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Form 990-PF

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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation

FIND US FAITHFUL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

5994 S HOLLY STREET

Room/suite

254

City or town, state, and ZIP code

GREENWOOD VILLAGE CO 80111

G Check all that apply

Initial return
Final return
Address change

Initial return of a former public charity
Amended return
Name change
H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c),
line 16) ► \$ **91,056,027**J Accounting method Cash Accrual
 Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

20-5632085

B Telephone number (see instructions)

303-917-3280C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2. Foreign organizations meeting the
85% test, check here and attach computation ► E If private foundation status was terminated under
section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		205,590			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		81,455	81,455		
4 Dividends and interest from securities		388,797	388,797		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10	Stmt 1	7,333,355			
b Gross sales price for all assets on line 6a	10/19/2013	10,541,696			
7 Capital gain net income (from Part IV, line 2)			181,283		
8 Net short-term capital gain				0	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	Stmt 2	32,613	8,325		
12 Total. Add lines 1 through 11		8,041,810	659,860	0	
13 Compensation of officers, directors, trustees, etc		80,991	27,198		47,200
14 Other employee salaries and wages					
15 Pension plans, employee benefits		561			392
16a Legal fees (attach schedule) See Stmt 3		9,648			5,098
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest		93	93		
18 Taxes (attach schedule) (see instructions)	Stmt 4	256,218			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		48,063			48,063
22 Printing and publications					
23 Other expenses (att sch)	Stmt 5	231,604	227,335		455
24 Total operating and administrative expenses.		627,178	254,626	0	101,208
Add lines 13 through 23					
25 Contributions, gifts, grants paid		3,743,153			3,743,153
26 Total expenses and disbursements. Add lines 24 and 25		4,370,331	254,626	0	3,844,361
27 Subtract line 26 from line 12		3,671,479			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			405,234		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year			End of year		
			(a) Book Value		(b) Book Value		(c) Fair Market Value	
1	Cash – non-interest-bearing							
2	Savings and temporary cash investments			52,509,849	26,082,837	26,082,837		
3	Accounts receivable ►							
	Less allowance for doubtful accounts ►							
4	Pledges receivable ►							
	Less allowance for doubtful accounts ►							
5	Grants receivable							
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)							
7	Other notes and loans receivable (att. schedule) ►		0					
	Less allowance for doubtful accounts ►							
8	Inventories for sale or use							
9	Prepaid expenses and deferred charges							
10a	Investments – U S and state government obligations (attach schedule)							
b	Investments – corporate stock (attach schedule)	See Stmt 6		8,850,000	32,433,058	56,895,889		
c	Investments – corporate bonds (attach schedule)	See Stmt 7			3,686,401	3,717,301		
11	Investments – land, buildings, and equipment basis ►							
	Less accumulated depreciation (attach sch) ►							
12	Investments – mortgage loans							
13	Investments – other (attach schedule)	See Statement 8		902,001	3,731,024	4,360,000		
14	Land, buildings, and equipment basis ►							
	Less accumulated depreciation (attach sch) ►							
15	Other assets (describe ►)					
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)			62,261,850	65,933,320	91,056,027		
17	Accounts payable and accrued expenses							
18	Grants payable							
19	Deferred revenue							
20	Loans from officers, directors, trustees, and other disqualified persons							
21	Mortgages and other notes payable (attach schedule)							
22	Other liabilities (describe ►	See Statement 9)	9				
23	Total liabilities (add lines 17 through 22)			9	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>							
	and complete lines 24 through 26 and lines 30 and 31.							
	24	Unrestricted						
	25	Temporarily restricted						
	26	Permanently restricted						
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>							
	and complete lines 27 through 31.							
	27	Capital stock, trust principal, or current funds						
	28	Paid-in or capital surplus, or land, bldg , and equipment fund						
	29	Retained earnings, accumulated income, endowment, or other funds		62,261,841	65,933,320			
	30	Total net assets or fund balances (see instructions)		62,261,841	65,933,320			
	31	Total liabilities and net assets/fund balances (see instructions)		62,261,850	65,933,320			

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	62,261,841
2	Enter amount from Part I, line 27a	2	3,671,479
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	65,933,320
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	65,933,320

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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 K-1 LEGACY VENTURE (QP) - ST					
b K-1 LEGACY VENTURE (QP) - LT					
c MILESTONE - ST					
d MILESTONE - LT					
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 10,499			10,499		
b 49,173			49,173		
c 31,243			31,243		
d 90,368			90,368		
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			10,499		
b			49,173		
c			31,243		
d			90,368		
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	181,283	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,860,687	84,259,582	0.033951
2010	2,197,694	60,760,411	0.036170
2009	1,831,370	49,757,141	0.036806
2008	457,439	47,560,089	0.009618
2007	2,968,249	45,567,444	0.065140

2 Total of line 1, column (d) 2 0.181685

3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.036337

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 95,790,117

5 Multiply line 4 by line 3 5 3,480,725

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 4,052

7 Add lines 5 and 6 7 3,484,777

8 Enter qualifying distributions from Part XII, line 4 8 3,844,361

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

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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)	1	4,052
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	4,052
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	4,052
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	252,000
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 O. R. Overpayment	(545)	7 251,455
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	247,403
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	247,000	Refunded ► 11 403

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b	X
c	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	1c	X
d	Did the foundation file Form 1120-POL for this year?		
(1)	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	(1)	
(2)	On the foundation ► \$ _____ (2) On foundation managers ► \$ _____	(2)	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	6	X
• 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?			
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	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
None			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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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	<input checked="" type="checkbox"/>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► www.findusfaithful.org	13	<input checked="" type="checkbox"/>
14	The books are in care of ► PRIVATE FOUNDATION SERVICES, LLC 6184 S MAGNOLIA COURT	Telephone no ►	303-917-3280
	Located at ► CENTENNIAL	CO	ZIP+4 ► 80111
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	<input type="checkbox"/>
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)	Yes	No
(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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	<input type="checkbox"/> X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	<input type="checkbox"/>
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	2b	<input type="checkbox"/>
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	<input type="checkbox"/>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/> 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 2012?	4b	<input checked="" type="checkbox"/> X

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	5b	
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10				

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

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

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

► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

► 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 N/A

2

3

4

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 N/A

2

All other program-related investments. See instructions

3

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	52,806,013
b	Average of monthly cash balances	1b	38,442,837
c	Fair market value of all other assets (see instructions)	1c	6,000,000
d	Total (add lines 1a, b, and c)	1d	97,248,850
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	97,248,850
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,458,733
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	95,790,117
6	Minimum investment return. Enter 5% of line 5	6	4,789,506

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	4,789,506
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,052
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,052
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,785,454
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,785,454
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	4,785,454

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	3,844,361
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	3,844,361
b	Cash distribution test (attach the required schedule)	5	4,052
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	3,840,309
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				4,785,454
2 Undistributed income, if any, as of the end of 2012			3,796,691	
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 3,844,361			3,796,691	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				47,670
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				4,737,784
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form 990-PF (2012)

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities				
	Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test – enter				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test – enter				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

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

1 Information Regarding Foundation Managers:

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

DAVID & ELIZABETH CLOUSE**\$2,056**

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

N/A

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

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

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

N/A

b The form in which applications should be submitted and information and materials they should include

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 11				3,743,153
Total			► 3a	3,743,153
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	81,455	
4 Dividends and interest from securities			14	388,797	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	181,283	7,152,072
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b See Statement 12				32,613	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		684,148	7,152,072
13 Total. Add line 12, columns (b), (d), and (e)				13	7,836,220

(See worksheet in line 13 instructions to verify calculations)

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

Other transactions

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

d. If the answer to any of the above is "Yes," complete the following schedule.

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

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

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

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

**Sign
Here**


X Karen L. Hallinan
Preparer of Tax Returns

X 11/7/13

8

OFFICER

Signature of officer or trustee		Date	Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date
	Ronald A. Metcalfe, CPA			11/07/13
	Firm's name ► Call & Metcalfe, CPA's		PTIN	P00185209
Firm's address ► 690 De Long Ave Ste 400 Novato, CA 94945		Firm's EIN	91-1753998	
		Phone no	415-892-9001	
				Check <input type="checkbox"/> if self-employed

Schedule B
 (Form 990, 990-EZ,
 or 990-PF)
 Department of the Treasury
 Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization	Employer identification number
FIND US FAITHFUL FOUNDATION	20-5632085

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year

► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

FIND US FAITHFUL FOUNDATION

Employer identification number

20-5632085

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SOLID ROCK TRUST 5994 S. HOLLY ST, #254 GREENWOOD VILLAGE CO 80111	\$ 203,534	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

FIND US FAITHFUL FOUNDATION

Employer identification number

20-5632085

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	6,930SH-iSHARES SILVER TRUST	\$ 203,534	12/23/12

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	Sale Price	How Received		Expense	Depreciation	Net Gain / Loss
					Cost	Purchase			
7000SH - ISHARES SILVER TRUST		12/23/12	12/31/12	\$ 90	\$ 88	\$ 88	\$	\$	\$ 2
200000SH -UST INFL IDX	2% 01/26			Purchase					
300000SH -UST INFL IDX	2.375% 01/25	4/13/12	12/26/12	307,092	288,863				18,229
17407SH -Home Away Inc	4/12/12	12/26/12		Purchase	498,733	470,428			28,305
82593SH -Home Away Inc	12/14/06	8/07/12		Purchase	426,666	87,035			339,631
5867SH -Home Away Inc	12/14/06	8/16/12		Purchase	2,029,514	412,965			1,616,549
94133SH -Home Away Inc	12/14/06	9/14/12		Purchase	145,346	29,335			116,011
17328SH -Home Away Inc	12/14/06	9/19/12		Purchase	2,332,736	470,665			1,862,071
2463SH -Home Away Inc	12/14/06	12/20/12		Purchase	394,597	86,640			307,957
3501SH -Home Away Inc	12/14/06	12/20/12		Purchase	55,859	12,315			43,544
76708SH -Home Away Inc	12/14/06	12/21/12		Purchase	79,402	17,505			61,897
67022SH -Home Away Inc	12/14/06	12/21/12		Purchase	1,688,479	383,540			1,304,939
36400SH -CML HEALTHCARE INC	12/14/06	3/05/12		Purchase	1,819,159	335,110			1,484,049
8704.062SH -DFA ONE YEAR FIXED	10/31/12	11/08/12		Purchase	257,471	307,398			-49,927
338167.053SH -DFA ONE YEAR FIXED	4/10/12	6/05/12		Purchase	89,971	89,913			58
345287.646SH -DFA ONE YEAR FIXED	4/10/12	10/03/12		Purchase	3,500,000	3,493,280			6,720
13024.093SH -PIMCO REAL RETURN FUND	4/10/12	11/01/12		Purchase	3,573,698	3,566,836			6,862
	4/02/12	12/26/12		Purchase	161,600	156,425			5,175

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description	How Received		Net Gain / Loss				
	Whom Sold	Date Acquired	Sale Price	Cost	Expense	Depreciation	
Total			\$ 17,360,413	\$ 10,208,341	\$ 0	\$ 0	\$ 7,152,072

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

Description	Revenue per Books		Net Investment Income	Adjusted Net Income
	\$	483	\$	483
K-1 LEGACY VENTURE V (QP) - INT	\$	1,699	\$	1,699
K-1 LEGACY VENTURE V (QP) - DIV		188		188
K-1 LEGACY VENTURE V (QP) -1231		1		1
K-1 LEGACY VENTURE V (QP) -OTHR		233		233
K-1 LEGACY VENTURE VI (QP) - INT		251		251
K-1 LEGACY VENTURE VI (QP) - DIV		277		277
K-1 ARBOR LAKE PRTNRS -OTHR		1		1
K-1 DEER CREEK APTS - INT		84		84
K-1 DEER CREEK APTS -OTHR		21		21
K-1 FALCON SQUARE - INT		3		3
K-1 LINCOLN GREEN PRTNRS - INT		850		850
K-1 LINCOLN GREEN PRTNRS -OTHR		4,134		4,134
K-1 WHISPERING APTS -RENTAL		99		99
K-1 VISTAS AT SADDLE ROCK - INT		1		1
INTERNAL REVENUE SERVICE				
2011 TAX REFUND				
Total	\$	24,288	\$	8,325
	\$	32,613	\$	0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
GENERAL GOVERNANCE MATTERS & CON	\$ 5,098	\$		\$ 5,098
TAX RETURN PREPARATION	4,550			
Total	\$ 9,648	\$ 0	\$ 0	\$ 5,098

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2012 ESTIMATED TAX	\$ 252,000	\$		\$
DELAWARE TAX	44			
FOREIGN TAXES PAID	4,174			
Total	\$ 256,218	\$ 0	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
BANK CHARGES	55			
BUSINESS MEALS	1,541			
COLORADO SECRETARY OF STATE	10			
DELAWARE ANNUAL REPORT FEE	125			
DELAWARE CORPORATION FEES				
DOMAIN NAME REGISTRATION FEE				
INVESTMENT EXPENSES				
K-1 ARBOR LAKE -RE RENTAL LO	67,105			67,105
K-1 ARBOR LAKE -SECT 1231 LOS	4,412			4,412
K-1 DEER CREEK PARTNERS -OTHE				
K-1 DEER CREEK APT -BUSINESS	274			274
K-1 DEER CREEK APT -RE RENTAL	1,924			1,924
K-1 DEER CREEK APTS -OTHER				

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
K-1 FALCON SQUARE - BUSINESS L	\$ 4,098	\$ 4,098		\$
K-1 FALCON SQUARE - RE RENTAL	4,221	4,221		
K-1 LEGACY VENT V (QP) - BUSINE	682			
K-1 LEGACY VENT V (QP) - INVEST				682
K-1 LEGACY VENT V (QP) - ST CAP				
K-1 LEGACY VENT V (QP) - PORTFL				
K-1 LEGACY VENT V (QP) - OTHER	34,852	34,852		
K-1 LEGACY VENT VI (QP) - BUSINE	4.2	4.2		
K-1 LEGACY VENT VI (QP) - PORTF	1.3	1.3		
K-1 LEGACY VENTURE VI - OTHER	40,836	40,836		
K-1 LINCOLN GREEN PRTNRS -OTHE	211	211		
K-1 LINCOLN GREEN, LP -RE RENT				
K-1 VISTAS SADDLE ROCK -BUS LO	10,093	10,093		
K-1 VISTAS SADDLE ROCK -RE REN	2,109	2,109		
K-1 WHISPERING APTS -RE RENTA	56,174	56,174		
K-1 WHISPERING APTS -SECT 123				
OFFICE SUPPLIES	289	289		
PAYROLL PROCESSING FEE	27	27		
PENALTY	341	341		
POSTAGE & DELIVERY	1,708	1,708		
ROUNDING	244	244		
WEB HOSTING	1	1		
Total	\$ 231,604	\$ 227,335	\$ 0	\$ 455

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
WELLS FARGO ADVISORS ACCT	\$ 8,850,000	\$ 205,502	Cost	\$ 205,590
AWAY - HOMEAWAY, INC		7,014,890	Cost	30,865,516
MS SMITH BARNEY ACCT		3,750,000	Cost	4,222,500
EURO PACIFIC CAPITAL ACCT		6,247,742	Cost	6,133,528
MILESTONE - SCHWAB ACCT		15,214,924	Cost	15,468,755
Total	\$ 8,850,000	\$ 32,433,058		\$ 56,895,889

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
EURO PACIFIC CAPITAL ACCT	\$ 0	\$ 3,686,401	Cost	\$ 3,717,301
Total	\$ 0	\$ 3,686,401		\$ 3,717,301

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
LEGACY VENTURE V (QP), LLC	\$ 545,277	\$ 742,481	Cost	\$ 900,000
LEGACY VENTURE VI, LLC	75,588	365,761	Cost	390,000
WOLVERINE INVESTORS, LLC		1,000,000	Cost	1,000,000
ARBOR LAKE PARTNERS, LP	90,008	80,119	Cost	120,000
DEER CREEK APARTMENTS, LLC	54,562	43,784	Cost	120,000
FALCON SQUARE, LLC		726,794	Cost	750,000
LINCOLN GREEN PARTNERS, LP	65,816	48,247	Cost	130,000
WHISPERING APARTMENTS, LLC	70,750	56,366	Cost	200,000
VISTAS AT SADDLE ROCK, LLC		667,472	Cost	750,000
Total	\$ 902,001	\$ 3,731,024		\$ 4,360,000

Federal Statements**Statement 9 - Form 990-PF, Part II, Line 22 - Other Liabilities**

Description	Beginning of Year	End of Year
CREDIT CARD PAYABLE	\$ 9	\$
Total	\$ 9	\$ 0

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Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,

Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DAVID CLOUSE 5994 S. HOLLY ST, #254 GREENWOOD VILLAGE CO 80111	BOARD CHAIRM	3 . 00	0	0	0
ELIZABETH LYNN CLOUSE 5994 S. HOLLY ST, #254 GREENWOOD VILLAGE CO 80111	VP/DIRECTOR	1 . 00	0	0	0
MATTHEW CLOUSE 5994 S. HOLLY ST, #254 GREENWOOD VILLAGE CO 80111	PRESIDENT/DI	8 . 00	6 , 069	0	0
MICHAEL CLOUSE 5994 S. HOLLY ST, #254 GREENWOOD VILLAGE CO 80111	DIRECTOR	1 . 00	0	0	0
PATRICIA FRIESEN 5994 S. HOLLY ST, #254 GREENWOOD VILLAGE CO 80111	VP/DIRECTOR	1 . 00	0	0	0
MONTY FRIESEN 5994 S. HOLLY ST, #254 GREENWOOD VILLAGE CO 80111	DIRECTOR	1 . 00	0	0	0
MCKENZIE CLOUSE 5994 S. HOLLY ST, #254 GREENWOOD VILLAGE CO 80111	DIRECTOR	1 . 00	0	0	0
JENNA MORROW-CLOUSE 5994 S. HOLLY ST, #254 GREENWOOD VILLAGE CO 80111	DIRECTOR	1 . 00	0	0	0
STEVE LAIRD 5994 S. HOLLY ST, #254 GREENWOOD VILLAGE CO 80111	SECRETARY	15 . 00	47 , 724	0	0

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**Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc. (continued)**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JEFFREY KAHLER 5994 S. HOLLY ST., #254 GREENWOOD VILLAGE CO 80111	TREASURER	3 . 50	27 , 198	0	0

0

0

0

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Address	Purpose	Amount
CHAMPION MINISTRIES	CASTLE ROCK CO 80104		PO BOX 1323	501(c)(3)	CAPITAL INFUSION CAMPAIGN	70,000
COLORADO DISTRICT	THORNTON CO 80241		12021 PENNSYLVANIA ST	501(c)(3)	GOLDEN BELL CAMP FUND	31,600
DENVER FIRST CHURCH	ENGLEWOOD CO 80113		3800 E. HAMPTON AVE	509(a)(1)	COLLEGE SCHOLARSHIP FUND	4,000
DENVER FIRST CHURCH	ENGLEWOOD CO 80113		3800 E. HAMPTON AVE	509(a)(1)	MISSIONS FUND	48,000
EDIFY	SAN DIEGO CA 92130		10590 W. OCEAN AIR DR	501(c)(3)	CHRISTIAN CURRICULM & TRAINING	45,000
EDIFY	SAN DIEGO CA 92130		10590 W. OCEAN AIR DR	501(c)(3)	TEACHER & SCHOOL MGR TRAINING	20,000
EDIFY	SAN DIEGO CA 92130		10590 W. OCEAN AIR DR	501(c)(3)	LOAN CAPITAL FUND	60,000
EDIFY	SAN DIEGO CA 92130		10590 W. OCEAN AIR DR	501(c)(3)	TEACHER TECHNOLOGY TRAINING	35,000
FLORESTA USA	SAN DIEGO CA 92117		10590 W. OCEAN AIR DR	501(c)(3)	GENERAL FUND	90,000
FLORESTA USA	SAN DIEGO CA 92117		4903 MORENA BLVD	501(c)(3)	GENERAL FUND	84,000
FLORESTA USA	SAN DIEGO CA 92117		4903 MORENA BLVD	501(c)(3)	OAXACA MEXICO PROJECT	90,000
FLORESTA USA	SAN DIEGO CA 92117		4903 MORENA BLVD	501(c)(3)	WORLD AREAS FUND	90,000
GENERAL BOARD OF THE	LENEXA KS 66220		4903 MORENA BLVD	501(c)(3)	MISSION PASTOR TRAVEL FUND	1,600
HEALING WATERS INTL	GOLDEN CO 80401-5705		17001 PRAIRIE STAR PKWY	509(a)(1)	MAVERICK MINISTRY FUND	3,500
HEART TO HEART INTL	OLATHE KS 66062		534 COMMONS DRIVE	501(c)(3)	GENERAL OPERATING FUND	175,000
HEART TO HEART INTL	OLATHE KS 66062		401 S. CLAIRBORNE RD	501(c)(3)	HAITI MEDICAL STAFFING	75,000
	OLATHE KS 66062		401 S. CLAIRBORNE RD	501(c)(3)	HAITI RELIABLE TRANSPORTATION FUND	75,000

Federal Statements

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Address	Purpose	Amount
HEART TO HEART INT'L OLATHE KS 66062	401 S. CLAIRBORNE RD 501(c)(3)				HAITI CAPACITY BUILDING FUND	50,000
HOPE INTERNATIONAL LANCASTER PA 17601	227 GRANITE RUN DR 501(c)(3)				DEMOCRATIC REP OF CONGO RELIEF FUND	140,000
HOPE INTERNATIONAL LANCASTER PA 17601	227 GRANITE RUN DR 501(c)(3)				GENERAL OPERATING FUND	60,000
HOPE INTERNATIONAL LANCASTER PA 17601	227 GRANITE RUN DR 501(c)(3)				NEW DONOR MATCH FUND	40,000
HOPE INTERNATIONAL LANCASTER PA 17601	227 GRANITE RUN DR 501(c)(3)				CONGO RELIEF FUND	165,000
HOPE INTERNATIONAL LANCASTER PA 17601	227 GRANITE RUN DR 501(c)(3)				INDIA RELIEF FUND	20,000
HOPE INTERNATIONAL LANCASTER PA 17601	227 GRANITE RUN DR 501(c)(3)				PHILIPINES RELIEF FUND	10,000
LIFENET INTERNATIONAL ORLANDO FL 32801	200 E ROBINSON ST 501(c)(3)				RWANDA RELIEF FUND	165,000
NATIONAL CHRISTIAN FOUNDATION DENVER CO 80203	1775 SHERMAN ST 501(c)(3)				BURINDI CLINIC	200,000
NAZARENE THEOLOGICAL SEMINARY KANSAS CITY MO 64131	1700 E. MEYER BLVD 509(a)(1)				DONOR ADVISED FUND	1,700,000
NAZARENE THEOLOGICAL SEMINARY KANSAS CITY MO 64131	1700 E. MEYER BLVD 509(a)(1)				LATIN AMERICA FUND	20,400
NAZARENE THEOLOGICAL SEMINARY KANSAS CITY MO 64131	1700 E. MEYER BLVD 509(a)(1)				AFRICA FUND	36,735
POINT LOMA NAZARENE UNIVERSITY SAN DIEGO CA 92106	3900 LOMALAND DR 509(a)(1)				365M PROGRAM	35,365
PRAXIS NEW YORK NY 10023	344 W 72ND ST 501(c)(3)				GLOBAL CONSORTIUM FUND	7,500
THE GATHERING TYLER TX 75701	601 SHELLY DR 501(c)(3)				LIGHTHOUSE SCHOLARSHIP FUND	15,000
					GENERAL FUND	50,000
					GENERAL FUND	10,000

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Address	Purpose	Amount
YOUTH FOR CHRIST	7670 SOUTH VAUGHN CT			501 (c) (3)	OKLAHOMA CITY LEADERSHIP FUND	17,000
ENGLEWOOD CO 80112	180 LYTTON AVE			501 (c) (3)	K1 PASS - THROUGH	1,040
K1 LEGACY VENTURE V	180 LYTTON AVE			501 (c) (3)	K1 PASS - THROUGH	2,413
PALO ALTO CA 94301						
K1 LEGACY VENTURE VI						
PALO ALTO CA 94301						
Total						
						<u><u>3,743,153</u></u>

Federal Statements**Statement 12 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue****Description**

	<u>Business Code</u>	<u>Unrelated Amount</u>	<u>Exclusion Code</u>	<u>Exclusion Amount</u>	<u>Related Income</u>
K-1 LEGACY VENTURE V (QP) - IN		\$	14	\$ 483	\$
K-1 LEGACY VENTURE V (QP) - DI			14	1,699	
K-1 LEGACY VENTURE V (QP) - 12			14	188	
K-1 LEGACY VENTURE V (QP) - OT			14	1	
K-1 LEGACY VENTURE VI (QP) - I			14	233	
K-1 LEGACY VENTURE VI (QP) - D			14	251	
K-1 ARBOR LAKE PRTNRS-OTHR			14	277	
K-1 DEER CREEK APTS-INT			14	1	
K-1 DEER CREEK APTS-OTHR			14	84	
K-1 FALCON SQUARE-INT			14	21	
K-1 LINCOLN GREEN PRTNRS-IN			14	3	
K-1 LINCOLN GREEN PRTNRS-OT			14	850	
K-1 WHISPERING APTS-RENTAL			16	4,134	
K-1 VISTAS AT SADDLE ROCK-I			14	99	
INTERNAL REVENUE SERVICE			14	1	
2011 TAX REFUND			14	24,288	
Total		\$ 0		\$ 32,613	\$ 0

Federal Statements**Taxable Interest on Investments**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
	\$ 81,455			14	
Total	\$ 81,455				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
	\$ 388,797			14	
Total	\$ 388,797				