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Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047
2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012, 2012, and ending 06-30-2013

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Aspenpointe Inc Group Return		D Employer identification number 90-0528134
	Doing Business As		E Telephone number (719) 572-6150
	Number and street (or P O box if mail is not delivered to street address) Room/suite 675 Southpointe Ct Suite 210 Suite		
	City or town, state or country, and ZIP + 4 Colorado Springs, CO 80906		G Gross receipts \$ 56,971,694
F Name and address of principal officer Dr Mick Pattinson 675 Southpointe Ct Suite 210 COLORADO SPRINGS, CO 80906		H(a) Is this a group return for affiliates? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No H(b) Are all affiliates included? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶ 9701	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ www.aspenpointe.org			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation	M State of legal domicile

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities ASPENPOINTE PROVIDES INNOVATIVE SOLUTIONS TO SOLVE SOME OF OUR COMMUNITY'S LARGEST SOCIAL ISSUES (ACCESS TO AFFORDABLE HEALTHCARE, UNEMPLOYMENT, AND LACK OF EDUCATION) ONE PERSON AT A TIME		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	12
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	8
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	25
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	5,306
b Net unrelated business taxable income from Form 990-T, line 34	7b		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	843,306	1,646,019
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	48,679,748	47,342,520
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	252,626	1,449,452
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	963,426	1,143,890
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	50,739,106	51,581,881
	14 Benefits paid to or for members (Part IX, column (A), line 4)	2,020	100
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	0	0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	28,747,485	31,217,399
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 170,413	0	0
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	20,498,731	18,525,045
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	49,248,236	49,742,544
19 Revenue less expenses Subtract line 18 from line 12	1,490,870	1,839,337	
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	25,542,751	26,454,463
	21 Total liabilities (Part X, line 26)	12,417,790	11,484,439
22 Net assets or fund balances Subtract line 21 from line 20	13,124,961	14,970,024	

Part II Signature Block

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	*****	2014-04-25
	Signature of officer	Date
Paid Preparer Use Only	LLOYD K LIGHT CHIEF FINANCIAL OFFICER	
	Type or print name and title	
	Prnt/Type preparer's name	Preparer's signature
	Firm's name ▶ BKD LLP	Preparer's signature
Firm's address ▶ 111 South Tejon Suite 800	Date	Check <input type="checkbox"/> if self-employed
Colorado Springs, CO 809039848	PTIN	Firm's EIN ▶
	Phone no (719) 471-4290	

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

1 Briefly describe the organization's mission

Among other things, AspenPointe provides behavioral health care services to individuals in the Pikes Peak Region and beyond. AspenPointe provided \$5,682,956 in charity care for the year ending 6/30/2013. AspenPointe and its subsidiaries had approximately 140,434 outpatient visits for the year ending 6/30/2013.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 41,930,486 including grants of \$ 100) (Revenue \$ 47,342,520)
SEE SCHEDULE O FOR DESCRIPTION OF EXEMPT PURPOSE ACHIEVEMENTS RELATED TO CREATING OPPORTUNITIES AND PROVIDING BEHAVIORAL HEALTH SOLUTIONS FOR INDIVIDUALS AND COMMUNITIES

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 41,930,486

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> <input type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input type="checkbox"/>	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> <input type="checkbox"/>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> <input type="checkbox"/>	Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> <input type="checkbox"/>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> <input type="checkbox"/>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> <input type="checkbox"/>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> <input type="checkbox"/>		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> <input type="checkbox"/>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> <input type="checkbox"/>	Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> <input type="checkbox"/>	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> <input type="checkbox"/>		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> <input type="checkbox"/>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> <input type="checkbox"/>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> <input type="checkbox"/>	Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> <input type="checkbox"/>		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> <input type="checkbox"/>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> <input type="checkbox"/>	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> <input type="checkbox"/>		No
14a Did the organization maintain an office, employees, or agents outside of the United States? <input type="checkbox"/>		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> <input type="checkbox"/>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i> <input type="checkbox"/>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i> <input type="checkbox"/>		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i> <input type="checkbox"/>		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> <input type="checkbox"/>		No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> <input type="checkbox"/>		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> <input type="checkbox"/>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? <input type="checkbox"/>		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question ID, question text, and Yes/No response boxes. Rows include questions 1a-1c, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	Yes	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official		No
15b	Other officers or key employees of the organization		No
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed _____
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 ASPENPOINTE INC 525 CASCADE Colorado Springs, CO (719) 572-6100

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

• List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MORRIS ROTH CEO President and Director	1 0 40 0	X		X				0 390,303	99,471	
(2) PAUL SEXTON deputy ceo and director	1 0 40 0	X		X				220,640	9,900	
(3) KELLY PHILLIPS-HENRY COO, CLINICAL and Director	1 0 40 0	X		X				211,821	7,873	
(4) KEVIN LIGHT CFO and Director	1 0 40 0	X		X				189,925	14,530	
(5) CAMILLE BLAKELY BHS CHAIR	1 0 1 0	X		X						
(6) DONNA FINICLE BHS DIRECTOR	1 0	X								
(7) CONNIE RICKARD BHS DIRECTOR	1 0	X								
(8) PETE LEE BHS DIRECTOR	1 0	X								
(9) BRANDI HAWS HN DIRECTOR	1 0	X								
(10) debbie coonts bhs director	1 0 1 0	X								
(11) jane bloise bhs director	1 0	X								
(12) michael allen hn director	1 0	X								
(13) FREDERICK MICHEL CMO	1 0 40 0			X				251,584	35,792	
(14) MARY ZESIEWICZ PSYCHIATRIST	0 0 40 0					X		266,493	14,679	
(15) ANDREW SEDILLO PSYCHIATRIST	0 0 40 0					X		205,489	32,200	
(16) MARTIN KRON PSYCHIATRIST	0 0 40 0					X		200,805	31,945	
(17) KEVIN SNYDER PSYCHIATRIST	0 0 40 0					X		192,393	17,351	

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a						
	b	Membership dues 1b						
	c	Fundraising events 1c						
	d	Related organizations 1d						
	e	Government grants (contributions) 1e						
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	1,646,019					
	g	Noncash contributions included in lines 1a-1f \$	597,189					
	h	Total. Add lines 1a-1f	1,646,019					
Program Service Revenue	2a	PATIENT SERVICE REVENUE	900099	43,702,719	43,702,719			
	b	MAINTENANCE CONTRACTS	900099	1,705,062	1,705,062			
	c	VOCATIONAL REVENUE	624310	1,112,425	1,112,425			
	d	TRAINING REVENUE	624310	739,109	739,109			
	e	OTHER REVENUE	900099	83,205	83,205			
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		47,342,520				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		156,014		156,014		
	4	Income from investment of tax-exempt bond proceeds		0				
	5	Royalties		0				
	6a	Gross rents	(i) Real	3,671,493				
			(ii) Personal					
			b	Less rental expenses	2,527,603			
			c	Rental income or (loss)	1,143,890	0		
	d	Net rental income or (loss)		1,143,890	5,306	1,138,584		
	7a	Gross amount from sales of assets other than inventory	(i) Securities	2,405,648				
			(ii) Other		1,750,000			
			b	Less cost or other basis and sales expenses	2,115,987	746,223		
			c	Gain or (loss)	289,661	1,003,777		
	d	Net gain or (loss)		1,293,438		1,293,438		
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
	b	Less direct expenses b						
c	Net income or (loss) from fundraising events		0					
9a	Gross income from gaming activities See Part IV, line 19	a						
b	Less direct expenses b							
c	Net income or (loss) from gaming activities		0					
10a	Gross sales of inventory, less returns and allowances	a						
b	Less cost of goods sold b							
c	Net income or (loss) from sales of inventory		0					
	Miscellaneous Revenue	Business Code						
11a								
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d		0					
12	Total revenue. See Instructions		51,581,881	47,342,520	5,306	2,588,036		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	100	100		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	2,687,880	1,649,504	1,038,376	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	21,891,071	18,851,407	3,039,664	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	627,114	500,700	126,414	
9	Other employee benefits	4,331,536	3,340,323	991,213	
10	Payroll taxes	1,679,798	1,439,839	239,959	
11	Fees for services (non-employees)				
a	Management	235,328		235,328	
b	Legal	20,463	8,504	11,959	
c	Accounting	112,217		112,217	
d	Lobbying	24,718		24,718	
e	Professional fundraising services. See Part IV, line 17	0			
f	Investment management fees	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	12,236,308	12,065,895		170,413
12	Advertising and promotion	188,336	62,936	125,400	
13	Office expenses	1,496,699	1,276,664	220,035	
14	Information technology	1,101,453	745,855	355,598	
15	Royalties	0			
16	Occupancy	413,563		413,563	
17	Travel	482,233	391,331	90,902	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	321,257	158,895	162,362	
20	Interest	10,053	10,053		
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	1,498,335	1,136,850	361,485	
23	Insurance	336,351	244,393	91,958	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	BAD DEBT	47,237	47,237		
b	MISCELLANEOUS EXPENSES	494		494	
c					
d					
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e	49,742,544	41,930,486	7,641,645	170,413
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	2,850,470	1	3,382,265
	2 Savings and temporary cash investments	1,508,326	2	1,396,887
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	2,493,875	4	1,884,613
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	176,619	9	415,456
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 29,987,264		
	b Less accumulated depreciation	10b 15,343,775	14,132,894	10c 14,643,489
	11 Investments—publicly traded securities	4,168,677	11	4,540,195
	12 Investments—other securities See Part IV, line 11	0	12	0
	13 Investments—program-related See Part IV, line 11	57,000	13	57,000
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	154,890	15	134,558
16 Total assets. Add lines 1 through 15 (must equal line 34)	25,542,751	16	26,454,463	
Liabilities	17 Accounts payable and accrued expenses	2,153,982	17	2,035,223
	18 Grants payable	0	18	0
	19 Deferred revenue	857,664	19	842,163
	20 Tax-exempt bond liabilities	6,840,000	20	6,305,000
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	2,381,275	23	2,136,377
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	184,869	25	165,676
	26 Total liabilities. Add lines 17 through 25	12,417,790	26	11,484,439
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	13,048,151	27	14,893,214
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	76,810	29	76,810
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	13,124,961	33	14,970,024	
34 Total liabilities and net assets/fund balances	25,542,751	34	26,454,463	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	51,581,881
2	Total expenses (must equal Part IX, column (A), line 25)	2	49,742,544
3	Revenue less expenses Subtract line 2 from line 1	3	1,839,337
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	13,124,961
5	Net unrealized gains (losses) on investments	5	8,174
6	Donated services and use of facilities	6	-2,448
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	14,970,024

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	Yes	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	Yes	

SCHEDULE A (Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

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.

Name of the organization Aspenpointe Inc Group Return

Employer identification number 90-0528134

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...
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)

Table with 2 columns: Yes, No. Rows 11g(i), 11g(ii), 11g(iii)

Table with 7 columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (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. Includes a Total row.

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 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 for 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.")	1,136,751	898,250	935,395	843,306	1,646,019	5,459,721
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	44,759,807	43,719,685	43,220,094	48,679,748	47,342,520	227,721,854
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	45,896,558	44,617,935	44,155,489	49,523,054	48,988,539	233,181,575
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
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	7,608,314	7,647,648	7,671,884	7,776,930	7,393,704	38,098,480
c Add lines 7a and 7b	7,608,314	7,647,648	7,671,884	7,776,930	7,393,704	38,098,480
8 Public support (Subtract line 7c from line 6)						195,083,095

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	45,896,558	44,617,935	44,155,489	49,523,054	48,988,539	233,181,575
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,321,724	2,543,376	2,690,425	3,354,880	3,827,507	14,737,912
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	2,321,724	2,543,376	2,690,425	3,354,880	3,827,507	14,737,912
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0
13 Total support. (Add lines 9, 10c, 11, and 12)	48,218,282	47,161,311	46,845,914	52,877,934	52,816,046	247,919,487
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input checked="" type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	0 %
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

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2012

Open to Public Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527
- Complete if the organization is described below. - Attach to Form 990 or Form 990-EZ.
- See separate instructions.

Department of the Treasury Internal Revenue Service

If the organization answered "Yes" to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
Section 527 organizations Complete Part I-A only

If the organization answered "Yes" to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes" to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Table with 2 columns: Name of the organization (Aspenpointe Inc Group Return) and Employer identification number (90-0528134)

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
2 Political expenditures \$
3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 \$
2 Enter the amount of any excise tax incurred by organization managers under section 4955 \$
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
4a Was a correction made? Yes No
b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities \$
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities \$
3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b \$
4 Did the filing organization file Form 1120-POL for this year? Yes No
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B** Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b Total lobbying expenditures to influence a legislative body (direct lobbying)														
c Total lobbying expenditures (add lines 1a and 1b)														
d Other exempt purpose expenditures														
e Total exempt purpose expenditures (add lines 1c and 1d)														
f Lobbying nontaxable amount Enter the amount from the following table in both columns														
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 35%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 65%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000													
Over \$17,000,000	\$1,000,000													
g Grassroots nontaxable amount (enter 25% of line 1f)														
h Subtract line 1g from line 1a If zero or less, enter -0-														
i Subtract line 1f from line 1c If zero or less, enter -0-														
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No													

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?		No	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c Media advertisements?		No	
d Mailings to members, legislators, or the public?		No	
e Publications, or published or broadcast statements?		No	
f Grants to other organizations for lobbying purposes?		No	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		25,000
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i Other activities?		No	
j Total Add lines 1c through 1i			25,000
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
Lobbying activity by nonelecting public charities	Schedule C, Part II-B, Line 1G	Aspenpointe pays a lobbyist to monitor pending legislation and to schedule meetings with politicians for Aspenpointe to present their view and to advise Aspenpointe as needed. The amount disclosed above is the portion of the total amount that was paid to the lobbyist by the entities included in the group return.

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization Aspenpointe Inc Group Return

Employer identification number 90-0528134

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: (a) Donor advised funds, (b) Funds and other accounts, and a Yes/No column. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor advisement and grant fund usage.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 3 columns: Description, Held at the End of the Year (2a-2d), and Yes/No. Rows include purpose of easements, number of easements, and monitoring details.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 3 columns: Description, Revenues, and Assets. Rows include questions about reporting art and historical treasures for public service.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	114,310	149,086	157,326	139,308	156,086
b Contributions		1,000	39,560	21,500	1,000
c Net investment earnings, gains, and losses					43,833
d Grants or scholarships		35,776	47,800	3,482	
e Other expenditures for facilities and programs					
f Administrative expenses					61,611
g End of year balance	114,310	114,310	149,086	157,326	139,308

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a** Board designated or quasi-endowment ▶ 32.810 %
 - b** Permanent endowment ▶ 67.190 %
 - c** Temporarily restricted endowment ▶
- The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	326,177	2,189,861		2,516,038
b Buildings	4,940,365	15,131,170	10,177,129	9,894,406
c Leasehold improvements		240,874	160,512	80,362
d Equipment	357,462	3,631,745	3,114,159	875,048
e Other	869,551	2,300,059	1,891,975	1,277,635
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				14,643,489

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12.)		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) must equal Form 990, Part X, col (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	0
SECURITY DEPOSITS	165,676
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.)	165,676

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	52,405,398
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a	8,174	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d	815,343	
e	Add lines 2a through 2d			2e 823,517
3	Subtract line 2e from line 1			3 51,581,881
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b			4c
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)			5 51,581,881

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	50,560,335
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a	2,448	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d	815,343	
e	Add lines 2a through 2d			2e 817,791
3	Subtract line 2e from line 1			3 49,742,544
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b			4c
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)			5 49,742,544

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
Intended Uses of the Organization's Endowment Funds	Part V, Line 4	Temporarily restricted Net Assets are those whose use by the organization has been limited by donors to a specific time period or purpose. Permanently restricted net assets have been restricted by donors. The principal is to be held in perpetuity within investments and the proceeds are to be used to support the behavioral health mission. The board has also designated net assets for the Charles Vorwaller Endowment Fund.
Uncertain Tax Position	Part X, Line 2	Management has evaluated their income tax positions under the guidance included in ASC 740. Based on their review, management has not identified any material uncertain tax positions to be recorded or disclosed in the financial statements.
Other Revenue on Books, Not on Return	Part XI, Line 2d	AMORTIZATION RELATED TO PPE ELIMINATION ON BALANCE SHEET TREATED AS CHANGE IN NET ASSET FOR 990 PURPOSES 12,428 RENTAL EXPENSES RECLASSIFIED FROM EXPENSE TO REVENUE 815,343
Other Expense on Books, Not on Return	Part XII, Line 2d	AMORTIZATION RELATED TO PPE ELIMINATION ON BALANCE SHEET TREATED AS CHANGE IN NET ASSET FOR 990 PURPOSES 12,428 RENTAL EXPENSES RECLASSIFIED FROM EXPENSE TO REVENUE 802,915

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2012

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
Aspenpointe Inc Group Return

Employer identification number

90-0528134

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		No
4b	Yes	
4c		No
5a		No
5b		No
6a		No
6b		No
7	Yes	
8		No
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
description of non-fixed payments	Schedule J, Part 1, Question 7	A Performance Award program was approved based on the financial performance of the company at the end of the fiscal year 2012/2013. Recommendations for awards were based upon a number of target success factors including productivity, contribution, services customers/clients and leadership (for managers). Dollar amounts of individual awards were determined by the president and ceo, after consultation with the vice presidents and above.
non-qualified plans	Schedule J, Part I, Question 4B	INCLUDED IN MORRIS ROTH'S OTHER REPORTABLE COMPENSATION (COLUMN III) IS \$83,000 OF 457(F) PAID OUT TO HIM. OF THIS AMOUNT, \$33,500 WAS COMPENSATION REPORTED AS DEFERRED (COLUMN F) IN THE 2011 FORM 990. ADDITIONALLY, INCLUDED IN OTHER DEFERRED COMPENSATION (COLUMN C) IS \$50,000 FOR THE CALENDAR YEAR 2012 DEFERRAL.

Software ID:
Software Version:
EIN: 90-0528134
Name: Aspenpointe Inc Group Return

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
MORRIS ROTH	(i)	0	0	0	0	0	0	0
	(ii)	250,292	35,700	104,311	80,000	19,471	489,774	51,000
PAUL SEXTON	(i)							
	(ii)	173,356	25,700	21,584	7,038	2,862	230,540	0
KELLY PHILLIPS-HENRY	(i)							
	(ii)	169,741	20,700	21,380	6,838	1,035	219,694	0
KEVIN LIGHT	(i)							
	(ii)	147,953	20,700	21,272	6,043	8,487	204,455	0
FREDERICK MICHEL	(i)							
	(ii)	214,699	15,700	21,185	9,180	26,612	287,376	0
MARY ZESIEWICZ	(i)							
	(ii)	264,992	1,450	51	0	14,679	281,172	0
ANDREW SEDILLO	(i)							
	(ii)	204,298	1,140	51	8,412	23,788	237,689	0
MARTIN KRON	(i)							
	(ii)	199,704	1,000	101	8,225	23,720	232,750	0
KEVIN SNYDER	(i)							
	(ii)	190,892	1,450	51	7,734	9,617	209,744	0
NANCY CRANEY	(i)							
	(ii)	142,515	10,700	17,707	6,185	17,861	194,968	0

**Schedule K
(Form 990)**

OMB No 1545-0047

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ Attach to Form 990. ▶ See separate instructions.

2012

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

Aspenpointe Inc Group Return

Employer identification number

90-0528134

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A city of colorado springs	84-1119153	196594HP3	04-01-2003	11,000,000	IMPROVEMENTS, REPAY DEBT		X		X		X

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired	4,695,000			
2 Amount of bonds legally defeased	0			
3 Total proceeds of issue	11,000,000			
4 Gross proceeds in reserve funds	478,996			
5 Capitalized interest from proceeds	0			
6 Proceeds in refunding escrows	8,114,125			
7 Issuance costs from proceeds	322,541			
8 Credit enhancement from proceeds	365,000			
9 Working capital expenditures from proceeds	0			
10 Capital expenditures from proceeds	2,198,334			
11 Other spent proceeds	0			
12 Other unspent proceeds	0			
13 Year of substantial completion	2006			
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X			
15 Were the bonds issued as part of an advance refunding issue?		X		
16 Has the final allocation of proceeds been made?	X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X			

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	0 00000%							
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	0 00000%							
6 Total of lines 4 and 5	0 00000%							
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of			%		%		%	
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?		X						
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X						
b Exception to rebate?		X						
c No rebate due?	X							
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X						
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider	0							
c Term of hedge								
d Was the hedge superintegrated?								
e Was a hedge terminated?								

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider	0							
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X						
7 Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

Identifier	Return Reference	Explanation
date rebate computation was performed	Schedule K, Part IV, Line 2c	the last arbitrage calculation was prepared on April 29, 2009 by Kutak Rock Arbitrage Consulting, LLC at which point there was no arbitrage rebate liability due
issuance costs on tax exempt bonds	schedule k, part II, line 5	the total issuance costs on the 2003 bond issuance were \$322,541, of which \$102,541 were for credit enhancements

SCHEDULE M (Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public Inspection

Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30. Attach to Form 990.

Department of the Treasury Internal Revenue Service

Name of the organization: Aspenpointe Inc Group Return

Employer identification number: 90-0528134

Part I Types of Property

Table with 4 columns: (a) Check if applicable, (b) Number of contributions or items contributed, (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g, (d) Method of determining noncash contribution amounts. Rows include Art, Books, Cars, Real estate, etc.

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution... 31 Does the organization have a gift acceptance policy... 32a Does the organization hire or use third parties... 33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked...

Table with 3 columns: Question, Yes, No. Rows for 30a, 31, 32a, 33.

Part III Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Part I, Column a, Line 20	Number of Contributions	The number on line 20 of column a represents the number of contributions received

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 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
Aspenpointe Inc Group Return

Employer identification number

90-0528134

Identifier	Return Reference	Explanation
990 Review Process	Part VI, Question 11A	The form 990 return is prepared by a third party and goes through a detailed review by the controller and CFO of the organization. Once reviewed, the return is then presented to the Audit committee of the board where they conduct a secondary review and recommend the filing of the 990 to the board of directors. Once approval is made, a final copy of the 990 is sent to the board via e-mail and the 990 is filed with the IRS.

Identifier	Return Reference	Explanation
Describe how conflict of interest policy is monitored & enforced	Part VI, Question 12c	<p>The organization has a comprehensive corporate compliance program which covers staff and directors. Compliance is monitored through internal audits of billing, medical charting, accounting, and the compliance program itself. The organization educates staff on compliance on an ongoing basis and conducts an annual on-line questionnaire to confirm staff understanding of the program. The program utilizes a hotline for reporting of suspected compliance issues. The hotline is run by a third party vendor and offers anonymity to the reporter. The staff is educated on the hotline's use and access on an ongoing basis and this knowledge is an important part of the annual staff questionnaire. Designated personnel working in areas affecting compliance report to the board of directors' compliance subcommittee on a quarterly basis. The compliance committee reports directly to the board. The conflict of interest policy applies to all board members and to all staff of all companies. The committee or the board may make determinations of whether or not an actual conflict of interest exists. The individual with the conflict cannot participate in the decision making process and is not permitted to vote on the proposed transaction creating the conflict. The subcommittee or the board may investigate any suspected failures to report a conflict and may take appropriate disciplinary action or corrective action. Each year the board of directors is given a compliance report on the previous year's compliance program. Following this presentation, each board member is required to sign an acknowledgement which confirms their understanding of, and agreement with, the organization's conflict of interest policy.</p>

Identifier	Return Reference	Explanation
Describe process for determining CEO compensation	Part VI, Question 15a	In 2013, the Sr Vice President of Human Resources and the Compensation Committee of the Board of Directors reviewed the 2013 salary survey data from Economic Research Institute (ERI), Mental Health Corporations of America (MHCA), Mountain States Employers Council (MSEC), and 990's of similar organizations. As this was occurring, our CEO had announced his retirement and the Board used the aforementioned information to establish the salary range for a new CEO. The subsequent hiring of the new CEO included a compensation package within the parameters suggested by the survey data. All discussions related to CEO compensation were held in executive session, so they were not recorded in the Board minutes.

Identifier	Return Reference	Explanation
Describe process for determining compensation	Part VI, Question 15b	In 2013, the Sr Vice President of Human Resources and the Compensation Committee of the Board of Directors reviewed the 2013 salary survey data from Economic Research Institute (ERI), Mental Health Corporations of America (MHCA), Mountain States Employers Council (MSEC), and Cejka Search. This information was then presented to the full Board by the Board Chair, along with annual compensation recommendations for the other officers and key employees. These discussions were held in executive session, so they were not recorded in the Board minutes.

Identifier	Return Reference	Explanation
Describe how documents are made available to the public	Part VI, Question 19	The organization's financial statements, conflict of interest policy, and governing documents are made available to the public upon request

Identifier	Return Reference	Explanation
Single and Consolidated Audits	Form 990, Part IX, Questions 2b, 2c, 3a, and 3b	All members of the group were part of a consolidated audit. However, based on IRS instructions for a group return, question 2b may only be answered yes if all members had separate audits. Aspenpointe does have an audit committee that assumes responsibility for the oversight of the audit. AspenPointe Behavioral Health Services FKA Pikes Peak Mental Health Center Systems and AspenPointe Health Network FKA Connect Care are two entities included within this group return which had single audits that were required and completed.

Identifier	Return Reference	Explanation
Members	Part VI, Questions 6, 7a, and 7b	ASPENPOINTE, INC IS THE SOLE MEMBER OF ALL OF THE SUBSIDIARY COMPANIES OF THE GROUP ASPENPOINTE, INC APPROVES THE APPOINTMENT OF ALL OF THE BOARD MEMBERS OF THE SUBSIDIARIES AND MUST APPROVE ANY CHANGES TO SUBSIDIARY'S BYLAWS

Identifier	Return Reference	Explanation
Group Return Entities	Part VII Directors	The Group return includes the following entities - AspenPointe Employment FKA Aspen Diversified Industries - AspenPointe Enterprises FKA Aspen Diversified Industries Services - AspenPointe Properties FKA Pkes Peak Mental Health Select Services - AspenPointe Properties FKA Pkes Peak Mental Health Select Properties - AspenPointe Youth Directions FKA Workout Ltd - AspenPointe Health Network FKA Connect Care - AspenPointe TeleCare LLC FKA ProCare LLC The above entities have a 3 person board comprised of the President/CEO, COO and CFO - AspenPointe Behavioral Health Services FKA Pkes Peak mental Health Systems - AspenPointe Foundation FKA Pkes Peak Foundation for Mental Health The above entities have a board of volunteer community members

Identifier	Return Reference	Explanation
DESCRIBE THE EXEMPT PURPOSE ACHIEVEMENTS FOR THE ORGANIZATION	FORM 990, PART III, 4A	<p>For the second straight year, the Colorado Springs community was faced with natural disaster. Just as the community was recovering from a devastating forest fire in Black Forest, torrential rains caused flooding on the city's west side, causing millions of dollars of damage to homes and businesses. The tragedies received national attention and images were played on television newscasts and Web sites across the globe for many nights after. The footage of the destruction left behind by these two natural disasters is truly amazing but it's not nearly as amazing as the community's response to the fire and its victims. AspenPointe employees rolled up their sleeves and jumped in with both feet. We attended key community meetings, staffed the disaster recovery center every day, were by victims' sides as they returned to their homes, and we continue to provide assistance long after the rebuilding process has begun. This is one way that AspenPointe continues to be the Provider of Choice for the region, one of the four areas under which we list our accomplishments over the last year. The other three categories are "Community Partner of Choice," "Employer of Choice" and "Sustainability."</p> <p>PROVIDER OF CHOICE - Developed and implemented a five-day-a-week Adult Behavioral Intensive Outpatient Program to encourage and reinforce critical thinking in everyday activities - Established the AspenPointe Innovation Center to consolidate storage space and provide job training for a variety of occupations, including art framing, product manufacturing, floor cleaning, furniture assembly and construction - Delivered AspenPointe's first mobile app, a step toward increasing access to care by taking advantage and embracing new technology - The Peer Navigator Program helped 390 clients and found jobs for 120 individuals - Created the Healthcare Innovation Team to position AspenPointe for healthcare reform - Implemented an AspenPointe-wide pain management consultation group - Contact Center responded to 105,677 inbound calls - Catalyst Kitchens awarded AspenPointe Caf Model Membership in recognition of the significant and rapid progress the Caf has made in its Culinary Training Program</p> <p>COMMUNITY PARTNER OF CHOICE - Developed a comprehensive care management solution for Regional Collaborative Care Organization (RCCO) Region 7's most significant challenges around coordination, risk stratification, care planning, engagement and no shows, medication adherence and ED diversion - Completed and signed a data sharing agreement between AspenPointe, our Behavioral Health Organization, and the RCCO 7 to foster improved care coordination and population health management, oversight for high utilizers and ED diversion - Increased scope of work and contract amount for YMCA custodial partnership - Completed integrated care levels of service package and cost sharing model to market AspenPointe solutions and benefits to Primary Care Practices (PCPs) - Operationalized behavioral health integration and services in two large PCPs by embedding behavioral health consultants into a fully integrated model of care - Joined with the University Of Colorado Bethel School Of Nursing to begin development of a Telecare nursing certification program</p> <p>EMPLOYER OF CHOICE - Awarded an Adolph Coors Foundation grant for \$300,000 over the next three years helping recently separated veterans find jobs - Thirty-three percent of employees who completed Strategic Talent Management were promoted into higher level positions - Sixteen potential managers completed AspenPointe's Crossroads Program, which gives emerging leaders a view into the roles, responsibilities, and skills necessary to transition into management roles - Purchased a Community Bus to provide tours for community members, new employees and for special staff functions - Produced a series of videos featuring AspenPointe leadership explaining facilities and services for our community tour. Transformed the videos into a virtual community tour for the AspenPointe web site - Career and Development Services found jobs for 166 clients, the most placements in five years - The GED program graduated 951 students, the highest amount of any year to date</p> <p>SUSTAINABILITY - Total catering sales through AspenPointe Cafe eclipsed \$238,000 representing almost a 40 percent increase over the previous year - Awarded a Federal Aviation Administration contract, the first new National Institute for the Severely Handicapped contract for AspenPointe in over six years - AspenPointe Cafe at Citizens Service Center served nearly 94,400 customers - Completed, with the help of donors, a 42-foot geodesic dome that will allow AspenPointe to grow an additional 2,700 pounds of food per year in our Community Garden - Launched a pilot merchandise line made from recycled military parachutes. Sales from the Peer-A-Chute Program will benefit the Peer Navigator Program and employ veterans - Worked with an award-winning historian/writer</p>

Identifier	Return Reference	Explanation
DESCRIBE THE EXEMPT PURPOSE ACHIEVEMENTS FOR THE ORGANIZATION	FORM 990, PART III, 4A	to create a book about the history of AspenPointe Deep Roots is available at select AspenPointe facilities and through online book stores

Identifier	Return Reference	Explanation
BUSINESS RELATIONSHIPS	PART VI, QUESTION 2	MORRIS ROTH, KEVIN LIGHT, KELLY PHILLIPS-HENRY, AND PAUL SEXTON HAVE A BUSINESS RELATIONSHIP AS THEY ARE DIRECTORS OF ASPENPOINTE MANAGEMENT, A RELATED ORGANIZATION TAXABLE AS A CORPORATION

Identifier	Return Reference	Explanation
GROUP RETURN	PAGE 1, QUESTION	THE ASPENPOINTE INC GROUP RETURN IS A GROUP OF SUBSIDIARY ORGANIZATIONS OF ASPENPOINTE INC UNDER GROUP EXEMPTION #9701 THE FOLLOWING ENTITIES ARE INCLUDED IN THIS GROUP RETURN ASPENPOINTE TELECARE, LLC EIN 20-2788182 ASPENPOINTE HEALTH NETWORK EIN 20-4048014 ASPENPOINTE ENTERPRISES EIN 32-0098858 ASPENPOINTE BEHAVIORAL HEALTH SERVICES EIN 84-0602716 ASPENPOINTE YOUTH DIRECTIONS EIN 84-0681414 ASPENPOINTE FOUNDATION EIN 84-0893577 ASPENPOINTE PROPERTIES EIN 84-1119153 ASPENPOINTE EMPLOYMENT EIN 84-1191609 ASPENPOINTE GROUP RETURN EIN 90-0528134

Identifier	Return Reference	Explanation
DESCRIPTION OF FEES FOR SERVICES - OTHER	PART IX, LINE 11G	PROVIDER AND SUBCONTRACT EXPENSES 8,477,347 CONTRACT DOCTORS AND TEMPORARY HELP 978,302 MATERIALS AND SUPPLIES 872,652 CLIENT RELATED EXPENSES 621,654 DONATED GOODS 544,678 BUILDING SERVICES 256,194 FUND DEVELOPMENT 170,413 COMMISSION FEES 127,871 OTHER 187,197 TOTAL 12,236,308

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

Open to Public Inspection

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Department of the Treasury
Internal Revenue Service

Name of the organization
Aspenpointe Inc Group Return

Employer identification number

90-0528134

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) Aspenpointe Telecare LLC 220 Ruskin Drive COLORADO SPRINGS, CO 80910 20-2788182	MEDICAL MGMT	CO	477,731	-85,700	AspenPte Ntw

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) Aspenpointe Inc FKA Pikes Peak Integ So 220 Ruskin Drive Colorado Springs, CO 80910 42-1600485	Mgmt & Admin	CO	501(C)(3)	LINE 9	NA		No

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) Aspenpointe Builder 220 Ruskin Co Sprngs, CO 80910 26-1579796	Construction	CO	ASPEN MGMT	N/A				No			No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) Aspenpointe Management Inc 220 Ruskin Dr Colorado Springs, CO 80910 84-1116981	Mgmt Services	CO	ASPEN ENTERP	C Corp	1,119	-1,028,521	100 000 %		No

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c		No
1d		No
1e	Yes	
1f		
1g		No
1h		No
1i		No
1j		No
1k		No
1l	Yes	
1m	Yes	
1n		No
1o	Yes	
1p	Yes	
1q	Yes	
1r	Yes	
1s	Yes	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) Aspenpointe Medicaid	Q	27,766,970	
(2) Aspenpointe Medicaid	N	296,310	
(3) Aspenpointe Medicaid	S	37,938	

Software ID:
Software Version:
EIN: 90-0528134
Name: Aspenpointe Inc Group Return

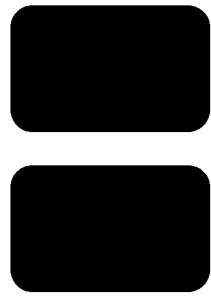
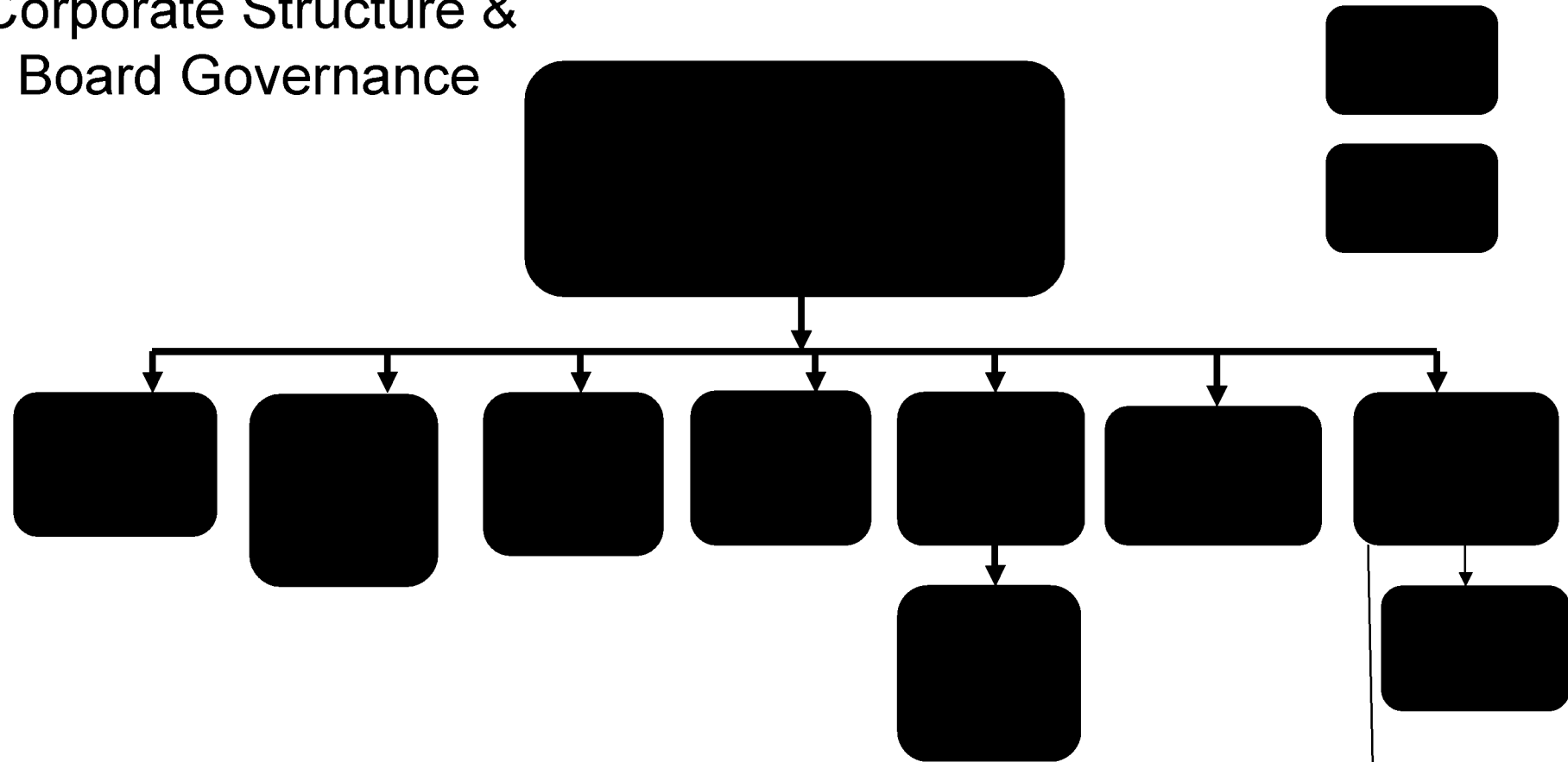
Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

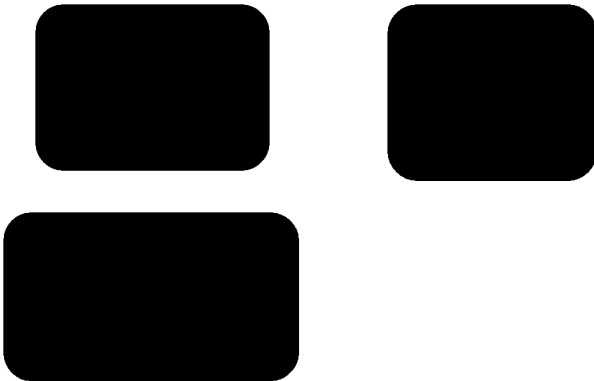
Identifier	Return Reference	Explanation	
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Corporate Structure & Board Governance



Trade Names



*Revised
07/8/2010*

000775



SUBSIDIARY ORGANIZATION OF ASPENPOINTE INC
 GEN NUMBER 9701

PAGE 1
 CYCLE 201253

421600485	PARENT	ASPENPOINTE INC 220 RUSKIN DR	COLORADO SPGS	CO	80910-2522209	06
202788182	SUB	ASPENPOINTE INC 220 RUSKIN DR ASPENPOINTE TELECARE LLC	COLORADO SPGS	CO	80910-0000000	% LLOYD K LIGHT 06
204048014	SUB	ASPENPOINTE INC 220 RUSKIN DR ASPENPOINTE HEALTH NETWORK	COLORADO SPGS	CO	80910-0000000	% LLOYD K LIGHT 06
320098858	SUB	ASPENPOINTE INC 220 RUSKIN DR ASPENPOINTE ENTERPRISES	COLORADO SPGS	CO	80910-2522209	% LLOYD K LIGHT 06
840602716	SUB	ASPENPOINTE INC 220 RUSKIN DR ASPENPOINTE HEALTH SERVICES	COLORADO SPGS	CO	80910-2522209	% LLOYD K LIGHT 06
840681414	SUB	ASPENPOINTE INC 220 RUSKIN DR ASPENPOINTE YOUTH DIRECTIONS	COLORADO SPGS	CO	80910-2522209	% LLOYD K LIGHT 06
840893577	SUB	ASPENPOINTE INC 220 RUSKIN DR ASPENPOINTE FOUNDATION	COLORADO SPGS	CO	80910-0000000	% LLOYD K LIGHT 06
841119153	SUB	ASPENPOINTE INC 220 RUSKIN DR ASPENPOINTE PROPERTIES	COLORADO SPGS	CO	80910-0000000	% LLOYD K LIGHT 06
841191609	SUB	ASPENPOINTE INC 220 RUSKIN DR ASPENPOINTE EMPLOYMENT	COLORADO SPGS	CO	80910-2522209	% LLOYD K LIGHT 06
900528134	SUB	ASPENPOINTE INC 220 RUSKIN DR GROUP RETURN	COLORADO SPGS	CO	80910-2522209	06

421600485 SUBSIDIARY ORGANIZATION OF ASPENPOINTE INC
GEN NUMBER 9701 SUBSIDIARY TOTAL IS 9

CYCLE 201253