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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
PEMA FOUNDATION INC

A Employer identification number
30-0202608

Number and street (or P O box number if mail is not delivered to street address)
15205 WEST 32ND AVENUE

Room/suite

B Telephone number (see instructions)
(303) 694-2190

City or town, state, and ZIP code
GOLDEN, CO 80401

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4,686,606

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

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

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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	730,963			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	105,221	105,221		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	80,441			
	b	Gross sales price for all assets on line 6a 1,673,932				
	7	Capital gain net income (from Part IV, line 2)		80,441		
	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) (attach schedule)				
	11	Other income (attach schedule)	34,088	34,088		
	12	**Total.** Add lines 1 through 11	950,713	219,750		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,200	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	21,012	10,364		10,648
	24	**Total operating and administrative expenses.** Add lines 13 through 23	24,212	10,364		10,648
	25	Contributions, gifts, grants paid	996,500			996,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,020,712	10,364		1,007,148
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-69,999			
	b	**Net investment income** (if negative, enter -0-)		209,386		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	961,702	597,839	597,839
2	Savings and temporary cash investments			
3	Accounts receivable ▶ 1,980			
	Less allowance for doubtful accounts ▶	1,156	1,980	1,980
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	3,448,503	3,738,298	3,942,642
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	90,531	92,526	142,895
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	0	1,250	1,250
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,501,892	4,431,893	4,686,606
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	3,845,434	3,845,434	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	656,458	586,459	
30	**Total net assets or fund balances** (see page 17 of the instructions)	4,501,892	4,431,893	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,501,892	4,431,893	

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

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,501,892
2	Enter amount from Part I, line 27a	2	-69,999
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	4,431,893
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	4,431,893

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	80,441
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	283,385	3,970,147	0 071379
2010	341,446	3,298,539	0 103514
2009	178,133	2,801,991	0 063574
2008	158,404	3,064,566	0 051689
2007	47,729	2,515,544	0 018974

2	**Total** of line 1, column (d).	2	0 309130
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 061826
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,223,828
5	Multiply line 4 by line 3.	5	261,142
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,094
7	Add lines 5 and 6.	7	263,236
8	Enter qualifying distributions from Part XII, line 4.	8	1,007,148

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	2,094
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	2,094
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	2,094
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,918		
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	2,918
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	824
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 824	**Refunded** ▶		11	0

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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?	2		No
	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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
	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 • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶AMG NATIONAL TRUST BANK Telephone no ▶(303) 694-2190

Located at ▶6501 EAST BELLEVIEW AVENUE SUITE 400 ENGLEWOOD CO ZIP+4 ▶801116020

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 |

		Line	Yes	No
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?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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.

		Line	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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ 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		
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? ☐ Yes ☑ 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
PETER H COORS 15205 WEST 32ND AVENUE GOLDEN,CO 80401	DIRECTOR 0 00	0	0	0
MARILYN E COORS 15205 WEST 32ND AVENUE GOLDEN,CO 80401	DIRECTOR 0 00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	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	3,970,917
b	Average of monthly cash balances	1b	317,233
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,288,150
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	4,288,150
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,322
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,223,828
6	**Minimum investment return.** Enter 5% of line 5	6	211,191

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	211,191
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 2,094		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,094
3	Distributable amount before adjustments Subtract line 2c from line 1	3	209,097
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	209,097
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	209,097

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	1,007,148
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	1,007,148
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,094
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,005,054

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					209,097
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 20___, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.					
d From 2010.	118,843				
e From 2011.	88,088				
f **Total** of lines 3a through e.		206,931			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,007,148					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2012 distributable amount.					209,097
e Remaining amount distributed out of corpus		798,051			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,004,982			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,004,982			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .	118,843				
d Excess from 2011. . . .	88,088				
e Excess from 2012. . . .	798,051				

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

PETER H COORS

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				996,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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					
4 Dividends and interest from securities. . . .			14	105,221	
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.			14	34,088	
8 Gain or (loss) from sales of assets other than inventory			18	80,441	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		219,750	0

13 Total. Add line 12, columns (b), (d), and (e). 13 219,750

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

Sign Here

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

******	2013-11-13	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MARY KAYE JOHNSTON CPA	MARY KAYE JOHNSTON CPA			P00359771
Firm's name ▶	AMG NATIONAL TRUST BANK		Firm's EIN ▶ 84-1595367	
Firm's address ▶	6501 E BELLEVIEW AVE STE 400 ENGLEWOOD, CO 801116020		Phone no (303) 694-2190	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
50000 UNITS OF BP CAPITAL MARKETS PLC 3 125% 03/10/2012	P	2011-06-08	2012-03-10
50000 UNITS OF PEPSICO INC 3 75% 03/01/2014	P	2011-08-24	2012-04-17
100000 UNITS OF TARGET CORP 5 125% 01/15/2013	P	2011-10-06	2012-05-17
100000 UNITS OF DUPONT EI DE NEMOURS 3 25% 01/15/2015	P	2011-09-27	2012-05-17
50000 UNITS OF HERSHEY COMPANY 5% 04/01/2013	P	2011-07-07	2012-06-15
50000 UNITS OF GENERAL ELEC CO 5% 02/01/2013	P	2011-07-07	2012-06-15
100000 UNITS OF CONOCOPHILLIPS 4 75% 02/01/2014	P	2011-08-24	2012-06-15
50000 UNITS OF BOEING CO 5 125% 02/15/2013	P	2011-07-07	2012-06-15
3076 923 SHARES OF HARBOR MID CAP VALUE FUND #023	P	2012-04-18	2012-09-17
374 672 SHARES OF MERIDIAN GROWTH FUND #75	P	2009-07-09	2012-03-02
333 222 SHARES OF MERIDIAN GROWTH FUND #75	P	2009-08-11	2012-03-02
320 205 SHARES OF MERIDIAN GROWTH FUND #75	P	2009-09-11	2012-03-02
4095 004 SHARES OF HARBOR BOND - INST #14	P	2010-01-05	2012-04-18
4051 864 SHARES OF HARBOR BOND - INST #14	P	2010-02-04	2012-04-18
1612 903 SHARES OF HARBOR BOND - INST #14	P	2010-04-09	2012-04-18
1600 SHARES OF LEGG MASON CAPITAL MANAGEMENT VALUE TRUST	P	2004-04-14	2012-04-18
1573 977 SHARES OF THIRD AVENUE INTERNATIONAL VALUE	P	2008-04-15	2012-04-18
4844 961 SHARES OF PIMCO LOW DURATION FUND #36	P	2010-01-05	2012-05-18
4812 32 SHARES OF PIMCO LOW DURATION FUND #36	P	2010-02-04	2012-05-18
1701 126 SHARES OF ARTIO INTERNATIONAL EQUITY FUND CL I	P	2005-03-24	2012-05-18
4599 816 SHARES OF PIMCO TOTAL RETURN FUND INST #35	P	2010-01-05	2012-06-18
4553 734 SHARES OF PIMCO TOTAL RETURN FUND INST #35	P	2010-02-25	2012-06-18
50000 UNITS OF MONSANTO CO 7 375% 08/15/2012	P	2011-06-09	2012-08-15
1445 087 SHARES OF BUFFALO MID CAP FUND #1446	P	2009-07-09	2012-09-17
822 368 SHARES OF BUFFALO MID CAP FUND #1446	P	2009-08-11	2012-09-17
836 66 SHARES OF CALAMOS GROWTH FUND-I	P	2004-04-14	2012-12-03
68 271 SHARES OF CALAMOS GROWTH FUND-I	P	2005-11-17	2012-12-03
334 371 SHARES OF CALAMOS GROWTH FUND-I	P	2011-06-07	2012-12-03
363 34 SHARES OF CALAMOS GROWTH FUND-I	P	2011-08-04	2012-12-03
392 354 SHARES OF CALAMOS GROWTH FUND-I	P	2011-10-07	2012-12-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
6675 567 SHARES OF MARSICO FOCUS FUND #40	P	2004-04-14	2012-12-03
170 439 SHARES OF MARSICO FOCUS FUND #40	P	2006-12-15	2012-12-03
584 34 SHARES OF JENSEN PORTFOLIO CL I	P	2010-04-09	2012-12-03
579 276 SHARES OF RS VALUE FUND CLASS Y	P	2009-06-11	2012-12-03
620 11 SHARES OF RS VALUE FUND CLASS Y	P	2009-07-09	2012-12-03
532 425 SHARES OF RS VALUE FUND CLASS Y	P	2009-08-11	2012-12-03
506 128 SHARES OF RS VALUE FUND CLASS Y	P	2009-09-11	2012-12-03
1022 495 SHARES OF ASTON/FAIRPOINT ASTON/RIVER RD SMALL CAP VAL CL N	P	2009-06-11	2012-12-03
1094 092 SHARES OF ASTON/FAIRPOINT ASTON/RIVER RD SMALL CAP VAL CL N	P	2009-07-09	2012-12-03
984 252 SHARES OF ASTON/FAIRPOINT ASTON/RIVER RD SMALL CAP VAL CL N	P	2009-08-11	2012-12-03
1609 01 SHARES OF ASTON/FAIRPOINT ASTON/RIVER RD SMALL CAP VAL CL N	P	2011-06-07	2012-12-03
1699 235 SHARES OF ASTON/FAIRPOINT ASTON/RIVER RD SMALL CAP VAL CL N	P	2011-08-04	2012-12-03
1811 594 SHARES OF ASTON/FAIRPOINT ASTON/RIVER RD SMALL CAP VAL CL N	P	2011-10-07	2012-12-03
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
50,000		51,025	-1,025
52,717		53,896	-1,179
102,322		105,689	-3,367
106,479		107,072	-593
51,620		53,631	-2,011
51,283		53,153	-1,870
106,269		109,013	-2,744
51,401		53,521	-2,120
39,960		37,722	2,238
16,999		10,040	6,959
15,118		10,040	5,078
14,528		10,040	4,488
51,416		50,040	1,376
50,875		50,040	835
20,251		20,040	211
77,880		100,000	-22,120
24,546		30,040	-5,494
50,658		50,040	618
50,317		50,040	277
38,712		54,668	-15,956
51,912		50,040	1,872
51,392		50,040	1,352
50,000		54,083	-4,083
25,509		15,040	10,469
14,517		10,040	4,477
46,727		41,747	4,980
3,813		3,936	-123
18,675		20,040	-1,365
20,293		20,040	253
21,913		20,040	1,873

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
131,002		100,000	31,002
3,345		3,255	90
17,081		15,040	2,041
15,045		10,040	5,005
16,106		10,040	6,066
13,828		10,040	3,788
13,145		10,040	3,105
14,034		10,040	3,994
15,017		10,040	4,977
13,509		10,040	3,469
22,084		20,040	2,044
23,322		20,040	3,282
24,864		20,040	4,824
23,448			23,448

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-1,025
			-1,179
			-3,367
			-593
			-2,011
			-1,870
			-2,744
			-2,120
			2,238
			6,959
			5,078
			4,488
			1,376
			835
			211
			-22,120
			-5,494
			618
			277
			-15,956
			1,872
			1,352
			-4,083
			10,469
			4,477
			4,980
			-123
			-1,365
			253
			1,873

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			31,002
			90
			2,041
			5,005
			6,066
			3,788
			3,105
			3,994
			4,977
			3,469
			2,044
			3,282
			4,824
			23,448

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AIR FORCE ACADEMY FOUNDATION INC 3116 ACADEMY DRIVE AIR FORCE ACADEMY, CO 80840	NONE	EXEMPT	MILITARY SUPPORT	1,000
AMERICAN ENTERPRISE INSTITUTE 1150 17TH ST NW WASHINGTON, DC 20036	NONE	EXEMPT	COMMUNITY SERVICE	100,000
AMERICAN RED CROSS MILE HIGH CHAPTER 444 SHERMAN ST DENVER, CO 80203	NONE	EXEMPT	COMMUNITY SERVICE	2,000
ARRUPE JESUIT HIGH SCHOOL 4343 UTICA STREET DENVER, CO 80212	NONE	EXEMPT	EDUCATION	22,000
BOY SCOUTS OF AMERICA-DENVER AREA COUNCIL 10455 W 6TH AVE LAKEWOOD, CO 80215	NONE	EXEMPT	COMMUNITY SERVICE	30,000
CANCER LEAGUE OF COLORADO PO BOX 5373 ENGLEWOOD, CO 80155	NONE	EXEMPT	MEDICAL	2,000
CATHOLIC CHARITIES PO BOX 17066 BALTIMORE, MD 212971066	NONE	EXEMPT	RELIGIOUS	1,000
CATHOLIC CLOUDCOM 15205 W 32ND AVE GOLDEN, CO 80401	NONE	EXEMPT	RELIGIOUS	40,000
CATHOLIC FOUNDATION-A NEW HARVEST CAMPAIGN 3801 E FLORIDA AVENUE SUITE 725 DENVER, CO 80210	NONE	EXEMPT	RELIGIOUS	100,000
CATHOLIC RELIEF SERVICES 228 W LEXINGTON ST BALTIMORE, MD 212013443	NONE	EXEMPT	RELIGIOUS	40,000
COLORADO DOMINICAN VOCATION FOUNDATION 3005 W 29TH AVENUE DENVER, CO 80211	NONE	EXEMPT	RELIGIOUS	10,000
CORNELL UNIVERSITY BOX 223623 PITTSBURGH, PA 152512623		EXEMPT	EDUCATION	5,000
DENVER ART MUSEUM 100 W 14TH PKWY DENVER, CO 80204	NONE	EXEMPT	COMMUNITY SERVICE	10,000
DENVER CHILDREN'S ADVOCACY CENTER 2149 FEDERAL BLVD DENVER, CO 80211	NONE	EXEMPT	COMMUNITY SERVICE	500
DENVER RESCUE MISSION PO BOX 5206 DENVER, CO 80217	NONE	EXEMPT	COMMUNITY SERVICE	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ENDOW 6021 SOUTH SYRACUSE WAY SUITE 220 GREENWOOD VILLAGE, CO 80111	NONE	EXEMPT	RELIGIOUS	20,000
FOCUS - FELLOWSHIP OF CATHOLIC UNIVERSITY STUDENTS PO BOX 33656 DENVER, CO 80233	NONE	EXEMPT	RELIGIOUS	43,500
GOLDEN ROTARY FOUNDATION PO BOX 18024 GOLDEN, CO 18024	NONE	EXEMPT	CHARITABLE	5,000
NATIONAL CATHOLIC BIOETHICS CENTER 6399 DREXEL ROAD PHILADELPHIA, PA 19151	NONE	EXEMPT	RELIGIOUS	60,000
NAVY SEAL FOUNDATION 1619 D STREET BLDG 5326 VIRGINIA BEACH, VA 23459	NONE	EXEMPT	MILITARY SUPPORT	5,000
PHILLIPS EXETER ACADEMY 20 MAIN STREET EXETER, NH 03833	NONE	EXEMPT	EDUCATION	15,000
RELIGIOUS SISTERS OF MERCY 1300 S STEELE ST DENVER, CO 802102526	NONE	EXEMPT	RELIGIOUS	40,000
ROCKY MOUNTAIN HYPERBOLIC ASSOCIATION 225 W SOUTH BOULDER RD 101 LOUISVILLE, CO 80027	NONE	EXEMPT	MEDICAL	10,000
SAVE OUR YOUTH 3443 WEST 23RD AVE DENVER, CO 80211	NONE	EXEMPT	COMMUNITY SERVICE	15,000
SPHINX HEAD SOCIETY PO BOX 876 ITHACA, NY 148510876	NONE	EXEMPT	EDUCATIONAL	500
ST THOMAS AQUINAS CATHOLIC CENTER 1520 EUCLID AVE BOULDER, CO 80302	NONE	EXEMPT	RELIGIOUS	10,000
TEACH FOR AMERICA 60 PARK PLACE NEWARK, NJ 07102	NONE	EXEMPT	EDUCATION	250,000
THE NATURE CONSERVANCY 4245 N FAIRFAX DR 100 ARLINGTON, VA 22203	NONE	EXEMPT	CONSERVATION	2,000
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT ST BOULDER, CO 80301	NONE	EXEMPT	HEALTH	106,000
UNIVERSITY OF COLORADO HOSPITAL FOUNDATION 12401 E 17TH AVE AURORA, CO 80045	NONE	EXEMPT	HEALTH	50,000
Total . . . . ▶ **3a**				996,500

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491319017263

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

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2012

Name of the organization	Employer identification number
PEMA FOUNDATION INC	30-0202608

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 foundation

Check 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
PEMA FOUNDATION INC

Employer identification number
30-0202608

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	HOLLAND H COORS CHARITABLE TRUST TW 6501 E BELLEVIEW AVE SUITE 400 ENGLEWOOD, CO 80111	$ 280,963	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	PETER H MARILYN E COORS 17735 W 32ND AVENUE GOLDEN, CO 80401	$ 450,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
PEMA FOUNDATION INC

Employer identification number
30-0202608

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
PEMA FOUNDATION INC

Employer identification number
30-0202608

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2012 Investments Corporate Stock Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BUFFALO SMALL CAP FUND #1444	80,200	94,587
CAUSEWAY INTERNATIONAL VALUE FUND INST #1271	47,313	44,277
COHEN & STEERS REALTY SHARES	80,080	77,632
DEERE & CO 6.95% 04/25/2014	115,324	108,375
EASTERN AMERICAN NATURAL GAS	543,777	418,386
ETFS PALLADIUM TRUST	71,249	89,363
ETFS PLATINUM TRUST	70,412	64,933
HARBOR MID CAP VALUE FUND #023	122,517	152,787
HARDING LOEVNER EMERGING MKTS	65,040	63,315
ISHARES MSCI EMERGING MARKETS	89,702	100,763
ISHARES RUSSELL MIDCAP VALUE INDEX FUND	58,294	59,434
ISHARES RUSSELL MIDCAP INDEX	179,600	193,967
ISHARES RUSSELL 2000 VALUE	112,709	112,812
ISHARES MSCI ACWI EX US INDEX FUND	99,636	100,512
ISHARES SILVER TRUST	60,471	55,803
MOLSON COORS BREWING CO -B	629,183	853,404
OAKMARK INTERNATIONAL FUND (HARRIS)	68,120	80,158
PIMCO HIGH YIELD INST #108	315,120	330,309
PIMCO GLOBAL BOND FUND INST #102	150,120	147,651
SOUND SHORE FUND #7	100,080	93,778
SPDR S&P 500 ETF TRUST	247,591	256,623
T ROWE PRICE MID-CAP GROWTH #64	177,160	176,740
USAA PRECIOUS METALS AND MINERALS FUND #50	55,200	51,885
WEITZ VALUE FUND	80,200	103,882
WILLIAM BLAIR INTL GROWTH-I	119,200	111,266

TY 2012 Investments - Other Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ANCHORAGE VENTURE FUND V LLLP	AT COST	92,526	142,895

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TY 2012 Other Assets Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER RECEIVABLES		1,250	1,250

TY 2012 Other Expenses Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL FEE	284	0		284
TRUSTEE FEES	20,728	10,364		10,364

TY 2012 Other Income Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	34,088	34,088	34,088

TY 2012 Taxes Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2011 990-PF ESTIMATED TAX PAYMENT	3,200	0		0