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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

2009

Department of the Treasury  
Internal Revenue Service

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

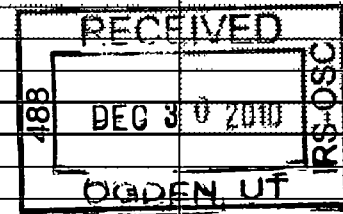
For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>TWELVE TWENTY-ONE FUND</b>		A Employer identification number <b>84-1609151</b>
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>10 CHERRYVALE DRIVE</b>		B Telephone number <b>303-480-1200</b>
	City or town, state, and ZIP code <b>ENGLEWOOD, CO 80110-7029</b>		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>1,425,314.</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		82,211.	82,211.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<61,209.>			
b Gross sales price for all assets on line 6a		935,831.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		21,002.	82,211.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		1,500.	1,500.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		840.	840.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		27,680.	27,569.		111.
24 Total operating and administrative expenses. Add lines 13 through 23		30,020.	29,909.		111.
25 Contributions, gifts, grants paid		70,250.			70,250.
26 Total expenses and disbursements. Add lines 24 and 25		100,270.	29,909.		70,361.
27 Subtract line 26 from line 12		<79,268.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			52,302.		
c Adjusted net income (if negative, enter -0-)				N/A	

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			346,816.	55,578.	55,578.
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U S and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other	STMT 5		1,154,276.	1,366,246.	1,369,736.	
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 <b>Total assets</b> (to be completed by all filers)			1,501,092.	1,421,824.	1,425,314.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)						
23 <b>Total liabilities</b> (add lines 17 through 22)			0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27 Capital stock, trust principal, or current funds			0.	0.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds			1,501,092.	1,421,824.		
30 <b>Total net assets or fund balances</b>			1,501,092.	1,421,824.		
31 <b>Total liabilities and net assets/fund balances</b>			1,501,092.	1,421,824.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,501,092.
2 Enter amount from Part I, line 27a	2	<79,268.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,421,824.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,421,824.



**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a UBS FINANCIAL - SEE ATTACHED	P	VARIOUS	VARIOUS
b UBS FINANCIAL - SEE ATTACHED	P	VARIOUS	VARIOUS
c BARON GROWTH FUND	P	VARIOUS	05/29/09
d UBS - RETURN OF PRINCIPAL	P	VARIOUS	VARIOUS
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 128,527.		112,539.	15,988.
b 359,127.		436,365.	<77,238.>
c 41.			41.
d 448,136.		448,136.	0.
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			15,988.
b			<77,238.>
c			41.
d			0.
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2           <div style="float: right;">&lt;61,209.&gt;</div> </div> </div>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 8, column (c)            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3           <div style="float: right;">N/A</div> </div> </div>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	58,101.	1,043,592.	.055674
2007	0.	857,944.	.000000
2006	40,650.	807,090.	.050366
2005	49,203.	334,895.	.146921
2004	21,429.	291,420.	.073533

2 Total of line 1, column (d)	2	.326494
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.065299
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,358,766.
5 Multiply line 4 by line 3	5	88,726.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	523.
7 Add lines 5 and 6	7	89,249.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	70,361.



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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,046.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,046.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,046.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		31.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 6	9		1,077.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A



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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SMITH BROOKS BOLSHOUN & CO, LLP Telephone no ► 303-480-1200 Located at ► 2680 18TH STREET, STE 200, DENVER, CO ZIP+4 ► 80211			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

Form 990-PF (2009)



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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PEGGY GOLDMAN 10 CHERRYVALE DRIVE ENGLEWOOD, CO 80110	PRESIDENT  1.00	0.	0.	0.

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

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

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

0







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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,171,940.
b	Average of monthly cash balances	1b	207,518.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,379,458.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,379,458.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,692.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,358,766.
6	Minimum investment return. Enter 5% of line 5	6	67,938.

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	67,938.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,046.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,046.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	66,892.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	66,892.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	66,892.

**Part XII** Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	70,361.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	70,361.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	70,361.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				66,892.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				1,271.
<b>d</b> From 2007				
<b>e</b> From 2008				5,921.
<b>f</b> Total of lines 3a through e		7,192.		
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 70,361.				
<b>a</b> Applied to 2008, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				66,892.
<b>e</b> Remaining amount distributed out of corpus	3,469.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,661.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	10,661.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006				1,271.
<b>c</b> Excess from 2007				
<b>d</b> Excess from 2008				5,921.
<b>e</b> Excess from 2009				3,469.



N/A

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

- | Tax year | Prior 3 years |          |          | (e) Total |
|----------|---------------|----------|----------|-----------|
| (a) 2009 | (b) 2008      | (c) 2007 | (d) 2006 |           |

- (4) Gross investment income**

Form **990-PF** (2009)



<b>Part XV</b>	<b>Supplementary Information</b> (continued)
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### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE STATEMENT 9				
<b>Total</b>				<b>70,250.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities			14	82,211.		
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income						
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	<61,209.>		
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory						
<b>11</b> Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0.		21,002.		0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)						21,002.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



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

		Yes	No
<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
<b>b</b>	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

<b>Sign Here</b> <b>Paid Preparer's Use Only</b>	Signature of officer or trustee <b>X</b> <i>Harvey J. Bolshoun</i>		Date <b>X</b> <b>11-15-10</b>		Title <b>X</b> <i>President</i>	
	Preparer's signature <b>X</b> <i>HARVEY BOLSHOUN</i>		Date <b>09/16/10</b>		Check if self-employed <input type="checkbox"/>	
Firm's name (or yours if self-employed), address, and ZIP code <b>X</b> <b>SMITH, BROOKS, BOLSHOUN &amp; CO., L.L.P.</b> <b>2680 18TH STREET, SUITE 200</b> <b>DENVER, CO 80211-3932</b>			EIN <b>X</b> <b>00043474</b>		Preparer's identifying number	
			Phone no.			



FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS FINANCIAL SERVICES	82,211.	0.	82,211.
TOTAL TO FM 990-PF, PART I, LN 4	82,211.	0.	82,211.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	1,500.	1,500.		0.
TO FORM 990-PF, PG 1, LN 16B	1,500.	1,500.		0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	840.	840.		0.
TO FORM 990-PF, PG 1, LN 18	840.	840.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK AND BROKER FEES	3,971.	3,971.		0.
POSTAGE	111.	0.		111.
INVESTMENT EXPENSE	23,598.	23,598.		0.
TO FORM 990-PF, PG 1, LN 23	27,680.	27,569.		111.



FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS FINANCIAL SERVICES BROKERAGE ACCOUNT	COST	1,366,246.	1,369,736.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,366,246.	1,369,736.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT	6
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TAX DUE FROM FORM 990-PF, PART VI	1,046.
UNDERPAYMENT PENALTY	31.
LATE PAYMENT INTEREST	21.
LATE PAYMENT PENALTY	31.
TOTAL AMOUNT DUE	1,129.

FORM 990-PF	LATE PAYMENT PENALTY	STATEMENT	7
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DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/10	1,046.	1,046.	6	31.
DATE FILED	11/15/10		1,046.		
TOTAL LATE PAYMENT PENALTY					31.

FORM 990-PF	LATE PAYMENT INTEREST	STATEMENT	8
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DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/10	1,046.	1,046.	.0400	184	21.
DATE FILED	11/15/10		1,067.			
TOTAL LATE PAYMENT INTEREST						21.



FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	9
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALLIED JEWISH FEDERATION 300 S DAHLIA ST #300 DENVER, CO 80246	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	11,500.
ANTI-DEFAMATION LEAGUE 1120 LINCOLN ST #1301 DENVER, CO 80203	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	7,500.
ASSOCIATION FOR INDIVIDUAL DEVELOPMENT 309 NORTH INDIAN TRAIL AURORA, IL 60508	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	3,000.
CEDARS- SINAI ARTHRITIS RESEARCH 8700 BEVERLY BLVD. LOS ANGELES, CA 90048	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	2,000.
CAMP NICOLET FOUNDATION 16040 HWY 70 E EAGLE RIVER, WI 54521	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	1,000.
COLORADO CHAPTER - MS SOCIETY 900 S BROADWAY, SUITE 250 DENVER, CO 80209	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	1,000.
COMMUNITY FOUNDATION OF THE FOX VALLEY 111 WEST DOWNER PL AURORA, IL 60506	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	4,500.
CONGREGATION RODEF SHALOM 450 S KEARNEY ST DENVER, CO 80224	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	6,000.



## TWELVE TWENTY-ONE FUND .

84-1609151

DENVER ART MUSEUM 100 WEST 14TH AVE PKWY DENVER, CO 80204	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	2,500.
FAMILY COUNSELING SERVICE 70 S RIVER STREET AURORA, IL 60506	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	3,000.
HILLEL COUNCIL OF COLORADO 2240 E WESLEY AVE DENVER, CO 80210	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	5,000.
JEWISH FAMILY SERVICES 3201 S TAMARAC DR DENVER, CO 80231	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	2,500.
DOMUS PACE FAMILY HOSPICE PO BOX 3800 BRECKENRIDGE, CO 80424	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	750.
MESA VERDE FOUNDATION P.O. BOX 11480 DENVER, CO 80211	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	1,000.
CASA KANE 100 SOUTH 3RD STREET SUITE 480 GENEVA, IL 60134	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	8,000.
HORIZON HOSPICE 833 WEST CHICAGO AVE CHICAGO, IL 60622	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	9,000.
ST. KATHARINE DREXEL CATHOLIC CHURCH 264 MAIN STREET SUGAR GROVE, IL 60554	NONE TO FURTHER GOALS OF RECIPIENT ORGANIZATION	OTHER PUBLIC CHARITY	2,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			70,250.



Twelve twenty - one Fund  
84-1609151

Account Number Y9 02543 80 Page 12 of 17 UBS Financial Services Inc.  
Your Financial Advisor or Contact  
LAURENCE H KNOWLTON  
617-247-6001/877-722-0060  
2009 Consolidated Form 1099

Corrected 03/10/10

### 2009 Realized Gain/Loss Summary

(Includes sale proceeds not reported on Form 1099-B)

This Realized Gain/Loss Summary is not a tax reporting document and has not been submitted to the IRS. If your sale amount matches the amount on Form 1099-B, which is reported to the IRS, it is marked as such. Please rely on the confirmations previously provided to you as your official activity record.

Estimated 2009 Gain/Loss for transactions with trade dates through 12/31/09 has been incorporated into this statement. Realized gain/loss is based on the sales amount less the cost basis. Please note that gain or loss recognized on the sale or redemption of certain Structured Products may be ordinary, and not capital, gain or loss. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products. Note that the Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion.

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order. An asterisk (\*) indicates a UBS Financial Services adjustment to cost basis. The number "1" indicates cost basis information has been provided by a source other than UBS Financial Services. Gain/Loss may not have been adjusted for all capital changes. Gain/Loss values that may be subject to Wash Sale provisions are not indicated here. "Earnings" in the Purchase Date column indicates the position sold was acquired on various dates through dividend reinvestment and that the Gain/Loss has been aggregated.

Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium. The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium. Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amount because the reporting requirements are different. Gain/Loss from short sale closings are reported as short-term regardless of the holding period of property used to close the short position. Clients should consult their tax advisors as to whether exceptions may apply in their particular case to change this classification. The potential application of the "Constructive Sale" provisions (Sec. 1259) for short-against-the box transactions is not considered. Clients should discuss the possible application of these provisions with their tax advisor.

	Purchase	Sale	Gains	Losses	Net
					Gain/Loss
Short-term Gain/Loss	\$ 112,538.58	\$ 128,527.00	\$ 17,160.88	\$ -1,172.46	\$ 15,988.42
Long-term Gain/Loss	436,365.58	359,127.15	1.74	-77,240.17	-77,238.43
Sub Total:	\$ 548,904.16	\$ 487,654.15	\$ 17,162.62	\$ -78,412.63	\$ -61,250.01
Total:	\$ 548,904.16	\$ 487,654.15	\$ 17,162.62	\$ -78,412.63	\$ -61,250.01

### Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ANNALY CAPITAL MANAGEMENT INC REIT	Trade	2,500,000		11/21/08	07/22/09	40,063.77	29,755.85	10,307.92		Y
BARON GROWTH FUND	Trade	733.138		06/19/09	09/25/09	28,027.87	25,000.01	3,027.86		Y
	Trade	1,225		Earnings	09/25/09	46.83	40.52	6.31		Y
CALAMOS STRATEGIC TOTAL RETURN FUND	Trade	5,000,000		07/02/09	08/14/09	40,619.73	37,391.58	3,228.15		Y
	Trade	40,000		Earnings	08/14/09	324.96	304.99	19.97		Y
	Trade	39,000		Earnings	08/28/09	311.03	312.36	-1.33		Y
COLUMBIA MARSICO FOCUSED EQUITIES FUND CLASS A	Trade	12,588		12/12/08	06/19/09	197.51	180.89	16.62		Y
	Trade	6,214		Earnings	06/19/09	97.50	96.25	1.25		Y

Continued on page 13

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C12L145850-X236



# UBS Financial Services Inc.

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Account Number Y9 02543 80

Your Financial Advisor or Contact

LAURENCE H KNOWLTON

617-247-6001/877-722-0060

## 2009 Consolidated Form 1099

Corrected 03/10/10

C12L145851-X236

### Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
DELAWARE INTL VALUE EQUITY FD CLASS A	Trade	175.212		12/26/08	06/19/09	1,622.46	1,436.74	185.72		Y
GATEWAY FUND CLASS A	Trade	7.282		06/30/08	06/19/09	172.73	202.86	-30.13	1	Y
	Trade	7.542		09/30/08	06/19/09	178.90	209.67	-30.77	1	Y
	Trade	11.330		12/31/08	06/19/09	268.75	273.85	-5.10		Y
	Trade	12.554		Earnings	06/19/09	297.78	283.22	14.56		Y
LOOMIS SAYLES BOND FUND CLASS RETAIL	Trade	19.372		01/31/08	01/23/09	202.44	280.88	-78.44	1	Y
	Trade	25.156		02/28/08	01/23/09	262.88	360.49	-97.61	1	Y
	Trade	31.148		03/27/08	01/23/09	325.50	437.94	-112.44	1	Y
	Trade	28.293		04/30/08	01/23/09	295.66	404.01	-108.35	1	Y
	Trade	29.742		05/29/08	01/23/09	310.80	425.01	-114.21	1	Y
	Trade	31.501		06/26/08	01/23/09	329.19	440.38	-111.19	1	Y
	Trade	32.746		07/31/08	01/23/09	342.20	444.03	-101.83	1	Y
	Trade	32.326		08/28/08	01/23/09	337.81	431.88	-94.07	1	Y
	Trade	35.927		09/25/08	01/23/09	375.44	446.56	-71.12	1	Y
	Trade	2.067		12/12/08	01/23/09	21.60	19.76	1.84		Y
	Trade	43.251		10/28/08	01/23/09	451.97	429.48	22.49		Y
	Trade	45.660		11/25/08	01/23/09	477.15	442.90	34.25		Y
	Trade	79.004		12/12/08	01/23/09	825.59	755.28	70.31		Y
	Trade	61.291		12/12/08	01/23/09	640.49	585.94	54.55		Y
PIMCO TOTAL RETURN FUND CLASS A	Trade	40.495		02/01/08	01/23/09	412.64	445.45	-32.81	1	Y
	Trade	44.204		03/03/08	01/23/09	450.44	484.92	-34.48	1	Y
	Trade	38.037		04/01/08	01/23/09	387.60	414.97	-27.37	1	Y
	Trade	41.930		05/01/08	01/23/09	427.27	457.46	-30.19	1	Y
	Trade	43.798		06/02/08	01/23/09	446.30	471.70	-25.40	1	Y
	Trade	43.410		07/01/08	01/23/09	442.35	461.45	-19.10	1	Y
	Trade	42.775		08/01/08	01/23/09	435.88	453.41	-17.53	1	Y
	Trade	43.808		09/02/08	01/23/09	446.40	466.99	-20.59	1	Y
	Trade	40.613		10/01/08	01/23/09	413.85	417.50	-3.65	1	Y
	Trade	360.290		12/10/08	01/23/09	3,671.36	3,566.87	104.49		Y
	Trade	48.630		10/31/08	01/23/09	495.54	493.11	2.43		Y
	Trade	43.122		11/28/08	01/23/09	439.41	444.16	-4.75		Y
	Trade	52.819		12/31/08	01/23/09	538.23	535.58	2.65		Y
	Trade	205.220		12/10/08	01/23/09	2,091.19	2,031.68	59.51		Y
<b>Total Short-Term Gain/Loss</b>						<b>128,527.00</b>	<b>112,538.58</b>	<b>15,988.42</b>		

Corrected 2009 1099 / Y9 02543 80



Account Number Y9 02543 80  
Your Financial Advisor or Contact  
LAURENCE H KNOWLTON  
617-247-6001/877-722-0060

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**UBS Financial Services Inc.**  
**2009 Consolidated Form 1099**

Corrected 03/10/10

C12L145852-X236

**Long-Term Gain/Loss**

*This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.*

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
<b>BARON GROWTH FUND</b>										
Trade	Trade	788 625		12/12/06	09/25/09	30,149.13	39,659.96	-9,510.83	1	Y
Trade	Trade	155,980		01/09/07	09/25/09	5,963.12	7,775.60	-1,812.48	1	Y
Trade	Trade	46 587		12/24/07	09/25/09	1,781.02	2,358.67	-577.65	1	Y
Trade	Trade	21,451		01/10/08	09/25/09	820.07	1,038.44	-218.37	1	Y
Trade	Trade	.272		07/21/08	09/25/09	10.40	12.15	-1.75	1	Y
<b>COLUMBIA MARSICO FOCUSED EQUITIES FUND CLASS A</b>										
Trade	Trade	967 551		02/10/04	06/19/09	15,180.88	16,109.72	-928.84	1	Y
Trade	Trade	3,355 362		05/05/05	06/19/09	52,645.63	59,155.03	-6,509.40	1	Y
Trade	Trade	38 297		04/20/06	06/19/09	600.88	819.94	-219.06	1	Y
Trade	Trade	15 118		01/09/07	06/19/09	237.20	332.75	-95.55	1	Y
Trade	Trade	46,487		12/14/07	06/19/09	729.38	1,165.44	-436.06	1	Y
<b>DELAWARE INTL VALUE EQUITY FD CLASS A</b>										
Trade	Trade	258,001		08/25/03	06/19/09	2,389.09	3,108.91	-719.82	1	Y
Trade	Trade	11,428		12/26/03	06/19/09	105.82	157.71	-51.89	1	Y
Trade	Trade	111,654		01/14/04	06/19/09	1,033.92	1,615.63	-581.71	1	Y
Trade	Trade	13 816		12/27/04	06/19/09	127.94	228.09	-100.15	1	Y
Trade	Trade	2,432,364		05/05/05	06/19/09	22,523.69	40,985.33	-18,461.64	1	Y
Trade	Trade	220 959		12/28/05	06/19/09	2,046.08	3,924.23	-1,878.15	1	Y
Trade	Trade	1,033,434		05/25/06	06/19/09	9,569.60	14,891.78	-5,322.18	1	Y
Trade	Trade	269,925		12/27/06	06/19/09	2,499.51	4,178.44	-1,678.93	1	Y
Trade	Trade	263 550		12/27/07	06/19/09	2,440.47	4,016.50	-1,576.03	1	Y
Trade	Trade	64 820		01/10/08	06/19/09	600.23	958.69	-358.46	1	Y
<b>GATEWAY FUND CLASS A</b>										
Trade	Trade	1,669 435		04/20/06	06/19/09	39,599.00	43,438.70	-3,839.70	1	Y
Trade	Trade	8,512		06/29/06	06/19/09	201.90	217.98	-16.08	1	Y
Trade	Trade	7,896		09/28/06	06/19/09	187.29	210.27	-22.98	1	Y
Trade	Trade	15,455		12/28/06	06/19/09	366.59	418.06	-51.47	1	Y
Trade	Trade	9,477		03/29/07	06/19/09	224.79	260.25	-35.46	1	Y
Trade	Trade	8,019		06/28/07	06/19/09	190.21	226.78	-36.57	1	Y
Trade	Trade	7,927		09/27/07	06/19/09	188.03	227.82	-39.79	1	Y
Trade	Trade	7,673		12/28/07	06/19/09	182.00	220.04	-38.04	1	Y
Trade	Trade	8,459		03/31/08	06/19/09	200.65	233.79	-33.14	1	Y
<b>LOOMIS SAYLES BOND FUND CLASS RETAIL</b>										
Trade	Trade	4,127 500		05/05/05	01/23/09	43,132.37	55,927.63	-12,795.26	1	Y
Trade	Trade	70,036		06/28/05	01/23/09	731.88	954.59	-222.71	1	Y
Trade	Trade	68,250		09/27/05	01/23/09	713.21	939.80	-226.59	1	Y
Trade	Trade	150 944		12/20/05	01/23/09	1,577.36	2,031.71	-454.35	1	Y
Trade	Trade	267 560		01/11/06	01/23/09	2,796.00	3,668.25	-872.25	1	Y

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2009 1099 / Y9 02543 80



Account Number Y9 02543 80  
Your Financial Advisor or Contact  
LAURENCE H KNOWLTON  
617-247-6001/877-722-0060

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UBS Financial Services Inc.

2009 Consolidated Form 1099

Corrected 03/10/10

C12L145853-X236

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
LOOMIS SAYLES BOND FUND CLASS RETAIL	Trade	75,830		03/28/06	01/23/09	792.42	1,041.15	-248.73	1	Y
	Trade	62,596		06/27/06	01/23/09	654.13	840.66	-186.53	1	Y
	Trade	66,707		09/26/06	01/23/09	697.09	938.57	-241.48	1	Y
	Trade	85,004		12/19/06	01/23/09	888.29	1,213.85	-325.56	1	Y
	Trade	59,491		03/27/07	01/23/09	621.68	854.87	-233.19	1	Y
	Trade	71,957		06/26/07	01/23/09	751.95	1,028.98	-277.03	1	Y
	Trade	24,309		07/26/07	01/23/09	254.03	350.54	-96.51	1	Y
	Trade	24,841		08/30/07	01/23/09	259.59	353.74	-94.15	1	Y
	Trade	25,585		09/27/07	01/23/09	267.36	372.52	-105.16	1	Y
	Trade	24,837		11/01/07	01/23/09	259.55	371.06	-111.51	1	Y
	Trade	26,218		11/29/07	01/23/09	273.98	383.04	-109.06	1	Y
	Trade	58,080		12/18/07	01/23/09	606.94	831.71	-224.77	1	Y
PIMCO TOTAL RETURN FUND CLASS A	Trade	460,218		06/04/02	01/23/09	4,689.62	4,901.32	-211.70	1	Y
	Trade	7,586		07/01/02	01/23/09	77.30	80.64	-3.34	1	Y
	Trade	9,241		08/01/02	01/23/09	94.17	98.42	-4.25	1	Y
	Trade	8,855		09/03/02	01/23/09	90.23	95.55	-5.32	1	Y
	Trade	7,764		10/01/02	01/23/09	79.12	84.46	-5.34	1	Y
	Trade	9,174		11/01/02	01/23/09	93.48	99.45	-5.97	1	Y
	Trade	9,634		12/02/02	01/23/09	97.15	103.35	-6.20	1	Y
	Trade	93,014		12/11/02	01/23/09	947.81	981.30	-33.49	1	Y
	Trade	9,410		01/02/03	01/23/09	95.89	100.40	-4.51	1	Y
	Trade	9,010		02/03/03	01/23/09	91.81	96.23	-4.42	1	Y
	Trade	7,458		03/03/03	01/23/09	76.00	80.55	-4.55	1	Y
	Trade	7,753		04/01/03	01/23/09	79.00	83.65	-4.65	1	Y
	Trade	8,005		05/01/03	01/23/09	81.57	87.08	-5.51	1	Y
	Trade	7,879		06/03/03	01/23/09	80.29	86.91	-6.62	1	Y
	Trade	6,009		07/01/03	01/23/09	61.23	66.10	-4.87	1	Y
	Trade	6,598		08/01/03	01/23/09	67.23	69.67	-2.44	1	Y
	Trade	7,168		09/02/03	01/23/09	73.04	76.11	-3.07	1	Y
	Trade	7,287		10/01/03	01/23/09	74.25	79.34	-5.09	1	Y
	Trade	6,515		11/03/03	01/23/09	66.39	70.30	-3.91	1	Y
	Trade	5,878		12/01/03	01/23/09	59.90	63.41	-3.51	1	Y
	Trade	50,216		12/11/03	01/23/09	511.70	535.29	-23.59	1	Y
	Trade	6,583		01/02/04	01/23/09	67.08	70.50	-3.42	1	Y
	Trade	4,864		02/02/04	01/23/09	49.56	52.34	-2.78	1	Y
	Trade	3,120		03/01/04	01/23/09	31.79	33.90	-2.11	1	Y
	Trade	4,458		04/01/04	01/23/09	45.43	48.77	-3.34	1	Y

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**Long-Term Gain/Loss - continued**

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
PIMCO TOTAL RETURN FUND	Trade	4 276		05/03/04	01/23/09	43.57	45.62	-2.05	1	Y
CLASS A	Trade	4 955		06/01/04	01/23/09	50.49	52.56	-2.07	1	Y
	Trade	4 215		07/01/04	01/23/09	42.95	44.85	-1.90	1	Y
	Trade	5 306		08/02/04	01/23/09	54.07	56.92	-2.85	1	Y
	Trade	4 925		09/01/04	01/23/09	50.19	53.77	-3.58	1	Y
	Trade	3 955		10/01/04	01/23/09	40.30	43.19	-2.89	1	Y
	Trade	4 317		11/01/04	01/23/09	43.99	47.53	-3.54	1	Y
	Trade	4 933		12/01/04	01/23/09	50.27	54.02	-3.75	1	Y
	Trade	91 251		12/14/04	01/23/09	929.85	975.47	-45.62	1	Y
	Trade	6 999		01/03/05	01/23/09	71.32	74.68	-3.36	1	Y
	Trade	94 112		01/13/05	01/23/09	959.00	1,004.18	-45.18	1	Y
	Trade	5 306		02/01/05	01/23/09	54.07	56.67	-2.60	1	Y
	Trade	4 719		03/01/05	01/23/09	48.09	50.12	-2.03	1	Y
	Trade	6 540		04/01/05	01/23/09	66.84	69.13	-2.29	1	Y
	Trade	8 054		05/02/05	01/23/09	82.07	86.18	-4.11	1	Y
	Trade	7 623 591		05/05/05	01/23/09	77,684.39	81,801.13	-4,116.74	1	Y
	Trade	22 793		06/01/05	01/23/09	232.26	245.94	-13.68	1	Y
	Trade	30 536		07/01/05	01/23/09	311.16	330.09	-18.93	1	Y
	Trade	31 220		08/01/05	01/23/09	318.13	333.74	-15.61	1	Y
	Trade	30 803		09/01/05	01/23/09	313.88	332.66	-18.78	1	Y
	Trade	34 009		10/03/05	01/23/09	346.55	362.20	-15.65	1	Y
	Trade	32 179		11/01/05	01/23/09	327.90	338.51	-10.61	1	Y
	Trade	36 472		12/01/05	01/23/09	371.65	383.69	-12.04	1	Y
	Trade	87 613		12/15/05	01/23/09	892.78	917.31	-24.53	1	Y
	Trade	40 727		01/03/06	01/23/09	415.01	427.63	-12.62	1	Y
	Trade	803 835		01/11/06	01/23/09	8,191.08	8,448.31	-257.23	1	Y
	Trade	35 367		02/01/06	01/23/09	360.39	370.65	-10.26	1	Y
	Trade	36 462		03/01/06	01/23/09	371.55	382.12	-10.57	1	Y
	Trade	45 632		04/03/06	01/23/09	464.99	471.38	-6.39	1	Y
	Trade	37 831		05/01/06	01/23/09	385.50	389.66	-4.16	1	Y
	Trade	37 840		06/01/06	01/23/09	385.59	387.09	-1.50	1	Y
	Trade	41 819		07/03/06	01/23/09	426.14	425.72	.42	1	Y
	Trade	36 728		08/01/06	01/23/09	374.26	378.30	-4.04	1	Y
	Trade	39 354		09/01/06	01/23/09	401.02	409.66	-8.64	1	Y
	Trade	40 789		10/02/06	01/23/09	415.64	426.25	-10.61	1	Y
	Trade	39 370		11/01/06	01/23/09	401.18	412.19	-11.01	1	Y
	Trade	40 140		12/04/06	01/23/09	409.03	423.48	-14.45	1	Y
	Trade	39 686		12/14/06	01/23/09	404.40	415.12	-10.72	1	Y

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**Long-Term Gain/Loss - continued**

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
PIMCO TOTAL RETURN FUND CLASS A	Trade	43,176		01/02/07	01/23/09	439.96	448.17	-8.21	1	Y
	Trade	37,652		02/01/07	01/23/09	383.67	388.57	-4.90	1	Y
	Trade	38,965		03/01/07	01/23/09	397.05	407.17	-10.12	1	Y
	Trade	43,817		04/02/07	01/23/09	446.50	457.01	-10.51	1	Y
	Trade	40,118		05/01/07	01/23/09	408.80	417.63	-8.83	1	Y
	Trade	45,986		06/01/07	01/23/09	468.60	469.98	-1.38	1	Y
	Trade	44,161		07/02/07	01/23/09	450.00	448.68	1.32	1	Y
	Trade	41,951		08/01/07	01/23/09	427.48	429.58	-2.10	1	Y
	Trade	50,288		09/04/07	01/23/09	512.43	519.48	-7.05	1	Y
	Trade	39,663		10/01/07	01/23/09	404.17	416.06	-11.89	1	Y
	Trade	46,523		11/01/07	01/23/09	474.07	491.28	-17.21	1	Y
	Trade	48,093		12/03/07	01/23/09	490.07	517.48	-27.41	1	Y
	Trade	73,102		12/13/07	01/23/09	744.91	776.34	-31.43	1	Y
	Trade	42,659		01/02/08	01/23/09	434.70	456.02	-21.32	1	Y
<b>Total Long-Term Gain/Loss</b>						<b>359,127.15</b>	<b>436,365.58</b>	<b>-77,238.43</b>		



# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on **e-file for Charities & Nonprofits**.

Type or print	Name of Exempt Organization	Employer identification number
	TWELVE TWENTY-ONE FUND	84-1609151
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 10 CHERRYVALE DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ENGLEWOOD, CO 80110-7029	

Check type of return to be filed (file a separate application for each return):

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

**SMITH BROOKS BOLSHOUN & CO, LLP**

- The books are in the care of ▶ **2680 18TH STREET, STE 200, DENVER, CO - 80211**  
Telephone No ▶ **303-480-1200** FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶ ☒ calendar year **2009** or  
▶ ☐ tax year beginning , and ending .

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 4-2009)



• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

<b>Part II</b>		<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).	
Type or print  File by the extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer identification number
	TWELVE TWENTY-ONE FUND		84-1609151
	Number, street, and room or suite no. If a P.O. box, see instructions. 10 CHERRYVALE DRIVE		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ENGLEWOOD, CO 80110-7029		

**Check type of return to be filed** (File a separate application for each return):

- ☐ Form 990   
 ☐ Form 990-EZ   
 ☐ Form 990-T (sec. 401(a) or 408(a) trust)   
 ☐ Form 1041-A   
 ☐ Form 5227   
 ☐ Form 8870  
☐ Form 990-BL   
☒ Form 990-PF   
☐ Form 990-T (trust other than above)   
☐ Form 4720   
☐ Form 6069

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**SMITH BROOKS BOLSHOUN & CO, LLP**

- The books are in the care of **2680 18TH STREET, STE 200, DENVER, CO - 80211**  
 Telephone No. **303-480-1200** FAX No. \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**
- 5 For calendar year **2009**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension  
**TAXPAYER IS UNABLE TO ACCUMULATE ALL THE NECESSARY INFORMATION NEEDED TO FILE A COMPLETE RETURN AT THIS TIME.**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c	<b>Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **Henry Bolshoun** Title **CRA** Date **8/9/10**

Form 8868 (Rev 4-2009)