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Form 990-PF

Department of the Treasury  
Internal Revenue Service

## Return of Private Foundation

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

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- Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2014

Open to Public  
Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation TWELVE TWENTY-ONE FUND		A Employer identification number 84-1609151
Number and street (or P O box number if mail is not delivered to street address) 10 CHERRY VALE DR		B Telephone number (see instructions) (303) 480-1200
City or town, state or province, country, and ZIP or foreign postal code ENGLEWOOD, CO 80137029		
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>C</b> If exemption application is pending, check here ► <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,356,978	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc , received (attach schedule)	40,000			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	45,700	44,382		
	4 Dividends and interest from securities.	37,466	37,466		
	5a Gross rents				
	b Net rental income or (loss) -4,054				
	6a Net gain or (loss) from sale of assets not on line 10	48,901			
	b Gross sales price for all assets on line 6a 234,480				
	7 Capital gain net income (from Part IV, line 2)		48,901		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	14,173	14,173		
	<b>12 Total.</b> Add lines 1 through 11	186,240	144,922		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	8,930	8,930		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,633	2,633		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	31,066	31,066		0
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23	42,629	42,629		0
	25 Contributions, gifts, grants paid	148,500			148,500
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	191,129	42,629		148,500
	<b>27 Subtract line 26 from line 12</b>				
	<b>a Excess of revenue over expenses and disbursements</b>	-4,889			
	<b>b Net investment income</b> (if negative, enter -0-)		102,293		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

	Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing . . . . .				
	2 Savings and temporary cash investments . . . . .		334,839	239,877	239,877
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable . . . . .				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use . . . . .				
	9 Prepaid expenses and deferred charges . . . . .		1,000	4,693	4,693
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule) . . . . .				
	c Investments—corporate bonds (attach schedule) . . . . .		414,324	424,851	420,798
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans . . . . .				
	13 Investments—other (attach schedule) . . . . .		2,289,103	2,006,539	2,210,250
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ► _____)		0	482,913	481,360
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		3,039,266	3,158,873	3,356,978
Liabilities	17 Accounts payable and accrued expenses . . . . .				
	18 Grants payable . . . . .				
	19 Deferred revenue . . . . .				
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			140,000	
	21 Mortgages and other notes payable (attach schedule) . . . . .				
	22 Other liabilities (describe ► _____)		155,145	139,641	
	23 Total liabilities (add lines 17 through 22) . . . . .		155,145	279,641	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ►</b>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here ►</b>				
	<b>and complete lines 27 through 31.</b>				
	27 Capital stock, trust principal, or current funds . . . . .		0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .		0	0	
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .		2,884,121	2,879,232	
	30 Total net assets or fund balances (see instructions) . . . . .		2,884,121	2,879,232	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .		3,039,266	3,158,873	

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

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	2,884,121
2	Enter amount from Part I, line 27a . . . . .	2	-4,889
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3 . . . . .	4	2,879,232
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,879,232

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	48,901
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			<b>3</b>	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	161,711	3,068,955	0 052693
2012	71,460	1,757,791	0 040653
2011	74,379	1,490,429	0 049904
2010	68,809	1,422,621	0 048368
2009	70,361	1,358,766	0 051783
<b>2</b> Total of line 1, column (d).			<b>2</b> 0 243401
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0 048680
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			<b>4</b> 3,362,594
<b>5</b> Multiply line 4 by line 3.			<b>5</b> 163,691
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).			<b>6</b> 1,023
<b>7</b> Add lines 5 and 6.			<b>7</b> 164,714
<b>8</b> Enter qualifying distributions from Part XII, line 4.			<b>8</b> 148,500

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	2,046
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	0
3	Add lines 1 and 2. . . . .	3	2,046
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	2,046
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	4,693
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d. . . . .	7	4,693
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	2,647
11	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> 2,647 <b>Refunded</b> <input type="checkbox"/>	11	0

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ 0 <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CO	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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

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

Website address ► N/A

14 The books are in care of ► SMITH BROOKS BOLSHOUN CO LLP Telephone no ► (303) 480-1200  
Located at ► 2680 18TH STREET STE 200 DENVER CO ZIP +4 ► 80211

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . . ► 15 and enter the amount of tax-exempt interest received or accrued during the year . . . . .

16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . ► 16 Yes No  
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	► Yes	✓ No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	► Yes	✓ No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	► Yes	✓ No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	► Yes	✓ No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	► Yes	✓ No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	► Yes	✓ No	
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .		1b	
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ►			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? . . . . .		1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . .	► Yes	✓ No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .		2b	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	► Yes	✓ No	
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014) . . . . .		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? . . . . .		4b	No

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

<b>5a</b>	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions). . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .		<b>5b</b>	
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ►			
<b>c</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .		<b>6b</b>	<b>No</b>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		<b>7b</b>	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PEGGY GOLDMAN 10 CHERRYVALE DRIVE ENGLEWOOD, CO 80110	PRESIDENT 1 00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
<b>Total number of other employees paid over \$50,000.</b>				0

**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

## Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	<b>Expenses</b>
<b>1</b> <hr/>	
<b>2</b> <hr/>	
<b>3</b> <hr/>	
<b>4</b> <hr/>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____ _____	
2 _____ _____	

All other program-related investments See instructions

**3** \_\_\_\_\_  
\_\_\_\_\_  
**Total.** Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	3,093,648
b	Average of monthly cash balances. . . . .	1b	320,153
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	3,413,801
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	0
3	Subtract line 2 from line 1d. . . . .	3	3,413,801
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	51,207
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,362,594
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	168,130

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

1	Minimum investment return from Part X, line 6. . . . .	1	168,130
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a	2,046
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	2,046
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	166,084
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	166,084
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	166,084

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	148,500
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	148,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	148,500

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				166,084
<b>2</b> Undistributed income, if any, as of the end of 2014			0	
<b>a</b> Enter amount for 2013 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009. . . . .				
<b>b</b> From 2010. . . . .				
<b>c</b> From 2011. . . . .				
<b>d</b> From 2012. . . . .				
<b>e</b> From 2013. . . . .	7,050			
<b>f Total</b> of lines 3a through e. . . . .	7,050			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ► \$ _____ 148,500			0	
<b>a</b> Applied to 2013, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2014 distributable amount. . . . .				148,500
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	7,050			7,050
<b>6</b> Enter the net total of each column as indicated below:	0			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				10,534
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010. . . . .				
<b>b</b> Excess from 2011. . . . .				
<b>c</b> Excess from 2012. . . . .				
<b>d</b> Excess from 2013. . . . .				
<b>e</b> Excess from 2014. . . . .				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

**Part XV Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

PEGGY GOLDMAN

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

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

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

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

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

c Any submission deadlines

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	148,500
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Line	Type of Earnings Producing Activities				(e) Related or exempt function income (See instructions )
	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
a					
b					
c					
d					
e					
f					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . . .			14	45,700	
<b>5</b> Net rental income or (loss) from real estate			14	37,466	
a Debt-financed property. . . . .			14	-4,054	
b Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property. . . . .					
<b>7</b> Other investment income. . . . .			14	14,173	
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			18	48,901	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .					
<b>11</b> Other revenue a					
b					
c					
d					
e					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .		0		142,186	
<b>13</b> Total. Add line 12, columns (b), (d), and (e). . . . .					142,186

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

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

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

**d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

\* \* \* \* \*

2015-11-02

\* \* \* \* \*

**Signature of officer or trustee**

Date

Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name HARVEY BOLSHOUN	Preparer's Signature	Date 2015-11-02	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00434746
	Firm's name ► SMITH BROOKS BOLSHOUN & CO LLP			Firm's EIN ►	84-0579402
	Firm's address ► 2680 18TH STREET SUITE 200 DENVER, CO 802113932			Phone no (303) 480-1200	

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
OPPENHEIMER ACCT 1364	P	2014-12-15	2014-12-31
OPPENHEIMER ACCT 1364	P	2013-11-12	2014-12-31
OPPENHEIMER ACCT 0857	P	2014-01-01	2014-12-31
OPPENHEIMER ACCT 0857	P	2013-08-29	2014-12-31
OPPENHEIMER ACCT 0865	P	2014-06-24	2014-06-16
OPPENHEIMER ACCT 0865	P	2013-04-18	2014-06-16
OPPENHEIMER ACCT 0931	P	2014-01-13	2014-11-17
OPPENHEIMER ACCT 0931	P	2013-04-18	2014-10-08
KKR & CO LP PASSTHROUGH FEIN 26-0426107	P	2014-08-25	2014-12-31
KKR & CO LP PASSTHROUGH FEIN 26-0426107	P	2013-12-31	2014-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
26,497		26,143	354
45,138		45,560	-422
24,332		18,790	5,542
6,677		4,550	2,127
6,564		5,227	1,337
6,030		4,632	1,398
7,407		6,629	778
6,937		7,105	-168
12			12
2,676			2,676

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			354
			-422
			5,542
			2,127
			1,337
			1,398
			778
			-168
			12
			2,676

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
PEAK SELECT ACCESS FUND LP PASSTHROUGH FEIN 20-3420757	P	2014-08-25	2014-12-31
PEAK SELECT ACCESS FUND LP PASSTHROUGH FEIN 20-3420757	P	2013-08-25	2014-12-31
MERITAGE OPPENHEIMER REAL ESTATE VALUE PASSTHROUGH FEIN 27-2166529	P	2013-08-25	2014-12-31
OAKTREE CAPITAL GROUP LLC PASSTHROUGH FEIN 26-0174894	P	2014-08-25	2014-12-31
GNMA CUSIP 36202EP29 RETURN OF CAPITAL	P	2008-05-29	2014-12-31
GNMA CUSIP 36202EQB8 RETURN OF CAPITAL	P	2009-07-20	2014-12-31
GNMA CUSIP 36202EUM9 RETURN OF CAPITAL	P	2009-06-12	2014-12-31
GNMA CUSIP 36202EWH8 RETURN OF CAPITAL	P	2008-11-21	2014-12-31
GNMA CUSIP 36202EWV7 RETURN OF CAPITAL	P	2009-08-26	2014-12-31
GNMA CUSIP 36202EZK8 RETURN OF CAPITAL	P	2009-01-13	2014-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,712			4,712
2,692			2,692
42			42
415			415
559		559	0
2,893		2,893	0
1,206		1,206	0
8,485		8,485	0
1,781		1,781	0
7,900		7,900	0

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,712
			2,692
			42
			415
			0
			0
			0
			0
			0
			0

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
GNMA CUSIP 36206WVG7 RETURN OF CAPITAL	P	2009-03-10	2014-12-31
GNMA CUSIP 36225BC48 RETURN OF CAPITAL	P	2008-12-10	2014-12-31
GNMA CUSIP 36241KYT9 RETURN OF CAPITAL	P	2009-05-29	2014-12-31
GNMA CUSIP 36295PUC4 RETURN OF CAPITAL	P	2010-06-15	2014-12-31
GNMA CUSIP 36296UK66 RETURN OF CAPITAL	P	2009-10-16	2014-12-31
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,651		6,651	0
19,355		19,355	0
4,233		4,233	0
5,807		5,807	0
8,073		8,073	0
27,406			27,406

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			0
			0
			0
			27,406

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
AISH AHAVAS YISRAEL 9550 E BELLEVIEW AVE GREENWOOD VILLAGE, CO 80111	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,000
ANTI-DEFAMATION LEAGUE ROCKY MOUNTAIN REGION 1120 LINCOLN ST STE 1301 DENVER, CO 80203	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	46,000
ARAPAHOE HOUSE NEW DIRECTIONS 8801 LIPAN ST THORNTON, CO 80260	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,500
ASPEN ACADEMY 5859 S UNIVERSITY BLVD GREENWOOD VILLAGE, CO 80121	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	4,000
ASSOCIATION FOR INDIVIDUAL DEVELOPMENT 309 W NEW INDIAN TRAIL COURT AURORA, IL 60506	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,500
AURORA HISTORICAL SOCIETY PO BOX 905 AURORA, IL 60507	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,000
AURORA JEWISH WELFARE FUND 400 N EDGELAWN DR AURORA, IL 60506	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,000
AURORA UNIVERSITY 347 S GLADSTONE AURORA, IL 60506	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,000
BOYS II MEN FOUNDATION PO BOX 1353 AURORA, IL 60507	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	4,000
CAMP FOR ALL KIDS FOUNDATION 7701 FORSYTH BLVE 4TH FLOOR ST LOUIS, MO 63105	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	500
CAMP NICOLET FOUNDATION 16140 HWY 70 E EAGLE RIVER, WI 54521	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,000
CASA - KANE COUNTY 100 SOUTH 3RD ST STE 460 GENEVA, IL 601344484	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,500
CHARCOT-MARIE-TOOTH ASSOCIATION PO BOX 106 GLENOLDEN, PA 19036	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	20,000
THE COLORADO BALLET 1075 SANTA FE DR DENVER, CO 80204	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	5,000
CONGREGATION RODEF SHALOM 450 S KEARNEY ST DENVER, CO 80224	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	3,500
<b>Total . . . . .</b>			<b>► 3a</b>	<b>148,500</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
DENVER ART MUSEUM 100 W 14TH AVE PKWY DENVER, CO 80204	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,500
DUNAMIS PEACE INSTITUTE PO BOX 433 ALLENSPARK, CO 80510	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	900
FAMILY COUNSELING SERVICE 70 S RIVER ST AURORA, IL 60506	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	5,000
HESED INTERFAITH FOOD PANTRY 650 S RIVER ST AURORA, IL 60506	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	3,000
JEWISH COLORADO 300 S DAHLIA DENVER, CO 80246	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	5,000
JEWISH FAMILY SERVICES 3201 S TAMARAC DR DENVER, CO 80231	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	7,000
MESA VERDE FOUNDATION 823 SOUTH PERRY STE 120 CASTLE ROCK, CO 80104	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,000
NATIONAL MILL DOG RESCUE PO BOX 88468 COLORADO SPRINGS, CO 80908	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 900 SOUTH BROADWAY STE 250 DENVER, CO 80209	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,000
SALVATION ARMY PO BOX 4224 AURORA, IL 60507	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,600
SHELTER CARE 499 W 4TH AVE EUGENE, OR 97401	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,000
SPD FOUNDATION DR LUCY MILLER 5420 S QUEBEC ST STE 135 GREENWOOD VILLAGE, CO 80111	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,000
ST KATHERINE DREXAL CATHOLIC CHURCH 264 MAIN STREET SUGAR GROVE, IL 60554	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	3,000
THE FOUNDATION FOR PERIPHERAL NEUROPATHY 485 HALF DAY RD STE 200 BUFFALO GROVE, IL 60089	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	5,000
UNIVERSITY OF DENVER STURM COLLEGE OF LAW PO BOX 910585 DENVER, CO 80291	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>148,500</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
COMMUNITY FOUNDATION OF THE FOX RIVER VALLEY 111 W DOWNER PL 312 AURORA, IL 60506	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,000
DENVER JEWISH DAY SCHOOL 2450 S WABASH ST DENVER, CO 80231	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,500
HILLEL OF COLORADO 2390 SRACE ST DENVER, CO 80210	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,500
REDLINE DENVER 2350 ARAPAHOE ST DENVER, CO 80205	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,000
VNA HEALTHCARE 400 N HIGHLAND AVE AURORA, IL 60506	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	3,000
<b>Total.</b>			<b>► 3a</b>	<b>148,500</b>

## TY 2014 Accounting Fees Schedule

**Name:** TWELVE TWENTY-ONE FUND

**EIN:** 84-1609151

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INCOME TAX PREPARATION	8,930	8,930		0

## TY 2014 Investments Corporate Bonds Schedule

**Name:** TWELVE TWENTY-ONE FUND

**EIN:** 84-1609151

Name of Bond	End of Year Book Value	End of Year Fair Market Value
OPPENHEIMER BOND FUNDS	424,851	420,798

## TY 2014 Investments - Other Schedule

**Name:** TWELVE TWENTY-ONE FUND**EIN:** 84-1609151

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UBS FINANCIAL SERVICES BROKERAGE ACCOUNT	AT COST	1,383,472	1,544,998
OPPENHEIMER HEDGE FUNDS	AT COST	0	0
MERITAGE OPPENHEIMER REAL ESTATE VALUE PARTNERS III LP	AT COST	118,148	118,148
OPPENHEIMER COMMON STOCK	AT COST	99,625	103,909
PEAK SELECT ACCESS FUND	AT COST	132,772	132,772
OPPENHEIMER COMMON STOCK	AT COST	147,712	172,974
OPPENHEIMER COMMON STOCK	AT COST	124,810	137,449

## TY 2014 Other Assets Schedule

**Name:** TWELVE TWENTY-ONE FUND**EIN:** 84-1609151

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OPPENHEIMER COMMON STOCK		36,156	36,915
ADVANTAGE XANTHUS FUND		308,119	308,119
KKR & CO PARTNERSHIP		61,139	58,827
OAKTREE CAPITAL GROUP		77,499	77,499

## TY 2014 Other Expenses Schedule

**Name:** TWELVE TWENTY-ONE FUND

**EIN:** 84-1609151

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK AND BROKER FEES	18,027	18,027		0
NON-DEDUCTIBLE EXPENSE FROM K-1	22	22		0
INVESTMENT EXPENSES	7,531	7,531		0
PENALTIES	1,432	1,432		0
PASS THROUGH ENTITY (EIN 27-2166529)	4,054	4,054		0

## TY 2014 Other Income Schedule

**Name:** TWELVE TWENTY-ONE FUND**EIN:** 84-1609151

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	14,173	14,173	14,173

## TY 2014 Other Liabilities Schedule

**Name:** TWELVE TWENTY-ONE FUND**EIN:** 84-1609151

Description	Beginning of Year - Book Value	End of Year - Book Value
BANK OVERDRAFT	155,145	139,641

## TY 2014 Taxes Schedule

**Name:** TWELVE TWENTY-ONE FUND**EIN:** 84-1609151

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	1,789	1,789		0
FOREIGN TAX EXPENSE	844	844		0

## Schedule of Contributors

OMB No 1545-0047

2014

- Attach to Form 990, 990-EZ, or 990-PF.
- Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**Name of the organization**  
TWELVE TWENTY-ONE FUN

**Employer identification number**

84-160915

**Organization type (check one)**

### **Filers of:**

## Section:

Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation <input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation <input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

## General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

## Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year . . . . . ► \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**Name of organization**

TWELVE TWENTY-ONE FUND

**Employer identification number**

84-1609151

**Part I** **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PEGGY GOLDMAN 10 CHERRY VALE DR  ENGLEWOOD, CO 80113	\$ 40,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )

**Name of organization**

TWELVE TWENTY-ONE FUND

**Employer identification number**

84-1609151

**Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed**

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

Name of organization TWELVE TWENTY-ONE FUND		Employer identification number 84-1609151	
<b>Part III</b> <b>Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.</b> Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of <b>\$1,000 or less</b> for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	_____	_____	_____
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	_____	_____	_____
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	_____	_____	_____
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	_____	_____	_____