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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 06-01-2012 , and ending 05-31-2013

Name of foundation
THE MAGGIEGEORGE FOUNDATION

A Employer identification number
84-1465773

Number and street (or P O box number if mail is not delivered to street address) Room/suite
3033 E 1ST AVE STE 400

B Telephone number (see instructions)
(303) 468-0094

City or town, state, and ZIP code
DENVER, CO 80206

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)* $ 13,390,136

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))*

			(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	85,351	73,765		
	4	Dividends and interest from securities	134,637	134,637		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	96,691			
	b	Gross sales price for all assets on line 6a 3,656,471				
	7	Capital gain net income (from Part IV, line 2)		96,691		
	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)				
	12	**Total.** Add lines 1 through 11	316,679	305,093		
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)				
	b	Accounting fees (attach schedule)	2,250	2,250		
	c	Other professional fees (attach schedule)	40,938	9,105		31,833
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	22,505	22,050		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	65,693	33,405		31,833
	25	Contributions, gifts, grants paid	626,432			626,432
	26	**Total expenses and disbursements.** Add lines 24 and 25	692,125	33,405		658,265
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-375,446			
	b	**Net investment income** (if negative, enter -0-)		271,688		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	185,730	214,911	214,911
	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 page 15 of the 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)	1,118,767		
	b	Investments—corporate stock (attach schedule)	495,287	525,404	753,516
	c	Investments—corporate bonds (attach schedule)	993,580		
	11	Investments—land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		2,211,428	12,421,578
	14	Land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___			
	15	Other assets (describe ▶ ___)	1,849	131	131
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,795,213	2,951,874	13,390,136
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 ▶ ___)	236,443	630,268	
	23	**Total liabilities** (add lines 17 through 22)	236,443	630,268	
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	-839,571	-839,571	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,398,341	3,161,177	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,558,770	2,321,606	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,795,213	2,951,874	

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	2,558,770
2	Enter amount from Part I, line 27a	2	-375,446
3	Other increases not included in line 2 (itemize) ▶ ___	3	141,382
4	Add lines 1, 2, and 3	4	2,324,706
5	Decreases not included in line 2 (itemize) ▶ ___	5	3,100
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,321,606

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	96,691
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	7,780

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 page 18 of 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	465,572	11,002,185	0 042316
2010	341,266	9,101,799	0 037494
2009	268,893	6,595,044	0 040772
2008	325,176	5,529,529	0 058807
2007	259,127	7,303,383	0 035480

2	**Total** of line 1, column (d).	2	0 214869
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 042974
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	11,709,595
5	Multiply line 4 by line 3.	5	503,208
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,717
7	Add lines 5 and 6.	7	505,925
8	Enter qualifying distributions from Part XII, line 4.	8	658,265

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 page 18 of the 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	2,717
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	
3	Add lines 1 and 2			3	2,717
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,717
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,849		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	8,849
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	1
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	6,131
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 3,000	**Refunded** ▶		11	3,131

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NONE

14 The books are in care of ▶GINA CLINE Telephone no ▶(303) 468-0094

Located at ▶3033 E 1ST AVE STE 400 DENVER CO ZIP +4 ▶80206

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 |

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		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
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 page 20 of the 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		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ 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**		No
	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
JOHN MACGREGOR FOX JR 1239 1ST ST NEW ORLEANS, LA 70130	DIRECTR/TREA 1 00	0	0	0
ANNE E FOX MOUNSEY 2155 E HAWTHORNE PL DENVER, CO 80206	DIRECTR/SECY 1 00	0	0	0
KELLEY P FOX 110 FRANKLIN ST DENVER, CO 80218	DIRECTR/PRES 1 00	0	0	0
PETE MOUNSEY 2155 E HAWTHORNE PL DENVER, CO 80206	DIRECTOR 1 00	0	0	0

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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	11,481,577
b	Average of monthly cash balances	1b	406,337
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	11,887,914
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,887,914
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	178,319
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,709,595
6	**Minimum investment return.** Enter 5% of line 5	6	585,480

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	585,480
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,717		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,717
3	Distributable amount before adjustments Subtract line 2c from line 1			3	582,763
4	Recoveries of amounts treated as qualifying distributions			4	141,382
5	Add lines 3 and 4			5	724,145
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	724,145

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	658,265
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	658,265
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	2,717
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	655,548

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				724,145
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			504,845	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 658,265				
a Applied to 2011, but not more than line 2a			504,845	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				153,420
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				570,725
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
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 organization 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))

See Additional Data Table

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

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 Additional Data Table				
Total . . . . ▶ **3a**				626,432
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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					85,351
4 Dividends and interest from securities. . . .					134,637
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					96,691
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .					316,679

13 **Total.** Add line 12, columns (b), (d), and (e). 13 316,679

(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)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

******	2013-11-13	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☑	PTIN
DAVID L MARFITANO	DAVID L MARFITANO	2013-11-13		

Firm's name ▶ DAVID L MARFITANO CPA

Firm's EIN ▶

Firm's address ▶ 3650 SOUTH YOSEMITE STREET 210 DENVER, CO 80237

Phone no (303) 290-9460

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
159 SH WAL-MART STORES INC	P	2011-08-25	2012-07-30
100 SH CHARLES RIVER LABS HLDG	P	2011-08-25	2012-11-06
100 SH ST JOE COMPANY	P	2011-08-25	2012-11-06
200 SH THE CHARLES SCHWAB CORP	P	2011-08-25	2012-11-06
147 SH WELLS FARGO & CO NEW	P	2011-08-25	2012-11-06
26 SH GOLDMAN SACHS GROUP INC	P	2012-02-29	2012-07-23
50000 GEORGIA POWER CO 6%13 NOTES DU	P	2010-09-01	2012-08-03
75000 FED HM LN MTG 1%14 NOTES DUE 0	P	2012-12-11	2013-01-09
50000 TEVA PHARMACEUTI 5 55%16 BONDS	P	2010-12-10	2013-01-09
763 016 SH PIMCO INVESTMENT GRADE CO	P	2013-01-14	2013-03-27
20 SH ABBOTT LABORATORIES	P	2011-08-25	2012-08-06
57 SH CHARLES RIVER LABS HLDG	P	2011-08-25	2012-11-06
100 SH ST JOE COMPANY	P	2011-08-25	2012-11-06
100 SH THE CHARLES SCHWAB CORP	P	2011-08-25	2012-11-06
100 SH WELLS FARGO & CO NEW	P	2011-08-25	2012-11-06
87 SH EBAY INC	P	2011-09-22	2012-08-09
50000 GEN ELEC CAP CP FLT 2018 NOTES	P	2011-05-04	2012-09-14
85000 FED NATL MTG 4 875%16 NOTES DU	P	2011-08-02	2013-01-09
20000 TEVA PHARMACEUTI 5 55%16 BONDS	P	2012-11-06	2013-01-09
755 556 SH PIMCO TOTAL RETURN FUND I	P	2013-01-14	2013-03-27
134 SH PROCTER & GAMBLE	P	2011-08-25	2012-09-27
100 SH CHARLES RIVER LABS HLDG	P	2011-08-25	2012-11-06
91 SH ST JOE COMPANY	P	2011-08-25	2012-11-06
397 SH THE CHARLES SCHWAB CORP	P	2011-08-25	2012-11-06
19 SH WELLPOINT INC	P	2011-08-29	2012-11-06
78 SH CABELAS INC	P	2011-09-22	2012-08-09
50000 JPMORGAN CHASE 6%18 NOTES DUE	P	2010-05-14	2012-09-14
15000 FED HM LN MTG 2 375%22 NOTES D	P	2012-06-22	2013-01-09
50000 UTAH ST BLDG OW 5 054%20 REV D	P	2010-11-18	2013-01-09
BASIS ADJUSTMENT	P		2013-05-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
115 SH EXXON MOBIL CORP COM	P	2011-08-25	2012-10-04
548 SH CISCO SYSTEMS INC	P	2011-08-25	2012-11-06
191 SH KOHLS CORP	P	2012-04-20	2012-11-06
100 SH SEALED AIR CORP NEW	P	2011-08-25	2012-11-06
469 SH V C A ANTECH INC	P	2011-08-25	2012-11-06
27 SH HOME DEPOT INC	P	2011-09-22	2012-12-12
140000 FNMA PL AE0478 4%40 DUE 11/01	P	2012-08-03	2012-10-02
70000 FED HM LN MTG 2 375%22 NOTES D	P	2012-07-12	2013-01-09
55000 BERKSHIRE HATHA 2 2%16 NOTES D	P	2011-08-12	2013-01-09
146 SH ABBOTT LABORATORIES	P	2011-08-25	2012-11-06
464 SH NTT DOCOMO INC ADR F SPONSORE	P	2011-08-25	2012-11-06
417 SH LOWES COMPANIES INC	P	2011-08-25	2012-11-06
601 SH STAPLES INC	P	2012-07-30	2012-11-06
514 SH WESTERN UNION COMPANY	P	2011-08-25	2012-11-06
135 SH EBAY INC	P	2011-09-22	2013-01-28
90000 FED HM LN MTG 4 125%13 NOTES D	P	2010-05-21	2012-10-15
30000 FED HM LN MTG 2 375%22 NOTES D	P	2012-08-22	2013-01-09
50000 CONSOLIDATED ED 4 875%13 DEBEN	P	2010-05-14	2013-01-09
747 SH APPLIED MATERIALS INC	P	2011-08-25	2012-11-06
103 SH DEVON ENERGY CP NEW	P	2012-10-04	2012-11-06
27 SH MEDTRONIC INC	P	2011-08-25	2012-11-06
262 SH SUNCOR ENERGY INC NEW	P	2011-08-25	2012-11-06
100 SH SEALED AIR CORP NEW	P	2011-08-25	2012-11-06
102 SH STARBUCKS CORP	P	2011-09-22	2013-01-28
40000 FED HM LN MTG 2 375%22 NOTES D	P	2012-05-17	2012-11-15
35000 FED HM LN MTG 1%17 NOTES DUE 0	P	2012-05-17	2013-01-09
100000 FED HOME LN BK 1 375%14 NOTES	P	2011-07-01	2013-01-09
100 SH ACTUANT CORP CL A NEW	P	2011-08-25	2012-11-06
74 SH EXELON CORPORATION	P	2012-09-27	2012-11-06
21 SH MEDTRONIC INC	P	2011-08-25	2012-11-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
71 SH MOLSON COORS BREWING CLB	P	2012-07-30	2012-11-06
100 SH SEALED AIR CORP NEW	P	2011-08-25	2012-11-06
179 SH BRISTOL-MYERS SQUIBB CO	P	2011-09-22	2013-05-22
85000 FED HM LN MTG 2 375%22 NOTES D	P	2012-06-22	2012-11-15
100000 FED HM LN MTG 0 75%18 NOTES D	P	2012-11-30	2013-01-09
25000 FED HM LN MTG 3 75%19 NOTES DU	P	2011-03-29	2013-01-09
100 SH ACTUANT CORP CL A NEW	P	2011-08-25	2012-11-06
200 SH EXELON CORPORATION	P	2012-09-27	2012-11-06
100 SH MEDTRONIC INC	P	2011-08-25	2012-11-06
521 SH TALISMAN ENERGY INC F	P	2011-08-25	2012-11-06
72 SH SEALED AIR CORP NEW	P	2011-08-25	2012-11-06
107 SH HOME DEPOT INC	P	2011-09-22	2013-05-22
200000 FED NATL MTG 2%15 CALLED	P	2010-05-19	2012-11-28
100000 FED NATL MTG 2 375%15 NOTES D	P	2012-11-30	2013-01-09
50000 FED HM LN MTG 3 75%19 NOTES DU	P	2012-03-16	2013-01-09
138 SH ACTUANT CORP CL A NEW	P	2011-08-25	2012-11-06
445 SH FRANCE TELECOM SA ADR F 1 ADR	P	2011-08-25	2012-11-06
100 SH MEDTRONIC INC	P	2011-08-25	2012-11-06
175 SH UTI WORLDWIDE INC F	P	2011-08-25	2012-11-06
94 SH SEALED AIR CORP NEW	P	2011-08-29	2012-11-06
284 SH BLOCK H & R INCORPORATED	P	2011-09-22	2013-05-22
50000 HSBC HLDGS PLC 5 25%12F DUE 12	P	2010-05-14	2012-12-12
45000 GENL ELEC CAP CP 3 35%16 NOTES	P	2012-09-14	2013-01-09
10000 FED HM LN MTG 3 75%19 NOTES DU	P	2012-06-08	2013-01-09
100 SH ACTUANT CORP CL A NEW	P	2011-08-25	2012-11-06
190 SH FRANCE TELECOM SA ADR F 1 ADR	P	2012-04-20	2012-11-06
30 SH 3M COMPANY	P	2011-08-25	2012-11-06
100 SH UTI WORLDWIDE INC F	P	2011-08-25	2012-11-06
100 SH ULTRA PETROLEUM CORP F	P	2011-08-25	2012-11-06
50000 CATERPILLAR FIN 2 05%16 NOTES	P	2011-08-10	2012-06-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
50000 AMERICAN EXP CR 7 3%13 NOTES D	P	2010-09-30	2013-01-09
50000 JPMORGAN CHASE 5 125%14 NOTES	P	2012-09-14	2013-01-09
50000 US BANCORP 4 125%21 MED TRM NT	P	2011-06-06	2013-01-09
6 SH ACTUANT CORP CL A NEW	P	2011-08-25	2012-11-06
539 SH GENERAL ELECTRIC COMPANY	P	2011-08-25	2012-11-06
27 SH 3M COMPANY	P	2011-08-29	2012-11-06
100 SH UTI WORLDWIDE INC F	P	2011-08-25	2012-11-06
100 SH ULTRA PETROLEUM CORP F	P	2011-08-25	2012-11-06
50000 DEERE JOHN CAP 5 75%18 BONDS D	P	2010-09-01	2012-06-22
75000 ARIZONA BRD REG 4 878%18 REV B	P	2011-04-14	2013-01-09
25000 KENNAMETAL INC 3 875%22 NOTES	P	2012-02-14	2013-01-09
50000 WACHOVIA CORP FLT 2016 NOTES D	P	2011-06-10	2013-01-09
390 SH AVON PRODUCTS INC	P	2011-08-25	2012-11-06
336 SH HEWLETT-PACKARD COMPANY	P	2011-08-25	2012-11-06
100 SH NAVIGANT CONSULTING INC	P	2011-08-25	2012-11-06
100 SH UTI WORLDWIDE INC F	P	2011-08-25	2012-11-06
59 SH ULTRA PETROLEUM CORP F	P	2011-08-25	2012-11-06
50000 TOYOTA MOTOR CRED 3 4%21 NOTES	P	2011-09-19	2012-07-12
50000 BURLINGTON NORTH 3 05%22 BONDS	P	2012-03-14	2013-01-09
50000 PROVIDENCE HLTH 5 05%14 NOTES	P	2011-02-08	2013-01-09
105000 FED HM LN MTG 2 06%22 NOTES D	P	2012-10-12	2013-01-10
323 SH BB&T CORPORATION	P	2011-08-25	2012-11-06
75 SH HEWLETT-PACKARD COMPANY	P	2012-08-06	2012-11-06
44 SH NAVIGANT CONSULTING INC	P	2011-08-25	2012-11-06
100 SH UTI WORLDWIDE INC F	P	2011-08-25	2012-11-06
17 SH ULTRA PETROLEUM CORP F	P	2012-07-30	2012-11-06
50000 METLIFE INC 6 75%16 NOTES DUE	P	2010-09-01	2012-07-27
50000 CHELAN CNTY WAS 1 867%15 REV D	P	2011-10-27	2013-01-09
75000 SAN FRANCISCO CA 4 45%18 REV B	P	2010-07-14	2013-01-09
100000 UNIVERSITY COLO 2 245%15 REV	P	2010-10-20	2013-01-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
54 SH BERKSHIRE HATHAWAY B NEW CLASS	P	2011-08-25	2012-11-06
100 SH ST JOE COMPANY	P	2011-08-25	2012-11-06
100 SH NAVIGANT CONSULTING INC	P	2011-08-25	2012-11-06
100 SH UTI WORLDWIDE INC F	P	2011-08-25	2012-11-06
100 SH ULTRA PETROLEUM CORP F	P	2012-07-30	2012-11-06
50000 FED NATL MTG 4 875%16 NOTES DU	P	2011-08-02	2012-07-27
130000 CLARK CNTY WASH 3 143%24 REV	P	2012-11-15	2013-01-09
25000 TJX COS INC 6 95%19 NOTES DUE	P	2011-03-29	2013-01-09
92692 FNMA PL AJ7093 4%41 DUE 11/01/	P	2012-10-02	2013-01-10
62 SH COMPASS MINERALS INTL	P	2012-10-04	2012-11-06
100 SH ST JOE COMPANY	P	2011-08-25	2012-11-06
318 SH ORACLE CORPORATION	P	2011-08-25	2012-11-06
100 SH WELLS FARGO & CO NEW	P	2011-08-25	2012-11-06
54 SH GOLDMAN SACHS GROUP INC	P	2011-09-22	2012-07-23
50000 NATIONAL CITY C 6 875%19 SB DB	P	2011-02-28	2012-08-03
45000 FED HOME LN BK 5%17 NOTES DUE	P	2010-05-24	2013-01-09
25000 TJX COS INC 6 95%19 NOTES DUE	P	2011-03-29	2013-01-09
390000 GNMA PL 781811 5%34 DUE 10/15	P	2012-07-27	2013-01-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,889		8,413	3,476
4,092		3,216	876
2,260		1,697	563
2,772		2,378	394
5,038		3,655	1,383
2,412		3,051	-639
53,126		56,100	-2,974
75,863		75,956	-93
56,651		56,554	97
8,453		8,466	-13
1,321		999	322
2,333		1,833	500
2,260		1,697	563
1,386		1,189	197
3,427		2,486	941
3,839		2,731	1,108
47,425		47,329	96
98,950		98,658	292
22,660		22,833	-173
8,453		8,473	-20
9,294		8,417	877
4,093		3,216	877
2,057		1,545	512
5,502		4,721	781
1,148		1,179	-31
3,670		1,570	2,100
59,889		54,711	5,178
15,572		15,405	167
57,825		51,426	6,399
4,142			4,142

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,612		8,213	2,399
9,560		8,294	1,266
10,493		9,672	821
1,684		1,748	-64
9,240		8,216	1,024
1,682		896	786
96,878		93,061	3,817
72,667		73,297	-630
57,452		55,139	2,313
9,483		7,296	2,187
6,683		8,244	-1,561
13,861		8,361	5,500
7,054		7,654	-600
6,407		8,324	-1,917
7,537		4,237	3,300
93,298		97,452	-4,154
31,143		31,096	47
50,091		54,431	-4,340
8,508		8,165	343
6,119		6,273	-154
1,156		917	239
9,112		7,845	1,267
1,684		1,748	-64
5,704		3,914	1,790
42,308		40,846	1,462
35,413		35,050	363
101,786		100,757	1,029
2,896		1,857	1,039
2,359		2,640	-281
899		713	186

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,062		3,029	33
1,684		1,748	-64
8,288		5,436	2,852
89,903		87,295	2,608
99,266		99,830	-564
28,825		25,758	3,067
2,896		1,857	1,039
6,376		7,134	-758
4,280		3,395	885
5,713		8,272	-2,559
1,213		1,259	-46
8,538		3,550	4,988
200,000		200,025	-25
105,103		105,315	-212
57,650		55,932	1,718
3,997		2,563	1,434
4,885		8,241	-3,356
4,280		3,395	885
2,467		2,159	308
1,583		1,641	-58
8,284		3,730	4,554
50,000		53,377	-3,377
48,369		48,494	-125
11,530		11,570	-40
2,896		1,857	1,039
2,086		2,545	-459
2,720		2,363	357
1,410		1,235	175
2,306		3,205	-899
51,536		50,799	737

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
51,942		57,493	-5,551
53,195		53,809	-614
56,635		50,490	6,145
173		111	62
11,624		8,357	3,267
2,449		2,213	236
1,410		1,235	175
2,306		3,205	-899
60,720		56,187	4,533
86,165		78,025	8,140
25,970		25,329	641
48,998		47,243	1,755
5,908		8,404	-2,496
4,839		8,267	-3,428
1,065		928	137
1,410		1,236	174
1,360		1,891	-531
53,604		50,498	3,106
51,311		49,109	2,202
53,425		53,695	-270
68,552		76,272	-7,720
9,427		6,606	2,821
1,080		1,415	-335
469		409	60
1,410		1,236	174
392		409	-17
58,963		57,318	1,645
50,875		50,025	850
84,537		76,210	8,327
102,725		100,025	2,700

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,698		3,781	917
2,260		1,697	563
1,065		928	137
1,410		1,236	174
2,306		2,408	-102
58,814		58,034	780
130,537		130,025	512
31,883		29,987	1,896
95,732		96,448	-716
4,880		4,670	210
2,260		1,697	563
10,043		8,372	1,671
3,427		2,486	941
5,009		4,992	17
61,145		57,817	3,328
53,894		50,542	3,352
31,883		29,970	1,913
89,569		93,771	-4,202

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			3,476
			876
			563
			394
			1,383
			-639
			-2,974
			-93
			97
			-13
			322
			500
			563
			197
			941
			1,108
			96
			292
			-173
			-20
			877
			877
			512
			781
			-31
			2,100
			5,178
			167
			6,399
			4,142

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			2,399
			1,266
			821
			-64
			1,024
			786
			3,817
			-630
			2,313
			2,187
			-1,561
			5,500
			-600
			-1,917
			3,300
			-4,154
			47
			-4,340
			343
			-154
			239
			1,267
			-64
			1,790
			1,462
			363
			1,029
			1,039
			-281
			186

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			33
			-64
			2,852
			2,608
			-564
			3,067
			1,039
			-758
			885
			-2,559
			-46
			4,988
			-25
			-212
			1,718
			1,434
			-3,356
			885
			308
			-58
			4,554
			-3,377
			-125
			-40
			1,039
			-459
			357
			175
			-899
			737

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-5,551
			-614
			6,145
			62
			3,267
			236
			175
			-899
			4,533
			8,140
			641
			1,755
			-2,496
			-3,428
			137
			174
			-531
			3,106
			2,202
			-270
			-7,720
			2,821
			-335
			60
			174
			-17
			1,645
			850
			8,327
			2,700

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			917
			563
			137
			174
			-102
			780
			512
			1,896
			-716
			210
			563
			1,671
			941
			17
			3,328
			3,352
			1,913
			-4,202

Form 990PF Part XV Line 1a - 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).

ANNE E FOX MOUNSEY
KELLEY P FOX
JOHN MACGREGOR FOX JR
BECCA SELVIDGE FOX

Form 990PF Part XV Line 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*				
BOYS HOPE GIRLS HOPE 7060 E HAMPDEN AVE 203 DENVER,CO 80224	NONE	501(C)3 ORG	YOUTH SERVICES	20,000
BREAKTHROUGH NEW ORLEANS 1903 JEFFERSON AVE NEW ORLEANS,LA 70115	NONE	501(C)3 ORG	YOUTH SERVICES	31,000
BRECKENRIDGE OUTDOOR EDUC PO BOX 697 BRECKENRIDGE,CO 80424	NONE	501(C)3 ORG	DISABLED SERVICES	25,000
CITYWILD PO BOX 883 DENVER,CO 802010883	NONE	501(C)3 ORG	YOUTH SERVICES	21,000
COLO VINCENTIAN VOLUNTRS 1732 PEARL STREET DENVER,CO 802031422	NONE	501(C)3 ORG	YOUTH SERVICES	26,000
COLORADO UPLIFT 3914 KING STREET DENVER,CO 80211	NONE	501(C)3 ORG	YOUTH SERVICES	20,000
DENVER INNER CITY PARISH 1212 MARIPOSA DENVER,CO 80204	NONE	501(C)3 ORG	FAMILY SERVICES	25,000
DENVER MONTCLAIR INTL SCHOOL 206 RED CROSS WAY DENVER,CO 80230	NONE	501(C)3 ORG	YOUTH SERVICES	34,250
DENVER MONTCLAIR INTL SCHOOL 206 RED CROSS WAY DENVER,CO 80230	NONE	501(C)3 ORG	YOUTH SERVICES	116,382
LAFAYETTE ACADEMY CHARTER SCHOOL 1010 COMMON ST NEW ORLEANS,LA 70112	NONE	501(C)3 ORG	YOUTH SERVICES	26,600
LOUISE S MCGEHEE SCHOOL 2343 PRYTANIA ST NEW ORLEANS,LA 701305898	NONE	501(C)3 ORG	YOUTH SERVICES	28,000
NATIONAL SPORTS CTR FOR THE DISABLD 1801 MILE HI STDM CR 1500 DENVER,CO 80204	NONE	501(C)3 ORG	DISABLED SERVICES	55,000
NEIGHBORHD HSG SVCS OF NO 4528 FRERET STREET NEW ORLEANS,LA 70115	NONE	501(C)3 ORG	LOW INCOME HOUSING SERVICES	15,000
OGDEN MUSEUM OF SO ART 925 CAMP STREET NEW ORLEANS,LA 70130	NONE	501(C)3 ORG	ART MUSEUM SERVICES	35,000
URBAN PEAK 730 21ST STREET DENVER,CO 80205	NONE	501(C)3 ORG	YOUTH SERVICES	41,600

Form 990PF Part XV Line 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*				
UNIV OF WYOMING DEPT OF MUSIC 1000 E UNIVERSITY AVE LARAMIE, WY 82071	NONE	501(C)3 ORG	MUSIC EDUCATION	20,000
YOUNG ASPIRATIONSARTISTS 338 BARONNE ST THIRD FL NEW ORLEANS, LA 70117	NONE	501(C)3 ORG	YOUTH SERVICES	30,000
YOUTH EMPOWERMENT PROJECT 1604 ORETHA CASTLE HALEY NEW ORLEANS, LA 70113	NONE	501(C)3 ORG	YOUTH SERVICES	36,600
YOUTHBIZ INC 3280 DOWNING ST SUITE C DENVER, CO 80205	NONE	501(C)3 ORG	YOUTH SERVICES	20,000
Total . . . . ▶ **3a**				626,432

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TY 2012 Accounting Fees Schedule

Name: THE MAGGIEGEORGE FOUNDATION

EIN: 84-1465773

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	2,250	2,250		

TY 2012 Compensation Explanation

Name: THE MAGGIEGEORGE FOUNDATION

EIN: 84-1465773

Person Name	Explanation
JOHN MACGREGOR FOX JR	
ANNE E FOX MOUNSEY	
KELLEY P FOX	
PETE MOUNSEY	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491345001043

TY 2012 Investments Corporate Bonds Schedule

Name: THE MAGGIEGEORGE FOUNDATION

EIN: 84-1465773

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50000 AMERICAN EXP CR 7.3%13		
55000 BERKSHIRE HATHAWA 2.2%16		
50000 BURLINGTON NORTH 3.05%22		
50000 CATERPILLAR FIN 2.05%16		
50000 CONSOLIDATED ED 4.875%13		
50000 DEERE JOHN CAP 5.75%18		
50000 GEN ELEC CAP CP FLT 2018		
50000 GEORGIA POWER CO 6%13		
50000 HSBC HOLDINGS PLC 5.25%12F		
50000 JP MORGAN CHASE 6%18		
25000 KENNAMETAL INC 3.875%22		
50000 METLIFE INC 6.75%16		
50000 NATIONAL CITY C 6.875%19		
50000 PROVIDENCE HLTH 5.05%14		
50000 TEVA PHARMA FIN 5.55%16		
50000 TJX COS INC 6.95%19		
50000 TOYOTA MOTOER CRED 3.4%21		
50000 US BANCORP 4.125%21		
50000 WACHOVIA CORP FLT 2016		

TY 2012 Investments Corporate Stock Schedule

Name: THE MAGGIEGEORGE FOUNDATION

EIN: 84-1465773

Name of Stock	End of Year Book Value	End of Year Fair Market Value
57 SH 3M COMPANY		
577 SH A F L A C INC	24,439	32,133
345 SH ABBOTT LABORATORIES	9,418	12,651
345 SH ABBVIE INC	10,213	14,728
324 SH ACCENTURE PLC	18,894	26,604
444 SH ACTUANT CORP		
324 SH AMGEN INCORPORATED	22,404	32,572
747 SH APPLIED MATERIALS INC		
390 SH AVON PRODUCTS INC		
2478 SH BANK OF AMERICA CORP	22,744	33,849
323 SH BB&T CORPORATION		
245 SH BERKSHIRE HATHAWAY	18,494	27,947
906 SH BLOCK H & R INCORPORATED	15,641	26,519
389 SH BRISTOL-MYERS SQUIBB CO	12,413	17,898
760 SH CABELAS INC	24,221	50,966
257 SH CHARLES RIVER LABS HLDG		
548 SH CISCO SYSTEMS INC		
658 SH COMCAST CP	17,982	25,550
574 SH DISNEY WALT CO	21,962	36,208
745 SH EBAY INC	30,782	40,304
115 SH EXXON MOBIL CORPORATION		
635 SH FRANCE TELECOM SA ADR		
183 SH FRANKLIN RESOURCES INC	20,549	28,330
1839 SH GANNETT CO INC	25,842	39,538
539 SH GENERAL ELECTRIC COMPANY		
80 SH GOLDMAN SACHS GROUP INC		
336 SH HEWLETT-PACKARD COMPANY		
313 SH HOME DEPOT INC	15,007	24,621
177 SH JOHNSON & JOHNSON	11,616	14,900
598 SH JP MORGAN CHASE & CO	23,578	32,645

Name of Stock	End of Year Book Value	End of Year Fair Market Value
191 SH KOHLS CORP		
417 SH LOWES COMPANIES INC		
154 SH MC DONALDS CORP	13,353	14,872
361 SH MEDTRONIC INC	13,421	18,415
619 SH MERCK & CO INC	23,590	28,907
833 SH MYLAN INC	18,313	25,390
244 SH NAVIGANT CONSULTING INC		
515 SH NORDSTROM INC	25,424	30,292
464 SH NTT DOCOMO INC ADR		
318 SH ORACLE CORPORATION		
916 SH PFIZER INCORPORATED	18,931	24,943
134 SH PROCTOR & GAMBLE		
466 SH SEALED AIR CORP		
491 SH ST JOE COMPANY		
374 SH STARBUCKS CORP	17,160	23,614
262 SH SUNCOR ENERGY INC		
521 SH TALISMAN ENERGY INC		
697 SH THE CHARLES SCHWAB CORP		
259 SH ULTRA PETROLEUM CORP		
675 SH UTI WORLDWIDE INC		
469 SH V C A ANTECH INC		
740 SH WALGREEN COMPANY	26,205	35,342
159 SH WAL-MART STORES INC		
19 SH WELLPOINT INC		
833 SH WELLS FARGO & CO	22,808	33,778
514 SH WESTERN UNION COMPANY		

TY 2012 Investments - Other Schedule

Name: THE MAGGIEGEORGE FOUNDATION

EIN: 84-1465773

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MARKWEST ENERGY PARTNERS LP	AT COST		10,240,029
90215.679 SH PIMCO INVESTMENT GRADE	AT COST	1,006,886	993,275
89143.042 SH PIMCO TOTAL RETURN FUND	AT COST	1,002,021	986,813
14737.466 SH TEMPLETON GLOBAL TOTAL	AT COST	202,521	201,461

TY 2012 Other Assets Schedule

Name: THE MAGGIEGEORGE FOUNDATION

EIN: 84-1465773

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID FEDERAL INCOME TAX	1,849	131	131

TY 2012 Other Decreases Schedule

Name: THE MAGGIEGEORGE FOUNDATION

EIN: 84-1465773

Description	Amount
EXCISE TAX FYE 5/31/13	2,717
PENALTIES	1
FOREIGN TAX WITHHELD	382

TY 2012 Other Expenses Schedule

Name: THE MAGGIEGEORGE FOUNDATION

EIN: 84-1465773

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT FEES	22,505	22,050		

TY 2012 Other Increases Schedule

Name: THE MAGGIEGEORGE FOUNDATION

EIN: 84-1465773

Description	Amount
RECOVERY OF QUALIFYING DISTRIBUTIONS	141,382

TY 2012 Other Liabilities Schedule

Name: THE MAGGIEGEORGE FOUNDATION

EIN: 84-1465773

Description	Beginning of Year - Book Value	End of Year - Book Value
MARKWEST ENERGY PARTNERS LP BASIS	236,443	630,268

TY 2012 Other Professional Fees Schedule

Name: THE MAGGIEGEORGE FOUNDATION

EIN: 84-1465773

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES	40,938	9,105		31,833