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Extended to November 16, 2015
Return of Private Foundation
 or Section 4947(a)(1) Trust Treated as Private Foundation

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Form **990-PF**

OMB No 1545-0052

2014

Department of the Treasury
 Internal Revenue Service

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 Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation Bloedorn Foundation		A Employer identification number 84-6025296
Number and street (or P O box number if mail is not delivered to street address) PO Box 1385	Room/suite	B Telephone number (970) 380-2501
City or town, state or province, country, and ZIP or foreign postal code Ft Morgan, CO 80701-1385		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,295,792.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		160.		N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1.	1.		Statement 1
4 Dividends and interest from securities		95,688.	95,688.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		141,048.			
b Gross sales price for all assets on line 6a 942,830.					
7 Capital gain net income (from Part IV, line 2)			141,048.		
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)					
11 Other income		1,218.	1,218.		Statement 3
12 Total (Add lines 1 through 11)		238,115.	237,955.		
13 Compensation of officers, directors, trustees, etc		5,000.	0.		5,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 4		2,000.	1,260.		740.
c Other professional fees Stmt 5		36,013.	30,611.		5,402.
17 Interest					
18 Taxes Stmt 6		2,607.	792.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		2,694.	2,655.		39.
24 Total operating and administrative expenses. Add lines 13 through 23		48,314.	35,318.		11,181.
25 Contributions, gifts, grants paid		155,095.			155,095.
26 Total expenses and disbursements Add lines 24 and 25		203,409.	35,318.		166,276.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		34,706.			
b Net investment income (if negative, enter -0-)			202,637.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	27,816.	6,808.	6,808.
	2 Savings and temporary cash investments	90,394.	182,756.	182,756.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations Stmt 8	101,375.	101,375.	139,125.
	b Investments - corporate stock Stmt 9	249,576.	288,288.	499,006.
	c Investments - corporate bonds Stmt 10	935,638.	878,011.	886,465.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 11	1,353,984.	1,336,251.	1,581,631.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ Mineral interests)	1.	1.	1.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,758,784.	2,793,490.	3,295,792.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	2,758,784.	2,793,490.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	2,758,784.	2,793,490.		
31 Total liabilities and net assets/fund balances	2,758,784.	2,793,490.		

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	2,758,784.
2 Enter amount from Part I, line 27a	2	34,706.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,793,490.
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	2,793,490.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b See Attached Statements				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	942,830.	801,782.	141,048.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			141,048.	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 141,048.
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). If (loss), enter -0- in Part I, line 8		}		3 N/A

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)
 If section 4940(d)(2) applies, leave this part blank.
 Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	158,019.	3,287,912.	.048061
2012	161,405.	3,198,376.	.050465
2011	166,554.	3,238,812.	.051424
2010	153,610.	3,096,502.	.049608
2009	140,950.	2,901,704.	.048575
2 Total of line 1, column (d)			2 .248133
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .049627
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 3,313,665.
5 Multiply line 4 by line 3			5 164,447.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,026.
7 Add lines 5 and 6			7 166,473.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 166,276.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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: _____ (attach copy of letter if necessary-see instructions)		
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	4,053.
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	4,053.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,053.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,100.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,100.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	5.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	42.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 42. Refunded <input type="checkbox"/> 0.	11	0.

Part VII A Statements Regarding Activities

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

N/A

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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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of Wells Fargo Bank, NA Telephone no. (970) 490-6243 Located at 401 S College Ave, Ft Collins, CO ZIP+4 80524
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). 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):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A**

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		5,000.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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	3,234,269.
b	Average of monthly cash balances	1b	129,858.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,364,127.
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	3,364,127.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,462.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,313,665.
6	Minimum investment return. Enter 5% of line 5	6	165,683.

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	165,683.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4,053.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,053.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	161,630.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	161,630.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	161,630.

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	166,276.
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	166,276.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	166,276.

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
1 Distributable amount for 2014 from Part XI, line 7				161,630.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010	1,366.			
c From 2011	7,921.			
d From 2012	4,103.			
e From 2013				
f Total of lines 3a through e	13,390.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 166,276.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				161,630.
e Remaining amount distributed out of corpus	4,646.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,036.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c 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.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 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.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	18,036.			
10 Analysis of line 9:				
a Excess from 2010	1,366.			
b Excess from 2011	7,921.			
c Excess from 2012	4,103.			
d Excess from 2013				
e Excess from 2014	4,646.			

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

N/A

1 a 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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a 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.

Table with 5 columns: (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. The table is mostly empty with a diagonal line drawn through it.

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, (2) Support from general public, (3) Largest amount of support from an exempt organization, (4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

None

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.

None

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

See Statement 13

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:

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Wells Fargo	1.	1.	
Total to Part I, line 3	1.	1.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Partnership pass-throughs	3,151.	0.	3,151.	3,151.	
Wells Fargo Trust Dept	111,323.	18,786.	92,537.	92,537.	
To Part I, line 4	114,474.	18,786.	95,688.	95,688.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Etraca Alerion MLP	1,165.	1,165.	
Abbey Capital	53.	53.	
Total to Form 990-PF, Part I, line 11	1,218.	1,218.	



Form 990-PF	Accounting Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	2,000.	1,260.		740.
To Form 990-PF, Pg 1, ln 16b	2,000.	1,260.		740.

Form 990-PF	Other Professional Fees			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Custodial fees	36,013.	30,611.		5,402.
To Form 990-PF, Pg 1, ln 16c	36,013.	30,611.		5,402.

Form 990-PF	Taxes			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign withholding	792.	792.		0.
Excise tax	1,815.	0.		0.
To Form 990-PF, Pg 1, ln 18	2,607.	792.		0.

Form 990-PF	Other Expenses			Statement 7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment expenses	2,616.	2,616.		0.
Miscellaneous expenses	78.	39.		39.
To Form 990-PF, Pg 1, ln 23	2,694.	2,655.		39.

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Statement 8

Part II, Line 10 (a)

US Government

U S Treasury Bond, 8%, due 11/15/21

Part II, Line 10(a)

<u>No. Shares</u>	<u>Book Value</u>	<u>FMV</u>
	\$ 101,375	\$ 139,125
	<u>\$ 101,375</u>	<u>\$ 139,125</u>

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Statement 9

Part II, Line 10 (b)

Corporate stock

	No. Shares	Book Value	FMV
Abbott Labs	10	\$ 261	\$ 450
Abbvie	10	284	654
Affiliated Managers Group	10	943	2,122
Anheuser-Busch	20	1,190	2,246
Apache Corp	5	472	313
Apple	190	14,389	20,972
Berkshire Hathaway	10	772	1,502
Blackrock	25	7,720	8,939
Boeing	10	705	1,300
Celanese	15	654	899
Chevron Corp	750	28,393	84,135
Cisco Systems	350	8,564	9,735
Citigroup	255	12,161	13,798
CME Group	75	5,834	6,649
Comcast	108	2,632	6,265
ConocoPhillips	625	15,772	43,163
CVS Health	25	1,166	2,408
Diageo PLC	10	859	1,141
Eaton Corp	7	345	476
EMC Corp	360	9,385	10,706
Exxon Mobil Corp	290	4,852	26,811
Facebook	135	10,090	10,533
Gilead Sciences	30	1,046	2,828
Goldman Sachs Group	5	502	969
Google	10	3,778	5,285
Idearc	50	1,598	0
Intel Corp	150	3,166	5,444
Johnson & Johnson	650	45,413	67,971
Johnson Controls	120	5,293	5,801
JP Morgan Chase	85	3,647	5,319
Kraft Foods Incorporated	127	1,386	7,958
Microsoft	125	3,634	5,806
Mondelez Int'l	487	3,277	17,690
Monster Beverage	110	7,386	11,918
National Oilwell Varco	130	10,061	8,519
Nestle SA	15	836	1,094
Novartis	10	546	927
Oracle Corp	126	3,651	5,666
Proctor & Gamble	110	7,704	10,020
Schlumberger	10	727	854
Target	235	13,764	17,839
Thermo Fisher Scientific	15	683	1,879
TJX Cos	110	5,846	7,544
Total SA	15	786	768
Union Pacific	10	505	1,191
United Parcel Service	10	724	1,112
UnitedHealth Group	64	2,369	6,470
US Bancorp	35	905	1,573
Verizon Communications	4,701	15,789	18,759
Walt Disney	170	12,587	16,012
3M Co	40	3,236	6,573
Part II, Line 10(b)		<u>\$ 288,288</u>	<u>\$ 499,006</u>

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Statement 10

Part II, Line 11@

Corporate bonds.

	No. Shares	Book Value	FMV
Dreyfus Emerging Markets Debt	784 50	\$ 11,320	\$ 9,689
Eaton Vance Floating Rate Fund	11,507 37	104,912	102,531
Fidelity Advisors Emerging Markets	3,118 38	39,504	41,069
Ishares Iboxx \$ Investment Gr Corporate Bond Fd	2,493 00	275,260	297,689
Pimco Foreign Bond Fd	6,820.47	71,121	73,456
Ridgeworth Seix High Yield Bond Fd	16,366 42	152,365	141,406
Vanguard Short-Term Bond ETF	954 00	77,665	76,272
Vanguard Short-Term Corporate Bond ETF	1,690 00	135,691	134,575
Western Asset Emerging Market	1,975.36	10,173	9,778

Part II, Line 10c

\$ 878,011	\$ 886,465
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Statement 11

Part II, Line 13

Other investments

	No. Shares	Book Value	FMV
(c) AQR Managed Futures Strategy Fund	832 98	\$ 9,496	\$ 8,855
Arbitrage Fund	3,015 42	40,000	39,321
Artisan Funds Small-Cap	1,293.78	41,000	38,024
Artisan International Fund	3,872.84	117,115	116,030
ASG Global Alternatives	616 53	7,170	6,936
Diamond Hill Long-Short Fd	1,488 98	25,000	36,063
Driehaus Active Income Fund	3,676 58	39,744	38,310
E-Tracs Alerian MLP Infrastructure	320.00	14,019	12,992
E-Tracs Alerian MLP Index	1,040 00	30,119	30,160
Eaton Vance Global Macro	1,599 15	15,000	14,888
Elements Rogers Total Return	8,097 00	61,844	51,092
HSBC Frontier Markets	2,501 79	35,000	32,248
Ishares MSCI EAFE	1,775 00	98,768	107,991
Ishares MSCI EAFE Growth	810 00	57,111	53,306
Ishares Russell 2000 Growth Index	932 00	75,536	132,698
Ishares Russell 2000 Value Index	345 00	20,937	35,080
Ishares S&P 500 Growth	395 00	40,017	44,082
Ishares Select Dividend	1,754 00	90,812	139,268
Ishares Tr Russell Midcap Growth	1,195 00	54,873	111,410
Ishares Tr Russell Midcap Value	1,016 00	38,781	74,940
Merger Fd	1,191 53	18,748	18,564
Morgan Stanley Institutional Fd Emg Mkts	1,679 73	30,000	32,184
MSIF Mid-Cap Growth Portfolio	1,021 03	50,000	40,167
Oppenheimer Developing Markets	1,686 59	60,000	59,132
Powershares Listed Private Equity	2,625 00	23,219	28,822
Principal Global Multi-Strategy Fund	3,593 89	40,000	39,425
Robeco Boston Partners Long/Short	3,840 75	54,637	58,725
Spdr DJ Wilshire International Real Estate	1,480 00	49,976	61,524
Vanguard REIT Viper	1,474 00	97,329	119,394

Part II, Line 13

\$ 1,336,251	\$ 1,581,631
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Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 12

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Donald Ostwald PO Box 1385 Ft Morgan, CO 80701	Trustee 1.00	1,000.	0.	0.
Corliss Littlefield PO Box 1385 Ft Morgan, CO 80701	Trustee 1.00	1,000.	0.	0.
Jerry Jones PO Box 1385 Ft Morgan, CO 80701	Trustee 1.00	1,000.	0.	0.
Anna Segura PO Box 1385 Ft Morgan, CO 80701	Trustee 1.00	1,000.	0.	0.
Andrew F McClary PO Box 1385 Ft Morgan, CO 80701	Trustee 1.00	1,000.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		5,000.	0.	0.

Form 990-PF

Grant Application Submission Information
Part XV, Lines 2a through 2d

Statement 13

Name and Address of Person to Whom Applications Should be Submitted

Jerry Jones
PO Box 1385
Ft Morgan, CO 80701

Telephone Number

(970)867-2768

Form and Content of Applications

A letter explaining the need for assistance. No special information or materials is needed.

Any Submission Deadlines

None

Restrictions and Limitations on Awards

No restrictions, but Morgan County, Colorado is preferred.

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Part XV - Line 3a

Statement 14

	Relationship	Foundation Status	Purpose	Amount
Contributions paid during the year:				
Brush School District RE-2 Brush, Colorado	None	School	Scholarships	\$ 6,600
Brush School District RE-2 Brush, Colorado	None	School	After Prom	500
Fort Morgan School District RE-3 Fort Morgan, Colorado	None	School	Scholarships	17,250
Fort Morgan School District RE-3 Fort Morgan, Colorado	None	School	Programs	7,000
Independent Higher Education of Colorado Denver, Colorado	None	Foundation	Scholarships	5,000
Prairie School District RE-11J New Raymer, Colorado	None	School	Scholarships	1,000
Prairie School District RE-11J New Raymer, Colorado	None	School	After Prom	200
Weldon Valley School District RE-20 Weldona, Colorado	None	School	Scholarships	2,880
Weldon Valley School District RE-20 Weldona, Colorado	None	School	After Prom	200
Wiggins School District RE-50 Wiggins, Colorado	None	School	Scholarships	3,965
Wiggins School District RE-50 Wiggins, Colorado	None	School	After Prom	300
Woodlin School District R-104 Woodrow, Colorado	None	School	Scholarships	1,000
Morgan Community College Fort Morgan, Colorado	None	School	Programs	2,500
Subtotal, carried forward				<u>\$ 48,395</u>

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Part XV - Line 3a

Statement 14

	Relationship	Foundation Status	Purpose	Amount
Subtotal, brought forward				\$ 48,395
Close-Up New Americans Program Fort Morgan, Colorado	None	Charitable	Program	200
United Way of Morgan County Fort Morgan, Colorado	None	Charitable	Charitable	7,500
Harold DeHaan American Legion Fort Morgan, Colorado	None	Civic	Summer Baseball	1,000
Fort Morgan Heritage Foundation Fort Morgan, Colorado	None	Foundation	Building	20,000
Fort Morgan Heritage Foundation Fort Morgan, Colorado	None	Foundation	Programs	2,500
Centennial Mental Health Fort Morgan, Colorado	None	Charitable	Programs	40,000
Sexual Assault Response Advocates Fort Morgan, Colorado	None	Charitable	Charitable	7,000
S H A R E. Incorporated Fort Morgan, Colorado	None	Civic	Charitable	10,000
Center for Hearing Speech & Language 4280 Hale Parkway, Denver, Colorado	None	Charitable	Charitable	1,500
Caring Ministries Fort Morgan, Colorado	None	Charitable	Grant	10,000
Christ Congregational Church Fort Morgan, Colorado	None	Church	Charitable	400
First Christian Church Fort Morgan, Colorado	None	Church	Charitable	400
Immanuel Evangelical Church Fort Morgan, Colorado	None	Church	Charitable	400
Seventh Day Adventist Church Fort Morgan, Colorado	None	Church	Charitable	400
Subtotal, carried forward				<u>\$ 149,695</u>

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Part XV - Line 3a

Statement 14

	Relationship	Foundation Status	Purpose	Amount
Subtotal, brought forward				\$ 149,695
Calvary Baptist Church Fort Morgan, Colorado	None	Church	Charitable	400
St. Helena Catholic Church Fort Morgan, Colorado	None	Church	Charitable	400
St Charles Episcopal Church Fort Morgan, Colorado	None	Church	Charitable	400
Trinity Lutheran Church Fort Morgan, Colorado	None	Church	Charitable	400
United Methodist Church Fort Morgan, Colorado	None	Church	Charitable	1,500
United Presbyterian Church Fort Morgan, Colorado	None	Church	Charitable	1,500
The Sanctuary Fort Morgan, Colorado	None	Church	Charitable	400
Lutheran Church of Our Redeemer Fort Morgan, Colorado	None	Church	Charitable	400

Total Contributions

\$ 155,095

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Coach	P	04/23/14	06/27/14
b Driehaus Active Income	P	02/28/14	11/07/14
c Aflac	P	03/11/10	06/12/14
d BHP Billiton Ltd	P	12/08/11	12/01/14
e Capital One Fin'l	P	12/09/10	03/27/14
f Chevron	P	01/01/50	10/14/14
g ConocoPhillips	P	01/01/50	10/14/14
h Dreyfus Emg Mkr	P	02/23/11	02/28/14
i Endowment TEI Fund	P	06/26/10	04/01/14
j Exxon Mobil Corp	P	01/01/50	02/28/14
k Fid Adv Emg Mkt	P	01/08/10	02/28/14
l IShares Inc MSCI Pacific	P	01/08/10	01/08/14
m IShares Tr MSCI Emg Mkt	P	03/11/10	03/19/14
n IShares MSCI EAFE	P	01/25/10	02/28/14
o IShares Russell M/C Value	P	01/08/10	11/07/14

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,693.		5,031.	<1,338.>
b 10,000.		10,256.	<256.>
c 4,644.		3,907.	737.
d 511.		737.	<226.>
e 3,870.		2,094.	1,776.
f 60,072.		19,118.	40,954.
g 24,179.		7,697.	16,482.
h 25,000.		26,662.	<1,662.>
i 46,101.		61,874.	<15,773.>
j 15,432.		2,677.	12,755.
k 25,000.		23,496.	1,504.
l 114,163.		105,316.	8,847.
m 64,335.		67,708.	<3,373.>
n 50,127.		39,064.	11,063.
o 27,758.		15,493.	12,265.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<1,338.>
b			<256.>
c			737.
d			<226.>
e			1,776.
f			40,954.
g			16,482.
h			<1,662.>
i			<15,773.>
j			12,755.
k			1,504.
l			8,847.
m			<3,373.>
n			11,063.
o			12,265.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

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.)
la IShares Russell M/C Growth	P	01/08/10	02/28/14
b IShares Tr S/C 600 Index	P	10/05/10	02/28/14
c Ivy Asset Strategy	P	04/18/12	11/07/14
d Johnson & Johnson	P	01/01/50	03/27/14
e Highbridge Stat Mkt	P	07/19/10	02/28/14
f Western Asset Emg Mkt	P	07/19/10	03/19/14
g Pimco Foreign Bond	P	02/26/10	02/28/14
h PowerShares DB Commodity	P	01/25/10	11/07/14
i PowerShares Listed Pr Eq	P	07/19/10	11/07/14
j Procter & Gamble	P	01/01/50	04/23/14
k Spdr DJ Wilshires Int'l	P	01/25/10	11/07/14
l Elements Roger Energy	P	09/20/11	12/18/14
m Elements Rogers Total Ret	P	07/19/10	11/07/14
n Teva Pharmaceutical	P	12/08/11	03/05/14
o Vanguard Emg Mkts	P	12/08/11	02/28/14

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 25,082.		13,229.	11,853.
b 41,012.		21,942.	19,070.
c 30,241.		25,000.	5,241.
d 5,340.		3,843.	1,497.
e 23,802.		25,000.	<1,198.>
f 20,000.		19,827.	173.
g 50,000.		47,879.	2,121.
h 1,714.		1,861.	<147.>
i 2,537.		2,035.	502.
j 31,651.		27,664.	3,987.
k 15,264.		12,687.	2,577.
l 18,476.		28,080.	<9,604.>
m 14,942.		14,795.	147.
n 996.		800.	196.
o 71,195.		73,236.	<2,041.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			11,853.
b			19,070.
c			5,241.
d			1,497.
e			<1,198.>
f			173.
g			2,121.
h			<147.>
i			502.
j			3,987.
k			2,577.
l			<9,604.>
m			147.
n			196.
o			<2,041.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

Bloedorn Foundation

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Vanguard REIT Viper	P	02/23/11	11/07/14
b Verizon Comm	P	01/01/50	03/04/14
c Vodafone Group	P	12/08/11	04/23/14
d Abbey Capital Multi Mgr	P	03/28/11	08/01/14
e Partnership short-term gains			
f Partnership long-term gains			
g Section 1256 contracts			
h Capital Gains Dividends			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 15,017.		9,875.	5,142.
b 28.		23.	5.
c 494.		676.	<182.>
d 81,368.		81,350.	18.
e		358.	<358.>
f		346.	<346.>
g		146.	<146.>
h 18,786.			18,786.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5,142.
b			5.
c			<182.>
d			18.
e			<358.>
f			<346.>
g			<146.>
h			18,786.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	141,048.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A