



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

- Do not enter social security numbers on this form as it may be made public.
- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2015

Open to Public
Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

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 801137029		C If exemption application is pending, check here ►			
G 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		D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►			
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					
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 3,360,936		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>			
Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue 1 Contributions, gifts, grants, etc , received (attach schedule)		0			
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		41,379	41,379		
4 Dividends and interest from securities		39,820	39,820		
5a Gross rents					
b Net rental income or (loss) _____ -4,245					
6a Net gain or (loss) from sale of assets not on line 10 . . .		52,657			
b Gross sales price for all assets on line 6a 1,210,754					
7 Capital gain net income (from Part IV, line 2) . . .			21,458		
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) . . .		28,657	28,657		
12 Total .Add lines 1 through 11 . . .		162,513	131,314		
Operating and Administrative Expenses		4,245	4,245	0	0
13 Compensation of officers, directors, trustees, etc . . .					
14 Other employee salaries and wages . . .					
15 Pension plans, employee benefits . . .					
16a Legal fees (attach schedule) . . .		563	0	0	0
b Accounting fees (attach schedule) . . .		4,470	0	0	0
c Other professional fees (attach schedule) . . .					
17 Interest . . .					
18 Taxes (attach schedule) (see instructions) . . .		2,738	0	0	0
19 Depreciation (attach schedule) and depletion . . .					
20 Occupancy . . .					
21 Travel, conferences, and meetings. . .					
22 Printing and publications . . .					
23 Other expenses (attach schedule) . . .		33,379	0	0	0
24 Total operating and administrative expenses.		45,395	4,245	0	0
Add lines 13 through 23 . . .		181,500		181,500	
25 Contributions, gifts, grants paid . . .		226,895	4,245	181,500	
26 Total expenses and disbursements .Add lines 24 and 25 . . .					
27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income(if negative, enter -0-)		-64,382	127,069		

	Part II 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	239,877	145,273	145,273
	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	4,693	2,647	2,647
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)	424,851	257,371	248,157
	11 Investments—land, buildings, and equipment basis ► _____			
Less accumulated depreciation (attach schedule) ► _____				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	2,489,452	2,875,932	2,964,859	
14 Land, buildings, and equipment basis ► _____				
Less accumulated depreciation (attach schedule) ► _____				
15 Other assets (describe ► _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,158,873	3,281,223	3,360,936	
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	286,200	
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► _____)	139,641	180,173	
	23 Total liabilities (add lines 17 through 22)	279,641	466,373	
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	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	2,879,232	2,814,850	
	30 Total net assets or fund balances (see instructions)	2,879,232	2,814,850	
	31 Total liabilities and net assets/fund balances (see instructions)	3,158,873	3,281,223	

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	2,879,232
2	Enter amount from Part I, line 27a	2	-64,382
3	Other increases not included in line 2 (itemize) ► _____	3	0
4	Add lines 1, 2, and 3	4	2,814,850
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	2,814,850

Part IV Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired (b) P—Purchase D—Donation	Date acquired (c) (mo, day, yr)	Date sold (d) (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				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	(l)
a	See Additional Data Table			
b				
c				
d				
e				
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 21,458
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				3

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

Yes No

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))
2014	148,500	3,362,594	0 044162
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
2 Total of line 1, column (d).			2 0 235780
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 0 047156
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.			4 1,900,123
5 Multiply line 4 by line 3.			5 89,602
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,271
7 Add lines 5 and 6.			7 90,873
8 Enter qualifying distributions from Part XII, line 4.			8 181,500

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	1	1,271
	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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	1,271
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	1,271
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	2,647
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	5,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	7,647
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> If Form 2220 is attached	8	
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	6,376
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ►	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	No
1a			Yes	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	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 Form 1120-POL for this year?	<input type="checkbox"/>	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1)	On the foundation ► \$ _____ 0	(2)	On foundation managers ► \$ _____ 0	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	<input type="checkbox"/>	Yes	No
	<i>If "Yes," attach a detailed description of the activities</i>			
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>			
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/>	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/>	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input type="checkbox"/>	Yes	No
	<i>If "Yes," attach the statement required by General Instruction T</i>			
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	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	No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)	<input type="checkbox"/>	Yes	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	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/>	Yes	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	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? Website address ►N/A	13	Yes
14	The books are in care of ►SMITH BROOKS BOLSHOUN CO LLP Located at ►2680 18TH STREET STE 200 DENVER CO	Telephone no ►(303) 480-1200 ZIP+4 ►80211	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► 15		
16	At any time during calendar year 2015, 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 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 ►	16	Yes No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ►	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2015 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 2015)	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 2015?	4b	No

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)? Organizations relying on a current notice regarding disaster assistance check here. ►

5b

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? **7b**

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

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

1	
2	
3	
4	

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

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

1	_____

2	_____

All other program-related investments See instructions	
3	_____

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	1,882,069
b	Average of monthly cash balances.	1b	46,990
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,929,059
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	1,929,059
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	28,936
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,900,123
6	Minimum investment return. Enter 5% of line 5.	6	95,006

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	95,006
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	1,271
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,271
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	93,735
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	93,735
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	93,735

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	181,500
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	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	181,500
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	1,271
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	180,229

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				93,735
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				10,534
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 181,500				
a Applied to 2014, but not more than line 2a				10,534
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 2015 distributable amount.				93,735
e Remaining amount distributed out of corpus	77,231			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:	77,231			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions.				0
f Undistributed income for 2016 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 2010 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	77,231			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.	77,231			

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 2015, 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			► 3a	181,500
b <i>Approved for future payment</i>				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	41,379	
4 Dividends and interest from securities.			14	39,820	
5 Net rental income or (loss) from real estate					
a Debt-financed property.			14	-4,245	
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	28,657	
8 Gain or (loss) from sales of assets other than inventory			18	52,657	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).		0		158,268	
13 Total Add line 12, columns (b), (d), and (e).				158,268	0

Part VI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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)
UBS FINANCIAL SERVICES	P	2010-01-01	2015-12-31
OPPENHEIMER ACCT G24-1691364	P	2010-01-01	2015-12-31
OPPENHEIMER ACCT G24-1810857	P	2010-01-01	2015-12-31
OPPENHEIMER ACCT G24-1810865	P	2010-01-01	2015-12-31
OPPENHEIMER ACCT G24-1810931	P	2010-01-01	2015-12-31
OPPENHEIMER ACCT G24-1855720	P	2010-01-01	2015-12-31
PEAK SELECT ACCESS FUND PASSTHROUGH	P		
OAKTREE CAPITAL GROUP PASSTHROUGH	P		
KKR & CO PASSTHROUGH	P		
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 (g) plus expense of sale	(h) (e) plus (f) minus (g)
498,755		553,184	-54,429
272,968		277,141	-4,173
12,368		10,406	1,962
190		145	45
4,022		4,150	-128
343,349		311,720	31,629
13,740			13,740
		1,351	-1,351
932			932
33,231			33,231

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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-54,429
			-4,173
			1,962
			45
			-128
			31,629
			13,740
			-1,351
			932
			33,231

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)				
a Paid during the year				
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	43,500
ARAPAHOE HOUSE NEW DIRECTIONS 8801 LIPAN ST THORNTON, CO 80260	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	5,000
ASPEN ACADEMY 5859 S UNIVERSITY BLVD GREENWOOD VILLAGE, CO 80121	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	4,000
AURORA HISTORICAL SOCIETY PO BOX 905 AURORA, IL 60507	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,500
AURORA JEWISH WELFARE FUND 400 N EDGEAWN DR AURORA, IL 60506	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,500
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	2,000
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
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
CONGREGATION RODEF SHALOM 450 S KEARNEY ST DENVER, CO 80224	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	3,500
DENVER ART MUSEUM 100 W 14TH AVE PKWY DENVER, CO 80204	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	5,000
Total				181,500
			► 3a	

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)				
a Paid during the year				
DENVER JEWISH DAY SCHOOL 2450 S WABASH ST DENVER, CO 80231	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
HILLEL OF COLORADO 2390 SRACE ST DENVER, CO 80210	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,500
JEWISH COLORADO 300 S DAHLIA DENVER, CO 80246	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	3,500
JEWISH FAMILY SERVICES 3201 S TAMARAC DR DENVER, CO 80231	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	22,500
MESA VERDE FOUNDATION 823 SOUTH PERRY STE 120 CASTLE ROCK, CO 80104	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,500
NATIONAL MILL DOG RESCUE PO BOX 88468 COLORADO SPRINGS, CO 80908	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,000
REDLINE DENVER 2350 ARAPAHOE ST DENVER, CO 80205	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
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	2,000
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 COLORADO BALLET 1075 SANTA FE DR DENVER, CO 80204	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,500
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	4,000
Total				181,500
			► 3a	

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
a Paid during the year				
VNA HEALTHCARE 400 N HIGHLAND AVE AURORA, IL 60506	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	3,000
AMERICAN JEWISH JOING DISTRIBUTION COMMITTEE 711 3RD AVE NEW YORK, NY 10017	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	3,000
AURORA INTERFAITH FOOD PANTRY 1110 JERICO RD AURORA, IL 60506	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	3,000
DOMAS PACIS FAMILY RESPITE INC 101 WEST MAIN ST 300A FRISCO, CO 80443	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,000
FOX VALLEY ASSOCIATION 1840 WESTCHESTER BLVD SUITE 200 WESTCHESTER, IL 60154	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	3,500
JUDAISM YOUR WAY 600 GRANT ST 308 DENVER, CO 80203	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,500
LEUKEMIA & LYMPHOMA SOCIETY GALLERIA OFFICE TOWERS 720 S COLORADO DENVER, CO 80246	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,000
MUSCULAR DYSTROPHY ASSOCIATION GALLERIA OFFICE TOWERS 720 S COLORADO DENVER, CO 80246	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,500
PEACEJAM FOUNDATION 11200 RALSTON RD ARVADA, CO 80004	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	2,500
SEEDS OF PEACE 370 LEXINGTON AVE SUITE 1201 NEW YORK, NY 10017	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	1,000
VENICE FAMILY CLINIC 604 ROSE AVE VENIE, CA 90291	NONE	OTHER PUBLIC CHARITY	TO FURTHER GOALS OF RECIPIENT ORGANIZATION	5,000
Total			► 3a	181,500

TY 2015 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	4,470	0		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Gain/Loss from Sale of Other Assets Schedule

Name: TWELVE TWENTY-ONE FUND

EIN: 84-1609151

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
MERITAGE OPPENHEIMER REAL ESTATE VALUE PARTNERS PASSTHROUGH		PURCHASED			30,961			0	30,961	
KKR & CO PASSTHROUGH		PURCHASED			238			0	238	

TY 2015 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	257,371	248,157

TY 2015 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	1,515,364	1,608,915
MERITAGE OPPENHEIMER REAL ESTATE VALUE PARTNERS III LP	AT COST	95,799	95,799
OPPENHEIMER COMMON STOCK	AT COST	368,798	383,610
PEAK SELECT ACCESS FUND	AT COST	144,631	144,631
OPPENHEIMER MUTUAL FUNDS	AT COST	101,133	81,697
ADVANTAGE XANTHUS FUND	AT COST	314,364	314,364
BROAD BASED CONSUMER CREDIT FUND	AT COST	250,000	250,000
OAKTREE CAPITAL GROUP	AT COST	85,843	85,843
KKR & COMPANY LP	AT COST	0	0

TY 2015 Legal Fees Schedule

Name: TWELVE TWENTY-ONE FUND

EIN: 84-1609151

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	563	0	0	0

TY 2015 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	22,101	0		0
NON-DEDUCTIBLE EXPENSE FROM K-1	27	0		0
INVESTMENT EXPENSES	11,251	0		0

TY 2015 Other Income Schedule

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

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	28,657	28,657	28,657

TY 2015 Other Liabilities Schedule

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

Description	Beginning of Year - Book Value	End of Year - Book Value
BANK OVERDRAFT	139,641	180,173

TY 2015 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	2,046	0		0
FOREIGN TAX EXPENSE	692	0		0