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19

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

OMB No 1545-0052

Form **990-PF**

**2012**

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation <b>ZARLENGO FOUNDATION</b>		A Employer identification number <b>80-0015548</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>7100 W. 44TH AVE. SUITE 101</b>	Room/suite	B Telephone number (see instructions) <b>303-421-4775</b>
City or town, state, and ZIP code <b>WHEAT RIDGE CO 80033</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test: check here and attach computation <input type="checkbox"/>
Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 337,885</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/>

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	182,064			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temp. investments	482	482	482	
4	Dividends and interest from securities	2,368	2,368	2,368	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part II)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances	4,255			
b	Less: Cost of goods sold	906			
c	Gross profit or (loss) (attach schedule)	3,349		3,349	
11	Other income (attach schedule)	23,525		23,525	
12	<b>Total.</b> Add lines 1 through 11	<b>211,788</b>	<b>2,850</b>	<b>29,724</b>	
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages	43,060	861	861	42,199
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	7,552	151	151	7,401
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	30			30
19	Depreciation (attach schedule) and depletion	94			
20	Occupancy	824			824
21	Travel, conferences, and meetings				
22	Printing and publications	975			975
23	Other expenses (all sch.)	62,133	6	23,525	38,602
24	<b>Total operating and administrative expenses</b> Add lines 13 through 23	<b>114,668</b>	<b>1,018</b>	<b>24,537</b>	<b>90,031</b>
25	Contributions, gifts, grants paid	83,000			83,000
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	<b>197,668</b>	<b>1,018</b>	<b>24,537</b>	<b>173,031</b>
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	14,120			
b	Net investment income (if negative, enter -0-)		1,832		
c	Adjusted net income (if negative, enter -0-)			5,187	

For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2012)

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<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1. Cash – non-interest-bearing	119,017	221,602	221,601
	2. Savings and temporary cash investments	109,410	109,624	109,624
	3. Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4. Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5. Grants receivable			
	6. Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7. Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	0		
	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)			
	c. Investments – corporate bonds (attach schedule)			
	11. Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶			
	12. Investments – mortgage loans			
	13. Investments – other (attach schedule)			
	14. Land, buildings, and equipment basis ▶ 1,500 Less accumulated depreciation (attach sch.) ▶ <b>STMT 7</b> 1,266	328	234	
15. Other assets (describe ▶ <b>SEE STATEMENT 8</b> )	12,339	6,660	6,660	
16. <b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item 1)	241,094	338,120	337,885	
<b>Liabilities</b>	17. Accounts payable and accrued expenses			
	18. Grants payable			
	19. Deferred revenue <b>SEE STATEMENT 9</b>		80,000	
	20. Loans from officers, directors, trustees, and other disqualified persons			
	21. Mortgages and other notes payable (attach schedule)			
	22. Other liabilities (describe ▶ <b>SEE STATEMENT 10</b> )	1,338	1,139	
23. <b>Total liabilities</b> (add lines 17 through 22)	1,338	81,139		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31</b> ▶ <input type="checkbox"/>			
	24. Unrestricted			
	25. Temporarily restricted			
	26. Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31</b> ▶ <input checked="" type="checkbox"/>			
	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	239,756	256,981	
30. <b>Total net assets or fund balances</b> (see instructions)	239,756	256,981		
31. <b>Total liabilities and net assets/fund balances</b> (see instructions)	241,094	338,120		

**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	239,756
2. Enter amount from Part I, line 27a	2	14,120
3. Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 11</b>	3	3,105
4. Add lines 1, 2, and 3	4	256,981
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	256,981

**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 <b>N/A</b>				
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				
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				
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
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	107,401	125,506	0.855744
2010	135,973	145,077	0.937247
2009	108,367	134,474	0.805858
2008	118,123	76,395	1.546214
2007	65,405	135,606	0.482316
2 Total of line 1, column (d)			2 4.627379
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 0.925476
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 156,630
5 Multiply line 4 by line 3			5 144,957
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 18
7 Add lines 5 and 6			7 144,975
8 Enter qualifying distributions from Part XII, line 4			8 173,031

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 instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
<b>b</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	<b>1</b>	<b>18</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>18</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>18</b>
<b>6</b>	Credits/Payments		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	
<b>b</b>	Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. <b>PAID W/ O.R.</b>	<b>7</b>	<b>18</b>
<b>8</b>	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be Credited to 2013 estimated tax. Refunded	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b>		<b>X</b>
<b>1b</b>		<b>X</b>
<b>1c</b>		<b>X</b>
<b>2</b>		<b>X</b>
<b>3</b>		<b>X</b>
<b>4a</b>		<b>X</b>
<b>4b</b>		
<b>5</b>		<b>X</b>
<b>6</b>	<b>X</b>	
<b>7</b>	<b>X</b>	
<b>8a</b>		
<b>8b</b>	<b>X</b>	
<b>9</b>		<b>X</b>
<b>10</b>		<b>X</b>

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		<b>X</b>
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		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>WWW.ZARLENGOFOUNDATION.ORG</b>	13	<b>X</b>	
14	The books are in care of ► <b>ROBERT J. ZARLENGO</b> <b>7100 W. 44TH AVE., STE 101</b> Located at ► <b>WHEAT RIDGE</b> CO ZIP+4 ► <b>80033</b> Telephone no ► <b>303-421-4775</b>			
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		
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	Yes	No <b>X</b>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	N/A	1c
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? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions )	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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 )	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<b>X</b>
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?		<b>X</b>

**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)? **N/A**  **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? **N/A**  Yes  No

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

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

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

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? **N/A** **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
SEE STATEMENT 12				

**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 ▶

**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	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	102,939
b	Average of monthly cash balances	1b	56,076
c	Fair market value of all other assets (see instructions)	1c	0
d	<b>Total</b> (add lines 1a, b, and c)	1d	159,015
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	159,015
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	2,385
5	<b>Net value of noncharitable-use assets</b> . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	156,630
6	<b>Minimum investment return</b> . Enter 5% of line 5	6	7,832

**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	7,832
2a	Tax on investment income for 2012 from Part VI, line 5	2a	18
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,814
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,814
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> . Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,814

**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	173,031
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions</b> . Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	173,031
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	18
6	<b>Adjusted qualifying distributions</b> . Subtract line 5 from line 4	6	173,013

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				<b>7,814</b>
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007	<b>58,661</b>			
<b>b</b> From 2008	<b>114,309</b>			
<b>c</b> From 2009	<b>101,739</b>			
<b>d</b> From 2010	<b>128,847</b>			
<b>e</b> From 2011	<b>101,155</b>			
<b>f</b> Total of lines 3a through e	<b>504,711</b>			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <b>173,031</b>				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2012 distributable amount				<b>7,814</b>
<b>e</b> Remaining amount distributed out of corpus	<b>165,217</b>			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	<b>669,928</b>			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				<b>0</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	<b>58,661</b>			
<b>9</b> Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	<b>611,267</b>			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008	<b>114,309</b>			
<b>b</b> Excess from 2009	<b>101,739</b>			
<b>c</b> Excess from 2010	<b>128,847</b>			
<b>d</b> Excess from 2011	<b>101,155</b>			
<b>e</b> Excess from 2012	<b>165,217</b>			

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

<b>1a</b>	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>b</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)				
<b>2a</b>	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				<b>(e) Total</b>
	<b>Tax year</b>	<b>Prior 3 years</b>			
	<b>(a) 2012</b>	<b>(b) 2011</b>	<b>(c) 2010</b>	<b>(d) 2009</b>	
<b>b</b>	85% of line 2a				
<b>c</b>	Qualifying distributions from Part XII, line 4 for each year listed				
<b>d</b>	Amounts included in line 2c not used directly for active conduct of exempt activities				
<b>e</b>	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
<b>3</b>	Complete 3a, b, or c for the alternative test relied upon				
<b>a</b>	"Assets" alternative test – enter				
	<b>(1)</b> Value of all assets				
	<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				
<b>b</b>	"Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
<b>c</b>	"Support" alternative test – enter				
	<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
	<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
	<b>(3)</b> Largest amount of support from an exempt organization				
	<b>(4)</b> 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) )  
**SEE STATEMENT 13**

**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  
**BOB ZARLENGO 303-421-4775  
7100 W. 44TH AVE, STE 101 WHEAT RIDGE CO 80033**

**b** The form in which applications should be submitted and information and materials they should include  
**STANDARD GRANT REQUEST**

**c** Any submission deadlines  
**SEE STATEMENT 14**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
**SEE STATEMENT 15**

**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
<b>a</b> Paid during the year <b>METROPOLITAN STATE UNIVERSITY</b> 1201 5TH STREET DENVER CO 80204	NONE	501 (C) (3) DONATION FOR EDUCATION		20,000
<b>THE LEARNING FOUNDATION</b> 2200 SPRING CREEK ROAD GYPSUM CO 81637	NONE	509 (A) (2) DONATION FOR LEARNING	DISABLED	30,000
<b>INTERNATIONAL MORNING STAR</b> P.O. BOX 74 VALYERMO CA 93563	NONE	509 (A) (1) DONATION FOR LEARNING	DISABLED	10,000
<b>DENVER PUBLIC SCHOOLS</b> 900 GRANT STREET DENVER CO 80203	NONE	501 (C) (3) DONATION TO EDUCATION		15,000
<b>COLORADO ORAL/DEAF PRESCHOOL</b> 8081 E ORCHARD RD GREENWOOD VILLAGE CO 8011	NONE	501 (C) (3) DONATION TO LEARNING	DISABLED	5,000
<b>TENNYSON CENTER</b> 2950 TENNYSON STREET DENVER CO 80212	NONE	501 (C) (3) DONATION TO LEARNING	DISABLED	3,000
<b>Total</b>				<b>83,000</b>
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>				





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

## Schedule of Contributors

OMB No 1545-0047

# 2012

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

Name of the organization

**ZARLENGO FOUNDATION**

Employer identification number

**80-0015548**

Organization type (check one)

- | Filers of          | Section  |
|--------------------|--|
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)( ) (enter number) organization                                     |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
|                    | <input type="checkbox"/> 527 political organization  |
| Form 990-PF        | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation                            |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation     |
|                    | <input type="checkbox"/> 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<sup>1</sup>/<sub>3</sub> % 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization <b>ZARLENGO FOUNDATION</b>	Employer identification number <b>80-0015548</b>
--	---

**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	GERALD V. ZARLENGO 2542 TAFT COURT  LAKEWOOD CO 80215	\$ 74,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
2	KAREN ZARLENGO 819 ST. PAUL STREET  DENVER CO 80206	\$ 70,250	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
3	MARION ESSER KAUFMANN FOUNDATION 1153 BERGEN PARKWAY STE M-434  EVERGREEN CO 80439	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
(a) No	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
(a) No	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

**Federal Statements****Statement 1 - Form 990-PF, Part I, Line 10c - Gross Sales less Cost of Goods Sold**

<u>Description</u>	<u>Gross Sales</u>	<u>COGS</u>	<u>Gross Profit</u>
SALE OF DONATED BOOKS	\$ 4,255	\$ 906	\$ 3,349
TOTAL	\$ 4,255	\$ 906	\$ 3,349

## Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
2012 SUMMER EVENT	\$ 23,525	\$	\$ 23,525
TOTAL	<u>\$ 23,525</u>	<u>0</u>	<u>\$ 23,525</u>

### Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	\$ 7,552	151	151	7,401
TOTAL	<u>\$ 7,552</u>	<u>151</u>	<u>151</u>	<u>\$ 7,401</u>

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAXES	\$ 30	\$	\$	30
TOTAL	<u>\$ 30</u>	<u>0</u>	<u>0</u>	<u>\$ 30</u>

### Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Description	Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
EQUIPMENT OFFICE	9/26/09	\$ 1,500	\$	200DB	7	\$ 94	\$	\$

**Federal Statements**

**Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation (continued)**

Date Acquired	Cost Basis	Description	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
TOTAL	\$ 1,500		\$ 1,172			\$ 94	\$ 0	\$ 0

**Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2012 SUMMER EVENT	\$	\$	\$	
DINNER DANCE VENUE COSTS	22,061		12,361	9,700
DINNER DANCE ENTERTAINMENT	19,480		10,915	8,565
DINNER DANCE INVITATION EXPEN	220		123	97
DINNER DANCE DESIGN SERVICES	125		70	55
DINNER DANCE PHOTOGRAPH	100		56	44
EXPENSES				
AWARENESS	450			450
POSTAGE-MARKETING	820			820
INSURANCE-OTHER	361			361
INSURANCE	6,061			6,061
MEDIA/PR- MARKETING	1,144			1,144
PROFESSIONAL FEES	7,790			7,790
STATIONERY & OFFICE SUPPLIES	439			439
SUPPLIES- MARKETING	189			189
ADVERTISING & MARKETING	80			80
BANK FEES	316		6	310
WEBSITE COSTS	2,048			2,048
CONSULTING EXPENSE	188			188
PENALTY	18			18
MOVING	243			243
TOTAL	\$ 62,133	\$ 6	\$ 23,525	\$ 38,602

## Federal Statements

### Statement 7 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
FIXED ASSETS-EQUIPMENT OFFICE A/D	\$ 1,500	\$ 1,500	1,266	\$
TOTAL	\$ 1,500	\$ 1,500	\$ 1,266	\$ 0

**Federal Statements****Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
CASH SURRENDER VALUE	\$ 12,339	\$ 6,660	\$ 6,660
TOTAL	\$ 12,339	\$ 6,660	\$ 6,660

**Statement 9 - Form 990-PF, Part II, Line 19 - Deferred Revenue**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
SEPTMEBER 2014 EVENT CONTRIBUTIONS	\$	\$ 80,000
TOTAL	\$ 0	\$ 80,000

**Statement 10 - Form 990-PF, Part II, Line 22 - Other Liabilities**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
PAYROLL LIABILITIES	\$ 1,338	\$ 1,139
TOTAL	\$ 1,338	\$ 1,139

**Statement 11 - Form 990-PF, Part III, Line 3 - Other Increases**

<u>Description</u>	<u>Amount</u>
INCREASE IN CSV	\$ 3,105
TOTAL	\$ 3,105

## Federal Statements

### Statement 12 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
ROBERT J. ZARLENGO 7 CIRCLE DR. LAKEWOOD CO 80215	PRESIDENT	1.00	0	0	0
GERALD V. ZARLENGO 2542 TAFT CT LAKEWOOD CO 80215	VICE PRES	1.00	0	0	0
EDWARD DECICCO 10860 W 23RD AVE LAKEWOOD CO 80215	BOARD MEMBER	1.00	0	0	0
VINCENT ZARLENGO 6500 W MANSFIELD AVE #33 DENVER CO 80235	BOARD MEMBER	1.00	0	0	0
ANDREW TUCKER 8522 PAWNEE RD. PARKER CO 80134	BOARD MEMBER	1.00	0	0	0
KAREN ZARLENGO 819 ST. PAUL STREET DENVER CO 80206	BOARD MEMBER	1.00	0	0	0
BECKY LEWIN 6962 E. MEXICO AVE. DENVER CO 80224	BOARD MEMBER	1.00	0	0	0

**Federal Statements****Statement 13 - Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

Name of Manager	Amount
GERALD V. ZARLENGO	\$ 399,271
ROBERT J. ZARLENGO	129,110
KAREN ZARLENGO	159,430
ANDREW TUCKER	13,500
TOTAL	<u>\$ 701,311</u>

**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description

STANDARD GRANT REQUEST

**Statement 14 - Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description

SUBMISSION DEADLINE IS DECEMBER 31 FOR GRANTS MADE THE FOLLOWING YEAR.

**Statement 15 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description

GRANTS WILL BE MADE TO RELIGIOUS OR EDUCATIONAL 501(C)(3) ORGANIZATIONS.