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Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

Form **990-EZ**

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)
Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.
The organization may have to use a copy of this return to satisfy state reporting requirements.

2012

Open to Public
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A For the 2012 calendar year, or tax year beginning JUL 1, 2012 **and ending** JUN 30, 2013

B Check if applicable:

- Address change
- Name change
- Initial return
- Terminated
- Amended return
- Application pending

C Name of organization
Clayton Early Learning, Trustee,
George W. Clayton Trust

D Employer identification number
74-2363395

E Telephone number
303-355-4411

F Group Exemption Number ▶

G Accounting Method: Cash Accrual Other (specify) ▶

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: ▶ WWW.CLAYTONEARLYLEARNING.ORG

J Tax-exempt status (check only one) — 501(c)(3) 501(c) () ◀(insert no.) 4947(a)(1) or 527

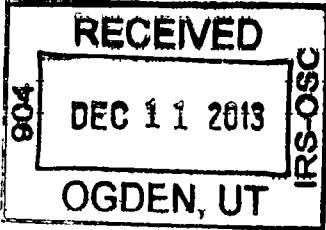
K Check if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ 0.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)

Check if the organization used Schedule O to respond to any question in this Part I

	Description	Line	Amount
Revenue	1 Contributions, gifts, grants, and similar amounts received	1	
	2 Program service revenue including government fees and contracts	2	
	3 Membership dues and assessments	3	
	4 Investment income	4	
	5a Gross amount from sale of assets other than inventory	5a	
	b Less: cost or other basis and sales expenses	5b	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6 Gaming and fundraising events		
	a Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	
	b Gross income from fundraising events (not including \$ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	
c Less: direct expenses from gaming and fundraising events	6c		
d Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d		
7a Gross sales of inventory, less returns and allowances	7a		
b Less: cost of goods sold	7b		
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8 Other revenue (describe in Schedule O)	8		
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	0.	
Expenses	10 Grants and similar amounts paid (list in Schedule O)	10	
	11 Benefits paid to or for members	11	
	12 Salaries, other compensation, and employee benefits	12	
	13 Professional fees and other payments to independent contractors	13	
	14 Occupancy, rent, utilities, and maintenance	14	
	15 Printing, publications, postage, and shipping	15	
	16 Other expenses (describe in Schedule O)	16	
	17 Total expenses. Add lines 10 through 16	17	0.
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	0.
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	0.
	20 Other changes in net assets or fund balances (explain in Schedule O)	20	0.
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	0.



SCANNED JAN 07 2014 Revenue

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Part II Balance Sheets (see the instructions for Part II)

Check if the organization used Schedule O to respond to any question in this Part II

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments		22
23 Land and buildings		23
24 Other assets (describe in Schedule O)		24
25 Total assets	0.	25 0.
26 Total liabilities (describe in Schedule O)	0.	26 0.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	0.	27 0.

Part III Statement of Program Service Accomplishments (see the instructions for Part III)

Check if the organization used Schedule O to respond to any question in this Part III

What is the organization's primary exempt purpose? See Schedule O

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title

Expenses
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others.)

28 N/A		
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	28a	
29		
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	29a	
30		
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	30a	
31 Other program services (describe in Schedule O)		
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	31a	
32 Total program service expenses (add lines 28a through 31a)	32	0.

Part IV List of Officers, Directors, Trustees, and Key Employees List each one even if not compensated (see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV

(a) Name and title	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC) (if not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
Doris Biester				
Trustee	0.00	0.	0.	0.
Andrew Meyers				
Chair	0.00	0.	0.	0.
Sarah Krause				
Vice Chair	0.00	0.	0.	0.
Letty Bass				
Trustee	0.00	0.	0.	0.
Steven G. Federico, MD				
Trustee	0.00	0.	0.	0.
David Kubik				
Trustee	0.00	0.	0.	0.
Sandra Morrison				
Trustee	0.00	0.	0.	0.
Jim Chavez				
Trustee	0.00	0.	0.	0.
Barbara O'Brien				
Trustee	0.00	0.	0.	0.
Darron Rolle				
Trustee	0.00	0.	0.	0.
Jean Shelton				
Trustee	0.00	0.	0.	0.

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Sch. O to respond to any question in this Part V

		Yes	No
33	Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O		X
34	Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)	X	
35a	Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?		X
35b	If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O	N/A	
35c	Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III		X
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ 37a 0.		
37b	Did the organization file Form 1120-POL for this year?		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?		X
38b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b N/A		
39	Section 501(c)(7) organizations. Enter:		
39a	a Initiation fees and capital contributions included on line 9 39a N/A		
39b	b Gross receipts, included on line 9, for public use of club facilities 39b N/A		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0. ; section 4912 ▶ 0. ; section 4955 ▶ 0.		
40b	b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
40c	c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.		
40d	d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0.		
40e	e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		X
41	List the states with which a copy of this return is filed ▶ None		
42a	The organization's books are in care of ▶ Barbara Sharp, CFO Telephone no. ▶ 303-355-4411 Located at ▶ 3801 Martin Luther King Blvd., Denver, CO ZIP + 4 ▶ 80205		
42b	b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		X
42c	c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: ▶		X
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 N/A		
44a	Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
44b	Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
44c	Did the organization receive any payments for indoor tanning services during the year?		X
44d	If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		
45a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
45b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)		

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office?
If "Yes," complete Schedule C, Part I

	Yes	No
46		X

Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51
Check if the organization used Schedule O to respond to any question in this Part VI

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Sch. C, Part II

48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

49a Did the organization make any transfers to an exempt non-charitable related organization?

b If "Yes," was the related organization a section 527 organization?

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

	Yes	No
47		X
48		X
49a		X
49b		

(a) Name and title of each employee paid more than \$100,000	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
NONE				

f Total number of other employees paid over \$100,000

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None." NONE

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000

52 Did the organization complete Schedule A? Note: All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A

Yes No

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

Sign Here Signature of officer: Barbara A. Sharp Date: 12/05/2013
 Type or print name and title: BARBARA SHARP, CFO

Paid Preparer Use Only

Print/Type preparer's name Laurie Anderson	Preparer's signature <u>Laurie Anderson</u>	Date 11.22.13	Check <input type="checkbox"/> if self-employed	PTIN P01416697
Firm's name <input type="checkbox"/> KUNDINGER, CORDER & ENGLE, P.C.	Firm's EIN <input type="checkbox"/>		Phone no. 303-534-5953	
Firm's address <input type="checkbox"/> 475 LINCOLN STREET, SUITE 200 DENVER, CO 80203				

May the IRS discuss this return with the preparer shown above? See instructions Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization Clayton Early Learning, Trustee,
George W. Clayton Trust
Employer identification number 74-2363395

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
GEORGE W. CLAYTON TRUST, DBA CLAYTON	84-0432238	LINE 2	X			X	X		
Total	1								0.

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

Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						

12 Gross receipts from related activities, etc. (see instructions) 12

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) 14 %

15 Public support percentage from 2011 Schedule A, Part II, line 14 15 %

16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization	Clayton Early Learning, Trustee, George W. Clayton Trust	Employer identification number	74-2363395
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Form 990-EZ, Part III, Primary Exempt Purpose - THE EXEMPT PURPOSE OF THE

FOUNDATION IS TO SERVE AS TRUSTEE OF THE GEORGE W. CLAYTON TRUST. THE

FOUNDATION HAS NO ASSETS, LIABILITIES OR ACTIVITIES.

Form 990-EZ, Part V, Information Regarding Personal Benefit Contracts:

The organization did not, during the year, receive any funds, directly,
or indirectly, to pay premiums on a personal benefit contract.

The organization, did not, during the year, pay any premiums, directly,
or indirectly, on a personal benefit contract.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CLAYTON EARLY LEARNING

Clayton Early Learning, a Colorado Nonprofit Corporation, acting pursuant to C.R.S. § 7-130-106(1), hereby delivers to the Colorado Secretary of State for filing these Amended and Restated Articles of Incorporation:

FIRST: Name. The previous name of the corporation was The Clayton Foundation. The name of the corporation is now Clayton Early Learning.

SECOND: Duration. The corporation shall have perpetual existence.

THIRD:

(a) Object and Purposes. The corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and its principal purpose is to do and perform every act or acts necessary, incidental to or connected with the furtherance of charitable, scientific, literary and educational purposes subject to the foregoing, generally to do anything permitted of a nonprofit corporation under the laws of the State of Colorado. The specific purposes and objectives of the corporation shall include, but not be limited to, the following:

(1) To serve as trustee of The George W. Clayton Trust, created under the last will and testament of George W. Clayton, deceased, duly admitted to probate in the County Court of the City and County of Denver on October 3, 1899, Estate No. 5702;

(2) As trustee, to perform the duties and obligations and carry out the general charitable purposes of the George W. Clayton Trust, as set forth in the last will and testament of George W. Clayton, deceased, as such purposes previously have been, and may hereafter be, interpreted and modified by judicial decision and the application of the doctrine of cy pres, which general charitable purposes include, without limitation, the education, care and maintenance of children deprived of parental care and support, all subject to the instructions, conditions and limitations, in effect from time to time, as set forth in any orders of the Probate Court of the City and County of Denver which are entered after the date of incorporation.

(b) Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions in Section (c) of this Article, the corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit

corporations organized under the laws of the State of Colorado, except as limited by these Articles of Incorporation and including, without limiting the generality of the foregoing, the following powers:

(1) Without limit as to amounts, to accept, acquire, receive, take and hold by bequest, devise, grant, gift or contribution, for any of its objects and purposes, any property, real and personal, of whatever kind, nature or description, and wherever situated, subject, with respect to each thereof, to such conditions and limitations, if any, as may be attached thereto or imposed thereon, and to obligate itself to perform and execute any and all such conditions and limitations, provided always that such conditions and limitations do not conflict with the objects and purposes of the corporation herein stated.

(2) To purchase, take on lease, or otherwise acquire, and to mortgage, lease, sell, exchange, transfer or otherwise dispose of both real and personal property of every kind and description, and any interest in any property, and to exercise in respect of any and all property any and all rights and privileges of ownership, provided that any such action shall not conflict with the objects and purposes of the corporation herein stated.

(3) To invest and reinvest the funds of the corporation in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as the Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

(4) To enter into, make, perform and carry out any contracts or agreements for any purposes or objects herein set forth, without limit as to amount, with any individual, firm, association, governmental agency, corporation or entity.

(5) To exercise such other powers, conducive to the attainment of the objects and purposes of the corporation, which are now or hereafter may be conferred by law upon a corporation organized for the objects and purposes herein set forth.

(6) To do any act suitable and proper in accomplishment of the purposes or the attainment of the objects or the furtherance of the powers herein set forth, whether alone or in association with other corporations, firms or individuals, or otherwise.

(7) To do every other act or acts incidental or appurtenant to or growing out of the aforesaid objects or purposes, provided the same are not inconsistent with the laws under which the corporation is organized.

(8) To have offices, and to promote and carry out the objects and purposes of the corporation and to exercise its powers within and without the State of Colorado.

(c) Restrictions On Powers. Notwithstanding any other provision of these Articles of Incorporation:

(1) No part of the net earnings of the corporation shall inure to the benefit of any trustee or officer of the corporation or any other private individual whatsoever (except that the corporation may pay reasonable compensation for services actually performed, and that reasonable payments may be paid for expenses incurred on behalf of the corporation, in the conduct of one or more of its purposes), and no trustee or officer of the corporation, or any other private individual whatsoever, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. Any and all property, both real and personal, which may be owned by the corporation at any time, is and shall always be exclusively and irrevocably dedicated to the charitable, scientific, literary and educational purposes of this organization.

(2) No part of the assets of the corporation shall be contributed to any organizations whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation (as describe in Section 501(c)(3) of the Code), and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) Upon any liquidation, dissolution, or winding up of the corporation, after the liabilities of the corporation have been discharged or provided for, the corporation's remaining assets shall be distributed exclusively to or for the benefit of an organization or organizations which are then qualified as exempt from taxation under Section 501(c)(3) of the Code or its successor provision, which are described in Section 170(c)(2) of the Code, and each of which has been in existence and so described for a continuous period of at least sixty (60) calendar months. The selection of such organization or organizations shall be made by the then acting Board of Trustees. If such determination cannot be made for any reason, such determination shall be made by the District Court for the City and County of Denver, State of Colorado.

(4) The corporation shall not conduct or carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or (ii) by an organization, contributions to which are deductible under Sections 170, 2055 or 2522 of the Code (or the corresponding provision of any future United States Internal Revenue law).

(d) Notwithstanding any other provision of these Articles, if the corporation is at any time a private foundation as that term is defined in Section 509 of the Code, the following provisions will apply:

(1) The corporation will not engage in any act of “self-dealing,” as defined in section 4941(d) of the Code (or corresponding provisions of any subsequent Federal tax laws);

(2) The corporation will not have any undistributed income as defined in Section 4942 of the Code (or corresponding provisions of any subsequent Federal tax laws);

(3) The corporation will not retain any “excess business holdings,” as defined in section 4943 of the Code, (or corresponding provisions of any subsequent Federal tax laws);

(4) The corporation will not make any investments which jeopardize its exempt purposes, as defined in Section 4944 of the Code (or corresponding provisions of any subsequent Federal tax laws); and

(5) The corporation will not make any “taxable expenditure,” as defined in section 4945 of the Code, (or corresponding provisions of any subsequent Federal tax laws).

FOURTH: Registered Office and Agent. The address of the initial registered office of the corporation is 3801 Martin Luther King Boulevard, Denver, Colorado 80205. The name of its registered agent at such address is Charlotte M. Brantley or the then current President of the corporation.

FIFTH: Members. The corporation shall have no voting members. The entire voting power for all purposes shall rest on the Board of Trustees. The corporation shall have no capital stock or stockholders.

SIXTH: Board of Trustees. The governance and management of the affairs of the corporation shall be vested in a Board of Trustees, which shall function as a board of directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, these articles of incorporation or the bylaws of the corporation. The number of trustees, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the bylaws of the corporation from time to time in force.

To the extent provided in the bylaws of the corporation from time to time, the control and management of the affairs of the corporation and of the disposition of its funds and property shall be vested in the Board of Trustees. The number of trustees (which shall not be less than one), the term of office, manner of selection and election, and qualifications and rights shall be determined in accordance with the bylaws of the corporation from time to time in force.

EIGHTH: Bylaws. The Board of Trustees shall have power to alter, amend or repeal the bylaws to the extent provided therein. Such bylaws may contain any provisions for the regulation or management of the affairs of the corporation which are not inconsistent with applicable law or these articles of incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any trustee or officer of this corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

NINTH: Incorporator. The name and address of the incorporator is:

Dr. Chester M. Alter
3801 Martin Luther King Boulevard
Denver, Colorado 80205

TENTH: Indemnification and Limitation of Director Liability.

(a) The corporation may indemnify its trustees, officers, employees and agents for liabilities incurred by such trustees, officers, employees, or agents in their capacity as such as is provided in these articles of incorporation and its bylaws.

(b) A trustee shall not be personally liable to the corporation or to its members, if any, for monetary damages for breach of fiduciary duty as a trustee, except that the foregoing shall not eliminate or limit the liability of a trustee to the corporation or to its members, if any, for:

(1) Any breach of the trustee's duty of loyalty to the corporation or to its members, if any;

(2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(3) Assenting to or participating in any transaction from which the trustee derived an improper personal benefit.

(c) The foregoing limitation on personal liability for monetary damages shall apply to acts or omissions occurring since the date of incorporation of this corporation. If the Colorado Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a trustee of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article Tenth shall be prospective only and shall not adversely affect any right or protection of a trustee of the corporation existing at the time of such repeal or modification.

(d) Notwithstanding any other provision of these articles of incorporation or the bylaws, the corporation shall not indemnify, advance expenses, purchase insurance, or take any other action under this Article or the bylaws which would jeopardize or be inconsistent with qualification of the corporation as an organization described in Section 501(c)(3) of the Code, as such may be amended.

These Amended and Restated Articles of Incorporation have been duly approved and adopted as the governing Articles of Incorporation of Clayton Early Learning pursuant to the Colorado Revised Nonprofit Corporation Act. Because Clayton Early Learning does not have members, "member action" as described in C.R.S. 7-130-106(4)(d) was not required.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*

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

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

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

Type or print	Name of exempt organization or other filer, see instructions Clayton Early Learning, Trustee, George W. Clayton Trust	Employer identification number (EIN) or 74-2363395
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 3801 Martin Luther King Blvd.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Denver, CO 80205	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Barbara Sharp, CFO

- The books are in the care of ▶ 3801 Martin Luther King Blvd. - Denver, CO 80205
Telephone No ▶ 303-355-4411 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until February 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning JUL 1, 2012, and ending JUN 30, 2013.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

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

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.
 LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev. 1-2013)