Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

The Boedecker Foundation
10901 W 120th Ave, Suite 240
Broomfield, CO 80021

A Employer identification number: 20-8495254

B Telephone number (see the instructions): 303-546-1513

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 52,253,877.

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

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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 (att sch)	250.			
2 Ck ► ☒ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	312.	312.	N/A	
4 Dividends and interest from securities	158,822.	97,337.		
5a Gross rents	1,713.	1,713.		
b Net rental income or (loss) 1,713.				
6a Net gain/(loss) from sale of assets not on line 10	4,624,779.	Statement 1		
b Gross sales price for all assets on line 6a 16,739,400.				
7 Capital gain net income (from Part IV, line 2)		4,238,645.		
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/(loss) (att sch)				
11 Other income (attach schedule) See Statement 2	390,665.	411,075.		
12 **Total.** Add lines 1 through 11	5,176,541.	4,749,082.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	281,004.	140,502.		140,502.
14 Other employee salaries and wages	183,693.	18,369.		165,324.
15 Pension plans, employee benefits	120,128.	12,013.		108,115.
16a Legal fees (attach schedule) See St 3	13,103.	1,965.		11,138.
b Accounting fees (attach sch) See St 4	7,403.	3,702.		3,702.
c Other prof fees (attach sch) See St 5	482,853.	243,628.		75,109.
17 Interest	51,389.	30,705.		
18 Taxes (attach schedule)(see instrs) See Stm 6	15,252.	252.		
19 Depreciation (attach sch) and depletion See Stmt 7	115,408.	6,632.		
20 Occupancy	67,346.	25,591.		41,755.
21 Travel, conferences, and meetings	34,530.	3,453.		31,077.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 8	763,946.	602,832.		95,078.
24 **Total operating and administrative expenses.** Add lines 13 through 23	2,136,055.	1,089,644.		671,800.
25 Contributions, gifts, grants paid Part XV	2,462,805.			2,462,805.
26 **Total expenses and disbursements.** Add lines 24 and 25	4,598,860.	1,089,644.		3,134,605.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	577,681.			
b **Net investment income** (if negative, enter -0-)		3,659,438.		
c **Adjusted net income** (if negative, enter -0-)				

9A 9

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing	314,029.	1,835.	1,835.
	2	Savings and temporary cash investments	3,305,130.	3,731,514.	3,731,514.
	3	Accounts receivable ► 12,899,522.			
		Less· allowance for doubtful accounts ►	1,900.	12,899,522.	12,899,522.
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ► 521,400.	Statement 9		
		Less allowance for doubtful accounts ►	500,000.	521,400.	521,400.
	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) Statement 10	6,819,376.	5,767,913.	6,770,173.
	c	Investments — corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ► 1,182,197.			
		Less: accumulated depreciation (attach schedule) See Stmt 11 ► 183,343.	1,005,486.	998,854.	998,854.
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) Statement 12	31,336,242.	19,097,873.	24,254,534.
	14	Land, buildings, and equipment. basis ► 3,788,523.			
		Less: accumulated depreciation (attach schedule) See Stmt 13 ► 712,478.	3,184,821.	3,076,045.	3,076,045.
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	46,466,984.	46,094,956.	52,253,877.
LIABILITIES	17	Accounts payable and accrued expenses	6,803.		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► See Statement 14)	3,000,000.	2,057,094.	
	23	**Total liabilities** (add lines 17 through 22)	3,006,803.	2,057,094.	
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 ► X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	43,460,181.	44,037,862.	
	30	**Total net assets or fund balances** (see instructions)	43,460,181.	44,037,862.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	46,466,984.	46,094,956.	

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	43,460,181.
2	Enter amount from Part I, line 27a	2	577,681.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	44,037,862.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	44,037,862.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 15			
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				
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
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** 4,238,645.

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** 0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	3,313,029.	45,543,180.	0.072745
2011	3,248,881.	51,269,437.	0.063369
2010	3,594,510.	50,698,186.	0.070900
2009	4,504,006.	49,578,545.	0.090846
2008	6,762,284.	49,094,710.	0.137740

2	**Total** of line 1, column (d)	2	0.435600
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	0.087120
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	47,892,127.
5	Multiply line 4 by line 3	5	4,172,362.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	36,594.
7	Add lines 5 and 6	7	4,208,956.
8	Enter qualifying distributions from Part XII, line 4	8	3,134,605.

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

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

1 a 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 instrs)**		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► ☐ and enter 1% of Part I, line 27b	1	73,189.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	73,189.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	73,189.
6 Credits/Payments:		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013 — **6a** 7,048.		
b Exempt foreign organizations — tax withheld at source — **6b**		
c Tax paid with application for extension of time to file (Form 8868) — **6c** 102,000.		
d Backup withholding erroneously withheld — **6d**		
7 Total credits and payments Add lines 6a through 6d	7	109,048.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached.	8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	35,859.
11 Enter the amount of line 10 to be. Credited to 2014 estimated tax ► 35,859. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*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		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers. ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
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		X
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		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
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	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
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	X	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ► www.boefoundation.org

14 The books are in care of ► Shelley Diede Telephone no ► 303-546-1513
Located at ► 10901 W 120th Ave, Suite 240 Broomfield CO ZIP + 4 ► 80021

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

			Yes	No
16	At any time during calendar year 2013, 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	X	
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ► Mexico			

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
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☒ Yes ☐ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	X	
	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 2013?		1 c	X	
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
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)		2 b	N/A	
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__				
3 a	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 2013 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 2013)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
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 2013?		4 b		X

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** N/A

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? N/A ☐ 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** X (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? N/A **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
George Boedecker 10901 W 120th Ave, Suite 240 Broomfield, CO 80021	Pres/CEO/Dir 40.00	0.	0.	0.
Brad Stoffer 10901 W 120th Ave, Suite 240 Broomfield, CO 80021	Director 5.00	0.	0.	0.
Jeffrey Humphrey 10901 W 120th Ave, Suite 240 Broomfield, CO 80021	COO 40.00	167,004.	29,501.	0.
Joel Davis 10901 W 120th Ave, Suite 240 Broomfield, CO 80021	CFO 40.00	114,000.	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
Shelley Diede 10901 W 120th Ave, Suite 240 Broomfield, CO 80021	Controller 40	83,693.	9,335.	0.
Jennifer Stapleton 10901 W 120th Ave, Suite 240 Broomfield, CO 80021	Dir of Admin 40	45,000.	21,441.	0.
Charlie Berardi 10901 W 120th Ave, Suite 240 Broomfield, CO 80021	Info Tech 40	55,000.	7,315.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Crestone Securities LLC 1050 Walnut St, Ste 402 Boulder, CO 80302	Investment mgmt	287,761.
Graystone Consulting/Morgan Stanley 1585 Broadway New York, NY 10036	Investment research	78,108.
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 instructions 3	
Total. Add lines 1 through 3 ►	0.

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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	7,544,710.
b	Average of monthly cash balances	1b	1,204,780.
c	Fair market value of all other assets (see instructions)	1c	39,871,959.
d	**Total** (add lines 1a, b, and c)	1d	48,621,449.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	48,621,449.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	729,322.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	47,892,127.
6	**Minimum investment return.** Enter 5% of line 5	6	2,394,606.

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	2,394,606.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 73,189.		
b	Income tax for 2013 (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	73,189.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,321,417.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,321,417.
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	2,321,417.

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	3,134,605.
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	3,134,605.
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	3,134,605.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,321,417.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 — 4,307,548.				
b From 2009 — 2,025,079.				
c From 2010 — 1,059,601.				
d From 2011 — 697,730.				
e From 2012 — 1,078,889.				
f Total of lines 3a through e	9,168,847.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 3,134,605.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				2,321,417.
e Remaining amount distributed out of corpus	813,188.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	9,982,035.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	4,307,548.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	5,674,487.			
10 Analysis of line 9				
a Excess from 2009 — 2,025,079.				
b Excess from 2010 — 1,059,601.				
c Excess from 2011 — 697,730.				
d Excess from 2012 — 1,078,889.				
e Excess from 2013 — 813,188.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a 'Assets' alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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 attachment	N/A	PC	See attachment	2,462,805.
Total			► 3a	2,462,805.
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			14	312.	
4 Dividends and interest from securities	900099	61,485.	14	97,337.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	1,713.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	386,134.	18	4,238,645.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Interest income fr. notes			14	27,650.	
b Other income			14	2,915.	
c Partnership Income	525990	-20,591.	14	380,691.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		427,028.		4,749,263.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,176,291.

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

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

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

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

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

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

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

2 a 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
N/A		

Sign Here

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

Signature of officer or trustee | Date: 11-14-14 | Title: EVP of Finance

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Jody Blazek	CPA	11.12.14		P00072674

Firm's name ▶ Blazek & Vetterling — Firm's EIN ▶ 76-0269860

Firm's address ▶ 2900 Weslayan, Suite 200, Houston, TX 77027-5132 — Phone no (713) 439-5739

Statement 15
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Publicly - traded securities	Purchased	Various	Various
2	Capital gain distributions	Purchased	Various	Various
3	Brainpark, Inc.	Purchased	Various	Various
4	Caribou Large Cap V Fd	Purchased	Various	Various
5	Matterhorn International Fund	Purchased	Various	Various
6	Oregon Foods LLC	Purchased	Various	Various
7	Passthrough K-1 Capital Loss	Purchased	Various	Various
8	Crestone Alt. Strategies Ltd.	Purchased	4/30/2007	12/31/2013

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	1339270.		1002972.	336,298.				$ 336,298.
2	72,998.		0.	72,998.				72,998.
3	0.		700,000.	-700,000.				-700,000.
4	809,620.		535,641.	273,979.				273,979.
5	2059688.		1923740.	135,948.				135,948.
6	9,300.		9,600.	-300.				-300.
7	-1509843.		0.	-1509843.				-1509843.
8	12896595.		7267030.	5629565.				5629565.
							Total	$ 4238645.

Statement 1
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	Passthrough K-1 Capital Gain - UBI		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:	110,417.		
Cost or Other Basis:	0.		
Basis Method:	Cost		
		Gain (Loss)	110,417.
Description:	Margin Stock Sales - UBI		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:	951,355.		
Cost or Other Basis:	675,638.		
Basis Method:	Cost		
		Gain (Loss)	275,717.
		Total	$ 386,134.

Statement 2
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest income fr. notes	$ 27,650.	$ 27,650.	
Other income	2,915.	2,915.	
Partnership Income	360,100.	380,510.	
Total	$ 390,665.	$ 411,075.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
General legal services	$ 13,103.	$ 1,965.		$ 11,138.
Total	$ 13,103.	$ 1,965.		$ 11,138.

Statement 4
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax compliance and return prep	$ 7,403.	$ 3,702.		$ 3,702.
Total	$ 7,403.	$ 3,702.		$ 3,702.

Statement 5
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Grant management consultant	$ 72,404.			$ 72,404.
Investment advisor fees	407,744.	$ 243,628.		
Payroll service fees	2,134.			2,134.
PR Consultant	571.			571.
Total	$ 482,853.	$ 243,628.		$ 75,109.

Statement 6
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	$ 15,000.			
State tax	252.	$ 252.		
Total	$ 15,252.	$ 252.		$ 0.

Statement 7
Form 990-PF, Part I, Line 19
Allocated Depreciation

Date Acquired	Cost Basis	Prior Yr Depr	Method	Rate	Life	Current Yr Depr	Net Invest Income	Adjusted Net Income
13th St Bldg (Rental)								
12/31/07	172,922	22,170	S/L		39	4,434	0	0
13th St Bldg (Inv Use)								
12/31/07	56,357	7,225	S/L		39	1,445	1,445	0
13th St Bldg (Char. Use)								
12/31/07	733,344	94,020	S/L		39	18,804	0	0
Improvements-07 (Rental)								
12/31/07	149,433	19,160	S/L		39	3,832	0	0
Improvemts-07 (Inv Use)								

Statement 7 (continued)
Form 990-PF, Part I, Line 19
Allocated Depreciation

Date Acquired	Cost Basis	Prior Yr Depr	Method	Rate	Life	Current Yr Depr	Net Invest Income	Adjusted Net Income
12/31/07	48,702	6,245	S/L		39	1,249	1,249	0
Improvemts-07 (Char. Use)								
12/31/07	633,727	81,245	S/L		39	16,249	0	0
Improvemts-08 (Rental)								
Various	228,785	29,330	S/L		39	5,866	0	0
Improvemts-08 (Inv Use)								
Various	74,564	9,560	S/L		39	1,912	1,912	0
Improvemts-08 (Char Use)								
Various	970,250	124,390	S/L		39	24,878	0	0
Equipment-08 (Rental)								
6/01/08	41,012	36,909	S/L		5	3,418	0	0
Furn/Fixt-08 (Rental)								
6/01/08	33,775	21,712	S/L		7	4,825	0	0
Furn/Fixt-08 (Inv Use)								
Various	11,007	7,860	S/L		7	1,572	1,572	0
Furn/Fixt-08 (Char Use)								
Various	143,238	102,315	S/L		7	20,463	0	0
Improvemts -09(Char Use)								
Various	1,813	184	S/L		39	46	0	0
Improvemts-09(Inv Use)								
Various	140	16	S/L		39	4	4	0
Improvemts-09(Rental)								
Various	428	44	S/L		39	11	0	0
Equipment-09(Inv Use)								
Various	1,914	1,532	S/L		5	382	382	0
Equipment-09(Char Use)								
Various	24,910	19,928	S/L		5	4,982	0	0
Furn/Fix -09(Inv Use)								
Various	293	168	S/L		7	42	42	0
Furn/Fix-09(Char Use)								
Various	3,808	2,176	S/L		7	544	0	0
Improvements-10 (Rental)								
9/23/10	565	182	S/L		7	81	0	0
Improvements-10 (Inv Use)								
9/23/10	185	59	S/L		7	26	26	0
Improvements-10 (Char)								
9/23/10	2,400	772	S/L		7	343	0	0

Statement 8
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank charges	$ 56.	$ 56.		
Insurance	10,051.	5,026.		$ 5,026.
K-1 expenses	663,787.	597,750.		
Office expenses	87,056.			87,056.
Outreach program expenses	2,693.			2,693.
Website and internet expense	303.			303.
Total	$ 763,946.	$ 602,832.		$ 95,078.

Statement 9
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Notes and Loans Reported Separately		Book Value	Fair Market Value	Doubtful Accounts Allowance
Borrower's Name:	Crocodile Kiosks, LLC			
Borrower's Title:				
Date of Note:	2/10/2012			
Maturity Date:	2/10/2014			
Repayment Terms:	Monthly interest payments			
Interest Rate:	5.00%			
Security Provided:	None			
Purpose of Loan:	Investment			
Borrower Relationship:	None			
Consideration:	Cash			
Consideration FMV:	$ 521,400.			
Original Amount:	$ 500,000.			
Balance Due:		$ 521,400.	$ 0.	
Doubtful Acct. Allow.:				$ 0.
	Total	$ 521,400.	$ 0.	

Allowance for Doubtful Accounts	$ 0.
Net Other Notes/Loans Rec. - Book Value	$ 521,400.

Statement 10
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Corporate stock - See attachment	Cost	$ 5,767,913.	$ 6,770,173.
	Total	$ 5,767,913.	$ 6,770,173.

Statement 11
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Auto./Transportation Equip.	$ 0.	$ 0.	$ 0.	$ 998,854.
Furniture and Fixtures	45,758.	31,451.	14,307.	0.
Machinery and Equipment	61,189.	53,506.	7,683.	0.
Buildings	229,279.	30,840.	198,439.	0.
Improvements	502,052.	67,546.	434,506.	0.
Land	343,919.		343,919.	0.
Total	$ 1,182,197.	$ 183,343.	$ 998,854.	$ 998,854.

Statement 12
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
See attachment	Cost	$ 19,097,873.	$ 24,254,534.
	Total	$ 19,097,873.	$ 24,254,534.

Statement 13
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	$ 146,364.	$ 130,226.	$ 16,138.	$ 3,076,045.
Machinery and Equipment	199,859.	206,856.	-6,997.	0.
Buildings	733,344.	117,258.	616,086.	0.
Improvements	1,608,940.	258,138.	1,350,802.	0.
Land	1,100,016.		1,100,016.	0.
Total	$ 3,788,523.	$ 712,478.	$ 3,076,045.	$ 3,076,045.

Statement 14
Form 990-PF, Part II, Line 22
Other Liabilities

Margin account balance	$ 2,045,803.
Funds held on behalf of HWA	11,291.
Total	$ 2,057,094.

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Part II, Line 10b - Corporate Stock

	Shares	Cost	FMV
Mutual Funds			
William Blair Small Cap Growth Fd	16,600	343,217	498,342
Euro Pacific Growth Fd F	12,702	526,146	619,879
FPA New Income Inc Fund F	14,717	156,324	151,143
Pimco Total Return Fd Inst Class	121,606	1,342,739	1,301,392
Pimco Commodity Real Return	126,298	847,027	696,715
Primecap Odyssey	17,164	177,197	405,242
Yacktman Focused Fd	2,389	43,196	60,084
Subtotal Mutual Funds		3,435,846	3,732,796
Exchange-Traded Products & Stocks			
Ishares TR MSCI Emerging Markets	15,787	429,732	659,818
Ishares TR MSCI EAFE Index	2,986	163,167	200,346
Ishares TR Russell 1000 Value Index Fd	435	30,778	40,964
Ishares TR Russell 1000 Growth Index	3,069	164,401	263,781
Ishares TR Russell 2000 Value Index Fd	6,174	421,779	614,313
Ishares TR Russell 2000 Growth Index Fd	1,105	89,971	149,739
SPDR Index SHS FDS S&P China	4,865	350,008	379,129
Vanguard Intl Equity Index Fds MSCI	17,727	682,231	729,289
Subtotal Exchange-Traded Products		2,332,068	3,037,378
Total Part II, Line 10b		**$ 5,767,913**	**$ 6,770,173**

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Part II, Line 13 - Investments - other

Other Investments		**Cost**		**FMV**
5395 Pearl Parkway LLC	$	113,181	$	141,885
AHK Investments LLC		314,116		314,116
Arapahoe Peak RE Fd		1,416,180		1,277,799
Arapahoe Peak RE Fd II		760,309		966,790
Archview 11 LLC (Hacienda Invest.)		2,463,196		2,463,196
Client Distribution Trust		326,937		326,937
CRE 4775 Walnut St LLC		104,644		190,627
Earth FX		300,000		300,000
Eldorado Natural Resources		453,941		646,979
Eldorado Natural Resources II		361,512		446,594
Global Pure Water Solutions		25,000		25,000
Independent Return Fd		733,958		730,077
iShares GSCI Commodoty Index		308,829		308,829
Kenosha Hi Yield Fd LP		1,101,704		1,153,004
Kenosha Hi Yield Fd II		962		97,286
Kenosha Hi Yield Fd IV		280,521		406,543
Maroon Peaks II LP		1,547,338		2,231,219
Maroon Peaks III LP		1,894,369		2,680,742
Maroon Peaks V LP		406,265		446,047
Sanitas Global Opportunity Fund		3,500,000		3,183,485
Tiger Global PIP IV		758,826		1,756,143
Tiger Global V LP		824,830		2,980,033
Tiger Global VI LP		870,910		919,208
Tiger Global VII LP		230,345		261,995
Total - Other Investments	**$**	**19,097,873**	**$**	**24,254,534**

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Part XV, Line 3 - Grants and Contributions paid during the year

Name and Address	Public Charity Status	Purpose	Paid Amount
The Q Fund 4741 Central, Ste 509, Kansas City, MO 64112	PC	School in Zambia	$ 250,000
Youth Opportunities 3164 34th St, Boulder, CO 80301	PC	Youth program needs	617,110
Family Learning Center 3164 34th St, Boulder, CO 80301	PC	Youth education	200,000
Fort Lewis College Foundation 1000 Rim Dr, Durango, CO 81301	PC	Program Needs	260,000
Denver Area Youth Services 1530 W 13th Ave., Denver CO 80211	PC	Program Needs	20,000
Histiocytosis Association of America 332 N Broadway, Pitman NJ 08071	PC	Program Needs	10,000
Buffs 4 Life 21277 E Rowland Dr, Aurora, CO 80016	PC	General support	5,000
University of Colorado - Boulder Buffs Club 2601 31st St, Boulder, CO 80301	PC	Golf Sponsorship	5,000
The Community Foundation 1123 Spruce St., Boulder CO 80302	PC	Program Needs	15,000
World Spark 1635 SE Malden, Ste A, Portland OR 97202	PC	Program Needs	97,480
Coastal Baldwin Ed. Enrichment Foundaton 110 N. Harrison Ave. Lafayette CO 80026	PC	Program Needs	20,000
Lakewood High School 9700 W. 8th Ave., Lakewood CO 80215	PC	Adaptive PE Program	5,000
Broomfield Community Foundation PO Box 2040 Broomfield CO 80038	PC	Program Needs	4,500

Part XV, Line 3 - Grants and Contributions paid during the year

Name and Address	Public Charity Status	Purpose	Paid Amount
The Dairy Center for the Arts 2590 Walnut St. Boulder CO 80302	PC	Program Needs	50,000
Davis Phinney Foundation 1722 14th St Ste 150 Boulder CO 80302	PC	Program Needs	10,000
George Fox University 414 N. Meridian St. #6049 Newberg OR 97132	PC	Program Needs	100,000
The Children's Hospital 123 E 16th Ave. Aurora CO 80045	PC	Program Needs	25,000
Lander Foundation 320 Stanley Ave, Greenwood SC 29649	PC	Boedecker Honors Scholarships	38,000
Child and Family Advocacy Ctr dba Blue Sky Bridg PO Box 19122 Boulder, CO 80308	PC	Program Needs	30,000
The Contributor PO Box 332023 Nashville TN 37203	PC	Gen Operating	10,000
Alliance For Choice in Education 1201 E. Colfax Ave Denver CO 80218	PC	Program Needs	10,000
Boulder County RSVP Board dba Boulder County Care Connect 951 Arapahoe Ave #10 Boulder CO 80302	PC	Sponsorships	10,000
Kempe Foundation Anschutz Medical Campus 3390 13123 E 16th Ave., Aurora CO 80045	PC	The Gary Pavilion at the Childrens Hosp.	10,000
Niwot Cultural Arts Association C/O Bruce Warren PO Box 610, Niwot CO 80544	PC	Jazz on 2nd Street	10,000
Leukemia & Lymphona Society Inc PO Box 650309, Dallas TX 75265-0309	PC	Program Needs	2,500

Part XV, Line 3 - Grants and Contributions paid during the year

Name and Address	Public Charity Status	Purpose	Paid Amount
Epilepsy Foundation 8301 Professional Place, East Landover MD 20785	PC	Program Needs	715
University of Colorado Foundation 4740 Walnut Street, Boulder CO 80301	PC	Cardio Rehab Gym	200,000
Special Olympics of Colorado 384 Inverness Pkwy Ste 100, Englewood CO 80112	PC	Project Unify	10,000
Montessori Institute 700 Knox Ct, Denver, CO 80204	PC	Program Needs	5,000
Denver Urban Scholars 720 S Colorado Blvd, Denver CO 80246	PC	Program Needs	30,000
TRU Community Care dba Hospice of Boulder Cou 2594 Trailridge Dr. East, Lafayette CO 80026	PC	Pizzaz	15,000
Special Olympics of TN 1900 12th Ave S. Nashville TN 37203	PC	Gen. Op Fund	5,000
WO Smith Nashville Community Music School PO Box Nashville TN 37212	PC	Program Needs	23,000
Nashville Rescue Mission (fka NRM Holdings Inc.) PO Box 333229 Nashville TN 372013-7535	PC	Turkeys	193,000
Lake Eldora Racing Team Association 1750 -1 30th St. #431, Boulder CO 80303	PC	Program Needs	10,000
Mothers Against Drunk Driving 511 E Carpenter Fwy Ste 700, Irving TX 75062	PC	Program Needs	1,000
Variety Arts of Louisville dba Art Underground 901 Front St Ste B100 Louisville CO 80027	PC	Program Needs	1,000
Pink Lemonade Project 785 NW Valley St Camas WA 98607	PC	Program Needs	1,000

The Boedecker Foundation **20-8495254**
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Part XV, Line 3 - Grants and Contributions paid during the year

Name and Address	Public Charity Status	Purpose	Paid Amount
Ronald McDonald House Charities of Mobile 1626 Spring Hill Ave. Mobile AL 36604	PC	Program Needs	10,000
Colorado Fall Charity Horse Show 560 West St Louisville CO 80027	PC	Program Needs	1,500
There With Care 2825 Wilderness Place, Boulder CO 80301	PC	Program Needs	40,000
Bittersweet Autism Foundation Inc 12660 Archbold Whitehouse Rd, Whitehouse OH 43571	PC	Program Needs	40,000
YMCA of Middle Tennessee 1000 Church Street, Nashville, TN 37203	PC	Literacy	60,000
CoBiz Financial - Biz Bash 821 17th Street, Denver CO 80202	PC	Sponsor	2,000
			$ 2,462,805