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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 07-01-2012, and ending 06-30-2013

Name of foundation: The Verdoorn Foundation. A Employer identification number: 84-1568378. B Telephone number: (303) 792-7357. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 4,022,562. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26). Summary rows 27-29 show excess of revenue, net investment income, and adjusted net income.

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	9,560	13,849	13,849	
	2 Savings and temporary cash investments	170,280	20,593	20,593	
	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)				
	b Investments—corporate stock (attach schedule)	1,452,548 <input type="checkbox"/>	1,645,664	1,710,432	
	c Investments—corporate bonds (attach schedule)	787,062 <input type="checkbox"/>	631,432	684,073	
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans	396,000	396,000	200,000	
	13 Investments—other (attach schedule)	1,699,386 <input type="checkbox"/>	1,705,554	1,393,615	
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,514,836	4,413,092	4,022,562		
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)		0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	4,514,836			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		4,413,092		
30 Total net assets or fund balances (see page 17 of the instructions)	4,514,836	4,413,092			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,514,836	4,413,092			

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	4,514,836
2	Enter amount from Part I, line 27a	2	-100,330
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,414,506
5	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	5	1,414
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,413,092

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) FMV 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	-18,528
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	-85

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	162,000	4,044,758	000 040052
2010			
2009			
2008			
2007			

2 Total of line 1, column (d).	2	000 040052
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	000 040052
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	
5 Multiply line 4 by line 3.	5	
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	
7 Add lines 5 and 6.	7	
8 Enter qualifying distributions from Part XII, line 4.	8	

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,543
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	2,543
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	2,543
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	
7	Total credits and payments Add lines 6a through 6d.	7	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	39
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,582
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

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?		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)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation .</i>	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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 Denise Overhardt Telephone no (303) 792-7357
Located at 10463 Park Meadows Dr Littleton CO ZIP+4 80124
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15
and enter the amount of tax-exempt interest received or accrued during the year
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.
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 No
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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 <input type="checkbox"/></p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b <input type="checkbox"/> If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b <input type="checkbox"/></p>	
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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
Daniel C Verdoorn 10463 Park Meadows Drive Littleton, CO 80124	President Director 001 00	0		
Denise M Overhardt 10463 Park Meadows Drive Littleton, CO 80124	Secretary, Treasurer Director 003 00	0		
Carla A Verdoorn 10463 Park Meadows Drive Littleton, CO 80124	Vice President Director 000 50	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

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

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 n/a	0

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	
All other program-related investments. See page 24 of the instructions	

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	2,417,862
b	Average of monthly cash balances.	1b	160,953
c	Fair market value of all other assets (see instructions).	1c	1,393,615
d	Total (add lines 1a, b, and c).	1d	3,972,430
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	3,972,430
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) <input checked="" type="checkbox"/>	4	59,586
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,912,844
6	Minimum investment return. Enter 5% of line 5.	6	195,642

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	195,642
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,543
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,543
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	193,099
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	193,099
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	193,099

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 <input checked="" type="checkbox"/>	1a	201,000
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	201,000
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	201,000

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				193,099
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			200,018	
b Total for prior years 2008 , 2009 , 2010		161,588		
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 ▶ \$ <u>201,000</u>				
a Applied to 2011, but not more than line 2a			200,018	
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.				982
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
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.		161,588		
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		161,588		
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				192,117
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 or e-mail of the person to whom applications should be addressed
Denise M Overhardt
10463 Park Meadows Dr
Littleton, CO 80124
(303) 792-7357

b The form in which applications should be submitted and information and materials they should include
written request, include proposed use

c Any submission deadlines
none

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

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 201,000
b <i>Approved for future payment</i>				
Total				▶ 3b

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)
PepsiAmericas Inc 5 75 50k bond	P	2009-03-19	2012-07-31
Procter Gamble Co 138 shrs	P	2008-12-28	2012-07-02
Wyeth NTS 5 50 50k bond	P	2009-03-19	2012-12-26
FHR 3264 YA	P	2009-03-19	2012-12-31
options transactions	P	2012-07-23	2012-08-23
options transactions	P	2012-10-22	2012-11-19
options transactions	P	2012-11-19	2012-12-24
Invesco Float Rate Fund	P	2011-12-30	2012-07-02
Ivy Asset Strategy Fund	P	2011-12-08	2012-07-03
Blackrock Build Amer Bond	P	2011-01-10	2012-07-03
Invesco Floating Rate Fund	P	2009-04-30	2012-07-03
Ivy Asset Strategy Fund	P	2008-12-12	2012-07-03
UBS AG Trng YON Oracle	P	2011-08-05	2012-08-10
Invesco Float Rate Fund	P	2012-05-31	2012-07-03
Clorox Co 24 shrs	P	2008-06-23	2012-07-03
Coca Cola 7 375	P	2009-03-19	2013-04-05

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)
50,000		52,715	-2,715
8,406		8,595	-189
3,179		2,341	838
499		220	279
45,707		43,887	1,820
3,063		4,177	-1,114
581		1,428	-847
2,027		1,989	38
496		478	18
318		284	34
82,906		85,371	-2,465
96,851		108,710	-11,859
24,976		24,976	
1,548		1,548	
1,735		1,292	443
53,060		57,263	-4,203

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	
			-2,715
			-189
			838
			279
			1,820
			-1,114
			-847
			38
			18
			34
			-2,465
			-11,859
			443
			-4,203

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).

Daniel C Verdoorn
Denise M Overhardt

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Providence Holy Cross Foundation 15031 Rinaldi Road Mission Hills, CA 91346		501c3	Childrens ICU Holy Cross Hospital	10,000
Chi Chi Rodriguez Youth Foundation 303 N McMullen Booth Rd Clearwater, FL 33761		501c3	Youth summer camp, teach and caregiver development	15,000
Step 13 Inc 2029 Larimer St Denver, CO 80205		501c3	Support of homeless youth and families	10,000
Colorado Community Shelter Providers Inc) 600 Grant St 208 Denver, CO 80203		501c3	Providing shelter to homeless persons	20,000
Morningside College 1501 Morningside Ave Sioux City, IA 51106		501c3	Youth scholarship program	50,000
The Kempe Foundation 13123 E 16th Ave Bldg 390 Aurora, CO 80045		501c3	Kempe Fostering Healthy Futures Program assistance to children	20,000
The Children's Hospital 13123 E 16th Ave Box 045 Aurora, CO 80045		501c3	Intensive Care Unit, Childrens Hospital	20,000
Foothills Animal Hospital 23030 N Pima Road Scottsdale, AZ 85255		501c3	Animal care and adoption programs	10,000
Camelot Therapeutic Horsemanship 23623 N Scottsdale Rd D3 Box 259 Scottsdale, AZ 85255		501c3	Childrens scholarship fund and capital improvements	15,000
Carefree Highway Community Church 5025 E Carefree Hwy Cave Creek, AZ 85331		501c3	Childrens aid project	26,000
Pet Adoption Fund 7507 Deering Ave Canoga Park, CA 91303		501c3	Animal care program	5,000
Total				201,000

TY 2012 Accounting Fees Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Gordon Carville	5,500	5,500		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 12000057

Software Version: 12.19.1011.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
PepsiAmericas Inc 5 75	2009-03	P	2012-07		50,000	52,715			-2,715	
Procter Gamble Co 138 shrs	2008-12	P	2012-07		8,406	8,595			-189	
Wyeth NTS 5 50 50k bond	2009-03	P	2012-12		3,179	2,341			838	
FHR 3264 YA	2009-03	P	2012-12		499	220			279	
options transactions	2012-07	P	2012-08		45,707	43,887			1,820	
options transactions	2012-10	P	2012-11		3,063	4,177			-1,114	
options transactions	2012-11	P	2012-12		581	1,428			-847	
Invesco Float Rate Fund	2011-12	P	2012-07		2,027	1,989			38	
Ivy Asset Strategy Fund	2011-12	P	2012-07		496	478			18	
Blackrock Build Amer Bond	2011-01	P	2012-07		318	284			34	
Invesco Floating Rate Fund	2009-04	P	2012-07		82,906	85,371			-2,465	
Ivy Asset Strategy Fund	2008-12	P	2012-07		96,851	108,710			-11,859	
UBS AG Trig YON Oracle	2011-08	P	2012-08		24,976	24,976				
Invesco Float Rate Fund	2012-05	P	2012-07		1,548	1,548				
Clorox Co 24 shrs	2008-06	P	2012-07		1,735	1,292			443	
Coca Cola 7 375	2009-03	P	2013-04		53,060	57,263			-4,203	

TY 2012 General Explanation Attachment

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 12000057

Software Version: 12.19.1011.1

**TY 2012 Investments Corporate
Bonds Schedule****Name:** The Verdoorn Foundation**EIN:** 84-1568378**Software ID:** 12000057**Software Version:** 12.19.1011.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Pacific Gas Electric Co 50,000 6.25 2013-12-01	54,047	51,148
Simon Property Group LP 39,000 6.75 2014-05-15	39,216	40,414
Morgan Stanley 50,000 6.00 2015-04-28	50,041	53,608
Home Depot Inc 50,000 5.40 2016-03-01	48,355	55,714
Met Life Inc 6.75 2016-06-01	51,429	57,227
Goldman Sachs Group Inc 100,000 5.63 2017-01-15	96,279	108,378
Kohls Corp 50,000 6.25 2017-12-15	51,145	57,276
Goldman Sachs Group Inc 30,000 7.50 2019-02-15	35,125	35,627
Sempra Energy 9.80 2019-02-15	14,368	14,831
GNR 2006-49ZC 70,000 6.50 2036-09-20	116,427	134,929
UBS AG Jersey Branch Foreign Security 5.00 2025-04-22	75,000	74,921

TY 2012 Investments Corporate Stock Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 12000057

Software Version: 12.19.1011.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Vanguard GNMA Fund	19,121	19,148
30 shares of Apache Corp	4,025	2,515
223 shares of Asbrazeneca PLC	9,977	10,548
318 shares of ATT Inc	9,988	11,257
160 shares of BG Group PLC	2,433	2,714
215 shares of British American Tobacco PLC	13,884	22,132
244 shares of Colgate Palmolive Co	9,987	13,979
378 shares of Coca Cola Co	10,013	15,162
109 shares of Diageo PLC	9,964	12,530
133 shares of Entergy Corp	9,980	9,267
332 shares of Hewlett Packard Co	11,494	8,234
321 shares of Home Depot Inc	9,983	24,868
219 shares of Illinois Tool Works Inc	9,995	15,148
349 shares of Johnson Johnson	22,509	29,965
72 shares of Kubota Corp ADR	2,647	5,241
315 shares of Nestle SA ADR	14,275	20,721
195 shares of Nextera Energy Inc	9,987	15,889
375 shares of Northeast Utilities	9,963	15,757
204 shares of Novartis AG ADR	9,987	14,425
664 shares of NTT Docomo Inc ADR	9,993	10,392
161 shares of Oracle Corp	2,008	4,944
122 shares of Praxair Inc	10,023	14,049
259 shares of Sanofi ADR	9,772	13,341
162 shares of United Parcel Service Inc	9,974	14,010
145 shares of United Technologies Corp	10,025	13,476
70 shares of Wal Mart Stores Inc.	3,934	5,214
152 shares of WPP PLC ADR	10,021	12,979
123 shares of 3M Co	9,986	13,450
3016 shares of Blackrock Build Am Bd	60,835	60,923
2362 shares of EFT Guggenheim Bullet 2014	50,051	50,240

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2388 shares of EFT Guggenheim Bullet 2013	50,005	49,670
2281 shares of EFT Guggenheim Bullet 2017	50,114	50,889
2327 shares of EFT Guggenheim Bullet 2015C	50,054	50,636
10790 shares of Eaton Vance Global Macro Abs Fund	111,784	104,338
12421 shares of Loomis Sayles Strategic Income Fund	179,937	193,762
10897 shares of Lord Abbett Short Duration Income Fund	50,015	49,688
10027 shares of Principal Investors Pref Sec Fund	100,600	104,180
3000 shares of Merrill Lynch Capital Trust Pref	75,000	74,817
3162 shares of PIMCO Commod Real Rtn Strategy Fund	38,092	17,232
915 shares of Arch Coal	22,601	3,459
2497 shares of Micron Technology	23,455	35,782
450 shares of CSX Corp	10,020	10,435
2308 shares of EFT Guggenheim Bullet 2016 Claymore Bulletshares	50,176	50,938
1934 shares of EFT Guggenheim Bullet 2015 Claymore Exh Td	50,013	50,748
485 shares of Ishares Trust Russell 2000 Index Fund	47,522	47,045
620 shares of Ishares Trust DJ US Real Estate Index Fund	45,228	41,187
693 shares of Ishares MSCI EAFE Index Fund	43,659	39,709
1306 shares of Ishares MSCI Emerging Mkts Index Fund	49,222	50,281
273 shares of SPDR SP Midcap 400 EFT TR	58,154	57,357
623 shares of SPDR SP 500 EFT	103,179	99,941
2000 shares of PIMCO Dynamic Cr Income Fund	50,000	45,820

TY 2012 Investments - Other Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 12000057

Software Version: 12.19.1011.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
collateral interest 46.923 in real estate, Adams County, CO	AT COST	184,923	173,615
collateral interest in real estate, El Paso County, CO	AT COST	1,520,631	1,220,000

TY 2012 Legal Fees Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Paul R Durr PC legal fees	1,175	1,175		

TY 2012 Other Decreases Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Amount
net basis adjustment	1,414

TY 2012 Other Expenses Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Capitalized costs, El Paso County, CO real estate	6,168			
Managment expense, Adams County, CO real estate	151	151		
Wells Fargo Bank Fees	60	60		

TY 2012 Other Income Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Option income	52,808	52,808	

TY 2012 Other Professional Fees Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UBS Advisory Fees	24,286	24,286		

TY 2012 Taxes Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Excise Tax	1,808			
Foreign Tax	425		425	