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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

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

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning 07-01-2013, and ending 06-30-2014

Name of foundation The Verdoorn Foundation		A Employer identification number 84-1568378
Number and street (or P O box number if mail is not delivered to street address) Room/suite 10463 Park Meadows Drive Room 207		B Telephone number (see instructions) (303) 792-7357
City or town, state or province, country, and ZIP or foreign postal code Littleton, CO 80124		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,359,539	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	85,734	85,734	85,734	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,979			
b Gross sales price for all assets on line 6a 573,764				
7 Capital gain net income (from Part IV, line 2)		5,979		
8 Net short-term capital gain			7,735	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	6	6	6	
12 Total. Add lines 1 through 11	91,719	91,719	93,475	
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	5,500	5,500	5,500	
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	24,675	24,675	24,675	
17 Interest				
18 Taxes (attach schedule) (see instructions)	5,802	5,802	5,802	
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	315	315	570	
24 Total operating and administrative expenses. Add lines 13 through 23	36,292	36,292	36,547	0
25 Contributions, gifts, grants paid	193,000			193,000
26 Total expenses and disbursements. Add lines 24 and 25	229,292	36,292	36,547	193,000
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-137,573			
b Net investment income (if negative, enter -0-)		55,427		
c Adjusted net income (if negative, enter -0-)			56,928	

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	13,849	31,709	31,709	
	2 Savings and temporary cash investments	20,593	132,522	132,522	
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	1,645,664 <input checked="" type="checkbox"/>	1,611,137	1,873,762	
	c Investments—corporate bonds (attach schedule).	631,432 <input checked="" type="checkbox"/>	540,745	600,915	
	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)	1,705,554 <input checked="" type="checkbox"/>	1,520,631	1,520,631	
	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)	4,413,092	4,232,744	4,359,539		
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 ▶ _____)		44 <input checked="" type="checkbox"/>	44	
23 Total liabilities (add lines 17 through 22)		44	44		
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				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	4,413,092	4,232,700		
	30 Total net assets or fund balances (see page 17 of the instructions)	4,413,092	4,232,700		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,413,092	4,232,744			

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	4,413,092
2	Enter amount from Part I, line 27a	2	-137,573
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,275,519
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	42,819
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,232,700

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			(i) 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	5,979
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	7,735

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))
2012	201,000	3,912,844	000 051369
2011	162,000	4,044,758	000 040052
2010			
2009			
2008			
2	Total of line 1, column (d).		2 000 091421
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 045711
4	Enter the net value of noncharitable-use assets for 2013 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)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, and Credits/Payments. Total tax due is 1,434.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political purposes, Form 1120-POL, political expenditures, and substantial contributors. Includes Yes/No columns.

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? Website address none	13	Yes	
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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
1b	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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
1c	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?	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 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__ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	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 2013?	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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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 checked="" 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 checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		
	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
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. <input type="checkbox"/>				

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
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	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3 **▶**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,440,163
b	Average of monthly cash balances.	1b	157,111
c	Fair market value of all other assets (see instructions).	1c	1,720,631
d	Total (add lines 1a, b, and c).	1d	4,317,905
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	4,317,905
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,769
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,253,136
6	Minimum investment return. Enter 5% of line 5.	6	212,657

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	212,657
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,109
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,109
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	211,548
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	211,548
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	211,548

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	193,000
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	193,000
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	193,000

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				211,548
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			192,117	
b Total for prior years 2009, 2010, 2011		361,606		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>193,000</u>				
a Applied to 2012, but not more than line 2a			192,117	
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 2013 distributable amount.				883
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.		361,606		
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		361,606		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				210,665
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 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address 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 193,000
b <i>Approved for future payment</i>				
Total				▶ 3b

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

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.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
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.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: ***** Date: 2014-11-07 Title: *****

May the IRS discuss this return with the preparer shown below (see instr.)? [x] Yes [] No

Paid Preparer Use Only
Table with 5 columns: Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN.
Firm's name: PAUL R DURR PC
Firm's address: 1777 S HARRISON ST STE 1510 DENVER, CO 80210
Firm's EIN:
Phone no: (303) 691-9300

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)
PAC GAS ELEC 6 25	P	2009-03-19	2013-12-01
GUGGENHEIM BULLET 2013	P	2012-04-04	2013-12-31
1802 MSCI ETF	P	2013-09-23	2013-10-18
322 MSCI ETF	P	2013-09-23	2013-12-23
25 RUSSELL 2000 ETF	P	2013-04-22	2013-10-21
726 US REAL ESTATE ETF	P	2013-09-23	2013-12-23
43 SPDR SP MIDCAP ETF	P	2013-01-22	2013-11-18
27 SPDR SP 500 ETF	P	2013-01-22	2013-11-18
1063 MSCI EMERG MKT ETF	P	2012-07-23	2013-09-20
47 US REAL ESTATE ETF	P	2013-09-23	2013-10-21
OPTIONS TRANSACTIONS	P	2013-11-18	2013-12-23
OPTIONS TRANSACTIONS	P	2014-01-01	2014-01-31
UBS 1281 LTCG	P	2013-05-30	2014-06-30
UBS 1281 LTCG DIST	P	2013-05-30	2014-06-30
UBS 8684 STCG	P	2014-05-30	2014-06-30
UBS 8684 LTCG	P	2013-05-30	2014-06-30
UBS 4740 LTCG	P	2013-05-30	2014-06-30
SALE OF BRIGHTON COLLATERAL	P	2010-01-01	2104-01-09

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		50,000	
49,592		50,005	-413
117,465		113,992	3,473
13,185		12,791	394
2,646		2,081	565
47,308		48,807	-1,499
9,525		8,423	1,102
4,714		4,002	712
43,382		39,632	3,750
46,294		42,668	3,626
3,590		10,461	-6,871
362			362
823			823
111			111
5,871			5,871
32,280			32,280
233			233
142,930		184,923	-41,993

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	
			-413
			3,473
			394
			565
			-1,499
			1,102
			712
			3,750
			3,626
			-6,871
			362
			823
			111
			5,871
			32,280
			233
			-41,993

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>				
Chi Chi Rodriguez Youth Foundation 303 N McMullen Booth Rd Clearwater, FL 33761		PC	summer camp, education, care	13,000
HomeAid Colorado 600 Grant St 208 Denver, CO 80203		PC	female veterans project	25,000
KEMPE Childrens Foundation 13123 E 16th Ave Bldg 390 Aurora, CO 80045		PC	childrens programs	25,000
The Childrens Hospital 13123 E 16th Ave Box 045 Aurora, CO 80045		PC	childrens ICU	25,000
Carefree Church 5025 E Carefree Hwy Cave Creek, AZ 85331		PC	childrens programs	25,000
Camelot Therapeutic Horsemanship 23623 N Scottsdale Rd D3 Box 529 Scottsdale, AZ 85255		PC	childrens programs, scholarships	20,000
Foothills Animal Rescue 23030 N Pima Rd Scottsdale, AZ 85255		PC	medical supplies and procedures	10,000
Morningside College 1501 Morningside Ave Sioux City, IA 51106		PC	athletic program	50,000
Total				193,000

TY 2013 Accounting Fees Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 13000230

Software Version: 13.6.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
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Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 13000230

Software Version: 13.6.0.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
PAC GAS ELEC 6 25	2009-03	P	2013-12	redemption	50,000	50,000				
GUGGENHEIM BULLET 2013	2012-04	P	2013-12	public sale	49,592	50,005			-413	
1802 MSCI ETF	2013-09	P	2013-10	public sale	117,465	113,992			3,473	
322 MSCI ETF	2013-09	P	2013-12	public sale	13,185	12,791			394	
25 RUSSELL 2000 ETF	2013-04	P	2013-10	public sale	2,646	2,081			565	
726 US REAL ESTATE ETF	2013-09	P	2013-12	public sale	47,308	48,807			-1,499	
43 SPDR SP MIDCAP ETF	2013-01	P	2013-11	public sale	9,525	8,423			1,102	
27 SPDR SP 500 ETF	2013-01	P	2013-11	public sale	4,714	4,002			712	
1063 MSCI EMERG MKT ETF	2012-07	P	2013-09	public sale	43,382	39,632			3,750	
47 US REAL ESTATE ETF	2013-09	P	2013-10	public sale	46,294	42,668			3,626	
OPTIONS TRANSACTIONS	2013-11	P	2013-12	public sale	3,590	10,461			-6,871	
OPTIONS TRANSACTIONS	2014-01	P	2014-01	public sale	362				362	
UBS 1281 LTCG	2013-05	P	2014-06	public sale	823				823	
UBS 1281 LTCG DIST	2013-05	P	2014-06	public sale	111				111	
UBS 8684 STCG	2014-05	P	2014-06	public sale	5,871				5,871	
UBS 8684 LTCG	2013-05	P	2014-06	public sale	32,280				32,280	
UBS 4740 LTCG	2013-05	P	2014-06	public sale	233				233	
SALE OF BRIGHTON COLLATERAL	2010-01	P	2104-01	unrelated party	142,930	184,923			-41,993	

TY 2013 General Explanation Attachment

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 13000230

Software Version: 13.6.0.0

TY 2013 Investments Corporate Bonds Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 13000230

Software Version: 13.6.0.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Morgan Stanley 50,000 6.00 2015-04-28	50,007	52,325
Home Depot Inc 50,000 5.40 2016-03-01	48,355	53,955
Met Life Inc 6.75 2016-06-01	50,454	55,563
Goldman Sachs Group Inc 100,000 5.63 2017-01-15	96,279	110,054
Kohls Corp 50,000 6.25 2017-12-15	50,533	57,589
Goldman Sachs Group Inc 30,000 7.50 2019-02-15	32,946	36,611
Sempra Energy 9.80 2019-02-15	12,947	14,618
GNR 2006-49ZC 70,000 6.50 2036-09-20	124,224	142,607
UBS AG Jersey Branch Foreign Security 5.00 2025-04-22	75,000	77,593

TY 2013 Investments Corporate Stock Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 13000230

Software Version: 13.6.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Vanguard GNMA Fund	19,613	20,123
30 shares of Apache Corp	4,025	3,019
223 shares of Asbrazeneca PLC	9,977	16,571
318 shares of ATT Inc	9,988	11,244
160 shares of BG Group PLC	2,433	3,416
215 shares of British American Tobacco PLC	13,884	25,602
244 shares of Colgate Palmolive Co	9,987	16,636
378 shares of Coca Cola Co	10,013	16,012
109 shares of Diageo PLC	9,964	13,872
133 shares of Entergy Corp	9,980	10,918
332 shares of Hewlett Packard Co	11,494	11,182
321 shares of Home Depot Inc	9,983	25,988
219 shares of Illinois Tool Works Inc	9,995	19,176
349 shares of Johnson Johnson	22,509	36,512
72 shares of Kubota Corp ADR	2,647	5,116
315 shares of Nestle SA ADR	14,275	24,466
195 shares of Nextera Energy Inc	9,987	19,984
375 shares of Northeast Utilities	9,963	17,726
204 shares of Novartis AG ADR	9,987	18,468
664 shares of NTT Docomo Inc ADR	9,993	11,348
161 shares of Oracle Corp	2,008	6,525
122 shares of Praxair Inc	10,023	16,206
259 shares of Sanofi ADR	9,772	13,771
162 shares of United Parcel Service Inc	9,974	16,631
145 shares of United Technologies Corp	10,025	16,740
70 shares of Wal Mart Stores Inc.	3,934	5,255
152 shares of WPP PLC ADR	10,021	16,566
123 shares of 3M Co	9,986	17,621
3262 shares of Blackrock Build Am Bd	65,667	70,785
2362 shares of EFT Guggenheim Bullet 2014	50,051	49,885

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2281 shares of EFT Guggenheim Bullet 2017	50,114	52,258
2327 shares of EFT Guggenheim Bullet 2015C	50,054	50,961
11208 shares of Eaton Vance Global Macro Abs Fund	113,428	104,460
12375 shares of Loomis Sayles Strategic Income Fund	179,651	213,596
10911 shares of Lord Abbett Short Duration Income Fund	50,082	49,755
10305 shares of Principal Investors Pref Sec Fund	103,353	108,512
3000 shares of Merrill Lynch Capital Trust Pref	75,000	76,020
3217 shares of PIMCO Commod Real Rtn Strategy Fund	38,398	19,112
915 shares of Arch Coal	22,601	3,340
2497 shares of Micron Technology	23,455	82,276
450 shares of CSX Corp	10,020	13,864
2308 shares of EFT Guggenheim Bullet 2016 Claymore Bulletshares	50,176	51,653
1934 shares of EFT Guggenheim Bullet 2015 Claymore Exh Td	50,013	52,067
435 shares of Ishares Trust Russell 2000 Index Fund	43,468	51,682
273 shares of Ishares Trust DJ US Real Estate Index Fund	20,539	19,599
1128 shares of Ishares MSCI EAFE Index Fund	74,367	77,121
1277 shares of Ishares MSCI Emerging Mkts Index Fund	54,012	55,205
229 shares of SPDR SP Midcap 400 EFT TR	50,437	59,668
652 shares of SPDR SP 500 EFT	109,811	127,609
2000 shares of PIMCO Dynamic Cr Income Fund	50,000	47,640

TY 2013 Investments - Other Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 13000230

Software Version: 13.6.0.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
collateral interest in real estate, El Paso County, CO	AT COST	1,520,631	1,520,631

TY 2013 Legal Fees Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 13000230

Software Version: 13.6.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Paul R Durr PC legal fees	5,500	5,500	5,500	

TY 2013 Other Decreases Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 13000230

Software Version: 13.6.0.0

Description	Amount
net basis adjustment	42,819

TY 2013 Other Expenses Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 13000230

Software Version: 13.6.0.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Office Expense	285	285	285	
Wells Fargo Bank Fees	30	30	285	

TY 2013 Other Income Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 13000230

Software Version: 13.6.0.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UBS Fin Srvcs , Inc as nominee - unrecaptured 1250 gain	6	6	6

TY 2013 Other Liabilities Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 13000230

Software Version: 13.6.0.0

Description	Beginning of Year - Book Value	End of Year - Book Value
UBS 8684 OPEN OPTIONS		44

TY 2013 Other Professional Fees Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 13000230

Software Version: 13.6.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UBS Advisory Fees	24,675	24,675	24,675	

TY 2013 Taxes Schedule

Name: The Verdoorn Foundation

EIN: 84-1568378

Software ID: 13000230

Software Version: 13.6.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Excise Tax	5,125	5,125	5,125	
Foreign Tax	677	677	677	