

Form **990**

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

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

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization TELLURIDE FOUNDATION Doing Business As		D Employer identification number 84-1530768
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite P.O. BOX 4222	E Telephone number 970-728-8717	
	City or town, state or province, country, and ZIP or foreign postal code TELLURIDE, CO 81435		G Gross receipts \$ 5,053,979.
	F Name and address of principal officer: PAUL MAJOR SAME AS C ABOVE		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: WWW.TELLURIDEFOUNDATION.ORG/			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation: 2000
M State of legal domicile: CO			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>TO IMPROVE THE QUALITY OF LIFE FOR THE PEOPLE THAT LIVE, WORK AND VISIT THE TELLURIDE REGION.</u>			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a)	31	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	31	
	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	3	
	6	Total number of volunteers (estimate if necessary)	46	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0.	
	7b	Net unrelated business taxable income from Form 990-T, line 34	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	3,120,755.	3,116,954.
	9	Program service revenue (Part VIII, line 2g)	33,156.	49,771.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	271,926.	332,366.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	16,323.	15,833.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,442,160.	3,514,924.
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,414,804.
14		Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	373,193.	392,077.
16a		Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b		Total fundraising expenses (Part IX, column (D), line 25) 258,651.		
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	622,917.	826,038.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,410,914.	2,436,461.	
19	Revenue less expenses. Subtract line 18 from line 12	1,031,246.	1,078,463.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	9,134,311.	9,972,896.
	21	Total liabilities (Part X, line 26)	1,880,878.	1,795,249.
	22	Net assets or fund balances. Subtract line 21 from line 20	7,253,433.	8,177,647.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer PAUL MAJOR, PRESIDENT & CEO		Date		
	Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name DENISE JURGENS, CPA	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00087338
	Firm's name REESE HENRY & COMPANY, INC.			Firm's EIN 84-0803727	
	Firm's address 400 EAST MAIN STREET, SUITE 2 ASPEN, CO 81611			Phone no. (970) 925-3771	

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: THE TELLURIDE FOUNDATION (THE FOUNDATION) IS COMMITTED TO PRESERVING AND ENRICHING THE QUALITY OF LIFE OF THE RESIDENTS, VISITORS AND WORKFORCE OF THE TELLURIDE REGION. THE FOUNDATION DOES THIS BY PROVIDING LEADERSHIP IN PHILANTHROPY, STRENGTHENING COMMUNITY GROUPS,

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 1,930,894. including grants of \$ 1,218,346.) (Revenue \$ 41,564.) GRANTS AND ASSISTANCE PROGRAMS - COMMUNITY AND SPECIAL INITIATIVE GRANTS FUNDED BY UNRESTRICTED GIFTS FROM GENEROUS DONORS, THE FOUNDATION HAS AWARDED OVER \$25 MILLION SINCE ITS INCEPTION IN 2000 ANNUALLY THE COMMUNITY GRANTS PROGRAM AWARDS OVER \$1 MILLION THROUGH A COMPETITIVE GRANTS PROGRAM TO ELIGIBLE 501(C)(3) NONPROFITS THAT SERVE THE PEOPLE OF SAN MIGUEL, OURAY, AND WESTERN MONTROSE COUNTIES. THE COMMUNITY GRANTS ARE DECIDED BY A VOLUNTEER BOARD MEMBER GRANTS COMMITTEE SPECIALS INITIATIVES GRANTS CAN BE AWARDED TWICE ANNUALLY THEY ARE BOARD OF DIRECTORS SPONSORED INITIATIVES FOR LARGE HIGHLY LEVERAGED COLLABORATIONS OR MULTI-YEAR PROJECTS AND ARE DECIDED BY THE BOARD OF DIRECTORS.

4b (Code:) (Expenses \$ 111,300. including grants of \$) (Revenue \$) EDUCATION AND CONSULTING - THE FOUNDATION CONDUCTS WORKSHOPS AND TECHNICAL ASSISTANCE FOR NONPROFITS TO INCREASE THEIR CAPACITY, CAPABILITIES, EFFICIENCY AND EFFECTIVENESS. SINCE THE FOUNDATION'S INCEPTION, IT HAS PROVIDED OVER 350 HOURS OF FREE OR SUBSIDIZED WORKSHOPS AND TECHNICAL ASSISTANCE TO REGIONAL NONPROFITS THE FOUNDATION WORKS DIRECTLY WITH DONORS AND PROSPECTS TO PROVIDE PROGRAMS ON PHILANTHROPY AND PROGRAM ISSUES AND CONDUCT RESEARCH INTO RELEVANT EMERGING ISSUES.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 2,042,194.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24b			
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24c			
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
24d			
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
25b			X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		X
26			X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
27			X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28a			X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b			X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c			X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
29		X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
30			X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
31			X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
32			X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
33			X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
34		X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
35a		X	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
35b		X	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36			X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
37			X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	
38		X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Input box for Schedule O

Main table with columns for question number, description, sub-questions (1a-14b), Yes, and No. Includes questions about Form 1096, Form W-2G, Form W-3, foreign accounts, and charitable contributions.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	1a 31		
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b 31		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	X	
b	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **CO**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **PAUL MAJOR - 970-728-8717**
PO BOX 4222, TELLURIDE, CO 81435

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BRIDGITT EVANS CHAIRPERSON	1.00	X		X				0.	0.	0.
(2) TULLY FRIEDMAN VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(3) JESSE JOHNSON DIRECTOR	1.00	X						0.	0.	0.
(4) JOANNE BROWN DIRECTOR	1.00	X						0.	0.	0.
(5) MIKE ARMSTRONG DIRECTOR	1.00	X						0.	0.	0.
(6) RICHARD BETTS DIRECTOR	1.00 2.00	X						0.	0.	0.
(7) HARMON BROWN DIRECTOR	1.00	X						0.	0.	0.
(8) DAN JANSEN DIRECTOR	1.00	X						0.	0.	0.
(9) DAVIS FANSLER DIRECTOR	1.00	X						0.	0.	0.
(10) STU FRASER DIRECTOR	1.00	X						0.	0.	0.
(11) BUNNY FREIDUS SECRETARY	1.00	X		X				0.	0.	0.
(12) KEVIN HOLBROOK DIRECTOR	1.00	X						0.	0.	0.
(13) ANDREW KAROW TREASURER	1.00	X		X				0.	0.	0.
(14) MELANIE MONTOYA DIRECTOR	1.00	X						0.	0.	0.
(15) ELAINE FISCHER DIRECTOR	1.00	X						0.	0.	0.
(16) ED BARLOW DIRECTOR	1.00	X						0.	0.	0.
(17) SUSAN SAINT JAMES DIRECTOR	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) DAN TISHMAN DIRECTOR	1.00	X					0.	0.	0.	
(19) EDWARD SHERIDAN DIRECTOR	1.00	X					0.	0.	0.	
(20) MEICHAEL PLANK DIRECTOR	1.00	X					0.	0.	0.	
(21) KYLE SCHUMACHER DIRECTOR	1.00	X					0.	0.	0.	
(22) BRIAN O'NEILL DIRECTOR	1.00	X					0.	0.	0.	
(23) TRICIA MAXON DIRECTOR	1.00	X					0.	0.	0.	
(24) MEGAN MCMANEMIN DIRECTOR	1.00	X					0.	0.	0.	
(25) CHUCK HORNING DIRECTOR	1.00	X					0.	0.	0.	
(26) J. TOMILSON HILL DIRECTOR	1.00	X					0.	0.	0.	
1b Sub-total							0.	0.	0.	
c Total from continuation sheets to Part VII, Section A							162,795.	0.	26,720.	
d Total (add lines 1b and 1c)							162,795.	0.	26,720.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	172,081.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,944,873.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f			3,116,954.			
	Program Service Revenue	2 a FUND MANAGEMENT FEES	Business Code 900099	41,564.	41,564.		
b SPECIAL EVENTS		900099	8,207.			8,207.	
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f				49,771.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		309,239.			309,239.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	1,562,182.				
		(ii) Other					
		b Less: cost or other basis and sales expenses	1,539,055.				
		c Gain or (loss)	23,127.				
	d Net gain or (loss)		23,127.			23,127.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses					
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a OTHER INCOME	900099	15,833.			15,833.		
b							
c							
d All other revenue							
e Total. Add lines 11a-11d			15,833.				
12 Total revenue. See instructions.			3,514,924.	41,564.	0.	356,406.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX X

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	1,149,389.	1,149,389.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	68,957.	68,957.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	162,796.	113,957.	16,280.	32,559.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	129,518.	102,177.	4,039.	23,302.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	9,346.	7,175.	1,496.	675.
9 Other employee benefits	70,680.	54,267.	4,279.	12,134.
10 Payroll taxes	19,737.	14,816.	1,393.	3,528.
11 Fees for services (non-employees):				
a Management				
b Legal	1,351.	438.	913.	
c Accounting	64,693.	37,146.	27,547.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	248,601.	248,230.	306.	65.
12 Advertising and promotion	1,966.	1,966.		
13 Office expenses	34,943.	28,470.	1,179.	5,294.
14 Information technology	27,641.	22,775.	1,834.	3,032.
15 Royalties				
16 Occupancy	48,212.	41,661.	2,558.	3,993.
17 Travel	71,200.	67,255.	987.	2,958.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	36,913.	34,544.	939.	1,430.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	16,194.	8,420.	3,858.	3,916.
23 Insurance	5,702.	1,924.	3,408.	370.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a IN KIND	120,509.			120,509.
b BAD DEBT EXPENSE	60,141.		60,141.	
c SPECIAL EVENTS	43,667.			43,667.
d ADMINISTRATIVE FEES	37,157.	33,441.	3,716.	
e All other expenses	7,148.	5,186.	743.	1,219.
25 Total functional expenses. Add lines 1 through 24e	2,436,461.	2,042,194.	135,616.	258,651.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A)		(B)	
		Beginning of year		End of year	
Assets	1 Cash - non-interest-bearing		1		
	2 Savings and temporary cash investments	1,452,550.	2	2,380,624.	
	3 Pledges and grants receivable, net	2,488,958.	3	2,961,987.	
	4 Accounts receivable, net	66,620.	4	30,174.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net	20,000.	7	75,000.	
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	7,973.	9	28,093.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 575,795.			
	b Less: accumulated depreciation	10b 108,582.			
	11 Investments - publicly traded securities	477,843.	10c	467,213.	
	12 Investments - other securities. See Part IV, line 11	4,620,117.	11	4,029,805.	
	13 Investments - program-related. See Part IV, line 11		12		
	14 Intangible assets		13		
	15 Other assets. See Part IV, line 11	250.	14		
16 Total assets. Add lines 1 through 15 (must equal line 34)	9,134,311.	15			
17 Accounts payable and accrued expenses	82,537.	16	9,972,896.		
18 Grants payable	1,144,829.	17	56,065.		
19 Deferred revenue		18	1,059,746.		
20 Tax-exempt bond liabilities		19			
21 Escrow or custodial account liability. Complete Part IV of Schedule D	387,169.	20			
22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		21	425,279.		
23 Secured mortgages and notes payable to unrelated third parties	266,343.	22			
24 Unsecured notes and loans payable to unrelated third parties		23	254,159.		
25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		24			
26 Total liabilities. Add lines 17 through 25	1,880,878.	25			
27 Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		26	1,795,249.		
28 Unrestricted net assets	4,884,546.	27	5,200,171.		
29 Temporarily restricted net assets	2,368,887.	28	2,977,476.		
30 Permanently restricted net assets		29			
31 Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
32 Capital stock or trust principal, or current funds		30			
33 Paid-in or capital surplus, or land, building, or equipment fund		31			
34 Retained earnings, endowment, accumulated income, or other funds		32			
35 Total net assets or fund balances	7,253,433.	33	8,177,647.		
36 Total liabilities and net assets/fund balances	9,134,311.	34	9,972,896.		

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,514,924.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,436,461.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,078,463.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,253,433.
5	Net unrealized gains (losses) on investments	5	-34,239.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-120,010.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	8,177,647.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	X	

SCHEDULE A (Form 990 or 990-EZ)

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
Attach to Form 990 or Form 990-EZ.

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization: TELLURIDE FOUNDATION
Employer identification number: 84-1530768

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state:
5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7 [X] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
(ii) A family member of a person described in (i) above?
(iii) A 35% controlled entity of a person described in (i) or (ii) above?
h Provide the following information about the supported organization(s).

Table with 3 rows (11g(i), 11g(ii), 11g(iii)) and 2 columns (Yes, No)

Table with 7 main columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (iv) Is the organization in col. (i) listed in your governing document?, (v) Did you notify the organization in col. (i) of your support?, (vi) Is the organization in col. (i) organized in the U.S., (vii) Amount of monetary support. Includes a Total row at the bottom.

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2,350,351.	3,680,535.	2,528,587.	3,120,755.	3,116,954.	14,797,182.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	2,350,351.	3,680,535.	2,528,587.	3,120,755.	3,116,954.	14,797,182.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						14,797,182.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	2,350,351.	3,680,535.	2,528,587.	3,120,755.	3,116,954.	14,797,182.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	150,471.	90,620.	142,112.	217,511.	309,239.	909,953.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	21,851.	27,576.	18,681.	16,323.	15,833.	100,264.
11 Total support. Add lines 7 through 10						15,807,399.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	93.61	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15		%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input checked="" type="checkbox"/>
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization TELLURIDE FOUNDATION Employer identification number 84-1530768

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor advisement.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form for Part II Conservation Easements. Includes checkboxes for purposes of easements, a table for held easements at end of tax year (2a-2d), and questions about monitoring and reporting.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting works of art and assets.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment %
 - b Permanent endowment %
 - c Temporarily restricted endowment %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		514,784.	54,421.	460,363.
c Leasehold improvements				
d Equipment		61,011.	54,161.	6,850.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				467,213.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART IV, LINE 2B:

EXPLANATION: THE FOUNDATION IS THE RECIPIENT OF FUNDS FROM TWO UNAFFILIATED NONPROFIT ORGANIZATIONS WHEREBY THE FOUNDATION HAS AGREED TO MAINTAIN A FUND ON BEHALF OF BOTH ORGANIZATIONS FOR AN ADMINISTRATIVE FEE RANGING BETWEEN 0.75% AND 1.00% PER YEAR. THE AMOUNTS RECEIVED AND DISBURSED BY THE FOUNDATION FOR THESE FUNDS ARE NOT CONSIDERED REVENUE AND EXPENSES OF THE FOUNDATION AS THE UNAFFILIATED ORGANIZATIONS RETAIN THE EXCLUSIVE RIGHT TO DETERMINE THE EXPENDITURES. THE BALANCES OF FUNDS RECEIVED BY THE FOUNDATION BUT NOT DISBURSED ARE REFLECTED AS AGENCY PAYABLES IN THE ACCOMPANYING CONSOLIDATED STATEMENTS OF FINANCIAL POSITION. INCOME EARNED ON THE FUNDS RECEIVED AND HELD BY THE FOUNDATION IS RECORDED AS AN INCREASE TO THE AGENCY PAYABLE

Part XIII Supplemental Information (continued)

PART X, LINE 2:

EXPLANATION: THE FOUNDATION REVIEWS AND ASSESSES ALL ACTIVITIES ANNUALLY TO IDENTIFY ANY CHANGES IN THE SCOPE OF THE ACTIVITIES AND REVENUE SOURCES AND THE TAX TREATMENT THEREOF TO IDENTIFY ANY UNCERTAIN TAX POSITIONS FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012. MANAGEMENT DID NOT IDENTIFY ANY UNCERTAIN TAX POSITIONS REQUIRING RECOGNITION OR DISCLOSURE IN THESE CONSOLIDATED FINANCIAL STATEMENTS.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

TELLURIDE FOUNDATION

Employer identification number

84-1530768

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
7TH JUDICIAL DISTRICT CHILD ADVOCACY CENTER - 735 S 1ST STREET - MONTROSE, CO 81401	84-1546403	501(C)(3)	12,629.	0.			OPERATIONS
AH HAA SCHOL FOR THE ARTS PO BOX 1590 TELLURIDE, CO 81435	23-2594045	501(C)(3)	26,285.	0.			OPERATIONS
ANGEL BASKETS INC PO BOX 180 TELLURIDE, CO 81435	90-0186107	501(C)(3)	7,426.	0.			OPERATIONS
BASIN CLINIC, INC PO BOX 14 NATURITA, CO 81422	84-0820573	501(C)(3)	12,838.	0.			OPERATIONS
BRIGHT FUTURES PO BOX 4216 TELLURIDE, CO 81435	20-2169766	501(C)(3)	15,000.	0.			PARENTS AS TEACHERS PROGRAM
COLORADO FOURTEENERS INITIATIVE 1600 JACKSON ST GOLDEN, CO 80401	84-1354844	501(C)(3)	5,019.	0.			BUILD A SUSTAINABLE TRAIL TO EL DIENTE PEAK

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- 3** Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2013)

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

PUBLIC DISCLOSURE COPY

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HILLTOP HEALTH SERVICES CORP 540 S 1ST ST MONTROSE, CO 81401	74-2321009	501(C)(3)	8,000.	0.			OPERATIONS
INTERNATIONAL CENTER FOR APPROPRIATE AND SUSTAINABLE TECHNOLOGY - 777 S WADSWORTH BLVD - LAKEWOOD, CO 80226	41-2139623	501(C)(3)	7,711.	0.			OPERATIONS
MIDWESTERN COLORADO MENTAL HEALTH CENTER - PO BOX 1208 - MONTROSE, CO 81402	84-0561224	501(C)(3)	18,000.	0.			OPERATIONS
MONTROSE REGIONAL LIBRARY DISTRICT 320 S 2ND ST MONTROSE, CO 81401	84-0589996	501(C)(3)	9,000.	0.			OPERATIONS
MOUNTAIN FILM, LTD PO BOX 1088 TELLURIDE, CO 81435	84-1271056	501(C)(3)	43,110.	0.			OPERATIONS
MOUNTAIN MUNCHKINS CHILD CARE AND PRESCHOOL - 455 MOUNTAIN VILLAGE BOULEVARD, STE A - TELLURIDE, CO 81435	84-1299345	501(C)(3)	27,208.	0.			TO SUPPORT INFANT OPERATING EXPENSES, CONTINUING EDUCATION, AND SCHOLARSHIPS
MOUNTAIN SPROUTS PRESCHOOL INC PO BOX 1942 TELLURIDE, CO 81435	84-1606568	501(C)(3)	10,643.	0.			OPERATIONS
NATIONAL FILM PRESERVE 800 JONES ST BERKLEY, CO 94710	23-7426302	501(C)(3)	24,500.	0.			HELP UNDERWRITE THE NUGGET THEATER
OBERLIN COLLEGE 50 WEST LORAIN STREET OBERLIN, OH 44074	34-0714363	UNIVERSITY	8,333.	0.			OPERATIONS

PUBLIC DISCLOSURE COPY

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ONE TO ONE SAN MIGUEL MENTORING PO BOX 1574 TELLURIDE, CO 81435	84-1502625	501(C)(3)	50,803.	0.			OPERATIONS
OURAY COUNTY PUBLIC HEALTH/HOMEMAKER PROGRAM - PO BOX 670 - OURAY, CO 81427	84-6000791	LOCAL GOVERNMENT	5,047.	0.			OPERATIONS
OURAY COUNTY SCHOOLS COMMUNITY RESOURCE CONSORTIUM - PO BOX 709 - RIDEGWAY, CO 81432	84-1453650	501(C)(3)	13,655.	0.			OPERATIONS
PALM ARTS INC. 721 W COLORADO AVENUE TELLURIDE, CO 81435	27-0962251	501(C)(3)	14,615.	0.			OPERATIONS
PARADOX VALLEY CHARTER SCHOOL PO BOX 420 PARADOX, CO 81429	84-1595429	501(C)(3)	9,500.	0.			SUPPORT ARTS AND ACADEMIC FOCUSED AFTER SCHOOL PROGRAMS
RAINBOW SCHOOL AND DAYCARE CENTER INC. - PO BOX 1127 - TELLURIDE, CO 81435	84-0747586	501(C)(3)	30,056.	0.			OPERATIONS
REGION 10 ECONOMIC ASSISTANCE AND PLANNING - 300 NORTH CASCADE SUITE 1 - MONTROSE, CO 81401	84-0631483	501(C)(3)	50,000.	0.			OPERATIONS
RIDGWAY SCHOOL DISTRICT R-2 1115 S CLINTON ST RIDEGWAY, CO 81432	84-6006275	SCHOOL	6,500.	0.			SUPPORT LEARN TO SKI PROGRAM
SAN JUAN FIELD SCHOOL PO BOX 3726 TELLURIDE, CO 81435	84-1588210	501(C)(3)	6,000.	0.			SUPPORT WINTER PROGRAMS

PUBLIC DISCLOSURE COPY

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SAN MIGUEL AND OURAY COUNTIES JUVENILE DIVERSION PROGRAM - P.O. BOX 1068 - TELLURIDE, CO 81435	84-6000806	501(C)(3)	10,000.	0.			OPERATIONS
SAN MIGUEL EDUCATION FUND PO BOX 1069 TELLURIDE, CO 81435	23-7317485	501(C)(3)	24,488.	0.			TO ENHANCE DAILY NEWS COVEARGE AND TO DEVELOP AND IMPLEMENT PUBLIC AFFAIRS PROGRAMMING
SAN MIGUEL RESOURCE CENTER PO BOX 3243 TELLURIDE, CO 81435	84-1248457	501(C)(3)	44,546.	0.			OPERATIONS
SECOND CHANCE HUMANE SOCIETY PO BOX 2096 RIDEGWAY, CO 81432	84-1266231	501(C)(3)	18,115.	0.			TO FUND PREVENTION, OUTREACH, AND EDUCATION TO REDUCE PET OVERPOPULATION IN SAN
SHERIDAN ARTS FOUNDATION PO BOX 2680 TELLURIDE, CO 81435	84-1166423	501(C)(3)	21,765.	0.			TO SUPPORT NONPROFIT RENTAL SUBSIDIES AND THE YOUNG PEOPLE'S THEATER SCHOLARSHIP FUND
TELLURIDE ACADEMY PO BOX 2255 TELLURIDE, CO 81435	84-0945670	501(C)(3)	43,500.	0.			TUITION ASSISTANCE FOR ACADEMY SUMMER AND AFTER SCHOOL PROGRAMMING AND FOR OPERATING SUPPORT FOR
TELLURIDE ADAPTIVE SKI PROGRAM 113 LOST CREEK LANE, STE D TELLURIDE, CO 81435	84-1337870	501(C)(3)	30,477.	0.			INSTRUCTOR AND VOLUNTEER TRAINING, SCHOLARSHIPS FOR LOW INCOME RESIDENTS AND THE DISABILITY
TELLURIDE AIDS BENEFIT INC PO BOX 3819 TELLURIDE, CO 81435	84-1553698	501(C)(3)	7,407.	0.			PROVIDE REGIONAL FREE HIV TESTING AND STUDENT EDUCATION PROGRAMS
TELLURIDE ARTS PO BOX 152 TELLURIDE, CO 81435	84-0712952	501(C)(3)	27,110.	0.			TO MAINTAIN PROGRAMMING AND IMPLEMENT THE TELLURDIE ARTS DISTRICT

PUBLIC DISCLOSURE COPY

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TELLURIDE CHAMBER MUSIC ASSOCIATION - PO BOX 115 - TELLURIDE, CO 81435	74-2319709	501(C)(3)	6,000.	0.			OPERATIONS
TELLURIDE CHORAL SOCIETY PO BOX 727 TELLURIDE, CO 81435	84-1330825	501(C)(3)	5,014.	0.			OPERATIONS
TELLURIDE COMMUNITY TELEVISION PO BOX 1521 TELLURIDE, CO 81435	84-1128348	501(C)(3)	17,197.	0.			OPERATIONS
TELLURIDE EARLY CHILDHOOD CENTER 721 WEST COLORADO AVENUE TELLURIDE, CO 81435	84-6001946	501(C)(3)	20,000.	0.			WORKING FAMILY SCHOLARSHIPS, PARENT EDUCATION, AND QUALITY IMPROVEMENTS
TELLURIDE EDUCATION FOUNDATION DBA AS R-1 - PO BOX 3548 - TELLURIDE, CO 81435	84-1251006	SCHOOL	16,054.	0.			SUPPORT PROGRAM AND TEACHER MAGNET GRANTS AND COMMUNITY OUTREACH PROGRAMS
TELLURIDE HISTORICAL MUSEUM PO BOX 1597 TELLURIDE, CO 81435	84-1034023	501(C)(3)	13,166.	0.			OPERATIONS
TELLURIDE LIZARD HEADS PO BOX 1232 TELLURIDE, CO 81435	84-1090533	501(C)(3)	6,000.	0.			OPERATIONS
TELLURIDE MEDICAL CENTER FOUNDATION - PO BOX 1229 - TELLURIDE, CO 81435	26-3556757	501(C)(3)	18,425.	0.			OPERATIONS
TELLURIDE MOUNTAIN SCHOOL 200 SAN MIGUEL RIVER TELLURIDE, CO 81435	84-1481180	501(C)(3)	10,000.	0.			OPERATIONS

PUBLIC DISCLOSURE COPY

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TELLURIDE NORDIC ASSOCIATION PO BOX 1784 TELLURIDE, CO 81435	84-1156121	501(C)(3)	6,000.	0.			TRAIL MAINTENANCE, EQUIPMENT, AND TECHNICAL ASSISTANCE
TELLURIDE PRESCHOOL INC PO BOX 717 TELLURIDE, CO 81435	84-1207351	501(C)(3)	14,453.	0.			OPERATIONS
TELLURIDE R-1 SCHOOL 725 W COLORADO AVE TELLURIDE, CO 81435	98-0292700	PUBLIC SCHOOL	5,781.	0.			OPERATIONS
TELLURIDE SKI & SNOWBOARD CLUB PO BOX 2824 TELLURIDE, CO 81435	84-1152879	501(C)(3)	34,380.	0.			PROJECT OPERATIONS
TELLURIDE SOCIETY FOR JAZZ PO BOX 2132 TELLURIDE, CO 81435	84-1171778	501(C)(3)	14,652.	0.			OPERATIONS
TELLURIDE THEATRE PO BOX 2469 TELLURIDE, CO 81435	84-1153491	501(C)(3)	33,866.	0.			OPERATIONS
TELLURIDE YOUTH SOCCER CLUB PO BOX 1799 TELLURIDE, CO 81435	84-1569268	501(C)(3)	6,941.	0.			OPERATIONS
THE PINHEAD INSTITUTE, INC. PO BOX 2905 TELLURIDE, CO 81435	84-1605984	501(C)(3)	16,291.	0.			SUPPORT SCIENCE EDUCATIONAL PROGRAMS
THE WRIGHT STUFF COMMUNITY FOUNDATION - PO BOX 340 - NORWOOD, CO 81423	84-1452620	501(C)(3)	40,735.	0.			OPERATIONS

PUBLIC DISCLOSURE COPY

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TODDLER TOWN OF TELLURIDE PO BOX 4204 TELLURIDE, CO 81435	26-3684506	501(C)(3)	10,235.	0.			OPERATIONS
TRI-COUNTY HEALTH NETWORK PO BOX 4222 TELLURIDE, CO 81435	27-4743848	501(C)(3)	21,126.	0.			OPERATIONS
UNCOMPAHGRE COMBINED CLINICS DBA UNCOMPAHGRE MEDICAL CENTER - PO BOX 280 - NORWOOD, CO 81423	84-1071822	501(C)(3)	25,000.	0.			PROVIDE SUBSIDIZED DENTAL CARE FOR UNDERSERVED CHILDREN AND ADULTS
UNCOMPAHGRE VOLUNTEER LEGAL AID 300 NORTH CASCADE MONTROSE, CO 81401	84-1203569	501(C)(3)	5,000.	0.			OPERATIONS
UNIVERSITY CENTERS OF THE SAN MIGUEL INC - PO BOX 1621 - TELLURIDE, CO 81435	20-3690304	501(C)(3)	10,211.	0.			OPERATIONS
WEEHAWKEN CREATIVE ARTS PO BOX 734 RIDEGWAY, CO 81432	75-3145854	501(C)(3)	14,117.	0.			OPERATIONS
WEST END FAMILY LINK CENTER PO BOX 602 NUCLA, CO 81424	84-1611156	501(C)(3)	10,000.	0.			OPERATIONS
WEST END PUBLIC SCHOOLS PO BOX 570 NUCLA, CO 81424	84-6042830	501(C)(3)	20,000.	0.			OPERATIONS

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIPS	9	33,000.	0.		
HUMAN SERVICES - ENERGY OUTREACH	32	11,390.	0.		
HUMAN SERVICES - GOOD NEIGHBOR	19	24,567.	0.		

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2:

EXPLANATION: AS RECOMMENDED BY THE COUNCIL ON FOUNDATIONS, THE FOUNDATION
 FOLLOWS BEST PRACTICES OF DUE DILIGENCE FOR GRANTEES BY 1) CHECKING CURRENT
 IRC SECTION CODE 501(C)(3) STATUS WITH THE IRS DATABASE, 2) CHECKING
 CURRENT COLORADO STATE "GOOD STANDING" STATUS, 3) REQUIRING DOCUMENTATION
 OF MISSION, BOARD OF DIRECTORS, CURRENT FINANCIAL AND AUDIT (IF AVAILABLE),
 AND 4) REQUIRING ALL GRANTEES TO REPORT BACK WITHIN 9 MONTHS OF FINANCIAL
 AND PROGRAM/PROJECT PERFORMANCE.

Part IV Supplemental Information

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: SECOND CHANCE HUMANE SOCIETY

(H) PURPOSE OF GRANT OR ASSISTANCE: TO FUND PREVENTION, OUTREACH, AND EDUCATION TO REDUCE PET OVERPOPULATION IN SAN MIGUEL, OURAY, AND WESTERN MONTROSE COUNTIES

NAME OF ORGANIZATION OR GOVERNMENT: TELLURIDE ACADEMY

(H) PURPOSE OF GRANT OR ASSISTANCE: TUITION ASSISTANCE FOR ACADEMY SUMMER AND AFTER SCHOOL PROGRAMMING AND FOR OPERATING SUPPORT FOR AFTER SCHOOL PROGRAMMING

NAME OF ORGANIZATION OR GOVERNMENT: TELLURIDE ADAPTIVE SKI PROGRAM

(H) PURPOSE OF GRANT OR ASSISTANCE: INSTRUCTOR AND VOLUNTEER TRAINING, SCHOLARSHIPS FOR LOW INCOME RESIDENTS AND THE DISABILITY AWARENESS PROGRAM

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2013

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990

Department of the Treasury
Internal Revenue Service

Name of the organization

TELLURIDE FOUNDATION

Employer identification number

84-1530768

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) PAUL MAJOR PRESIDENT & CEO	(i)	162,795.	0.	0.	5,175.	21,545.	189,515.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization

TELLURIDE FOUNDATION

Employer identification number
84-1530768

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X		17,297.	
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>SKI PASSES</u>)	X	16	103,212.	FAIR VALUE
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

- 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?
- b If "Yes," describe the arrangement in Part II.
- 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?
- 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
- b If "Yes," describe in Part II.
- 33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31		X
32a		X

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2013)

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

Open to Public
Inspection

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

Name of the organization

TELLURIDE FOUNDATION

Employer identification number

84-1530768

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

SERVING AS A RESPONSIBLE STEWARD FOR ENTRUSTED FUNDS, AND SUPPORTING
ACTIVITIES THAT CELEBRATE COMMUNITY

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: THE FOUNDATION HIRES AN INDEPENDENT ACCOUNTING FIRM TO PREPARE
THE FEDERAL FORM 990. UPON SUBMISSION, THE DRAFT FORM 990 IS REVIEWED AND
APPROVED BY THE FOUNDATION'S AUDIT COMMITTEE MEMEBERS AND MANAGEMENT STAFF.
ONCE APPROVED, THE FOUNDATION EMAILS A WEB LINK OF THE FEDERAL FORM 990 TO
EACH BOARD MEMBER TO VIEW BEFORE THE FINAL COPY IS SUBMITTED TO THE
INTERNAL REVENUE SERVICE.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: ON AN ANNUAL BASIS, THE FOUNDATION ASKS BOARD MEMBERS AND
STAFF TO COMPLETE A DISCLOSURE FORM WHICH REQUIRES THEM TO IDENTIFY ANY
POTENTIAL CONFLICTS OF INTEREST. AFTER FULL DISCLOSURE, THE CONFLICTED
FOUNDATION ASSOCIATE MAY BE PRESENT FOR DISCUSSION OF THE MATTER AT HIS OR
HER DISCRETION. AN ASSOCIATE SHALL BE ALLOWED TO VOTE ON THE MATTER IF THE
CONFLICT IS OF THE SAME DEGREE AS IF THE ASSOCIATE WERE A TRUSTEE OR MEMBER
OF THE BOARD OF DIRECTORS OF A COPORATION WHICH WOULD BE ADVANTAGED OR
DISADVANTAGED BY THE OUTCOME OF FOUNDATION ACTION OR INACTION. AN ASSOCIATE
SHALL NOT VOTE ON THE MATTER IF THE ASSOCIATE'S PERSONAL FINANCIAL INTEREST
WOULD BE ADVANTAGED OR DISADVANTAGED BY FOUNDATION ACTION OR INACTION. IN
THE EVENT THERE IS A BREACH OF THIS POLICY OR ALLEGATION OF A BREACH
BROUGHT BY A FOUNDATION ASSOCIATE, THE MATTER SHALL BE REVIEWED AND
CONSIDERED BY THE EXECUTIVE COMMITTEE. IN ITS REVIEW OF THE MATTER, THE

PUBLIC DISCLOSURE COPY

Name of the organization

TELLURIDE FOUNDATION

Employer identification number

84-1530768

EXECUTIVE COMMITTEE SHALL DECIDE WHAT REMEDY, IF ANY, IS APPROPRIATE AND WHICH THE FOUNDATION SHALL IMPOSE. ANY PARTY TO THE MATTER MAY APPEAL THE DECISION OF THE EXECUTIVE COMMITTEE TO THE BOARD OF DIRECTORS, FOR REVIEW, CONSIDERATION AND FINAL DECISION BY THE BOARD OF DIRECTORS IN A PROCESS TO BE DETERMINED BY THE BOARD OF DIRECTORS, AND WHICH DECISION BY THE BOARD OF DIRECTORS SHALL BE FINAL.

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: THE FOUNDATION CONDUCTED A COMPENSATION REVIEW IN 2013 WHICH INCLUDED THE FOLLOWING - A PERFORMANCE REVIEW SURVEY OF THE CEO WHICH WAS COMPLETED BY EVERY EXECUTIVE COMMITTEE MEMBER - A REVIEW OF THE PERFORMANCE SURVEY RESULTS WITH THE CEO BY THREE MEMBERS OF THE EXECUTIVE COMMITTEE (INCLUDING THE CO-CHAIRS AND TREASURER) - A COMPENSATION REVIEW FOLLOWING THE PERFORMANCE REVIEW WHICH WILL UTILIZE THE COMPARABLE COMPENSATION DATA FROM THE FOUNDATION INDUSTRY-WIDE 2013 COUNCIL ON FOUNDATION SALARY AND BENEFITS SURVEY - CEO PERFORMANCE AND COMPENSATION REVIEW WHICH WAS REPORTED BY THE EXECUTIVE COMMITTEE TO THE ENTIRE BOARD OF DIRECTORS AT THE DECEMBER 2013 ANNUAL MEETING AND DOCUMENTED IN THE BOARD OF DIRECTORS MINUTES.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: THE FOUNDATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, FEDERAL FORM 990, AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC ON ITS WEBSITE AND/OR UPON REQUEST. THE FEDERAL FORM 990 CAN ALSO BE FOUND ON GUIDESTAR TO VIEW PREVIOUSLY FILED FEDERAL FORM 990.

FORM 990, PART IX, LINE 11G, OTHER FEES:

OTHER FEES:

PUBLIC DISCLOSURE COPY

Name of the organization TELLURIDE FOUNDATION	Employer identification number 84-1530768
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PROGRAM SERVICE EXPENSES	248,230.
MANAGEMENT AND GENERAL EXPENSES	306.
FUNDRAISING EXPENSES	65.
TOTAL EXPENSES	248,601.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	248,601.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

INVESTMENTS IN TVA	-120,010.
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**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

**Open to Public
Inspection**

▶ **Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990**

Name of the organization

TELLURIDE FOUNDATION

**Employer identification number
84-1530768**

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
TRI-COUNTY HEALTH NETWORK - 27-4743848 PO BOX 4220 TELLURIDE , CO 81435	HEALTH & HUMAN SERVICES	COLORADO	501(C)(3)	LINE 7			X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2013

SEE PART VII FOR CONTINUATIONS

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		X
1b	X	
1c		X
1d		X
1e		X
1f		X
1g		X
1h		X
1i		X
1j		X
1k		X
1l		X
1m		X
1n	X	
1o		X
1p		X
1q	X	
1r		X
1s		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) TRI-COUNTY HEALTH NETWORK	B	21,258.	COST
(2) TRI-COUNTY HEALTH NETWORK	Q	82,749.	COST
(3)			
(4)			
(5)			
(6)			

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

PART II, IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS:

NAME, ADDRESS, AND EIN OF RELATED ORGANIZATION:

TRI-COUNTY HEALTH NETWORK

EIN: 27-4743848

PO BOX 4220

TELLURIDE , CO 81435