

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

MAY 13 2013
OMB No. 1548-0047

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE COLORADO TRUST		A Employer identification number 84-0994055
Number and street (or P.O. box number if mail is not delivered to street address) 1600 Sherman Street	Room/suite	B Telephone number 303-837-1200
City or town, state, and ZIP code Denver, CO 80203		C If exemption application is pending, check here <input type="checkbox"/>
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 <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) \$ 413,795,482.	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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)
Revenue	1 Contributions, gifts, grants, etc., received			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				
	4 Dividends and interest from securities	5,215,465.	6,652,465.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,296,386.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		3,446,538.		
	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	2,006,693.	2,064,447.		Statement 1	
12 Total. Add lines 1 through 11	12,518,544.	12,163,450.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	862,559.	98,365.		764,194.
	14 Other employee salaries and wages	2,011,102.	50,671.		1,960,431.
	15 Pension plans, employee benefits	972,344.	37,849.		934,495.
	16a Legal fees Stmt 2	25,524.	0.		25,524.
	b Accounting fees Stmt 3	50,750.	17,763.		32,987.
	c Other professional fees Stmt 4	4,424,728.	758,279.		3,666,449.
	17 Interest				
	18 Taxes Stmt 5	955,036.	0.		0.
	19 Depreciation and depletion	127,214.	19,082.		
	20 Occupancy	498,894.	22,455.		726,039.
	21 Travel, conferences, and meetings	258,756.	10,946.		247,810.
	22 Printing and publications	36,196.	0.		36,196.
	23 Other expenses Stmt 6	583,686.	16,291.		567,395.
	24 Total operating and administrative expenses. Add lines 13 through 23	10,806,789.	1,031,701.		8,961,520.
	25 Contributions, gifts, grants paid	5,928,104.			7,354,397.
26 Total expenses and disbursements. Add lines 24 and 25	16,734,893.	1,031,701.		16,315,917.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<4,216,349.>				
b Net investment income (if negative, enter -0-)		11,131,749.			
c Adjusted net income (if negative, enter -0-)			N/A		

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	500.	500.	500.
	2 Savings and temporary cash investments	864,839.	894,887.	894,887.
	3 Accounts receivable			
	Less: allowance for doubtful accounts	5,319.		
	4 Pledges receivable			
	Less: allowance for doubtful accounts	668,000.		
	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	17,191.	30,200.	30,200.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 7	191,508,767.	200,385,112.	200,385,112.
	c Investments - corporate bonds Stmt 8	45,281,269.	62,285,405.	62,285,405.
11 Investments - land, buildings, and equipment: basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other Stmt 9	138,368,818.	148,970,797.	148,970,797.	
14 Land, buildings, and equipment: basis	1,182,283.			
Less: accumulated depreciation Stmt 10	918,558.	244,550.	263,725.	
15 Other assets (describe Statement 11)	2,099,872.	964,856.	964,856.	
16 Total assets (to be completed by all filers)	379,059,125.	413,795,482.	413,795,482.	
Liabilities	17 Accounts payable and accrued expenses	282,647.	185,085.	
	18 Grants payable	7,095,001.	5,841,570.	
	19 Deferred revenue	4,014,419.	3,764,819.	
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe Statement 12)	591,997.	1,103,461.	
23 Total liabilities (add lines 17 through 22)	11,984,064.	10,894,935.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	366,407,061.	402,900,547.	
	25 Temporarily restricted	668,000.	0.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	367,075,061.	402,900,547.	
	31 Total liabilities and net assets/fund balances	379,059,125.	413,795,482.	

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	367,075,061.
2 Enter amount from Part I, line 27a	2	<4,216,349.>
3 Other increases not included in line 2 (itemize) <u>Increase in unrealized appreciation of investments</u>	3	40,041,835.
4 Add lines 1, 2, and 3	4	402,900,547.
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	402,900,547.

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 Revenue per Books - Statement 1				
b Book-Tax Difference - Statement 1				
c Capital gains reported on Form 990-T				
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			5,296,386.
b			<1,859,629.>
c			9,781.
d			
e			

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			5,296,386.
b			<1,859,629.>
c			9,781.
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** 3,446,538.

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))
2011	19,095,226.	396,341,823.	.048179
2010	25,843,411.	380,600,345.	.067902
2009	28,269,482.	343,427,917.	.082316
2008	25,996,593.	426,821,713.	.060907
2007	21,936,883.	498,847,459.	.043975

2 Total of line 1, column (d)	2	.303279
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	.060656
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	393,189,469.
5 Multiply line 4 by line 3	5	23,849,300.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	111,317.
7 Add lines 5 and 6	7	23,960,617.
8 Enter qualifying distributions from Part XII, line 4	8	16,462,307.

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 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	222,635.
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	222,635.
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	222,635.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	98,200.	
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	98,200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	579.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	125,014.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
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? If "Yes," attach a detailed description of the activities.	2	X
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? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
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?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CO		
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? If "No," attach explanation	8b	X
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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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)	11		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address www.COLORADOTRUST.org				
14	The books are in care of The Colorado Trust Telephone no. 303-837-1200			
Located at 1600 Sherman Street, Denver, CO ZIP+4 80203				
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 N/A			
16	At any time during calendar year 2012, 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 Form TD F 90-22.1. If "Yes," enter the name of the foreign country country	16	Yes	No X

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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2012?	1c	X
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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.) N/A	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. _____ , _____ , _____		
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 2012 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 2012.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2012?	4b	X

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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 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ 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 ☒ NoOrganizations 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 See Statement 14

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 13		862,559.	152,346.	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
Christie McElhinney	V.P. of Comm/Publi Affairs			
1600 Sherman St., Denver, CO 80203	40.00	157,477.	53,925.	0.
Gwyn Barley	Director of Programs			
1600 Sherman St., Denver, CO 80203	40.00	157,870.	33,934.	0.
Joanne Johnson	Controller			
1600 Sherman St., Denver, CO 80203	40.00	138,304.	51,589.	0.
Nancy Cauti	Director of Research/Evaluation			
1600 Sherman St., Denver, CO 80203	40.00	147,189.	32,519.	0.
Scott Downes	Sr. Project Director			
1600 Sherman St., Denver, CO 80203	40.00	106,088.	23,562.	0.
Total number of other employees paid over \$50,000				17

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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
Cactus Marketing Communications 2128 15th Street, Denver, CO 80202	Marketing consultant	2,057,200.
Wellington Trust Company PO Box 13766, Newark, NJ 071880766	Investment management	406,671.
John Snow, Inc. - 1725 Blake Street, Suite 400, Denver, CO 80202	Consulting	401,253.
Hewitt Ennis Knupp 39584 Treasury Center, Chicago, IL 60694-9500	Investment advisor	225,000.
Spitfire Strategies, LLC - 1800 M Street, NW, Ste. 300 North, Washington, DC 20036	Marketing consultant	224,496.
Total number of others receiving over \$50,000 for professional services		7

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	
2	
3	
4	

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	
2	
3 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	394,408,397.
b	Average of monthly cash balances	1b	3,526,432.
c	Fair market value of all other assets	1c	1,242,297.
d	Total (add lines 1a, b, and c)	1d	399,177,126.
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	399,177,126.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,987,657.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	393,189,469.
6	Minimum investment return. Enter 5% of line 5	6	19,659,473.

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	19,659,473.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	222,635.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	222,635.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,436,838.
4	Recoveries of amounts treated as qualifying distributions	4	174,861.
5	Add lines 3 and 4	5	19,611,699.
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	19,611,699.

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	16,315,917.
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	146,390.
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	16,462,307.
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	16,462,307.


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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				19,611,699.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009 7,722,277.				
d From 2010 6,900,640.				
e From 2011				
f Total of lines 3a through e	14,622,917.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 16,462,307.				
a Applied to 2011, 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 2012 distributable amount				16,462,307.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,149,392.			3,149,392.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	11,473,525.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	11,473,525.			
10 Analysis of line 9:				
a Excess from 2008 ...				
b Excess from 2009 4,572,885.				
c Excess from 2010 6,900,640.				
d Excess from 2011 ...				
e Excess from 2012 ...				

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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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. 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 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). (See section 507(d)(2).)

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 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)				
a Paid during the year				
Statement 15	N/A	Stmt 15	Statement 15	7,354,397.
Total			3a	7,354,397.
b Approved for future payment				
Statement 15	N/A	Stmt 15	Statement 15	5,841,570.
Total			3b	5,841,570.

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

- 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)	X
-------	---

(2) Other assets

1a(2)		X
-------	--	---

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

1b(1)	X
-------	---

(2) Purchases of assets from a noncharitable exempt organization

1b(2)		X
-------	--	---

(3) Rental of facilities, equipment, or other assets

1b(3)	X
-------	---

(4) Reimbursement arrangements

1b(4)	X
-------	---

(5) Loans or loan guarantees

1b(5)	X
-------	---

(6) Performance of services or membership or fundraising solicitations

1b(6)	X
-------	---

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

1c	X
----	---

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.

[illegible]

- 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
N/A		

**Sign
Here**

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.

Signature of officer or trustee

5/13/13
Date

Officer _____
Title _____

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Laurie Anderson	<i>Laurie Anderson</i>	5.8.13		P01416697
	Firm's name ▶ Kunding, Corder & Engle, P.C.				Firm's EIN ▶
	Firm's address ▶ 475 Lincoln St., Ste. 200 Denver, CO 80203				Phone no. 303-534-5953

Form **990-PF** (2012)

THE COLORADO TRUST84-0994055

Form 990-PF

Part I, Line 11, Other Income

Statement 1

	Other Income Per Books	Other Income Per Tax
Income from Real Estate:		
WP Carey CPA 15	\$ 689,315	689,315
Net Fund I	91,462	(20,320)
Income (loss) from pass-through entities:		
Commonfund Natural Resource VII	(14,407)	(28,760)
Commonfund International Partners VI	(44,764)	(29,904)
Commonfund Equity Partners VII	(28,964)	(23,982)
Commonfund Venture Partners VIII	(30,684)	(30,969)
Commonfund Natural Resource VIII	(78,889)	(50,648)
Commonfund Distressed Debt	1,824	403,754
Commonfund Venture Partners IX	(73,066)	(50,816)
Commonfund International Partners VII	(37,588)	(29,248)
Commonfund Private Equity Partners VIII	(31,721)	(16,382)
Commonfund Venture Partners X	(5,137)	(422)
Wellington Micro Cap Equity	156,583	166,258
Wellington Mid-Cap Opportunity	383,167	417,950
Wellington Diversified Inflation Hedge	184,025	118,644
UBS Real Estate Investors LLC	839,245	283,456
OCM European Principal Opp Fund II	-	73,296
Blackrock Institutional Trust	-	291,496
Pacific Hedged Strategies	7	-
Income reported on Form 990-T	-	(104,556)
Class action settlements and miscellaneous income	6,285	6,285
Total Other Income	\$ 2,006,693	2,064,447

(Continued)

Form 990-PF

Part IV, Capital Gains and Losses

Statement 1, Continued

<u>Description</u>	<u>Capital Gains Per Books</u>	<u>Book/Tax Difference</u>	<u>Capital Gains Per Tax</u>
Gain (loss) on securities:			
Gain on publicly traded securities	\$ 606,556	-	606,556
Gain (loss) on other investments:			
Commonfund Natural Resource VII	35,583	(94,149)	(58,566)
Commonfund International Partners VI	36,586	20,215	56,801
Commonfund Equity Partners VII	85,127	(44,323)	40,804
Commonfund Venture Partners VIII	22,460	7,307	29,767
Commonfund Natural Resource VIII	36,198	37,164	73,362
Commonfund Distressed Debt	404,477	(386,967)	17,510
Commonfund Venture Partners IX	9,250	(8,442)	808
Commonfund International Partners VII	303	(304)	(1)
Commonfund Private Equity VIII	18,736	(18,486)	250
Wellington Micro Cap Equity	2,600,721	(1,706,597)	894,124
Wellington Mid-Cap Opportunity	-	910,768	910,768
Wellington Diversified Inflation Hedge	-	(606,501)	(606,501)
UBS Real Estate Investors LLC	9,178	(9,178)	-
OCM European Principal Opp Fund II	-	61,326	61,326
Blackrock Institutional Trust	-	48,108	48,108
Pacific Hedged Strategies	59,789	(59,789)	-
Emerging Markets Investors	1,371,422	-	1,371,422
Less capital gains reported on Form 990-T		(9,781)	
Net Capital Gain	\$ 5,296,386	(1,859,629)	3,446,538

THE COLORADO TRUST

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Form 990-PF	Part I, Line 16a, Legal Fees	Statement 2
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<u>Description</u>	<u>Total</u>	<u>Investment Expense</u>	<u>Charitable Disbursements</u>
<u>Line 16a, Legal</u>			
Ducker, Montgomery, Lewis & Bess, P.C.	\$ 420	-	420
General Legal			
Greenberg Traurig, LLP	8,424	-	8,424
General Legal			
Heizer Paul Grueskin, LLP	10,125	-	10,125
General Legal			
Sheridan Ross, P.C.	6,555	-	6,555
General Legal			
	<u>\$ 25,524</u>	<u>-</u>	<u>25,524</u>

Form 990-PF	Part I, Line 16b, Accounting Fees	Statement 3
-------------	-----------------------------------	-------------

	<u>Total</u>	<u>Investment Expense</u>	<u>Charitable Disbursements</u>
Kundinger, Corder & Engle, P.C.			
Tax and Audit	\$ 50,750	17,763	32,987

Form 990-PF	Part I, Line 16c, Other Professional Fees	Statement 4
-------------	---	-------------

	<u>Total</u>	<u>Investment Expense</u>	<u>Charitable Disbursements</u>
Investment management fees:			
Wellington Trust Co.	\$ 406,671	406,671	-
Bank of New York custodian fees	104,298	104,298	-
Hewitt Ennis Knupp	225,000	225,000	-
Other	8,975	8,975	-
	<u>\$ 744,944</u>	<u>744,944</u>	<u>-</u>

(Continued)

Form 990-PF

Part I, Line 16c, other Professional Fees

Statement 4, Continued

	Total	Investment Expense	Charitable Disbursements
Consulting fees - evaluation*:			
Center for Research Strategies	\$ 25,000	-	25,000
Harvard School of Public Health	46,890	-	46,890
National Research Center	10,000	-	10,000
Spark Policy	195,000	-	195,000
Triwest Group	15,000	-	15,000
University of Colorado Denver	41,000	-	41,000
	<u>\$ 332,890</u>	<u>-</u>	<u>332,890</u>

* Independent evaluations are conducted for a large majority of grant making programs of The Colorado Trust to help identify where The Trust and grantees should adjust strategies as well as to determine effectiveness of different strategies and to help shape future programs by identifying emerging needs within Colorado. The results of these evaluations are widely communicated to grantees and to other foundations nationally so they can benefit from lessons learned by The Trust. Although these expenses are classified as "operating and administrative" for tax purposes, they are an essential component of responsible grant-making.

Consulting fees - Program-related**:

Alisa Velonis	\$ 5,260	-	5,260
Anthony Graves	1,250	-	1,250
Cactus Marketing Communications, Inc	2,057,200	-	2,057,200
Center for Research Strategies	6,563	-	6,563
Community Science	10,444	-	10,444
Connie Carrol-Hopkins	57,225	-	57,225
Corona Insights	10,600	-	10,600
D. Weinshenker	100	-	100
Denise Materre	1,250	-	1,250
Denver Foundation	1,250	-	1,250
Healthy Outcomes	3,750	-	3,750
Heidi Halpern	4,500	-	4,500
John Snow, Inc.	401,253	-	401,253
MGA Communications	107,417	-	107,417
Morgan & Rushton Consulting	1,250	-	1,250
Noelle Hagan	14,840	-	14,840
Paige Oswald	3,500	-	3,500
Progressive Promotions	12,800	-	12,800
Results Leadership Group	10,000	-	10,000
SE2	25,000	-	25,000
Spark Policy	20,955	-	20,955
Spitfire Strategies, LLC	224,496	-	224,496
Steve DelCastillo	1,250	-	1,250
Tiger Bee Consulting	1,250	-	1,250

(Continued)

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Form 990-PF Part I, Line 16c, other Professional Fees Statement 4, Continued

Trujillo Group	15,448	-	15,448
University of Colorado Denver	1,500	-	1,500
	<u>\$ 3,000,351</u>	<u>-</u>	<u>3,000,351</u>

*** Program related Consultants are retained for most grant strategies. These consultants provide essential service in the form of technical assistance to both grantees and staff. They are also retained to advance programmatic efforts in a highly accountable way. Although these expenses are classified as "operating & administrative" for tax purposes, they are an essential component of responsible grant making.*

Consulting fees - other

Barbara Yondorf	\$ 8,000	1,200	6,800
Capstone Group	20,000	3,000	17,000
CARE Equity	6,000	-	6,000
Colorado Health Institute	75,000	-	75,000
Colorado Rural Health Center	750	-	750
Community Wealth Ventures	1,500	225	1,275
Doctors Care	10,000	-	10,000
EFL Associates	22,161	-	22,161
Emily Chasco	9,889	-	9,889
Employers Council Service	432	-	432
Erica Baruch Consulting	6,000	-	6,000
FranklinCovey	47,399	7,110	40,289
Hanna Design	6,795	-	6,795
Innovation Network	15,000	-	15,000
It's All About Health, LLC	8,000	1,200	6,800
John Samuelson	800	-	800
National Research Center	500	-	500
Pilar Stella Ingariola	1,000	-	1,000
SabineInk	31,400	-	31,400
SBS Group	4,025	-	4,025
Sector Brands	25,000	-	25,000
Sherry Walker	6,480	-	6,480
Sheryl Martinson	152	-	152
Spring Institute	15,000	-	15,000
Sylvia DeLay	9,000	-	9,000
The Barker Foundation	1,000	-	1,000
The Implementation Group	10,760	-	10,760
Tri County Health Department	500	-	500
Tyler Norris Associates	4,000	600	3,400
	<u>\$ 346,543</u>	<u>13,335</u>	<u>333,208</u>
Total Other Professional Fees	<u>\$ 4,424,728</u>	<u>758,279</u>	<u>3,666,449</u>

Form 990-PF	Part I, Line 18, Taxes		Statement 5	
	Total	Investment Expense	Charitable Disbursements	
Excise taxes				
2011 excise tax payments paid in 2012	\$ 102,178	-	-	
2011 income tax payments paid in 2012	2,096			
2012 estimated excise tax payments	98,200			
Accrual of 2012 estimated excise taxes	159,886	-		
Increase in deferred excise tax liability	592,676	-	-	
Total Excise Tax	\$ 955,036	-	-	

Form 990-PF, Part I, Line 21, Travel, Conferences and Meetings

	Total	Investment Expense	Charitable Disbursements
Travel, Conferences and Meetings*	\$ 258,756	10,946	247,810

** In carrying out its charitable purposes, The Trust regularly conducts meetings and conferences for grantees to promote networking, the sharing of lessons learned and the dissemination of evaluation results. Although these expenses are classified as "operating and administrative" for tax purposes, they are an essential component of responsible grant-making.*

Form 990-PF, Part I, Line 22, Printing and Publications

	Total	Investment Expense	Charitable Disbursements
Printing and Publications*	\$ 36,196	-	36,196

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Form 990-PF

Part I, Line 23, Other Expenses

Statement 6

<u>Description</u>	<u>Total</u>	<u>Investment Expense</u>	<u>Charitable Disbursements</u>
Professional Development	\$ 37,052	3,362	33,690
Books and Subscriptions	15,718	566	15,152
Membership Dues	53,324	3,624	49,700
Employee Wellness Program	6,690	268	6,422
Parking	11,102	-	11,102
Telephone	41,654	1,504	40,150
Insurance	31,643	1,266	30,377
Sponsorships	131,320	-	131,320
Supplies and Equipment	12,532	21	12,511
Strategic Communications	46,581	-	46,581
Postage and Delivery	2,555	-	2,555
Temporary Office Help	9,764	-	9,764
Repair and Maintenance	35,296	-	35,296
Bank Fees & Charges	11,348	424	10,924
Information Technology	131,390	5,256	126,134
Human Resources	400	-	400
Miscellaneous	5,317	-	5,317
	<u>\$ 583,686</u>	<u>16,291</u>	<u>567,395</u>

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Form 990-PF	Corporate Stock	Statement 7
	Book Value	Market Value
Dimensional Fund Advisors	\$ 15,756,381	15,756,381
Wellington Mid-Cap Opportunity	24,064,438	24,064,438
Wellington Micro Cap Equity	6,632,215	6,632,215
S&P 500 Index Fund	71,817,644	71,817,644
Baillie Gifford International Equity	28,821,928	28,821,928
Blackrock IMI Fund	26,535,570	26,535,570
Morgan Stanley International	26,756,936	26,756,936
	<u>\$ 200,385,112</u>	<u>200,385,112</u>

Form 990-PF	Corporate Bonds	Statement 8
	Book Value	Market Value
PIMCO Total Return Fund	\$ 34,114,835	34,114,835
Fidelity REHI Fund	13,906,528	13,906,528
Vanguard Inflation Protected Fund	14,264,042	14,264,042
	<u>\$ 62,285,405</u>	<u>62,285,405</u>

Form 990-PF	Other Investments	Statement 9
	Book Value	Market Value
Net Fund I Ltd	\$ 3,754,089	3,754,089
WP Carey CPA15	12,492,063	12,492,063
UBS Real Estate Investors LLC	21,418,186	21,418,186
PIMCO All Asset Fund	22,973,812	22,973,812
GAM	10,786,951	10,786,951
Transpool	2,265,876	2,265,876
Commonfund Natural Resources VII	2,090,804	2,090,804
Commonfund Int'l Partners VI	1,840,479	1,840,479
Commonfund Int'l Partners VII	449,512	449,512
Commonfund Private Equity VII	1,427,408	1,427,408
Commonfund Venture Partners VIII	1,090,460	1,090,460
Commonfund Venture Partners IX	1,155,209	1,155,209
Commonfund Distressed Debt	8,090,189	8,090,189
Commonfund Natural Resources VIII	2,246,374	2,246,374
Commonfund Private Equity VIII	266,536	266,536
Commonfund Venture Partners X	84,867	84,867
Commonfund Natural Resources IX	66,443	66,443
OCM European Principal Opp Fund II	4,947,935	4,947,935
Stone Harbor Emerging Debt	11,261,560	11,261,560
K2 Overseas	10,389,980	10,389,980
Arden Endowment Advisors, Ltd.	17,804,842	17,804,842
Wellington Diversified Inflation Hedge	12,067,222	12,067,222
	<u>\$ 148,970,797</u>	<u>148,970,797</u>

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Form 990-PF

Part II, Lines 14 and 19

Statement 10

Line 14, Land, buildings, and equipment

Description	12/31/11	Additions	Deletions	12/31/12
Building improvements	\$ 18,872	21,240	-	40,112
Equipment	665,210	118,679	-	783,889
Furniture and fixtures	351,810	6,472	-	358,282
	1,035,892	146,391	-	1,182,283
Less accumulated depreciation	791,342	127,214	-	918,558
Net property and equipment	\$ 244,550			263,725

Part I, Line 19, Depreciation expense

Total depreciation expense	\$ 127,214
Depreciation allocated to investments	\$ 19,082

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Form 990-PF	Other Assets	Statement 11	
		Book Value	Market Value
Investments held under deferred compensation agreements	\$	327,594	327,594
Interest and real estate distributions receivable		637,262	637,262
	\$	<u>964,856</u>	<u>964,856</u>

Form 990-PF	Other Liabilities	Statement 12	
		Book Value	
<u>Line 22, Other Liabilities</u>			
Current excise tax payable	\$	159,238	
Deferred compensation payable		327,594	
Deferred excise tax payable		616,629	
	\$	<u>1,103,461</u>	

Form 990-PF		Part VIII, Information about Officers, Directors		Statement 13	
<u>Name and Address</u>	<u>Title, and Average Hours per Week</u>	<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>	<u>Expense acct and Other Allowances</u>	
Bruce N. Calonge, MD 1600 Sherman St. Denver, Co. 80203	President and Chief Executive Officer - 40	303,594	65,703	-	
Debra L. DeMuth 1600 Sherman St. Denver, Co. 80203	Vice President & Chief Financial Officer - 40 (beginning May 2012)	131,428	31,912	-	
Gay Cook Czopek 1600 Sherman St Denver, Co. 80203	Vice President of Programs- 40	219,537	54,731	-	
Patricia D. Baca Ed.D. 1600 Sherman St. Denver, Co. 80203	Chairwoman 1.5	26,000	-	-	
John Hopkins 1600 Sherman St. Denver, Co. 80203	Trustee 1.5	26,000	-	-	
Jennifer Paquette, CFA 1600 Sherman St. Denver, Co. 80203	Treasurer 1.5	26,000	-	-	
Rev. Robert J. Ross 1600 Sherman St. Denver, Co. 80203	Secretary 1.5	24,200	-	-	
Gail S. Schoettler, Ph.D. 1600 Sherman St. Denver, Co. 80203	Trustee 1.5	23,000	-	-	
Colleen Schwarz, MBA 1600 Sherman St. Denver, Co. 80203	Trustee 1.5	23,000	-	-	
Alan Synn, MD 1600 Sherman St. Denver, Co. 80203	Trustee 1.5	24,200	-	-	
Reginald L. Washington, MD 1600 Sherman St. Denver, Co. 80203	Vice Chairman 1.5	26,000	-	-	

(Continued)

<u>Name and Address</u>	<u>Title, and Average Hours per Week</u>	<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>	<u>Expense acct and Other Allowances</u>
Christine Wooldridge 1600 Sherman St. Denver, Co. 80203	Community Member of Audit Committee 0.5	600	-	-
William W. Jennings, Ph.D. 1600 Sherman St. Denver, Co. 80203	Community Member of Investment Committee 0.5	2,400	-	-
Jason S. Simon, CFA 1600 Sherman St. Denver, Co. 80203	Community Member of Investment Committee 0.5	1,800	-	-
James R. Taucher, CPA 1600 Sherman St. Denver, Co. 80203	Community Member of Audit Committee 0.5	2,400	-	-
Charlotte Petersen 1600 Sherman St. Denver, Co. 80203	Community Member of Investment Committee 0.5	2,400	-	-
Total		\$ <u>862,559</u>	<u>152,346</u>	<u>-</u>

Form 990PF, Part VII-B, 5c

Exemption from tax on taxable expenditures

Expenditure Responsibility Statement

For the Year Ended December 31, 2012

Pursuant to IRC Regulation Section 53.4945-5(d), The Colorado Trust
provides the following information:

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- | | | |
|-------|-----------------------|--|
| (i) | Grantee: | Broomfield Early Childhood Council
1145 East 13th Avenue
Broomfield, CO 80020 |
| (ii) | Amount of grant: | \$ 106,404 |
| | Payment Made in 2012: | \$ 31,001 |
| (iii) | Purpose of the grant: | Access to Health/Increase Availability of Care |
| (iv) | Reports: | Progress reports and financial statements are
reviewed by The Colorado Trust. |
| (v) | Diversions: | The Colorado Trust is not aware of any grant funds diverted from
their intended purpose as of December 31, 2012 |
| (vi) | Verification: | Progress reports are verified by The Colorado Trust.
The Trust has performed all necessary pre-grant inquiries. |
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- | | | |
|-------|-----------------------|--|
| (i) | Grantee: | Caring for Colorado Foundation
4100 East Mississippi Avenue, Suite 605
Denver, CO 80246 |
| (ii) | Amount of grant: | \$ 300,000 |
| | Payment Made in 2012: | \$ 100,000 |
| (iii) | Purpose of the grant: | Access to Health/Improve Health Systems |
| (iv) | Reports: | Progress reports and financial statements are
reviewed by The Colorado Trust. |
| (v) | Diversions: | The Colorado Trust is not aware of any grant funds diverted from
their intended purpose as of December 31, 2012 |
| (vi) | Verification: | Progress reports are verified by The Colorado Trust.
The Trust has performed all necessary pre-grant inquiries. |

(Continued)

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|-------|-----------------------|--|
| (i) | Grantee: | Early Childhood Partnership of Adams County
7700 Delta Street
Denver, CO 80221 |
| (ii) | Amount of grant: | \$ 183,000 |
| | Payment Made in 2012: | \$ 30,500 |
| (iii) | Purpose of the grant: | Access to Health/Increase Availability of Care |
| (iv) | Reports: | Progress reports and financial statements are reviewed by The Colorado Trust. |
| (v) | Diversions: | The Colorado Trust is not aware of any grant funds diverted from their intended purpose as of December 31, 2012 |
| (vi) | Verification: | Progress reports are verified by The Colorado Trust.
The Trust has performed all necessary pre-grant inquiries. |
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- | | | |
|-------|-----------------------|--|
| (i) | Grantee: | Mesa County Partnership for Children and Families
1129 Colorado Avenue
Grant Junction, CO 81501 |
| (ii) | Amount of grant: | \$ 184,500 |
| | Payment Made in 2012: | \$ 46,124 |
| (iii) | Purpose of the grant: | Access to Health/Increase Availability of Care |
| (iv) | Reports: | Progress reports and financial statements are reviewed by The Colorado Trust. |
| (v) | Diversions: | The Colorado Trust is not aware of any grant funds diverted from their intended purpose as of December 31, 2012 |
| (vi) | Verification: | Progress reports are verified by The Colorado Trust.
The Trust has performed all necessary pre-grant inquiries. |

(Continued)

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- (i) Grantee: Mesa County Partnership for Children and Families
1129 Colorado Avenue
Grant Junction, CO 81501
- (ii) Amount of grant: \$ 122,000
Payment Made in 2012: \$ 28,975
- (iii) Purpose of the grant: Access to Health/Increase Availability of Care
- (iv) Reports: Progress reports and financial statements are reviewed by The Colorado Trust.
- (v) Diversions: The Colorado Trust is not aware of any grant funds diverted from their intended purpose as of December 31, 2012
- (vi) Verification: Progress reports are verified by The Colorado Trust.
The Trust has performed all necessary pre-grant inquiries.
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- (i) Grantee: South Metro Health Alliance
155 Inverness Drive West, Suite 340
Denver, CO 80112
- (ii) Amount of grant: \$ 9,409
Payment Made in 2012: \$ 9,409
- (iii) Purpose of the grant: Convening for Colorado
- (iv) Reports: Progress reports and financial statements are reviewed by The Colorado Trust.
- (v) Diversions: The Colorado Trust is not aware of any grant funds diverted from their intended purpose as of December 31, 2012
- (vi) Verification: Progress reports are verified by The Colorado Trust.
The Trust has performed all necessary pre-grant inquiries.

(Continued)

The Colorado Trust
Year Ended December 31, 2012

84-0994055
Statement 14, Continued

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- | | | |
|-------|-----------------------|--|
| (i) | Grantee: | Teller Park Early Childhood Council
P.O. Box 778
Divide, CO 80814 |
| (ii) | Amount of grant: | \$ 34,808 |
| | Payment Made in 2012: | \$ 17,269 |
| (iii) | Purpose of the grant: | Access to Health/Increase Availability of Care |
| (iv) | Reports: | Progress reports and financial statements are reviewed by The Colorado Trust. |
| (v) | Diversions: | The Colorado Trust is not aware of any grant funds diverted from their intended purpose as of December 31, 2012 |
| (vi) | Verification: | Progress reports are verified by The Colorado Trust.
The Trust has performed all necessary pre-grant inquiries. |
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- | | | |
|-------|-----------------------|--|
| (i) | Grantee: | Triad Early Childhood Council
c/o Red Rocks Community College
13300 West Sixth Avenue
Lakewood, CO 80228 |
| (ii) | Amount of grant: | \$ 168,913 |
| | Payment Made in 2012: | \$ 16,856 |
| (iii) | Purpose of the grant: | Access to Health/Increase Availability of Care |
| (iv) | Reports: | Progress reports and financial statements are reviewed by The Colorado Trust. |
| (v) | Diversions: | The Colorado Trust is not aware of any grant funds diverted from their intended purpose as of December 31, 2012 |
| (vi) | Verification: | Progress reports are verified by The Colorado Trust.
The Trust has performed all necessary pre-grant inquiries. |

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Access to Health						
Nine Health Services, Inc. 1139 Delaware Street Denver, CO 80204-3607	154,813	-	101,982	-	-	52,831
Joint Initiatives for Youth and Families 2340 Robinson Street Colorado Springs, CO 80904	30,500	-	30,500	-	-	-
Arapahoe County Early Childhood Council 6436 South Racine Circle, Suite 100 Centennial, CO 80111	29,256	-	29,256	-	-	-
Arapahoe County Early Childhood Council 6436 South Racine Circle, Suite 100 Centennial, CO 80111	-	125,185	29,731	-	-	95,454
The Bell Policy Center 1905 Sherman Street, Suite 900 Denver, CO 80203	-	37,500	37,500	-	-	-
The Bell Policy Center 1905 Sherman Street, Suite 900 Denver, CO 80203	-	15,000	15,000	-	-	-
Boys and Girls Clubs of Metro Denver, Inc. 2017 West Ninth Avenue Denver, CO 80204-3845	18,775	-	-	(45,639)	26,864	-
Bright Futures for Early Childhood and Families P.O. Box 4726 657 West Colorado Avenue Telluride, CO 81435	27,500	-	27,500	-	-	-
* Broomfield Early Childhood Council 1145 East 13th Avenue Broomfield, CO 80020	93,013	-	31,001	(62,013)	-	-
* Caring for Colorado Foundation 4100 East Mississippi Avenue, Suite 605 Denver, CO 80246	200,000	-	100,000	-	-	100,000
Center for Improving Value in Health Care 950 South Cherry Street, Suite 1515 Denver, CO 80246	-	2,000,000	572,000	-	-	1,428,000
Chaffee County Early Childhood Council P.O. Box 176 Salida, CO 81201	28,821	-	28,821	-	-	-
Chaffee County Public Health 448 East First Street, Suite 137 Salida, CO 81201	-	5,000	5,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Chaffee People's Clinic P.O. Box 1047 Salida, CO 81201	-	-	-	(4,494)	4,494	-
Children's Hospital Foundation 13123 East 16th Avenue, Box 045 Aurora, CO 80045	200,000	-	133,333	-	-	66,667
CLUB 20 Education & Research Foundation P.O. Box 550 Grand Junction, CO 81502-0550	189,751	-	144,476	-	-	45,275
Colorado Center for Nursing Excellence 5290 East Yale Circle, Suite 102 Denver, CO 80222-6927	196,150	-	65,850	-	-	130,300
Colorado Center on Law and Policy 789 Sherman Street, Suite 300 Denver, CO 80203	-	37,500	37,500	-	-	-
Colorado Center on Law and Policy 789 Sherman Street, Suite 300 Denver, CO 80203	-	19,750	19,750	-	-	-
Colorado Center on Law and Policy 789 Sherman Street, Suite 300 Denver, CO 80203	-	19,270	10,000	-	-	9,270
Colorado Children's Campaign, Inc. 1580 Lincoln Street, Suite 420 Denver, CO 80203	-	37,500	37,500	-	-	-
Colorado Children's Campaign, Inc. 1580 Lincoln Street, Suite 420 Denver, CO 80203	166,411	-	110,558	-	-	55,853
Colorado Children's Campaign, Inc. 1580 Lincoln Street, Suite 420 Denver, CO 80203	-	25,000	25,000	-	-	-
Colorado Children's Campaign, Inc. 1580 Lincoln Street, Suite 420 Denver, CO 80203	-	25,000	15,000	-	-	10,000
Colorado Nonprofit Development Center 13123 East 16th Avenue B085 Aurora, CO 80045	-	100,000	100,000	-	-	-
Colorado Coalition for the Homeless 2111 Champa Street Denver, CO 80205	-	-	-	(6,342)	6,342	-
Colorado Coalition For The Medically Underserved P.O. Box 18877 Denver, CO 80218	37,500	-	37,500	-	-	-
Colorado Coalition For The Medically Underserved P.O. Box 18877 Denver, CO 80218	-	18,000	18,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Colorado Coalition For The Medically Underserved P.O. Box 18877 Denver, CO 80218	-	25,000	15,000	-	-	10,000
Colorado Consumer Health Initiative 1536 Wynkoop Street, Suite 102 Denver, CO 80220	207,457	-	137,113	-	-	70,344
Colorado Department of Public Health and Environment Center for Healthy Families and Communities 4300 Cherry Creek Drive South Denver, CO 80246-1530	6,344	-	-	-	-	6,344
Colorado Department of Public Health and Environment Center for Healthy Families and Communities 4300 Cherry Creek Drive South Denver, CO 80246-1530	-	-	-	(2)	2	-
The Colorado Health Foundation 501 South Cherry Street, Suite 1100 Denver, CO 80246-1325	-	-	-	(46,037)	46,037	-
Colorado Health Institute 303 East 17th Avenue, Suite 930 Denver, CO 80203	46,125	795,584	419,687	-	-	422,022
Colorado Health Institute 303 East 17th Avenue, Suite 930 Denver, CO 80203	1,815,834	-	726,333	-	-	1,089,501
Colorado Association of Nonprofit Organizations 789 Sherman Street, Suite 240 Denver, CO 80203-4494	-	5,000	5,000	-	-	-
Colorado Public Television, Inc. 2900 Welton Street Denver, CO 80205-3007	193,125	-	128,750	-	-	64,375
Colorado Rural Health Center 3033 South Parker Road, Suite 606 Aurora, CO 80014	195,984	-	130,656	-	-	65,328
Community Caring Hands, Inc. P.O. Box 483 Sterling, CO 80751	-	5,000	5,000	-	-	-
Community First Foundation 6870 West 52nd Avenue, Suite 103 Arvada, CO 80002	-	5,000	5,000	-	-	-
Community Resource Center 789 Sherman Street, Suite 385 Denver, CO 80203	-	10,000	10,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Cripple Creek - Victor School District RE-1 P.O. Box 897 Cripple Creek, CO 80813	-	5,000	5,000	-	-	-
Crowley County Commissioners/BOC Council 315 East 6th Street Ordway, CO 81063	124,000	-	3,370	(55,260)	-	65,370
Hope Evangelical Lutheran Church of the Missouri Synod No. 1709 615 Rosita Avenue Westcliffe, CO 81252-0000	-	5,000	5,000	-	-	-
Denver Early Childhood Council 3532 Franklin Street, Suite S Denver, CO 80205	2,353	-	2,353	-	-	-
The Denver Foundation 55 Madison Street, Suite 800 Denver, CO 80206-5423	-	250,000	250,000	-	-	-
The Denver Foundation 55 Madison Street, Suite 800 Denver, CO 80206-5423	-	10,000	10,000	-	-	-
Early Childhood Council Logan, Phillips, Sedgwick P.O. Box 802 100 Broadway Street Sterling, CO 80751	10,750	-	10,750	-	-	-
Early Childhood Council of Boulder County 1285 Cimarron Drive, Suite 201 Lafayette, CO 80026	31,000	-	31,000	-	-	-
Early Childhood Council of La Plata County 1315 Main Avenue, #121 Durango, CO 81301	19,913	-	19,913	-	-	-
Early Childhood Council of La Plata County 1315 Main Avenue, #121 Durango, CO 81301	-	120,950	31,113	-	-	89,838
Early Childhood Council of Larimer County 1730 South College Avenue, Suite 200 Fort Collins, CO 80525	32,502	-	32,502	-	-	-
Early Childhood Council of Larimer County 1730 South College Avenue, Suite 200 Fort Collins, CO 80525	-	125,400	29,787	-	-	95,613

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Early Childhood Options 330 Fiedler Avenue, Suite 209 P.O. Box 3355 Dillon, CO 80435	15,500	-	15,500	-	-	-
* Early Childhood Partnership of Adams County 7700 Delta Street Denver, CO 80221	30,500	-	30,500	-	-	-
Eben Ezer Lutheran Care Center 122 Hospital Road Brush, CO 80723	-	5,000	5,000	-	-	-
Canon City Schools 490 North Diamond Canon City, CO 81212	20,000	-	20,000	-	-	-
Elizabeth C-1 School District P.O. Box 2262 Elizabeth, CO 80107	10,500	-	10,500	-	-	-
Colorado Foundation for Public Health and the Environment 4500 Sumac Lane Littleton, CO 80123	222,340	-	148,160	-	-	74,180
Routt County Department of Human Services P.O. Box 772790 Steamboat Springs, CO 80477	59,940	-	39,960	-	-	19,980
Freedom to Cowboy Up Therapeutic Riding Center 43510 County Road V Akron, CO 80720	-	5,000	5,000	-	-	-
Senior Services Solutions Plus 321 North Cottonwood Avenue Canon City, CO 81212-2508	-	5,000	5,000	-	-	-
Full Circle Center For Community Restorative Justice 7405 West Highway 50, Suite 111 Salida, CO 81201-2971	-	5,000	5,000	-	-	-
Grand Beginnings PO Box 95 416 Byers Avenue Hot Sulphur Springs, CO 80451-0095	-	122,000	28,975	-	-	93,025
Gunnison County Health and Human Services 225 North Pine Street, Suite E Gunnison, CO 81230	10,082	-	10,082	-	-	-
Health District of Northern Larimer County 120 Bristlecone Drive Fort Collins, CO 80524	117,480	-	-	-	-	117,480

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Hope Communities, Inc. 2543 California Street Denver, CO 80205	-	-	-	(26,639)	26,639	-
The John R. Moran, Jr. Award for Leadership Denver, CO 80203	125,000	-	25,000	-	-	100,000
Mapleton Public Schools 591 East 80th Avenue Denver, CO 80229	-	124,704	29,617	-	-	95,087
Mayor's Office for Education and Children 201 West Colfax Avenue, Department 1101 Denver, CO 80202	-	-	-	(4,064)	4,064	-
* Mesa County Partnership for Children and Families 1129 Colorado Avenue Grand Junction, CO 81501	46,124	-	46,124	-	-	-
* Mesa County Partnership for Children and Families 1129 Colorado Avenue Grand Junction, CO 81501	-	122,000	28,975	-	-	93,025
Moffat County Department of Social Services Craig, CO 81625	89,648	-	42,610	(16,770)	-	30,268
Morgan County Early Childhood Council 324 East Railroad Avenue Fort Morgan, CO 80701	15,500	-	15,500	-	-	-
Nemours Foundation 1201 15th Street, Northwest Suite 520 Washington, DC 20005	-	19,000	19,000	(3,323)	3,323	-
The Pinon Project P.O. Box 1510 Cortez, CO 81321	16,000	-	16,000	-	-	-
The Pinon Project P.O. Box 1510 Cortez, CO 81321	-	118,000	28,025	-	-	89,975
Pueblo Community College 900 West Orman Pueblo, CO 81004	15,500	-	15,500	-	-	-
Regents of the University of Colorado 13001 East 17th Place Aurora, CO 80045	14,175	-	14,175	-	-	-
Regional Home Visitation dba Baby Bear Hugs 201 South Main Street Yuma, CO 80759	-	5,000	5,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Colorado Foundation for Public Health and the Environment 2211 South Josephine Street Denver, CO 80208-8301	94,753	-	94,753	-	-	-
Rural Communities Resource Center P.O. Box 284 Yuma, CO 80759	37,930	-	25,439	-	-	12,491
Safe2Tell, Inc. P.O. Box 49296 Colorado Springs, CO 80949	-	9,750	9,750	-	-	-
Lutheran Hospital Association of the San Luis Valley 106 Blanca Avenue Alamosa, CO 81101-2393	199,834	-	132,739	-	-	67,095
San Miguel Resource Center P.O. Box 3243 Telluride, CO 81435	-	9,900	9,900	-	-	-
S.E.T. of Colorado Springs 825 East Pikes Peak Avenue, Building 29 Colorado Springs, CO 80903	100,000	-	-	(100,000)	-	-
Stapleton Foundation for Sustainable Urban Communities 7350 East 29th Avenue, Suite 300 Denver, CO 80238	200,000	-	133,333	-	-	66,667
State of Colorado, Colorado Commission of Indian Affairs 130 State Capitol Denver, CO 80203	-	5,000	5,000	-	-	-
* Teller Park Early Childhood Council P.O. Box 778 Divide, CO 80814	19,610	-	17,269	(2,341)	-	-
Third Sector New England, Inc. 89 South Street, Suite 700 Boston, MA 02111-2679	-	40,000	40,000	-	-	-
Together Colorado 1980 Dahlia Street Denver, CO 80220	200,000	-	133,333	-	-	66,667
* Triad Early Childhood Council c/o Red Rocks Community College 13300 West Sixth Avenue Lakewood, CO 80228	16,856	-	16,856	-	-	-
Regents of the University of Colorado P.O. Box 6508 Aurora, CO 80045-0508	-	-	-	(7,452)	7,452	-
Center for Colorado's Economic Future at University of Denver 2199 South University Boulevard Denver, CO 80208-0001	-	9,000	9,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Salida Senior Daycare, Inc PO Box 769 Salida, CO 81201-0769	-	5,000	5,000	-	-	-
Convening for Colorado La Clinica Tepeyac Inc. Clinic 5075 Lincoln Street Denver, CO 80216	-	13,574	6,787	-	-	6,787
Colorado Association Of School Nurses PO Box 24332 Denver, CO 80224	-	12,495	12,495	-	-	-
Colorado Drug Endangered Children 2000 West 120th Avenue, Suite 12 Denver, CO 80234	-	20,000	10,000	-	-	10,000
Colorado Foundation for Public Health and the Environment 400 South Colorado Blvd., Suite 800 Denver, CO 80246	-	14,964	14,964	-	-	-
Jefferson Center for Mental Health 70 Executive Center 4851 Independence Street Wheat Ridge, CO 80033-6715	-	16,245	16,245	-	-	-
Mercy Housing, Inc. 1999 Broadway, Suite 1000 Denver, CO 80202	-	9,700	4,850	-	-	4,850
Metropolitan State College of Denver Foundation, Inc. Campus Box 14 P.O. Box 173362 Denver, CO 80217-3362	-	10,000	10,000	-	-	-
OneMorgan County 815 West Platte Fort Morgan, CO 80701-4371	-	9,600	9,600	-	-	-
* South Metro Health Alliance 155 Inverness Drive West, Suite 340 Englewood, CO 80112	-	9,409	9,409	-	-	-
Southwest Health Systems, Inc. 1311 N. Mildred Cortez, CO 81321	-	12,658	12,658	-	-	-
Trust Action Grants Colorado Coalition For The Medically Underserved P.O. Box 18877 Denver, CO 80218	-	10,000	10,000	-	-	-
Colorado Foundation for Public Health and the Environment 400 South Colorado Blvd., Suite 800 Denver, CO 80246	-	5,000	5,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Colorado Latino Leadership and Research Agency 309 West First Avenue Denver, CO 80223	-	10,000	10,000	-	-	-
Jefferson Center for Mental Health 70 Executive Center 4851 Independence Street Wheat Ridge, CO 80033-6715	-	5,000	5,000	-	-	-
Rocky Mountain Rural Health, Inc. P.O. Box 1600 Fairplay, CO 80440	-	10,000	10,000	-	-	-
Advance Accessible and Affordable Health Care						
The Partnership for Families and Children 450 Lincoln Street, Suite 100 Denver, CO 80203-1206	93,050	-	74,592	(18,458)	-	-
Prowers County Hospital District dba Prowers Medical Center 401 Kendall Drive Lamar, CO 81052-3993	31,106	-	-	(31,106)	-	-
Regents of the University of Colorado 13001 East 17th Place Aurora, CO 80045	-	-	-	(231)	231	-
Total Oral Prevention Strategies 1633 Fillmore Street, Suite 212 Denver, CO 80206	-	-	-	(34,268)	34,268	-
University of Colorado at Denver and Health Sciences Center Denver, CO 80210	-	-	-	(22)	22	-
Valley-Wide Health Systems, Inc. 128 Market Street Alamosa, CO 81101	84,301	-	55,395	(44,031)	15,125	-
Western Colorado Health Network, Inc. 805 Main Street Grand Junction, CO 81501	27,968	-	-	(27,968)	-	-
	5,971,573	4,604,638	5,294,654	(536,458)	174,861	4,919,961
MATCHING						
The Adoption Exchange 14232 East Evans Avenue Aurora, CO 80014	-	200	200	-	-	-
Alzheimers Disease And Related Disorders Association Inc 225 North Michigan Avenue, Floor 17 Chicago, IL 60601-7652	-	390	390	-	-	-
The Alyssa Cares Foundation 9227 East Lincoln Avenue, #476 Lone Tree, CO 80124	-	100	100	-	-	-
American Lung Association of Colorado 5600 Greenwood Plaza Boulevard, Suite 100 Greenwood Village, CO 80111	-	100	100	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Amigos De Las Americas-Sacramento-Davis Chapter P.O. Box 2243 Orangevale, CA 95662-7433	-	1,000	1,000	-	-	-
Delta Gamma Anchor Center for Blind Children (Anchor Center for Blind Children) 2550 Roslyn Street Denver, CO 80238-3482	-	1,000	1,000	-	-	-
Delta Gamma Anchor Center for Blind Children (Anchor Center for Blind Children) 2550 Roslyn Street Denver, CO 80238-3482	-	20	20	-	-	-
Arapahoe Community College Foundation, Inc. 5900 South Santa Fe Drive Littleton, CO 80160	-	1,000	1,000	-	-	-
Ark-Valley Humane Society Inc. P.O. Box 1335 Buena Vista, CO 81211	-	1,000	1,000	-	-	-
Ark-Valley Humane Society Inc. P.O. Box 1335 Buena Vista, CO 81211	-	1,000	1,000	-	-	-
Ark-Valley Humane Society Inc. P.O. Box 1335 Buena Vista, CO 81211	-	2,000	2,000	-	-	-
Ark-Valley Humane Society Inc. P.O. Box 1335 Buena Vista, CO 81211	-	1,200	1,200	-	-	-
Arvada Community Food Bank, Inc. 8555 West 57th Avenue Arvada, CO 80002-2326	-	200	200	-	-	-
Arvada Community Food Bank, Inc. 8555 West 57th Avenue Arvada, CO 80002-2326	-	20	20	-	-	-
ASU Foundation P.O. Box 2260 Tempe, AZ 85280	-	50	50	-	-	-
Augustana Lutheran Church 5000 East Alameda Avenue Denver, CO 80246	-	3,000	3,000	-	-	-
Bicycle Colorado 1525 Market Street, Suite 100 Denver, CO 80202-1661	-	100	100	-	-	-
Bootstraps, Inc. P.O. Box 253 Evergreen, CO 80437-0253	-	100	100	-	-	-
Boy Scouts of America- Denver Area Council 10455 West Sixth Avenue, Suite 100 Denver, CO 80215	-	200	200	-	-	-
Boys and Girls Clubs of Metro Denver, Inc. 2017 West Ninth Avenue Denver, CO 80204-3845	-	3,000	3,000	-	-	-

[illegible]

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Clinica Tepeyac Inc. Clinic 5075 Lincoln Street Denver, CO 80216	-	500	500	-	-	-
The Children's Museum of Denver 2121 Children's Museum Drive Denver, CO 80211	-	2,000	2,000	-	-	-
Colfax Community Network Inc 1585 Kingston Street Aurora, CO 80010-2504	-	200	200	-	-	-
Colorado I Have a Dream Foundation 1836 Grant Street, Floor 2 Denver, CO 80203	-	200	200	-	-	-
Colorado Vincentian Volunteers 1732 Pearl Street Denver, CO 80203	-	100	100	-	-	-
Denver Art Museum 100 West 14th Parkway Denver, CO 80204	-	250	250	-	-	-
Denver Botanic Gardens 909 York Street Denver, CO 80206	-	65	65	-	-	-
Denver Casa 1420 Ogden Street, Suite A1 Denver, CO 80218	-	330	330	-	-	-
Denver Dumb Friends League 2080 South Quebec Street Denver, CO 80231	-	700	700	-	-	-
The Denver Health and Hospitals Foundation 655 Broadway, Suite 750 Denver, CO 80203	-	1,000	1,000	-	-	-
Denver Metropolitan Affiliate of Susan G. Komen for the Cure 1835 Franklin Street Denver, CO 80218	-	2,000	2,000	-	-	-
Denver Parks and Recreation 201 West Colfax, Department 601 Denver, CO 80202	-	100	100	-	-	-
Denver Public Library Friends Foundation 10 West 14th Avenue Parkway Denver, CO 80204-2749	-	1,000	1,000	-	-	-
Denver Rescue Mission P.O. Box 5001 Dept. DP9T Denver, CO 80216-4214	-	300	300	-	-	-
Denver Rescue Mission P.O. Box 5001 Dept. DP9T Denver, CO 80216-4214	-	200	200	-	-	-
Denver Rotary Club Foundation 1900 Grant Street, Suite 850 Denver, CO 80203	-	2,000	2,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Denver Rotary Club Foundation 1900 Grant Street, Suite 850 Denver, CO 80203	-	3,000	3,000	-	-	-
Episcopal Relief and Development P.O. Box 7058 Merrifield, VA 22116-7058	-	200	200	-	-	-
Exempla Lutheran Medical Center Foundation 8300 West 38th Avenue Wheat Ridge, CO 80033	-	200	200	-	-	-
Florence Crittenton Services of Colorado 55 South Zuni Street Denver, CO 80223-1208	-	70	70	-	-	-
Food Bank of the Rockies 10700 East 45th Avenue Denver, CO 80239	-	480	480	-	-	-
Food Bank of the Rockies 10700 East 45th Avenue Denver, CO 80239	-	200	200	-	-	-
Footprints Adventures, Inc. 4956 South Perry Street Littleton, CO 80123	-	3,000	3,000	-	-	-
Girl Scouts of Colorado P.O. Box 9407 Denver, CO 80209-9407	-	2,000	2,000	-	-	-
Girl Scouts of Colorado P.O. Box 9407 Denver, CO 80209-9407	-	159	159	-	-	-
Golden High School 701 24th Street Golden, CO 80401	-	150	150	-	-	-
Gunnison Legacy Fund 307 North Main Street, Suite 2A Gunnison, CO 81230-2435	-	1,000	1,000	-	-	-
Hope College 141 East 12th Street Holland, MI 49423-3607	-	150	150	-	-	-
Jewish Family Service of Colorado, Inc. Joyce and Kal Zeff Building 3201 South Tamarac Drive Denver, CO 80231-4394	-	400	400	-	-	-
Jewish Family Service of Colorado, Inc. Joyce and Kal Zeff Building 3201 South Tamarac Drive Denver, CO 80231-4394	-	1,000	1,000	-	-	-
Jewish Family Service of Colorado, Inc. Joyce and Kal Zeff Building 3201 South Tamarac Drive Denver, CO 80231-4394	-	1,000	1,000	-	-	-
John McConnell Math & Science Center of Western Colorado, Inc. 2660 Unaweep Avenue Grand Junction, CO 81503-1845	-	2,000	2,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
The Leadership Foundation 2120 L Street NW, Suite 460 Washington, DC 20037-1538	-	1,500	1,500	-	-	-
Learning On The Log, llc 2354 Elon Way Decatur, GA 30033-1700	-	200	200	-	-	-
LiveWell Colorado 1490 Lafayette Street, Suite 404 Denver, CO 80218-2393	-	1,400	1,400	-	-	-
Maria Droste Services 1355 South Colorado Boulevard, C-100 Denver, CO 80222	-	1,000	1,000	-	-	-
Melanoma Research Foundation 1411 K Street NW, Suite 500 Washington, DC 20005-3404	-	100	100	-	-	-
Mental Health Center of Denver 4141 East Dickenson Place Denver, CO 80222	-	2,000	2,000	-	-	-
Mesa County Land Conservancy Inc 1006 Main Street Grand Junction, CO 81501-3541	-	2,000	2,000	-	-	-
Metro Volunteers! 789 Sherman Street, Suite 385 Denver, CO 80203	-	200	200	-	-	-
Mi Casa Resource Center for Women, Inc. 360 Acoma Street Denver, CO 80223	-	20	20	-	-	-
Mile High United Way United Way Centennial Plaza 2505 18th Street Denver, CO 80211-3939	-	200	200	-	-	-
Milestones Project 5443 South Prince Littleton, CO 80120	-	4,000	4,000	-	-	-
Milestones Project 5443 South Prince Littleton, CO 80120	-	90	90	-	-	-
Mountain Area Land Trust P.O. Box 4063 Evergreen, CO 80437-4063	-	100	100	-	-	-
NARAL Pro-Choice Colorado Foundation 1905 Sherman Street, Suite 800 Denver, CO 80203-1147	-	1,000	1,000	-	-	-
National Multiple Sclerosis Society, Colorado Chapter 900 South Broadway Broadway Station, Suite 250 Denver, CO 80209	-	300	300	-	-	-
National Multiple Sclerosis Society, Colorado Chapter 900 South Broadway Broadway Station, Suite 250 Denver, CO 80209	-	1,000	1,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
National Multiple Sclerosis Society-Houston 8111 North Stadium Drive, Suite 100 Houston, TX 77054-1844	-	300	300	-	-	-
Notre Dame Catholic School 2165 South Zenobia Street Denver, CO 80219	-	4,000	4,000	-	-	-
Partners in Health A Nonprofit Corporation 888 Common Wealth Avenue, Third Floor Boston, MA 02215-1205	-	200	200	-	-	-
Progress Now.Org 1536 Wynkoop Street, #203 Denver, CO 80202	-	1,000	1,000	-	-	-
Public Broadcasting of Colorado Inc. 7409 South Alton Court Centennial, CO 80112-2301	-	240	240	-	-	-
Public Broadcasting of Colorado Inc. 7409 South Alton Court Centennial, CO 80112-2301	-	1,000	1,000	-	-	-
Public Broadcasting of Colorado Inc. 7409 South Alton Court Centennial, CO 80112-2301	-	200	200	-	-	-
Public Education & Business Coalition 1244 Grant Street Denver, CO 80203	-	1,000	1,000	-	-	-
Rocky Mountain Microfinance Institute P.O. Box 48138 Denver, CO 80204-8138	-	40	40	-	-	-
Ronald McDonald House Charities of Denver, Inc. 1300 East 21st Avenue Denver, CO 80205	-	150	150	-	-	-
Roswell Park Alliance Foundation Elm & Carlton Streets Buffalo, NY 14263-0001	-	200	200	-	-	-
Safe2Tell, Inc. P.O. Box 49296 Colorado Springs, CO 80949	-	200	200	-	-	-
The Salvation Army 1370 Pennsylvania Street Denver, CO 80203	-	800	800	-	-	-
The Salvation Army 1370 Pennsylvania Street Denver, CO 80203	-	200	200	-	-	-
The Salvation Army 1370 Pennsylvania Street Denver, CO 80203	-	400	400	-	-	-
Season to Share The Denver Post P.O. Box 173365 Denver, CO 80217	-	400	400	-	-	-
Share Our Strength, Inc. 1730 M Street NW, Suite 700 Washington, DC 20036-4542	-	200	200	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
The Side-Out Foundation 3935 University Drive Fairfax, VA 22030-2506	-	100	100	-	-	-
Sisters Of Loretto-Loretto Center 4000 South Wadsworth Boulevard Littleton, CO 80123-1308	-	3,500	3,500	-	-	-
Skidmore College North Hall 815 North Broadway Saratoga Spgs, NY 12866-1632	-	100	100	-	-	-
Skin Cancer Foundation, Inc. 149 Madison Avenue, Suite 901 New York, NY 10016-6713	-	500	500	-	-	-
Catholic Health Initiatives Mountain Region Foundation (St. Anthony) 11600 West Second Place Lakewood, CO 80228	-	1,000	1,000	-	-	-
St. Baldrick's Foundation, Inc. 1333 South Mayflower Boulevard, Suite 400 Monrovia, CA 91016	-	200	200	-	-	-
St. Jude Children's Research Hospital, Inc. 262 Danny Thomas Place Memphis, TN 38105-0000	-	100	100	-	-	-
Step Seven Inc. 10890 East Acadia Place Parker, CO 80138-3002	-	2,000	2,000	-	-	-
Summer Scholars 3401 Quebec Street, Suite 5010 Denver, CO 80207	-	1,000	1,000	-	-	-
Summer Scholars 3401 Quebec Street, Suite 5010 Denver, CO 80207	-	667	667	-	-	-
Summer Scholars 3401 Quebec Street, Suite 5010 Denver, CO 80207	-	1,000	1,000	-	-	-
T. Kevin McNicholas Foundation 4699 Marion St Denver, CO 80216-2118	-	500	500	-	-	-
Temple Micah 2600 Leyden Street Denver, CO 80207	-	720	720	-	-	-
The UC Davis Foundation 1460 Drew Avenue, Suite 100 Davis, CA 95618-4856	-	50	50	-	-	-
United Service Organizations, Inc. P.O. Box 96322 Washington, DC 20090	-	2,000	2,000	-	-	-
United Way of St Joseph County, Inc. 3517 East Jefferson Boulevard South Bend, IN 46615-3033	-	1,000	1,000	-	-	-
University of Colorado Foundation, Inc. 1800 Grant Street, Suite 725 Denver, CO 80203-1620	-	150	150	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
University of Colorado Foundation, Inc. 1800 Grant Street, Suite 725 Denver, CO 80203-1620	-	244	244	-	-	-
University of Washington Foundation 4333 Brooklyn Avenue, NE Box 359505 Seattle, WA 98195-9505	-	2,000	2,000	-	-	-
Vinlife Community Church Inc. 7845 Lookout Road Longmont, CO 80503-8631	-	6,000	6,000	-	-	-
Wellshire Presbyterian Church 2999 South Colorado Boulevard Denver, CO 80222	-	2,000	2,000	-	-	-
Wellshire Presbyterian Church 2999 South Colorado Boulevard Denver, CO 80222	-	800	800	-	-	-
Western Colorado Center for the Arts, Inc. 1803 North Seventh Street Grand Junction, CO 81501-3009	-	2,000	2,000	-	-	-
World Vision International P.O. Box 9716, Dept W Federal Way, WA 98063-9716	-	440	440	-	-	-
Wounded Warrior Project, Inc. 4899 Belfort Road, Suite 300 Jacksonville, FL 32256	-	2,000	2,000	-	-	-
Yosemite Foundation 101 Montgomery Street, Suite 1700 San Francisco, CA 94104-4129	-	50	50	-	-	-
DIRECTED	-	111,085	111,085	-	-	-
Alexander Dawson Foundation 4045 Spencer St Ste 312 Las Vegas, NV 89119-5248	-	2,500	2,500	-	-	-
Alpine Rescue Team P.O. Box 934 Evergreen, CO 80439	-	2,500	2,500	-	-	-
Alternatives Pregnancy Center Inc 1440 Blake St Ste 200 Denver, CO 80202-1475	-	2,500	2,500	-	-	-
Alzheimer's Disease and Related Disorders Association Inc. Colorado Chapter 455 Sherman Street, Suite 500 Denver, CO 80203	-	3,000	3,000	-	-	-
Alzheimer's Disease and Related Disorders Association Inc. Colorado Chapter 455 Sherman Street, Suite 500 Denver, CO 80203	-	10,000	10,000	-	-	-
American Heart Association 1280 South Parker Road Denver, CO 80231	-	15,000	15,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
American Heart Association 1280 South Parker Road Denver, CO 80231	-	17,400	17,400	-	-	-
Amyotrophic Lateral Sclerosis Association, Rocky Mountain Chapter 7403 Church Ranch Boulevard, Suite 109 Westminster, CO 80021	-	10,000	10,000	-	-	-
Arapahoe Community College Foundation, Inc. 5900 South Santa Fe Drive Littleton, CO 80160	-	20,000	20,000	-	-	-
Boy Scouts of America- Denver Area Council 10455 West Sixth Avenue, Suite 100 Denver, CO 80215	-	2,000	2,000	-	-	-
Boys Hope Girls Hope 7060 East Hampden Avenue, Suite 203 Denver, CO 80224-3023	-	25,000	25,000	-	-	-
Casa Milagro Youth Solutions c/o Su Teatro Cultural and Performing Arts Center 721 Santa Fe Drive Denver, CO 80204	-	5,000	5,000	-	-	-
The Center for African American Health 3601 Martin Luther King Boulevard Denver, CO 80205	-	2,000	2,000	-	-	-
Samaritan Counseling Center (CENTUS) 2201 South University Boulevard Denver, CO 80210	-	25,000	25,000	-	-	-
The Children's Museum of Denver 2121 Children's Museum Drive Denver, CO 80211	-	20,000	20,000	-	-	-
The Children's Museum of Denver 2121 Children's Museum Drive Denver, CO 80211	-	4,000	4,000	-	-	-
La Clinica Tepeyac Inc. Clinic 5075 Lincoln Street Denver, CO 80216	-	1,000	1,000	-	-	-
Clinica Colorado 8406 Clay Street Westminster, CO 80031	-	10,000	10,000	-	-	-
La Clinica Tepeyac Inc. Clinic 5075 Lincoln Street Denver, CO 80216	-	10,000	10,000	-	-	-
Colorado Cancer Research Program 1720 South Bellaire Street, Suite 701 Denver, CO 80222	-	5,000	5,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Colorado Coalition For The Medically Underserved P.O. Box 18877 Denver, CO 80218	-	15,000	15,000	-	-	-
Colorado Fourteeners Initiative 607 10th Street, Suite 107N Golden, CO 80401-1053	-	5,000	5,000	-	-	-
Colorado Mesa University Foundation 1450 North 12th Grand Junction, CO 81501	-	20,000	20,000	-	-	-
Colorado Riverfront Foundation, Inc. P.O. Box 2477 Grand Junction, CO 81502-2477	-	10,000	10,000	-	-	-
Colorado State University 102 Administration Building 0100 Campus Delivery Fort Collins, CO 80523-0100	-	10,000	10,000	-	-	-
Colorado Therapeutic Riding Center 11968 Mineral Road Longmont, CO 80504-8402	-	5,000	5,000	-	-	-
Community Food Share, Inc. 6363 Horizon Lane Longmont, CO 80503-7176	-	2,500	2,500	-	-	-
Delta Eta Boule Foundation 1741 High Street Denver, CO 80218	-	2,500	2,500	-	-	-
Denver Center for the Performing Arts 1101 13th Street Denver, CO 80204-5319	-	5,000	5,000	-	-	-
Denver Center for the Performing Arts 1101 13th Street Denver, CO 80204-5319	-	5,000	5,000	-	-	-
Denver Center for the Performing Arts 1101 13th Street Denver, CO 80204-5319	-	5,000	5,000	-	-	-
The Denver Foundation 55 Madison Street, Suite 800 Denver, CO 80218	-	10,000	10,000	-	-	-
Denver Inner City Parish Inc. 1212 Mariposa Street Denver, CO 80204	-	3,000	3,000	-	-	-
Denver Metropolitan Affiliate of Susan G. Komen for the Cure 1835 Franklin Street Denver, CO 80218	-	2,500	2,500	-	-	-
Denver Museum of Nature & Science 2001 Colorado Boulevard, City Park Denver, CO 80205-5798	-	5,000	5,000	-	-	-
Denver Public Library Friends Foundation 10 West 14th Avenue Parkway Denver, CO 80204-2749	-	5,000	5,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Denver Public Schools Retired Employees Association Foundation 2408 S Utica St Denver, CO 80219-6402	-	1,000	1,000	-	-	-
Denver Rescue Mission P.O. Box 5001 Dept. DP9T Denver, CO 80216-4214	-	10,000	10,000	-	-	-
Denver Rescue Mission P.O. Box 5001 Dept. DP9T Denver, CO 80216-4214	-	5,000	5,000	-	-	-
Denver Teachers' Club Assistance Fund 990 Glencoe Street Denver, CO 80220-4468	-	1,000	1,000	-	-	-
Doctors Care 609 West Littleton Boulevard, Suite 100 Littleton, CO 80120	-	20,000	20,000	-	-	-
Doctors Care 609 West Littleton Boulevard, Suite 100 Littleton, CO 80120	-	5,000	5,000	-	-	-
Food Bank of the Rockies 10700 East 45th Avenue Denver, CO 80239	-	10,000	10,000	-	-	-
The Gathering Place: a refuge for rebuilding lives 1535 High Street Denver, CO 80218	-	20,000	20,000	-	-	-
Girl Scouts of Colorado P.O. Box 9407 Denver, CO 80209-9407	-	2,500	2,500	-	-	-
Historic Elitch Gardens Theatre Foundation 3927 West 32nd Avenue Denver, CO 80212	-	5,000	5,000	-	-	-
Inner City Health Center 3800 York Street Denver, CO 80205	-	10,000	10,000	-	-	-
Inner City Health Center 3800 York Street Denver, CO 80205	-	20,000	20,000	-	-	-
Invest in Kids 1775 Sherman Street, Suite 2075 Denver, CO 80203	-	5,000	5,000	-	-	-
John McConnell Math & Science Center of Western Colorado, Inc. 2660 Unaweep Avenue Grand Junction, CO 81503-1845	-	10,000	10,000	-	-	-
Latin American Education Foundation 561 Santa Fe Drive Denver, CO 80204 \$5,000.00	-	5,000	5,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Latino Community Foundation of Colorado 600 South Cherry Street, Suite 1200 Denver, CO 80246	-	10,000	10,000	-	-	-
LiveWell Colorado 1490 Lafayette Street, Suite 404 Denver, CO 80218-2393	-	10,000	10,000	-	-	-
Mental Health Association of Colorado, Inc. 1385 South Colorado Boulevard, Suite 610 Denver, CO 80222-3324	-	5,000	5,000	-	-	-
Mental Health Center of Denver 4141 East Dickenson Place Denver, CO 80222	-	10,000	10,000	-	-	-
Mental Health Center of Denver 4141 East Dickenson Place Denver, CO 80222	-	25,000	25,000	-	-	-
Mesa County Land Conservancy Inc 1006 Main Street Grand Junction, CO 81501-3541	-	5,000	5,000	-	-	-
Mi Casa Resource Center for Women, Inc. 360 Acoma Street Denver, CO 80223	-	2,500	2,500	-	-	-
Mi Casa Resource Center for Women, Inc. 360 Acoma Street Denver, CO 80223	-	5,000	5,000	-	-	-
Milestones Project 5443 South Prince Littleton, CO 80120	-	5,000	5,000	-	-	-
National Foundation of Dentistry for the Handicapped 1800 15th Street, Suite 100 Denver, CO 80202	-	10,000	10,000	-	-	-
National Multiple Sclerosis Society, Colorado Chapter 900 South Broadway Broadway Station, Suite 250 Denver, CO 80209	-	5,000	5,000	-	-	-
National Multiple Sclerosis Society, Colorado Chapter 900 South Broadway Broadway Station, Suite 250 Denver, CO 80209	-	5,000	5,000	-	-	-
Northwest Colorado Visiting Nurse Association, Inc. 940 Central Park Drive, Suite 101 Steamboat Springs, CO 80487	-	10,000	10,000	-	-	-
Planned Parenthood of the Rocky Mountains, Inc. 7155 East 38th Avenue Denver, CO 80207	-	10,000	10,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
Progress Now.Org 1536 Wynkoop Street, #203 Denver, CO 80202	-	10,000	10,000	-	-	-
PSC Partners Seeking a Cure 5237 South Kenton Way Englewood, CO 80111-3832	-	1,000	1,000	-	-	-
Pueblo Community Health Center Foundation, Inc. 112 East Pitkin Avenue Pueblo, CO 81004-2006	-	10,000	10,000	-	-	-
Regis University 3333 Regis Boulevard Denver, CO 80221-1099	-	10,000	10,000	-	-	-
Regis University 3333 Regis Boulevard Denver, CO 80221-1099	-	10,000	10,000	-	-	-
Valley Citizen's Foundation for Health Care, Inc. dba Rio Grande Hospital 0310 County Road 14 Del Norte, CO 81132	-	10,000	10,000	-	-	-
Riverside Educational Center P.O. Box 4367 Grand Junction, CO 81502	-	5,000	5,000	-	-	-
Rocky Mountain Children's Health Foundation 2055 High Street, Suite 240 Denver, CO 80205	-	15,000	15,000	-	-	-
Rocky Mountain Children's Health Foundation 2055 High Street, Suite 240 Denver, CO 80205	-	2,500	2,500	-	-	-
Rocky Mountain Family Council P.O. Box 351270 Westminster, CO 80035	-	17,500	17,500	-	-	-
Saint Joseph Hospital Foundation 1835 Franklin Street Denver, CO 80218-1191	-	17,500	17,500	-	-	-
Saint Joseph Hospital Foundation 1835 Franklin Street Denver, CO 80218-1191	-	10,000	10,000	-	-	-
Samaritan Institute Foundation 2696 South Colorado Boulevard, Suite 380 Denver, CO 80222	-	10,000	10,000	-	-	-
Sister Carmen Community Center, Inc. 655 Aspen Ridge Drive Lafayette, CO 80026	-	5,000	5,000	-	-	-
Southeast Mental Health Services 711 Barnes Avenue La Junta, CO 81050	-	10,000	10,000	-	-	-
U.S. Association of Blind Athletes 33 North Institute Street Colorado Springs, CO 80903	-	2,500	2,500	-	-	-
University of Colorado Foundation, Inc. 1800 Grant Street, Suite 725 Denver, CO 80203-1620	-	5,000	5,000	-	-	-

GRANT	Unpaid at 1/1/2012	Grants During the Year	Payment	Grants Cancelled	Grants Returned	Grants Payable 12/31/2012
University of Colorado Foundation, Inc. 1800 Grant Street, Suite 725 Denver, CO 80203-1620	-	50,000	50,000	-	-	-
University of Colorado Foundation, Inc. 1800 Grant Street, Suite 725 Denver, CO 80203-1620	-	7,500	7,500	-	-	-
University of Denver University Park Denver, CO 80208	-	5,000	5,000	-	-	-
University of Northern Colorado Foundation Judy Farr Alumni Center Campus Box 20 Greeley, CO 80639	-	5,000	5,000	-	-	-
Warren Village 1323 Gilpin Street Denver, CO 80218	-	5,000	5,000	-	-	-
We Don't Waste, Inc. 3560 Walnut Street, Unit A Denver, CO 80205	-	3,000	3,000	-	-	-
Western Colorado Center for the Arts, Inc. 1803 North Seventh Street Grand Junction, CO 81501-3009	-	10,000	10,000	-	-	-
Western Slope Center for Children 259 Grand Avenue Grand Junction, CO 81502-3978	-	5,000	5,000	-	-	-
		790,900	790,900	-	-	-
The Colorado Episcopal Foundation Denver, CO 80203-2008	578,879	472,886	578,879			472,886
The Presbytery of Denver Denver, CO 80210	578,879	472,886	578,879			472,886
Total	7,131,331	6,452,394	7,354,397	(536,458)	174,861	5,865,732
Less grants cancelled during 2012	-	(536,458)	-	536,458	-	-
Present value adjustment	(36,330)	12,168	-	-	-	(24,162)
Adjusted total	<u>7,095,001</u>	<u>5,928,104</u>	<u>7,354,397</u>	<u>-</u>	<u>174,861</u>	<u>5,841,570</u>

*All grants to public charities with the exception of these grants. See Statement 14.

Name THE COLORADO TRUST	Employer identification number 84-0994055
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)	1	222,635.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
c Credit for federal tax paid on fuels (see instructions)	2c	
d Total. Add lines 2a through 2c	2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	222,635.
4 Enter the tax shown on the corporation's 2011 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	326,924.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	222,635.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6 ☐ The corporation is using the adjusted seasonal installment method.
- 7 ☒ The corporation is using the annualized income installment method.
- 8 ☐ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/12	06/15/12	09/15/12	12/15/12
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	4,820.	40,677.	18,591.	64,358.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	3,700.	31,000.	13,500.	50,000.
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column				
13 Add lines 11 and 12		31,000.	13,500.	50,000.
14 Add amounts on lines 16 and 17 of the preceding column		1,120.	10,797.	15,888.
15 Subtract line 14 from line 13. If zero or less, enter -0-	3,700.	29,880.	2,703.	34,112.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	1,120.	10,797.	15,888.	30,246.
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column				

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2012 and before 7/1/2012	21			
22 Underpayment on line 17 x Number of days on line 21 x 3% 366	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2012 and before 10/1/2012	23			
24 Underpayment on line 17 x Number of days on line 23 x 3% 366	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2012 and before 1/1/2013	25			
26 Underpayment on line 17 x Number of days on line 25 x 3% 366	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2012 and before 4/1/2013	27	See Attached Worksheet		
28 Underpayment on line 17 x Number of days on line 27 x 3% 365	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2013 and before 7/1/2013	29			
30 Underpayment on line 17 x Number of days on line 29 x % 365	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2013 and before 10/01/2013	31			
32 Underpayment on line 17 x Number of days on line 31 x % 365	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2013 and before 1/1/2014	33			
34 Underpayment on line 17 x Number of days on line 33 x % 365	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2013 and before 2/16/2014	35			
36 Underpayment on line 17 x Number of days on line 35 x % 365	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38	\$		579.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method (see instructions)

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I - Adjusted Seasonal Installment Method (Caution: Use this method only if the base period percentage for

any 6 consecutive months is at least 70%. See instructions.)

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1 Enter taxable income for the following periods:					
a Tax year beginning in 2009	1a				
b Tax year beginning in 2010	1b				
c Tax year beginning in 2011	1c				
2 Enter taxable income for each period for the tax year beginning in 2011. (see instructions for the treatment of extraordinary items).	2				
3 Enter taxable income for the following periods:		First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 2009	3a				
b Tax year beginning in 2010	3b				
c Tax year beginning in 2011	3c				
4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4				
5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5				
6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6				
7 Add lines 4 through 6	7				
8 Divide line 7 by 3.0	8				
9a Divide line 2 by line 8	9a				
b Extraordinary items (see instructions)	9b				
c Add lines 9a and 9b	9c				
10 Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, ln 2 (or comparable ln of corp's return) ...	10				
11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a				
b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b				
c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c				
12 Add lines 11a through 11c	12				
13 Divide line 12 by 3.0	13				
14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14				
15 Enter any alternative minimum tax for each payment period (see instructions)	15				
16 Enter any other taxes for each payment period (see instr)	16				
17 Add lines 14 through 16	17				
18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	18				
19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	19				

**

Part II - Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20 Annualization periods (see instructions)	20				
21 Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items)	21	160,646.	1,137,409.	2,136,282.	4,816,749.
22 Annualization amounts (see instructions)	22	6.000000	4.000000	2.000000	1.333330
23a Annualized taxable income. Multiply line 21 by line 22	23a	963,876.	4,549,636.	4,272,564.	6,422,316.
b Extraordinary items (see instructions)	23b				
c Add lines 23a and 23b	23c	963,876.	4,549,636.	4,272,564.	6,422,316.
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	24	19,278.	90,993.	85,451.	128,446.
25 Enter any alternative minimum tax for each payment period (see instructions)	25				
26 Enter any other taxes for each payment period (see instr)	26				
27 Total tax. Add lines 24 through 26	27	19,278.	90,993.	85,451.	128,446.
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	28				
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	19,278.	90,993.	85,451.	128,446.
30 Applicable percentage	30	25%	50%	75%	100%
31 Multiply line 29 by line 30	31	4,820.	45,497.	64,088.	128,446.

Part III - Required Installments

		1st installment	2nd installment	3rd installment	4th installment
Note: Complete lines 32 through 38 of one column before completing the next column.					
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	4,820.	45,497.	64,088.	128,446.
33 Add the amounts in all preceding columns of line 32 (see instructions)	33		4,820.	45,497.	64,088.
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	34	4,820.	40,677.	18,591.	64,358.
35 Enter 25% of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	4,820.	40,677.	18,591.	64,358.
36 Subtract line 38 of the preceding column from line 37 of the preceding column	36				
37 Add lines 35 and 36	37	4,820.	40,677.	18,591.	64,358.
38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	38	4,820.	40,677.	18,591.	64,358.

Form 2220 (2012)

** Annualized Income Installment Method Using Standard Option

Form 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

Name(s) THE COLORADO TRUST					Identifying Number 84-0994055	
(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty	
		-0-				
05/15/12	4,820.	4,820.				
05/15/12	<3,700.>	1,120.	31	.000081967	3.	
06/15/12	40,677.	41,797.				
06/15/12	<31,000.>	10,797.	92	.000081967	81.	
09/15/12	18,591.	29,388.				
09/15/12	<13,500.>	15,888.	91	.000081967	119.	
12/15/12	64,358.	80,246.				
12/15/12	<50,000.>	30,246.	16	.000081967	40.	
12/31/12	0.	30,246.	135	.000082192	336.	
Penalty Due (Sum of Column F).					579.	

* Date of estimated tax payment, withholding credit date or installment due date.

Form **8865**Department of the Treasury
Internal Revenue Service**Return of U.S. Persons With Respect to
Certain Foreign Partnerships**

▶ Attach to your tax return.

▶ Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.
Information furnished for the foreign partnership's tax year
beginning **JAN 1**, 2012 and ending **DEC 31**, 2012

OMB No. 1545-1668

2012Attachment
Sequence No. **118**

Name of person filing this return

THE COLORADO TRUST

Filer's identifying number

84-0994055

Filer's address (if you are not filing this form with your tax return)

1600 Sherman Street
Denver, CO 80203**A** Category of filer (see Categories of Filers in the instructions and check applicable box(es)):1 ☐ 2 ☐ 3 ☒ 4 ☐**B** Filer's tax year beginning **JAN 1**, 2012, and ending **DEC 31**, 2012**C** Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$**D** If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name

EIN

Address

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership

OCM EUROPEAN PRINCIPAL OPPORTUNITIES

FUND II, L.P.

333 SOUTH GRAND AVENUE
LOS ANGELES, CA 90071**2(a)** EIN (if any)

98-0555007

2(b) Reference ID number**3** Country under whose laws organized
Cayman Islands

4 Date of organization	5 Principal place of business	6 Principal business activity code number	7 Principal business activity	8a Functional currency	8b Exchange rate (see instr.)
09/28/2007	Cayman Islands	523900	INVESTING	USD	1.000000

G Provide the following information for the foreign partnership's tax year:**1** Name, address, and identifying number of agent (if any) in the United StatesOAKTREE CAPITAL MGMT
333 SOUTH GRAND AVE
LOS ANGELES, CA 90071**2** Check if the foreign partnership must file:☐ Form 1042 ☐ Form 8804 ☒ Form 1065 or 1065-B

Service Center where Form 1065 or 1065-B is filed:

Ogden, UT

3 Name and address of foreign partnership's agent in country of organization, if anyWALKER SPV LIMITED
87 MARY STREET

GEORGE TOWN Cayman Islands

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different**5** Were any special allocations made by the foreign partnership? ☒ Yes ☐ No**6** Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions)**7** How is this partnership classified under the law of the country in which it is organized? ☒ EXEMPTED LTD PRT**8** Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? ☐ Yes ☒ No**9** Does this partnership meet both of the following requirements?

- The partnership's total receipts for the tax year were less than \$250,000 and
- The value of the partnership's total assets at the end of the tax year was less than \$1 million.

If "Yes," do not complete Schedules L, M-1, and M-2.

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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member

Date

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Laurie Anderson

P01416697

**Paid
Preparer
Use
Only**

Firm's name ▶ Kundinger, Corder & Engle, P.C.

Firm's EIN ▶

Firm's address ▶ 475 Lincoln St., Ste. 200

Phone no.

Denver, CO 80203

303-534-5953

Schedule A **Constructive Ownership of Partnership Interest.** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a ☒ Owns a direct interest

b ☐ Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 **Certain Partners of Foreign Partnership** (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? ☐ Yes ☐ No

Schedule A-2 **Affiliation Schedule.** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
See Statement 17				

Schedule B **Income Statement - Trade or Business Income**

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
7 Other income (loss) (attach statement)			7	
8 Total income (loss). Combine lines 3 through 7			8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16 a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
	22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22

SCHEDULE O
(Form 8865)Department of the Treasury
Internal Revenue Service**Transfer of Property to a Foreign Partnership**
(under section 6038B)

OMB No. 1545-1668

2012

▶ Attach to Form 8865. See Instructions for Form 8865.

Name of transferor THE COLORADO TRUST		Filer's identifying number 84-0994055	
Name of foreign partnership OCM EUROPEAN PRINCIPAL OPPORTUNITIES FUND II, L.P.	EIN (if any) 98-0555007	Reference ID number (see instr)	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	12/31/12		750,000.				.005914
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ☐ Yes ☐ No

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2012

Form 8865		Affiliation Schedule		Statement	17
Name	Address	Identifying Number	Total Ordinary Income or (Loss)	Ck if Foreign P'sh	
OCM European Principal Opp	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	75-3256074		x	
Cardonald Place, LP	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	27-1805322			
Driver Holdings, LP	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	27-1827525			
Dryburn Holdings, LP	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	27-1805254			
Finley Partners, LP	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	27-1827243			
Jennings Capital, LP	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	27-1827315			
Knightsbridge Holdings I	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	27-1731605			
Lamington Holdings, LP	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	27-1805149			
Lednock Investments, LP	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	27-1805441			
Rodgers Investments, LP	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	27-1827445			
Talla Capital, LP	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	27-1805489			
Traquair Partners, LP	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	27-1805215			
Tweedsmuir Investments, LP	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	27-1805353			
Wedderlea Company, LP	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	27-1805549			
Westfield Partners, LP	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	32-0300450			
Woodson Investimenti, LP	333 S. Grand Ave, 28th FL. Los Angeles, CA 90071	27-1827193			
JSA International Holdings	Walker House, 87 Mary St. George Town, KY1-9005 Cay	98-0650545		x	
OCM Standards Cayman, LP	Walker House, 87 Mary St. George Town, KY1-9005 Cay	98-0660158		x	

**Return by a U.S. Transferor of Property
to a Foreign Corporation**

OMB No. 1545-0026

Attachment
Sequence No. **128**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor

THE COLORADO TRUST

Identifying number (see instructions)

84-0994055

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

☐ Yes

☐ No

b Did the transferor remain in existence after the transfer?

☐ Yes

☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder

Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?

☐ Yes

☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation

EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made?

☐ Yes

☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership

EIN of partnership

OCM European Principal Opportunities Fund II (U.S.), L.P.

98-0555007

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?

☒ Yes

☐ No

c Is the partner disposing of its entire interest in the partnership?

☐ Yes

☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?

☐ Yes

☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

Bengals Sarl

4 Identifying number, if any

98-0618053

5 Address (including country)

53 Avenue Pasteur

L-2311 Luxembourg, Luxembourg

6 Country code of country of incorporation or organization

LU

7 Foreign law characterization (see instructions)

Corporation

8 Is the transferee foreign corporation a controlled foreign corporation?

☐ Yes

☒ No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2012		141,454.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before .2110 % (b) After .2110 %**10** Type of nonrecognition transaction (see instructions) **IRS Section 351****11** Indicate whether any transfer reported in Part III is subject to any of the following:

- | | | |
|---|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- | | | |
|--|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15 a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred **\$** _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17 a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

**Return by a U.S. Transferor of Property
to a Foreign Corporation**

OMB No. 1545-0026

Attachment
Sequence No. **128**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor

THE COLORADO TRUST

Identifying number (see instructions)

84-0994055

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

☐ Yes

☐ No

b Did the transferor remain in existence after the transfer?

☐ Yes

☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?

☐ Yes

☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made?

☐ Yes

☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
OCM European Principal Opportunities Fund II (U.S.), L.P.	98-0555007

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?

☒ Yes

☐ No

c Is the partner disposing of its entire interest in the partnership?

☐ Yes

☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?

☐ Yes

☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

OCM Cayman Cousteau Holdings

4 Identifying number, if any

98-0672128

5 Address (including country)

Walker House, 87 Mary Street

George Town, Grand Cayman LY1-9005 Cayman Islands

6 Country code of country of incorporation or organization

CJ

7 Foreign law characterization (see instructions)

Corporation

8 Is the transferee foreign corporation a controlled foreign corporation?

☐ Yes

☒ No

LHA For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2012		108,759.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before .2110 % (b) After .2110 %**10** Type of nonrecognition transaction (see instructions) **►** IRC Section 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

a Gain recognition under section 904(f)(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Gain recognition under section 904(f)(5)(F)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c Recapture under section 1503(d)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
d Exchange gain under section 987	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

a Tainted property	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Depreciation recapture	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c Branch loss recapture	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
d Any other income recognition provision contained in the above-referenced regulations	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred **►** \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form 926 (Rev. 12-2011)

**Return by a U.S. Transferor of Property
to a Foreign Corporation**

OMB No. 1545-0026

Attachment
Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor

THE COLORADO TRUST

Identifying number (see instructions)

84-0994055

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

☐ Yes

☐ No

b Did the transferor remain in existence after the transfer?

☐ Yes

☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder

Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?

☐ Yes

☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation

EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made?

☐ Yes

☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership

EIN of partnership

OCM European Principal Opportunities Fund II (U.S.), L.P.

98-0555007

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?

☒ Yes

☐ No

c Is the partner disposing of its entire interest in the partnership?

☐ Yes

☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?

☐ Yes

☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

Castle 4 Holdco Limited

4 Identifying number, if any

5 Address (including country)

53 Avenue Pasteur

L-2311 Luxembourg, Luxembourg

6 Country code of country of incorporation or organization

LU

7 Foreign law characterization (see instructions)

Corporation

8 Is the transferee foreign corporation a controlled foreign corporation?

☐ Yes

☒ No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2012		149,283.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before .0973 % (b) After .0973 %**10** Type of nonrecognition transaction (see instructions) **►** IRC Section 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

- | | | |
|---|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- | | | |
|--|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15 a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred **►** \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17 a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

**Return by a U.S. Transferor of Property
to a Foreign Corporation**

OMB No. 1545-0026

Attachment
Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor

THE COLORADO TRUST

Identifying number (see instructions)

84-0994055

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

☐ Yes ☐ No

b Did the transferor remain in existence after the transfer?

☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?

☐ Yes ☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made?

☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
OCM European Principal Opportunities Fund II (U.S.), L.P.	98-0555007

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?

☒ Yes ☐ No

c Is the partner disposing of its **entire** interest in the partnership?

☐ Yes ☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?

☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

JSA International Cayman Holdings, Ltd.

4 Identifying number, if any

98-0679812

5 Address (including country)

Walker House, 87 Mary Street

George Town, Grand Cayman KY1-9005 Cayman Islands

6 Country code of country of incorporation or organization

CJ

7 Foreign law characterization (see instructions)

Corporation

8 Is the transferee foreign corporation a controlled foreign corporation?

☐ Yes ☒ No

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form **926** (Rev. 12-2011)

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2012		131,084.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before .0649 % (b) After .0531 %**10** Type of nonrecognition transaction (see instructions) **►** IRC Section 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

- | | | |
|---|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- | | | |
|--|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15 a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred **►** \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17 a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form 926 (Rev. 12-2011)

**Return by a U.S. Transferor of Property
to a Foreign Corporation**

OMB No. 1545-0026

Attachment
Sequence No. **128**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor

THE COLORADO TRUST

Identifying number (see instructions)

84-0994055

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

☐ Yes

☐ No

b Did the transferor remain in existence after the transfer?

☐ Yes

☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?

☐ Yes

☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made?

☐ Yes

☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
Commonfund Global Distressed Investors, LLC	56-2676315

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?

☒ Yes

☐ No

c Is the partner disposing of its entire interest in the partnership?

☐ Yes

☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?

☐ Yes

☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

CGDI Cayman Master Fund Ltd.

4 Identifying number, if any

75-3251083

5 Address (including country)

Walker House, 87 Mary Street

George Town, Grand Cayman KY1-9002 Cayman Islands

6 Country code of country of incorporation or organization

CJ

7 Foreign law characterization (see instructions)

Corporation

8 Is the transferee foreign corporation a controlled foreign corporation?

☒ Yes

☐ No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2012		1,181,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 2.0470 % (b) After 2.0470 %**10** Type of nonrecognition transaction (see instructions) **IRC Section 351****11** Indicate whether any transfer reported in Part III is subject to any of the following:

a Gain recognition under section 904(f)(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Gain recognition under section 904(f)(5)(F)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c Recapture under section 1503(d)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
d Exchange gain under section 987	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

a Tainted property	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Depreciation recapture	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c Branch loss recapture	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
d Any other income recognition provision contained in the above-referenced regulations	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15 a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred **\$** _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17 a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form 926 (Rev. 12-2011)

**Return by a U.S. Transferor of Property
to a Foreign Corporation**

OMB No. 1545-0026

Attachment
Sequence No. **128**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor

THE COLORADO TRUST

Identifying number (see instructions)

84-0994055

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

☐ Yes

☐ No

b Did the transferor remain in existence after the transfer?

☐ Yes

☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?

☐ Yes

☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made?

☐ Yes

☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
Commonfund Global Distressed Investors, LLC	56-2676315

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?

☒ Yes

☐ No

c Is the partner disposing of its entire interest in the partnership?

☐ Yes

☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?

☐ Yes

☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

Commonfund Credit Hedged Investment Company

4 Identifying number, if any

98-1027625

5 Address (including country)

15 Old Danbury Road

Wilton, CT 06897

6 Country code of country of incorporation or organization

CJ

7 Foreign law characterization (see instructions)

Corporation

8 Is the transferee foreign corporation a controlled foreign corporation?

☒ Yes

☐ No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash					
	01/03/2012		944,638.	944,638.	
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before .0000 % (b) After 2.0470 %**10** Type of nonrecognition transaction (see instructions) **►** IRC Section 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

a Gain recognition under section 904(f)(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Gain recognition under section 904(f)(5)(F)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c Recapture under section 1503(d)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
d Exchange gain under section 987	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

a Tainted property	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Depreciation recapture	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c Branch loss recapture	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
d Any other income recognition provision contained in the above-referenced regulations	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15 a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred **►** \$ _____**16** Was cash the only property transferred? ☐ Yes ☒ No**17 a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:
