, Line 13

Other Assets – Part II, Line 15

Capital Gains and Losses for Tax on Investment Income - Part IV, Line 1

Backup withholding erroneously withheld - Part VI, Line 6(d)

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees and Contractors - Part VIII, Line 1

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs - Part XV, Line 2

Grants and Contributions - Part XV, Line 3(a)

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Other Income
[Part I, Line 11, Form 990-PF]

NON DIVIDEND DISTRIBUTIONS

Description	Amount
Commonwealth REIT Com Sh Ben Int	$5,358
TOTAL	**$5,358**

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Legal Fees
[Part I, Line 16(a), Form 990-PF]

Type of Service	**Amount**
Legal Fees to Fairfield and Woods, P.C. for	
Prepare Form 990-PF	$2,238
Prepare and file Colorado periodic report	62
TOTAL	**$2,300**

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Other Expenses
[Part I, Line 23, Form 990-PF]

Type of Service	**Amount**
U.S. Postal Service	$94
TOTAL	**$94**

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Investments - Other
[Part II, Line 13, Form 990-PF]

ASSETS

No. of Shares/Description	Book Value	Market Value Amount
22,016 Shares of Fidelity Cash Reserves	$ 22,020	$ 22,020
40,800 shares of Babson Cap Corporate Investors (formerly Massachusetts Mutual Corp. Investors, Inc.)	511,073	623,424
96,000 Shares of ING Prime Rate Trust	884,119	596,160
8,000 Shares Commonwealth REIT Com Sh Ben Int (CWH)	199,936	126,720
TOTAL	**$1,617,148**	**$1,368,324**

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Other Assets
[Part II, Line 15, Form 990-PF]

OTHER ASSETS

No. of Shares/Description	Book Value	Market Value Amount
Tax withheld by Babson Capital Corporate Investors on undistributed long-term capital gain	4,206	4,206
TOTAL	**$4,206**	**$4,206**

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Form 990-PF

Capital Gains and Losses for Tax on Investment Income
[Part IV, Line 1, Form 990-PF]

LONG-TERM CAPITAL GAINS

Description	Amount
Undistributed long-term capital gains from Babson Capital Corporate Investors	$12,020
TOTAL	**$12,020**

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Backup withholding erroneously withheld
[Part VI, Line 6(d), Form 990-PF]

The amount of $4,206 was withheld by Babson Corporate Investors and remitted to the Internal Revenue Service on behalf of the Foundation pursuant to Form 2439. A copy of Form 2439 is included on the bottom of this statement.

☐ VOID ☐ CORRECTED

Name, address, and ZIP code of RIC or REIT NATIONAL FINANCIAL SERVICES LLC 161 DEVONSHIRE STREET BOSTON MA 02110 Nominee For Babson Capital Corporate Investors	OMB No 1545-0145 **2012** Form **2439**	**Notice to Shareholder of Undistributed Long-Term Capital Gains** For calendar year 2012, or other tax year of the regulated investment company (RIC) or the real estate investment trust (REIT) beginning Jan 01, 2012, and ending Dec 31, 2012
Identification number of RIC or REIT 04-3523567		

Shareholder's identifying number ***-**-6355	1a Total undistributed long-term capital gains 12019.68		**Copy B** Attach to the shareholder's income tax return for the tax year that includes the last day of the RIC's or REIT's tax year.
Shareholder's name, address, and ZIP code LORETTA AND LEIGH NORGREN FOUN 3135 MULBERRY PARK BLVD TALLAHASSEE FL 323113612 A/C X25159107	1b Unrecaptured section 1250 gain 0.00		
	1c Section 1202 gain 0.00	1d Collectibles (28%) gain 0.00	
	2 Tax paid by the RIC or REIT on the box 1a gains 4206.48		

Form **2439** Cat. No. 11858E www.irs.gov/form2439 Department of the Treasury - Internal Revenue Service

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Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees and Contractors
[Part VIII, Line 1, Form 990-PF]

Names and Address	Title and Average Hours Per Week Devoted to Position	Contributions to Employee Benefit Plans	Expense Account; Other Allowances	Compensation
Leigh H. Norgren 3135 Mulberry Pk. Blvd. Tallahassee, FL 32311	Director/Chairman less than 10	-0-	-0-	-0-
Virginia N. Eyre 3248 S. Flamingo Way Denver, CO 80222	Director/President 40-50	-0-	-0-	-0-
Carl B. Norgren 8445 S. Holland Way, Unit 307 Littleton, CO 80128	Director/Vice-Pres./Assistant Treasurer less than 10	-0-	-0-	-0-
Karen N. Vaughn 3290 S. Humboldt St. Englewood, CO 80150	Director /Secretary less than 10	-0-	-0-	-0-
Kimberly Norgren 3173 Mulberry Park Blvd. Tallahassee, FL 32311	Director/Treasurer less than 10	-0-	-0-	-0-

LORETTA AND LEIGH NORGREN FOUNDATION 2012
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Form 990-PF

Information Regarding
Contribution, Grant, Gift,
Loan, Scholarship, Etc. Programs
[Part XV, Line 2, Form 990-PF]

a. Name and Address:

Loretta and Leigh Norgren Foundation
Attention: Virginia N. Eyre
P.O. Box 101418
Denver, CO 80250-1418
Telephone: (303) 781-3301

b. Applications:

There is no grant form available.

A letter should outline the project or program in brief but with sufficient detail for the Foundation to initially evaluate the proposal. If additional information is needed, it will be requested. Among the information supplied, the following should be included:

1. Name of applicant organization.
2. Address and phone number.
3. Most recent copy of letter determining tax-exempt status by the Internal Revenue Service.
4. Date of establishment and brief history.
5. Purpose and amount of grant requested.
6. The latest annual financial statements.

Only one copy need be submitted.

c. Submission Deadlines:

None.

d. Restrictions or Limitations:

Because of the knowledge and interest of the trustees, a large percentage of the Foundations' grants are made in the Denver area. Regional and national programs are considered only in exceptional circumstances. Grants are made only to organizations qualifying under Section 501(c)(3).

LORETTA AND LEIGH NORGREN FOUNDATION 2012
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Grants and Contributions
[Part XV, Line 3(a)] - Page 1

Each of the following gifts was made in cash to an organization. No gifts were made to individuals. No recipient was obligated to use the funds for any specific purpose, except for carrying out its exempt functions. No donee organization (or its members) was related in any way to any creator, donor, director, trustee or officer of the Loretta and Leigh Norgren Foundation. All of the donee organizations were public charities as opposed to private foundations or private operating foundations.

CULTURAL AND CIVIC

Auburn University Foundation Sanford Building Auburn University Auburn, AL 36849	500
Consumer Reports Foundation 101 Truman Ave. Yonkers, NY 10703	100
Denver Art Museum West 14th Street and Acoma Street Denver, CO 80204	500
Denver Dumb Friends League 2080 S. Quebec Street Denver, CO 80231	500
Denver Museum of Natural History 2001 Colorado Boulevard Denver, CO 80205	500
Denver Zoo Foundation Attn: Craig Piper 2300 Steele St. Denver, CO 80205	1,000
Family Tree Ind. 3805 Marshall St. #200 Wheat Ridge, CO 80033	1,000
Friends of the Reserve 505 Guana River Rd. Ponte Verde Beach, FL 32082	500
Gathering Place 1535 High St. Denver, CO 80218	2,000

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Grants and Contributions
[Part XV, Line 3(a)] - Page 2

CULTURAL AND CIVIC

Sewall Child Development Center 1360 Vine St Denver, CO 80206	1,000
TOTAL	**$7,600**

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Grants and Contributions
[Part XV, Line 3(a)] - Page 3

EDUCATIONAL

Evans Scholars Foundation 1 Briar Road Golf, IL 60029	$ 200
Florida State University 225 University Center C 3100 Tallahassee, FL 32308	500
Florida State University Foundation 3000 School House Rd. Tallahassee, FL 32311	300
University of Denver Attn: Ed Harris University Development 2190 So. High St. Denver, CO 80208	2,000
TOTAL	**$3,000**

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Grants and Contributions
[Part XV, Line 3(a)] - Page 4

YOUTH

Boy Scouts of America 10455 W. 6th Ave. #100 Denver, CO 80215	$2,500
Tallahassee YMCA 118½ E. Jefferson St. Tallahassee, FL	2,000
Tallahassee Youth Orchestra 1415 Timberlane Rd., Ste. 209 Tallahassee, FL 32312-1735	1,000
Whiz Kids Tutoring, Inc. 5500 E. Yale Ave. Denver, CO 80222	1,500
TOTAL	**$7,000**

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Grants and Contributions
[Part XV, Line 3(a)] - Page 5

COMMUNITY SERVICES

America's 2nd Harvest of Big Bend 110 Four Points Way Tallahassee, FL 32305	$ 2,500
Art Reach 3400 W. 38th, Suite 200 Denver, CO 80211	1,500
Big Bend United Way 307 E. 7th Ave. Tallahassee, FL 32303	2,500
Blue Spruce Habitat for Humanity Box 2366 Evergreen, CO 80437	500
Broadway Assistance Center c/o St. Josephs Church 605 W. 6th Ave. Denver, CO 80204	1,500
Colorado Homeless Families, Inc. 7447 W. 61st Ave. Arvada, CO 80003	1,000
Denver Rescue Mission Attn: Rev. Del Mayfield Box 5206 Denver, CO 80217	2,000
Denver Santa Claus Shop Attn: Gene Koelbel 4 Cherry Hills Dr. Englewood, CO 80110	1,000
Gateway Battered Women's Shelter Attn: Linda James Box 419 Aurora, CO 80040	1,500
Hands of the Carpenter 10294 W. Hayden Pass Littleton, CO 80127	500

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Grants and Contributions
[Part XV, Line 3(a)] - Page 6

COMMUNITY SERVICES

Hundred Club Box 5611 Denver, CO 80217-5611	300
Mile High United Way 2505 18th Street Denver, CO 80218	1,000
Rocky Mountain Food Bank 10975 E. 47th Ave. Denver, CO 80239	2,000
Salvation Army Box 2369 Denver, CO 80201	2,000
Tallahassee Leon Shelter 480 W. Tennessee St. Tallahassee, FL 32301	1,000
Work Options for Women 1200 Federal Blvd. Denver, CO 80204	500
TOTAL	**$21,300**

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Grants and Contributions
[Part XV, Line 3(a)] - Page 7

HEALTH

American Cancer Society 8221 W. 20th St #A Greeley, CO 80634	$ 1,000
American Diabetes Assoc. 2480 W. 25th Ave. #120B Denver, CO 80211	1,500
American Heart Association 1280 So. Parker Rd. Denver, CO 80231	500
American Red Cross 444 Sherman St. Denver, CO 80203	16,500
Avon Productions Foundation 1345 Avenue of the Americas #2155 New York, NY 10105	1,500
Big Bend Hospice Inc. 1834 Mahan Drive Tallahassee, FL 32308	1,000
Children's Diabetes Foundation 700 Delaware Street Denver, CO 80204	2,000
Children's Hospital Foundation Box 045 13123 E. 16th Ave. Aurora, CO 80045	3,000
Colorado Neurological Institute 701 E. Hampden St., #330 Englewood, CO 80110	1,000
Lupus Foundation 1121 So. Parker Rd., #103 Denver, CO 80231	500
Maria Droste Services 1355 So. Colorado Blvd., #C 100 Denver, CO 80222	1,000

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Grants and Contributions
[Part XV, Line 3(a)] - Page 8

HEALTH

National MS Society 900 So. Broadway #250 Denver, CO 80209	1,500
Rocky Mountain MS Center 701 East Hampden Ave. Englewood, CO 80110	3,000
Susan G. Komen Breast Cancer Foundation Box 3041 Evergreen, CO 80437	3,000
TOTAL	**$37,000**

LORETTA AND LEIGH NORGREN FOUNDATION
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Grants and Contributions
[Part XV, Line 3(a)] - Page 9

SUMMARY

1.	Cultural and Civic	7,600
2.	Educational	3,000
3.	Youth	7,000
4.	Community Services	21,300
5.	Health	37,000
TOTAL:		**75,900**

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