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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 , and ending

Name of foundation <b>MDC/ RICHMOND AMERICAN HOMES FOUNDATION</b>		A Employer identification number <b>84-1561013</b>
Number and street (or P O box number if mail is not delivered to street address) <b>4350 S MONACO STREET</b>		B Telephone number (see instructions)
City or town, state, and ZIP code <b>DENVER CO 80237</b>		C If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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 type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 26,588,511</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

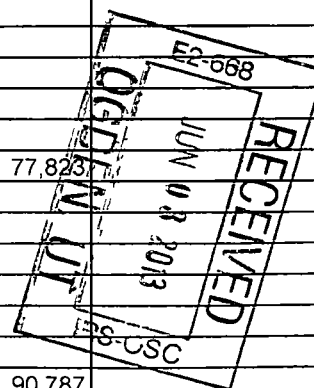
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)	1,000,000			
<b>2</b>	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
<b>3</b>	Interest on savings and temporary cash investments	603,295	612,827		
<b>4</b>	Dividends and interest from securities	463,327	295,727		
<b>5 a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6 a</b>	Net gain or (loss) from sale of assets not on line 10	-152,036			
<b>b</b>	Gross sales price for all assets on line 6a <b>10,893,365</b>				
<b>7</b>	Capital gain net income (from Part IV, line 2)				
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10 a</b>	Gross sales less returns and allowances				
<b>b</b>	Less: Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)	4,132	10,683		
<b>12</b>	<b>Total.</b> Add lines 1 through 11	1,918,718	919,237	0	
<b>13</b>	Compensation of officers, directors, trustees, etc.				
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16 a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule)				
<b>c</b>	Other professional fees (attach schedule)	77,823	77,823		
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions)				
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule)	53,809	90,787		
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	131,632	168,610	0	0
<b>25</b>	Contributions, gifts, grants paid	1,285,940			1,285,940
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	1,417,572	168,610	0	1,285,940
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	Excess of revenue over expenses and disbursements	501,146			
<b>b</b>	Net investment income (if negative, enter -0-)		750,627		
<b>c</b>	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	100,841	2,929,820	2,929,820
	2 Savings and temporary cash investments	1,307,130		
	3 Accounts receivable ▶ 102,569			
	Less allowance for doubtful accounts ▶	149,306	102,569	102,569
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	25,258	37,978	37,978
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	22,999,268	23,518,144	23,518,144
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ )			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	24,581,803	26,588,511	26,588,511
	17 Accounts payable and accrued expenses	15,153	18,706	
Net Assets or Fund Balances	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)	15,153	18,706	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
Net Assets or Fund Balances	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input 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	24,566,650	26,569,805	
Net Assets or Fund Balances	30 Total net assets or fund balances (see instructions)	24,566,650	26,569,805	
	31 Total liabilities and net assets/fund balances (see instructions)	24,581,803	26,588,511	

## 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	24,566,650
2 Enter amount from Part I, line 27a	2	501,146
3 Other increases not included in line 2 (itemize) ▶ CUMULATIVE COMPREHENSIVE INCOME	3	1,502,009
4 Add lines 1, 2, and 3	4	26,569,805
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	26,569,805

**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.)
<b>1a</b> THREE PEAKS VARIOUS		P	VARIOUS	VARIOUS
<b>b</b> BLACK CANYON DIRECT INVESTMENT		P	VARIOUS	VARIOUS
<b>c</b> PLATTE RIVER VENTURES II		P	VARIOUS	VARIOUS
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>		215,975	-215,975
<b>b</b> 39,917			39,917
<b>c</b> 168,032			168,032
<b>d</b>			
<b>e</b>			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			-215,975
<b>b</b>			39,917
<b>c</b>			168,032
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	-8,026
<b>3</b> 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 }	<b>3</b>	0

**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	1,242,843	25,465,050	0.048806
2010	1,232,749	25,243,780	0.048834
2009	837,007	25,180,181	0.033241
2008	1,223,357	26,418,000	0.046308
2007	366,317	26,837,985	0.013649

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.190838
<b>3</b> 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	<b>3</b>	0.038168
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	24,933,094
<b>5</b> Multiply line 4 by line 3	<b>5</b>	951,646
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	7,506
<b>7</b> Add lines 5 and 6	<b>7</b>	959,152
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	1,285,940

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

<b>1 a</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>1</b>	7,506
<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>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>	0
<b>3</b> Add lines 1 and 2	<b>3</b>	7,506
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	7,506
<b>6</b> Credits/Payments		
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	18,150
<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>7</b>	18,150
<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> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	10,644
<b>11</b> Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 10,644 Refunded <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CO, DE		
<b>b</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? <i>If "No," attach explanation</i>	X	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13		
14	The books are in care of ► M D C HOLDINGS INC Telephone no ► 303-804-7736 Located at ► 4350 S MONACO STREET DENVER CO ZIP+4 ► 80237			
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 ► Cayman Islands	16	X	No

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

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

		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 ► <input type="checkbox"/>	1b	N/A
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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 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)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to

(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**

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
See Attached Statement	00	0		
	00	0		
	00	0		
	00	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

▶

**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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3	
<b>Total.</b> Add lines 1 through 3	0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	23,297,716
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,015,070
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	25,312,786
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	25,312,786
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	379,692
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	24,933,094
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,246,655

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,246,655
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	7,506
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	7,506
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,239,149
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,239,149
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,239,149

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	1,285,940
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,285,940
<b>5</b>	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)	<b>5</b>	7,506
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,278,434

**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				1,239,149
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			1,236,683	
<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>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,285,940				
<b>a</b> Applied to 2011, but not more than line 2a			1,236,683	
<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				49,257
<b>e</b> Remaining amount distributed out of corpus				
<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	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<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			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,189,892
<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>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

**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 SEE ATTACHED SCHEDULE				1,285,940
<b>Total</b>			▶ <b>3a</b>	1,285,940
<b>b</b> Approved for future payment				
<b>Total</b>			▶ <b>3b</b>	0

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

Enter gross amounts unless otherwise indicated

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

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



Form 990-PF  
Part XV, Item 3(a)

Recipient	Relationship to Foundation Manager or Substantial Contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Manhattan Charter School 100 Attorney Street New York, NY 10002	N/A	501(c)(3)	To produce high achievements results for New York City public school students through rigorous, standards driven instruction and a culture of high expectations	30,000
Anti-Defamation League 1120 Lincoln St., Ste 1301 Denver, CO 80203	N/A	501(c)(3)	To promote and secure justice and fair treatment for Jewish, and all people	5,000
Season to Share (2011) (a McCormick Foundation Fund) 101 W Colfax Ave Denver, CO 80202	N/A	501(c)(3)	For support of local nonprofit agencies focused on serving on serving children, the homeless, the hungry and those in need of medical care	100,000
Colorado Council on Economic Education 121 W 1st St P O Box 1432 Pueblo, CO 81002	N/A	501(c)(3)	To provide an organization that would distribute funds to various charities of the donor's choosing	1,000
Junior Achievement-Rocky Mountain 1445 Market St Denver, CO 80202	N/A	501(c)(3)	To prepare young people to thrive in the modern economy	5,000
Colorado State Fair Express 800 18th St Denver, CO 80202	N/A	501(c)(3)	To support a historic train event	14,000
University of Denver 2148 S High St Denver, CO 80208	N/A	501(c)(3)	To support the performing arts at the University of Denver	6,000
Cherry Creek Schools Foundation 4700 S Yosemite, #130 Greenwood Village, CO 80111	N/A	501(c)(3)	To help increase reading skills for 2-5th graders through the Reading Together Program	5,000
Boys and Girls Clubs of Metro Denver 2017 W 9th Ave Denver, CO 80204	N/A	501(c)(3)	To recognize outstanding young people for their leadership and communication skills	10,000
National MS Society 900 S Broadway Denver, CO 80209	N/A	501(c)(3)	To support an organization to eradicate the multiple sclerosis disease	2,500
Families First 2163 S Yosemite St Denver, CO 80231	N/A	501(c)(3)	To help fund the prevention and treatment of child abuse and neglect, and support Colorado families in need	5,000
The Leukemia & Lymphoma Society c/o Rocky Mountain Chapter 5353 W Dartmouth Ave, Suite 400 Denver, CO 80227	N/A	501(c)(3)	To cure leukemia, lymphoma, Hodgkin's disease and myeloma and to improve the quality of life of patients and their families	2,500
Concerts for Kids 1616 17th St, Ste 462 Denver, CO 80202	N/A	501(c)(3)	To support National Guard and Military Reserve families	5,000
Children's Diabetes Foundation 777 Grant Street, Suite 302 Denver, CO 80203	N/A	501(c)(3)	To enrich the lives of children by providing access to the best healthcare and education available	3,000

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Part XV, Item 3(a)

Recipient	Relationship to Foundation Manager or Substantial Contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Rocky Mountain MS Center 701 E Hampden Ave, Suite 420 Englewood, CO 80113	N/A	501(c)(3)	To improve the lives of people with MS and their families through care, support, education and research	6,000
Denver Health Foundation 655 Broadway, Ste 750 Denver, CO 80203	N/A	501(c)(3)	To support research on men's health issues	12,500
Diamonds in the Rough Foundation c/o Hyde Park 3000 E 1st Ave, Suite 243 Denver, CO 80206	N/A	501(c)(3)	To support the annual charity event for the benefit of various charitable causes	10,000
Cancer League of Colorado 8453 E Fox Hill Place Englewood, CO 80112	N/A	501(c)(3)	For support of cancer research and patient care in Colorado	10,000
Volunteers of America (Western Fantasy) 2660 Larimer St Denver, CO 80205	N/A	501(c)(3)	To help those in need to rebuild their lives and reach their full potential	15,000
University of Colorado Foundation (Da 4740 Walnut Street Boulder, CO 80301	N/A	Public Charity	To support public education	5,000
Mental Health America of Colorado 1385 S Colorado Blvd Denver, CO 80222	N/A	501(c)(3)	To promote mental health, expand access to services and transform systems of healthcare	5,000
Global Down Syndrome Foundation (Jet Set Fashion Show) 3300 E First Ave Denver, CO 80206	N/A		To assist those with Down's Syndrome	25,000
In Their Honor Air Show 711 Tejon St Colorado Springs, CO 80903	N/A	501(c)(3)	To honor military veterans	1,000
Safehouse Denver 1649 Downing St Denver, CO 80218	N/A	501(c)(3)	To serve victims of domestic violence and provide shelter	5,000
Alzheimer's Assoc 455 Sherman St Denver, CO 80203	N/A	501(c)(3)	To raise funds and support research to find new treatments and a cure for Alzheimer's disease	2,500
Susan G Komen Race for the Cure 1835 Franklin St Denver, CO 80218	N/A	501(c)(3)	To support research in finding a cure for cancer	1,000
University of Co Hospital 4200 E 9th Ave Denver, CO 80220	N/A	501(c)(3)	To support a local hospital	17,500



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Part XV, Item 3(a)

Recipient	Relationship to Foundation Manager or Substantial Contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
The Children's Hospital Foundation 1245 E Colfax Ave, Suite 400 Denver, CO 80218	N/A	501(c)(3)	For the benefit of children with illnesses	1,000
Kent Denver Football 4000 E Quincy Ave Englewood, CO 80113	N/A	501(c)(3)	To support sports programs	700
Sense of Security 8774 Yates Dr Westminster, CO 80031	N/A	501(c)(3)	To help individuals dealing with the life-altering effects of breast cancer and its treatments, and to help with basic financial needs	5,000
Arapahoe House 8801 Lipan St Thornton, CO 80260	N/A	501(c)(3)	To assist in curing addictions	5,000
National Western Stock Show 4655 Humboldt St Denver, CO 80216	N/A	501(c)(3)	To support historic stock show in Colorado	1,500
American Heart Association (Denver He 7272 Greenville Ave Dallas, TX 75231	N/A	501(c)(3)	To support research to prevent heart disease	5,000
Legal Aid Foundation of Colorado 1900 Grant St Denver, CO 80203	N/A	501(c)(3)	To provide legal aid to the poor	5,000
Season to Share 101 W Colfax Ave Denver, CO 80202	N/A	501(c)(3)	For support of local nonprofit agencies focusing on serving children, the homeless, the hungry and those in need of medical care	100,000
Colorado Ballet 1278 Lincoln Street Denver, Colorado 80203	N/A	501(c)(3)	To support Colorado Ballets Education and Outreach programs	15,000
American Transplant Foundation 410 17TH Street Denver, Colorado 80202	N/A	501(c)(3)	To provide emergency financial assistance to transplant patients	10,000
The Denver Foundation 55 Madison Street Denver Colorado 80206	N/A	501(c)(3)	To assist donors in administering their charitable funds	12,000
Ace Mentor Program 150 S Washington Street Falls Church, VA 22046	N/A	501(c)(3)	To expose students to real-world opportunities, provide financial support in field of architecture, engineering and construction	5,000
AMC Cancer Fund 13001 E 17th Place	N/A	501(c)(3)	Dedicated to raising awareness in cancer prevention, care, education and research	1,500

Form 990-PF  
Part XV, Item 3(a)

Recipient	Relationship to Foundation Manager or Substantial Contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Aurora, CO 80045				
Bessie's Hope 1761 Ogden Street Denver, CO 80218	N/A	501(c)(3)	Enhances the quality of life for nursing home elders and brings generations together through volunteer opportunities	5,000
Carl Beverly Bledsoe Memorial 1760 Lafayette Street Denver, CO 80218	N/A	501(c)(3)	To promote art, culture and humanities	500
Center for Women's Health Rese 12348 Montview Blvd Denver, CO 80045	N/A	501(c)(3)	Research in cardiovascular disease and diabetes in women	5,000
Church World Service 4130 Tejon Street Denver, CO 80211	N/A	501(c)(3)	CWS works with partners to eradicate hunger and poverty and to promote peace and justice around the world	10,000
Civic Center Conservancy 1560 Broadway, Suite 2250 Denver, CO 80202	N/A	501(c)(3)	Nonprofit organization that partners with the City and County of Denver to restore, enhance and activate Denver's historic Civic Center	15,000
CO Coalition - Genocide Awareness P O Box 6714 Denver, CO 80206	N/A	501(c)(3)	To challenge our society to end complacency towards and raise awareness of genocide past and present	1,000
Colorado Historical Foundation P O Box 40910 Denver, CO 80204	N/A	501(c)(3)	To support history and preservation projects	250,000
Colorado Neurological Institute 701 E Hampden Avenue Englewood, CO 80113	N/A	501(c)(3)	To serve those touched by a neurological condition	3,000
Colorado Oral-Deaf Preschool 8081 E Orchard Road Greenwood Village	N/A	501(c)(3)	To cater to hearing impaired children preparing them for preschool	1,800
Colorado State Patrol Family F 55 Wadsworth Blvd Lakewood, CO 80226	N/A	501(c)(3)	To support the surviving family members of fallen Colorado State Patrol Troopers	5,000
Colorado UpLift 3914 King St Denver, CO 80211	N/A	501(c)(3)	To building long-term, life-changing relationships with urban youth	3,000
Courage Classic / Research Rd	N/A	501(c)(3)	To support Children's Fund for Children's Hospital Colorado	3,140

Form 990-PF  
Part XV, Item 3(a)

Recipient	Relationship to Foundation Manager or Substantial Contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
13123 East 16th Avenue Aurora, CO 80045				
Craig Hospital 3425 S Clarkson Street Englewood, CO 80113	N/A	501(c)(3)	To advocate for and provide exemplary rehabilitation care to people affected by spinal cord and traumatic brain injury so that they can achieve optimal health, independence, and life quality "	10,000
Cunningham Foundation 1780 Bellaire Street Denver, CO 80222	N/A	501(c)(3)	To support a variety of craft endeavors that will substantially enhance and change the earning potential of students we meet	5,000
Delta Eta Boule Foundation 1741 High Street Denver, CO 80218	N/A	501(c)(3)	To provide sholarships and student financial aid services	1,500
Denver Area Council Boy Scouts 2901 W 19th Avenue Denver, CO 805204	N/A	501(c)(3)	To prepare young people to make ethical choices over their lifetime by instilling in them the values of the Scout Oath and Law	2,500
Denver Art Museum 100 W 14th Avenue parkway denver, CO 80204	N/A	501(c)(3)	To support the arts in Denver	5,000
Denver Center of the Performing Arts 1101 13th Street Denver, CO 80204	N/A	501(c)(3)	To support an organization in Denver, Colorado which provides a showcase for live theatre, a nurturing ground for new plays	26,000
Denver Jewish Day School 2450 S wabash Street Denver, CO 80231	N/A	501(c)(3)	To support Jewish education through an integrated secular and Jewish studies program to thrive in college and beyond and act ethically and purposefully in the world	5,000
Denver Metro Chamber of Commerce 1445 Market Street Denver, CO 80202	N/A	501(c)(3)	To support the organization working to assure economic vitality and quality of life within the region	5,500
Denver Police Foundation 1700 Lincoln Street Denver, CO 80203	N/A	501(c)(3)	To enhance public safety and law enforcement in the Denver Community	5,000
Denver Public Schools Foundation 900 Grant Street Denver, CO 80203	N/A	501(c)(3)	To support the ambitious efforts to advance student achievement in Denver Public Schools	10,000

Form 990-PF  
Part XV, Item 3(a)

Recipient	Relationship to Foundation Manager or Substantial Contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
District Attorneys Community P 500 Jefferson County Parkway Golden, CO 80401	N/A	501(c)(3)	To support Child Sex Offender Internet Program	1,000
Dolphins Cycling Challenge 347 Don Shula Drive Miami gardens, FL 33056	N/A	501(c)(3)	To support an event that raises money for cancer patients	10,000
Douglas County School District 620 Wilcox Street Castle Rock, CO 80104	N/A	501(c)(3)	To support Douglas County School District	1,500
Dress for Success Denver 789 Sherman Street, Suite 250 Denver, CO 80203	N/A	501(c)(3)	To provide support for disadvantaged women by providing professional attire and career development support	1,000
Epilepsy Foundation of Colorado 5889 Greenwood Plaza Blvd Greenwood Village, CO 80111	N/A	501(c)(3)	To support the fight to stop seizures, find a cure and overcome the challenges created by epilepsy	1,800
Fidelity Charitable Gift Fund 100 Crosby Parkway Covington, KY 41015	N/A	501(c)(3)	To support the mission to further the American tradition of philanthropy by providing programs that make charitable giving simple and effective	25,000
Fine Arts Foundation P O Box 3049 Englewood, CO 80155	N/A	501(c)(3)	To support all forms of cultural arts endeavors	5,000
Five Star Education Foundation 1500 East 128th Avenue Thornton, CO 80241	N/A	501(c)(3)	To raise money from the community to support educational activities that were outside the school district's general fund budget	2,500
Gold Crown Foundation 7400 E Crestline Circle, Suite 200 Greenwood Village, CO 80111	N/A	501(c)(3)	To support youth education and community through sports and enrichment programs	10,000
Kent Denver Student Scholarship 4000 E Quincy Ave Denver, CO 80113	N/A	501(c)(3)	To provide support for the Kent Petre Scholarship Fund	10,000
Lakewood High School Foundation 9700 W 8th Avenue Lakewood, CO 80215	N/A	501(c)(3)	To support programs that help Lakewood High school students succeed	3,000

Form 990-PF  
Part XV, Item 3(a)

Recipient	Relationship to Foundation Manager or Substantial Contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Leadership Program of the Rockies 1777 South Harrison Street, Suite 807 Denver, CO 80210	N/A	501(c)(3)	To support the Leadership Program of the Rockies is America's premier institute to develop, strengthen, train and equip emerging leaders to reach new heights	5,000
Metro Denver Sports Commission 444 Sherman Street Denver, CO 80203	N/A	501(c)(3)	To help bring high-profile sporting events to Denver, promoting eco	5,000
National Homeland Defense 1259 Lake Plaza Drive, Suite 250 Colorado Springs, CO 80906	N/A	501(c)(3)	To support securing the future of Liberty through sharing of innovation, research, education, and information in the fields of homeland defense and security	13,000
Navy Seal Foundation Inc 1619 D Street, Building 5326 Virginia Beach, VA 23459	N/A	501(c)(3)	To provide support to families of the Navy Seal community	5,000
Notre Dame Club of Denver 100 Eck Center Notre Dame IN 46566	N/A	501(c)(3)	To support Notre Dame community in Denver that provide volunteer time and financial support to local charitable organizations	1,000
Opera Colorado 695 S Colorado Blvd, #20 Denver, CO 80246	N/A	501(c)(3)	To support opera in Colorado	5,000
Redline 2350 Arapahoe Street Denver, CO 80205	N/A	501(c)(3)	To support an environment where arts, education and community converge	3,000
Rocky Mountain Bird Observatory 14500 Lark Bunting Lane Brighton, CO 80603	N/A	501(c)(3)	To support conserving birds and their habitats	2,500
Seeds of Peace Inc 370 Lexington Avenue, Suite 1201 New York, NY 10017	N/A	501(c)(3)	To support new generations of leaders from regions of conflict with the relationships, understanding, and skills needed to advance lasting peace	3,000
Sense of Security California 2636 Judah Street San Francisco, CA 94122	N/A	501(c)(3)	To provide a sense of security from financial hardship and enhance the quality of life for breast cancer patients in treatment	500
Shalom Cares	N/A	501(c)(3)	To support customized services for seniors, Shalom Cares welcomes individuals of any faith, race, ethnicity, gender identity or sexual orientation	100,000

Form 990-PF  
Part XV, Item 3(a)

Recipient	Relationship to Foundation Manager or Substantial Contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
14800 E Bellevue Drive Aurora, CO 80015				
Smoky Hill HS Parent Teacher Organiza 16100 E Smokey Hill Road Aurora, CO 80015	N/A	501(c)(3)	To support high school baseball program	2,000
St Anthony Health Fndtn, Rocky 11600 W 2nd Place Lakewood, CO 80228	N/A	501(c)(3)	To support programs that focus on the needs of people in our community who are elderly, poor, or otherwise underserved	1,000
Sue Miller - Day of Caring 1835 Franklin Street Denver, CO 80218	N/A	501(c)(3)	To support Breast Cancer Awareness education and encouragement, caring and respect, community and diversity, and is focused on brining a holistic approach to health to each individual	10,000
TAPS 3033 Wilson Blvd, Suite 630 Arlington, VA 22201	N/A	501(c)(3)	To support tragedy assistance for anyone who has suffered the loss of a military loved one, regardless of the relationship to the deceased or the circumstance of the death	5,000
Teach for America Inc 1391 Speer Blvd, Suite 700 Denver, CO 80204	N/A	501(c)(3)	To support the movement of leaders who work to ensure that kids growing up in poverty get an excellent education	10,000
The Autism Society of Colorado 550 S Wadsworth Blvd Lakewood, CO 80226	N/A	501(c)(3)	To improve the lives of all affected by autism	500
The Denver Hospice 501 S Cherry Street # 700 Denver, CO 80246	N/A	501(c)(3)	To support hospice and palliative caring for everyone	125,000
The Kempe Foundation 13123 E 6th Avenue Aurora, CO 80045	N/A	501(c)(3)	To support awareness, engage in advocacy and secure and provide resources for the prevention and treatment of child abuse	10,000
The Morgan Adams Foundation 5303 E Evans Avenue Denver, CO 80222	N/A	501(c)(3)	To support improving the quality of life and survival rates of children diagnosed with pediatric brain cancer	2,500
The Wildlife Experience 10035 South Peoria Street Parker, CO 80134	N/A	501(c)(3)	To support appreciation and respect for wildlife and the outdoors	5,000

Form 990-PF  
Part XV, Item 3(a)

Recipient	Relationship to Foundation Manager or Substantial Contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
The Women's Foundation of Colo 1901 E Ashbury Avenue Denver, CO 80210	N/A	501(c)(3)	To build resources and lead change so that every woman and girl in Colorado achieves her full potential	2,500
Un of Co Fndt (Real Estate Cen 4740 Walnut Street Boulder, CO 80301	N/A	501(c)(3)	To provide support to University of Colorado	12,000
Urban Peak 1630 S Acoma Street Denver, CO 80223	N/A	501(c)(3)	To support homeless and at risk youth giving them a chance to change	30,000
West Point Society of Denver I 2627 West 6th Avenue Denver, CO 80220	N/A	501(c)(3)	To support activities for Westpoint graduates in Denver metro area, they activities include scholarship and leadership programs	2,500
Total 2012 Distributions				<u>1,285,940</u>

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**Part I, Line 10 (990-PF) - Gross Profit**

		0	0	0
Inventory Type		Gross Sales Less Returns and Allowances	Cost of Goods Sold	Gross Profit or Loss
1				0

**Part I, Line 11 (990-PF) - Other Income**

		4,132	10,683	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP INCOME	4,132	10,683	

**Part I, Line 16a (990-PF) - Legal Fees**

		0	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1					

**Part I, Line 16b (990-PF) - Accounting Fees**

		0	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1					

**Part I, Line 16c (990-PF) - Other Professional Fees**

		77,823	77,823	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MANAGEMENT FEES	77,823	77,823		

**Part I, Line 18 (990-PF) - Taxes**

		0	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1					

**Part II, Line 22 (990-PF) - Other Liabilities**

		0	0
Description		Beginning Balance	Ending Balance
1			

**Part III (990-PF) - Changes in Net Assets or Fund Balances****Line 3 - Other increases not included in Part III, Line 2**

1	CUMULATIVE COMPREHENSIVE INCOME	1	1,502,009
2	Total	2	1,502,009

## Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount												
		Long Term CG Distributions	Short Term CG Distributions	207,949	0	0	215,975	-8,026	0	0	0	0	-8,026	
		CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
Description of Property Sold														
1	THREE PEAKS VARIOUS		P	VARIOUS	VARIOUS				215,975	-215,975	0	0	0	-215,975
2	BLACK CANYON DIRECT INVESTMENT		P	VARIOUS	VARIOUS	39,917			0	39,917	0	0	0	39,917
3	PLATTE RIVER VENTURES II		P	VARIOUS	VARIOUS	168,032			0	168,032	0	0	0	168,032

## Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account.
1	LARRY MIZEL		4350 S MONACO STREET	DENVER	CO	80237		CHAIRMAN AND CEO	5.00	0	0	0
2	JOSEPH H FRETZ		4350 S MONACO STREET	DENVER	CO	80237		SECRETARY	5.00	0	0	0
3	JOHN J HEANEY		4350 S MONACO STREET	DENVER	CO	80237		VP AND TREASURER	5.00	0	0	0
4	STEVEN J BORICK		4350 S MONACO STREET	DENVER	CO	80237		TRUSTEE	5.00	0	0	0
5	DAVID D MANDARICH		4350 S MONACO STREET	DENVER	CO	80237		PRESIDENT AND TRUSTEE	5.00	0	0	0
6	MICHAEL TOUFF		4350 S MONACO STREET	DENVER	CO	80237		VICE PRESIDENT	5.00	0	0	0

**Part X, Line 1e (990-PF) - Explanation of Reduction Claimed for Blockage or Other Factors**

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**Part X, Line 4 (990-PF) - Explanation for Entering Amount Larger than 1 1/2% FMV of Assets**

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Cash deemed held for charitable activities

379,692

Please provide an explanation for entering a cash amount larger than 1 1/2% of the fair market value of all assets