

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation****or Section 4947(a)(1) Trust Treated as Private Foundation**

- Do not enter social security numbers on this form as it may be made public.
- Go to www.irs.gov/Form990PF for instructions and the latest information.

2022**Open to Public
Inspection****For calendar year 2022, or tax year beginning 01-01-2022 , and ending 12-31-2022**

Name of foundation THE HERBERT & JUDY PAIGE FAMILY FOUNDATION		A Employer identification number 26-0480425	
Number and street (or P.O. box number if mail is not delivered to street address) C/O ANDREA JUSTICE 4 GARDEN CTR 200		B Telephone number (see instructions) (303) 469-7367	
City or town, state or province, country, and ZIP or foreign postal code BROOMFIELD, CO 80020			
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		C If exemption application is pending, check here ► <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		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,442,046		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		(Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(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 (attach schedule)				
	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	150,172	150,171		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	779,591			
	b Gross sales price for all assets on line 6a	11,967,164			
	7 Capital gain net income (from Part IV, line 2)		779,591		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	929,763	929,762		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	142,750	14,275		128,475
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	10,920	1,092		9,828
	16a Legal fees (attach schedule)	48	48		
	b Accounting fees (attach schedule)	5,735	5,735		
	c Other professional fees (attach schedule)	50,063	49,653		410
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	931	931		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,918			1,918
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,052	349		3,703
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	216,417	72,083		144,334
	25 Contributions, gifts, grants paid	285,450			285,450
	26 Total expenses and disbursements. Add lines 24 and 25	501,867	72,083		429,784
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	427,896			
	b Net investment income (if negative, enter -0-)		857,679		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets					
1	Cash—non-interest-bearing			30,573	30,573
2	Savings and temporary cash investments			73,255	73,255
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (attach schedule) ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U.S. and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)		6,593,264	5,664,510	5,664,920
c	Investments—corporate bonds (attach schedule)				
11	Investments—land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)			685,000	673,298
14	Land, buildings, and equipment: basis ►	1,602			
	Less: accumulated depreciation (attach schedule) ►	1,602			
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		6,593,264	6,453,338	6,442,046
Liabilities					
17	Accounts payable and accrued expenses		326,593		
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)		326,593	0	
Net Assets or Fund Balances					
	Foundations that follow FASB ASC 958, check here ► <input checked="" type="checkbox"/> and complete lines 24, 25, 29 and 30.				
24	Net assets without donor restrictions		6,266,671	6,453,338	
25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ► <input type="checkbox"/> and complete lines 26 through 30.				
26	Capital stock, trust principal, or current funds				
27	Paid-in or capital surplus, or land, bldg., and equipment fund				
28	Retained earnings, accumulated income, endowment, or other funds				
29	Total net assets or fund balances (see instructions)		6,266,671	6,453,338	
30	Total liabilities and net assets/fund balances (see instructions)		6,593,264	6,453,338	

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 29 (must agree with end-of-year figure reported on prior year's return)		1	6,266,671
2	Enter amount from Part I, line 27a		2	427,896
3	Other increases not included in line 2 (itemize) ►		3	5,123
4	Add lines 1, 2, and 3		4	6,699,690
5	Decreases not included in line 2 (itemize) ►		5	246,352
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29		6	6,453,338

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 See Additional Data Table				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a See Additional Data Table				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a See Additional Data Table				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	779,591
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	-487,922

Part V 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.	1	11,922
	Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations enter 4% (0.04) of Part I, line 12, col. (b)	2	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	11,922
3	Add lines 1 and 2.	4	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	11,922
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2022 estimated tax payments and 2021 overpayment credited to 2022	6a	11,200
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,722
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	14,922
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2221 is attached.	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	3,000
11	Enter the amount of line 10 to be: Credited to 2023 estimated tax ► 3,000	Refunded	► 11

Part VI-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/>	Yes	No
1a		<input type="checkbox"/>	No	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.	<input type="checkbox"/>	Yes	No
1b		<input type="checkbox"/>	No	
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>	Yes	No
1c		<input type="checkbox"/>	No	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
(1)	On the foundation. ► \$ _____	(2)	On foundation managers. ► \$ _____	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	<input type="checkbox"/>	Yes	No
2	<i>If "Yes," attach a detailed description of the activities.</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/>	Yes	No
3		<input type="checkbox"/>	No	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/>	Yes	No
4a		<input type="checkbox"/>	No	
4b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/>	Yes	No
4b		<input type="checkbox"/>	No	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input type="checkbox"/>	Yes	No
5	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
6	● By language in the governing instrument, or			
6	● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	<input type="checkbox"/>	Yes	
6		<input type="checkbox"/>		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XIV.</i>	<input type="checkbox"/>	Yes	
7		<input type="checkbox"/>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
8a	► 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? <i>If "No," attach explanation.</i>	<input type="checkbox"/>	Yes	
8b		<input type="checkbox"/>		
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 2022 or the taxable year beginning in 2022? See the instructions for Part XIII. <i>If "Yes," complete Part XIII</i>	<input type="checkbox"/>	Yes	No
9		<input type="checkbox"/>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/>	Yes	No
10		<input type="checkbox"/>		

Part VI-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►HTTP://PAIGEFDN.ORG/	13	Yes
14	The books are in care of ►THE ORGANIZATION	Telephone no. ►(303) 469-7367	
Located at ►4 GARDEN CTR SUITE 200 BROOMFIELD CO			ZIP+4 ►80020
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here.	► 15	<input type="checkbox"/>
16	At any time during calendar year 2022, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►	16	Yes No

Part VI-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?	1a(1)	No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)	No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	Yes
(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)?	1a(5)	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.).	1a(6)	No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions.	1b	No
c	Organizations relying on a current notice regarding disaster assistance check here. ►		<input type="checkbox"/>
d	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 2022?	1d	
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 2022, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2022? If "Yes," list the years ► 20____, 20____, 20____, 20____	2a	No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	No
b	If "Yes," did it have excess business holdings in 2022 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 2022.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2022?	4b	No

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

	Yes	No
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))?.	5a(1)	No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?.	5a(2)	No
(3) Provide a grant to an individual for travel, study, or other similar purposes?.	5a(3)	No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	5a(4)	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?.	5a(5)	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.	5b	
c Organizations relying on a current notice regarding disaster assistance check ►		<input type="checkbox"/>
d 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?.	5d	
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?.	6a	No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?.	6b	No
<i>If "Yes" to 6b, file Form 8870.</i>		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	7a	No
b If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?.	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?.	8	No

Part VII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1. List all officers, directors, trustees, foundation managers and their compensation. See instructions.

List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TIMOTHY J SCHAFER	PRESIDENT 5.00	36,000	0	0
SCHAFFER THOMAS MAEZ PC 4 GARDEN CTR SUITE 200 BROOMFIELD, CO 80020				
ANDREA JUSTICE	EXEC DIR 40.00	106,750	0	0
SCHAFFER THOMAS MAEZ PC 4 GARDEN CTR SUITE 200 BROOMFIELD, CO 80020				
GREG MCDONALD	BOARD MEMBER 1.00	0	0	0
SCHAFFER THOMAS MAEZ PC 4 GARDEN CTR SUITE 200 BROOMFIELD, CO 80020				
DAVE HAMM	BOARD MEMBER 1.00	0	0	0
SCHAFFER THOMAS MAEZ PC 4 GARDEN CTR SUITE 200 BROOMFIELD, CO 80020				

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

Part VII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.	►	

Part VIII-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		
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
3		
4		
Total. Add lines 1 through 3	►	

Part IX 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	6,730,732
b	Average of monthly cash balances.	1b	-72,270
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,658,462
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	6,658,462
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions).	4	99,877
5	Net value of noncharitable-use assets. Subtract line 4 from line 3..	5	6,558,585
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	327,929

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreignorganizations check here ► and do not complete this part.)

1	Minimum investment return from Part IX, line 6.	1	327,929
2a	Tax on investment income for 2022 from Part V, line 5.	2a	11,922
b	Income tax for 2022. (This does not include the tax from Part V.).	2b	
c	Add lines 2a and 2b.	2c	11,922
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	316,007
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	316,007
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1.	7	316,007

Part XI 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	429,784
b	Program-related investments—total from Part VIII-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4..	4	429,784

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2021	(c) 2021	(d) 2022
1 Distributable amount for 2022 from Part X, line 7				316,007
2 Undistributed income, if any, as of the end of 2022:				
a Enter amount for 2021 only.			399,994	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2022:				
a From 2017.				
b From 2018.				
c From 2019.				
d From 2020.				
e From 2021.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2022 from Part XI, line 4: ► \$ _____ 429,784				
a Applied to 2021, but not more than line 2a			399,994	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2022 distributable amount.				29,790
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2022. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2021. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2022. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2023				286,217
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2017 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2023. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2018.				
b Excess from 2019.				
c Excess from 2020.				
d Excess from 2021.				
e Excess from 2022.				

Part XIII **Private Operating Foundations** (see instructions and Part VI-A, question 9)

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

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

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

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

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

- c** Any submission deadlines:

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

Part XIV 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 See Additional Data Table				
Total				► 3a
b Approved for future payment				
Total				► 3b

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	150,172	
5 Net rental income or (loss) from real estate:					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	779,591	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				929,763	
13 Total. Add line 12, columns (b), (d), and (e)			13		929,763
(See worksheet in line 13 instructions to verify calculations.)					

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

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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash.	1a(1)	No
(2) Other assets.	1a(2)	No

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

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

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

**Sign
Here**

* * * * *

2023-05-26

* * * * *

May the IRS discuss this return with the preparer shown below?

See instructions. Yes No

Paid Preparer Use Only	Print/Type preparer's name LORI B BAUER CPA	Preparer's Signature	Date 2023-05-26	Check if self-employed ► <input type="checkbox"/>	PTIN P01260252
	Firm's name ► JDS PROFESSIONAL GROUP				Firm's EIN ► 20-8019714
	Firm's address ► 10303 E DRY CREEK RD STE 400 ENGLEWOOD, CO 80112				Phone no. (303) 771-0123

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 SEE ATTACHED - SCHWAB SHORT TERM		P	2022-01-01	2022-12-31
1 SEE ATTACHED - SCHWAB LONG-TERM		P	2021-01-01	2022-12-31
FIDELITY MSCI ENERGY INDEX ETF		P	2021-01-01	2022-01-24
FIDELITY MSCI HEALTH CARE INDEX		P	2021-01-01	2022-01-24
FIDELITY MSCI INFORMATION		P	2021-01-01	2022-01-24
FIDELITY MSCI MATLS INDEX		P	2021-01-01	2022-01-24
FIDELITY MSCI REAL ESTATE INDEX ETF		P	2021-01-01	2022-01-24
ISHARES S&P SMALLCAP 600 VALUE		P	2022-01-01	2022-02-07
ISHARES S&P SMALLCAP 600 VALUE		P	2021-01-01	2022-02-07
ISHARES S&P 500 GROWTH ETF		P	2022-01-01	2022-02-07

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
5,987,127		6,474,074	-486,947
5,643,274		4,444,509	1,198,765
1,991		1,938	53
26,598		17,992	8,606
27,117		11,302	15,815
3,385		2,073	1,312
8,088		5,952	2,136
259		518	-259
14,152		12,570	1,582
317		634	-317

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col. (h) gain minus col. (k), but not less than -0-) or (l) Losses (from col.(h))
(i) F.M.V. as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			-486,947
			1,198,765
			53
			8,606
			15,815
			1,312
			2,136
			-259
			1,582
			-317

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
ISHARES S&P 500 GROWTH ETF	P	2021-01-01	2022-02-07
1 ISHARES TR S&P SMALL CAP 600 GROWTH	P	2022-01-01	2022-02-07
ISHARES TR S&P SMALL CAP 600 GROWTH	P	2021-01-01	2022-02-07
ISHARES TRUST S&P MID CAP	P	2021-01-01	2022-02-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
223,908		202,065	21,843
399		798	-399
12,814		11,892	922
1,486		1,256	230

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			21,843
			-399
			922
			230

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COLLEGE TRACK 1391 SPEER BLVD STE 405 DENVER, CO 80204	NONE	PC	PROGRAM SUPPORT AND OPERATIONS	25,000
COLORADO UPLIFT 400 W 48TH AVE STE 250 DENVER, CO 80216	NONE	PC	PROGRAM SUPPORT AND OPERATIONS	20,000
DENVER KIDS INC 1860 LINCOLN ST 9TH FLOO DENVER, CO 80203	NONE	PC	PROGRAM SUPPORT AND OPERATIONS	18,000
Total			► 3a	285,450

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GIRLS INC 1499 JULIAN ST DENVER, CO 80204	NONE	PC	PROGRAM SUPPORT AND OPERATIONS	18,000
I HAVE A DREAM OF BOULDER CTY 5390 MANHATTAN CIR STE 2 BOULDER, CO 80303	NONE	PC	PROGRAM SUPPORT AND OPERATIONS	18,000
I HAVE A DREAM FOUNDATION CO 1836 GRANT ST DENVER, CO 80203	NONE	PC	PROGRAM SUPPORT AND OPERATIONS	18,000
Total			► 3a	285,450

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TRU COMMUNITY CARE 1415 PARK AVE WEST DENVER, CO 80216	NONE	PC	GRANT	20,000
ST PAULS SR SERVICES 328 MAPLE ST SAN DIEGO, CA 92103	NONE	PC	GRANT/RENOVATIONS TO MANOR	22,450
VIA MOBILITY SERVICES 2855 N 63RD ST BOULDER, CO 80301	NONE	PC	GRANT	5,000
Total			► 3a	285,450

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SAN DIEGO HUMANE SOCIETY 5500 GAINES ST SAN DIEGO, CA 92110	NONE	PC	PROGRAM SUPPORT AND OPERATIONS	30,000
COMMUNITY COLLEGE OF DENVER 1111 W COLFAX AVE DENVER, CO 80204	NONE	PC	SCHOLARSHIP	21,000
UNIVERSITY OF COLORADO - BOULDER 1800 GRANT ST STE 725 DENVER, CO 80203	NONE	PC	SCHOLARSHIP	5,000
Total			► 3a	285,450

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DENVER SCHOLARSHIP FOUNDATION 789 SHERMAN ST SUITE 610 DENVER, CO 80203	NONE	PC	COLLEGE TUITION	60,000
UNIVERSITY OF COLORADO - DENVER 1201 LARIMER ST DENVER, CO 80204	NON	PC	SCHOLARSHIP	5,000
Total			► 3a	285,450

TY 2022 Accounting Fees Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,735	5,735		

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

TY 2022 Depreciation Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAPTOP COMPUTER	2015-01-31	1,602	1,602	200DB	5.0000				

TY 2022 Investments Corporate Stock Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION
EIN: 26-0480425

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALPS ETF TR ALERIAN MLP		
AMERICAN NEW WORLD FUND F3		
AMG BEUTEL GOODMAN CORE PLUS BOND I		
CARILLON SCOUT MID CAP FUND		
CHAUTAUQA GLOBAL GROWTH FUND CL I		
CONSUMER DISCRETIONARY SELECT		
CONSUMER DISCRETIONARY SELECT SECTOR		
CONSUMER STAPLES SELECT SECTOR		
DOUBLELINE CORE FIXED INCOME CL I		
EATON VANCE FLOATING RATE ADV		
FIDELITY LOW VOLATILITY FACTOR		
FIDELITY MSCI COMMUNICATION		
FIDELITY MSCI CONSUMER		
FIDELITY MSCI CONSUMER STAPLES		
FIDELITY MSCI ENERGY INDEX ETF		
FIDELITY MSCI FINLS INDEX ETF		
FIDELITY MSCI HEALTH CARE INDEX		
FIDELITY MSCI INDL INDEX ETF		
FIDELITY MSCI INFORMATION		
FIDELITY MSCI MATLS INDEX		
FIDELITY MSCI REAL ESTATE INDEX ETF		
FIDELITY MSCI UTIL INDEX ETF		
GLOBAL X FDS GLOBAL X MLP		
GLOBAL X FDS US PFD ETF		
GOLDMAN SACHS SHORT DURATION FD		
HEALTH CARE SELECT SECTOR SPDR		
INDUSTRIAL SELECT SECTOR		
INVESCO SHORT TERM BOND FUND A		
ISHARES MSCI EAFE ETF		
ISHARES S&P 500 GROWTH		

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES S&P 500 VALUE EFT		
ISHARES S&P MID-CAP 400 GROWTH		
ISHARES S&P SMALL CAP 600 VALUE INDE		
ISHARES TR BARCLAYS 7 10		
ISHARES TR CRE U S REIT ETF		
ISHARES TR IBOXX HI YD ETF		
ISHARES TR MSCI EMG MKTS ETF USD DIS		
ISHARES TR S&P SMALL CAP 600 GROWTH		
ISHARES TRUSTS S&P MID CAPITAL		
JP MORGAN SMALL CAP EQUITY		
JPMORGAN SHORT DURATION CORE		
LOOMIS SAYLES CORE PLUS BOND FUND		
METROPOLITAN WEST TOTAL RETURN CLASS		
OAKHURST FIXED INCOME FUND		
PIMCO INCOME FUND INSTITUTIONAL FUND		
SELECT SECTOR SPDR TR COMMUNICATION		
SELECT SECTOR SPDR TR FINANCIAL		
SIERRA TACTICAL CORE INCOME		
VANGUARD WHITEHALL FDS HIGH DIV YLD		
VANGUARD WORLD FDS VANGUARD INFO		
WESTERN ASSET CORE PLUS BOND FUND CL		
WESTERN ASSET CORE PLUS BOND FUND IN		
SCHWAB US BROAD MKT	1,700,259	1,732,444
BLACKROCK STRATEGIC INCO	371,000	369,394
DODGE & COX INCOME I	1,242,255	1,229,132
VIRTUS SEIX FLOATING RAT	169,800	169,581
ALLSPRING EMERGING MKT	362,600	363,047
IMGP ALT STRATS INSTL	36,829	33,281
TORTOISE MLP & PIPELINE	146,767	146,982
VANGUARD INTERNATIONAL G	513,000	509,603

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VANGUARD INTERNATIONAL V	527,000	529,058
VERSUS CAPITAL MULTI-MGR	395,000	380,934
VERSUS CAPITAL REAL ASSE	200,000	201,464

TY 2022 Investments - Other Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PARTNERS GROUP PRIVATE EQUITY	AT COST	385,000	375,663
IRONWOOD INSTITUTIONAL MULTI	AT COST	300,000	297,635

**TY 2022 Land, Etc.
Schedule**

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	1,602	1,602		

TY 2022 Legal Fees Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	48	48		

TY 2022 Other Decreases Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION
EIN: 26-0480425

Description	Amount
FEDERAL TAXES PAID	21,020
BOOK/TAX DIFFERENCES	225,332

TY 2022 Other Expenses Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION
EIN: 26-0480425

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INSURANCE - LIABILITY	2,487			2,487
SUPPLIES	761			761
BANK CHARGES	70	70		
WORKMANS COMP	317			317
REGISTRATIONS	30	30		
INVESTMENT ACCT FEES	9	9		
SUBSCRIPTION	240	240		
BOOKS	55			55
POSTAGE & MAILING	73			73

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Disbursements for Charitable Purposes
GIFTS	10		10

TY 2022 Other Increases Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Other Increases Schedule

Description	Amount
NON DIVIDEND DISTRIBUTIONS	5,123

TY 2022 Other Professional Fees Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION
EIN: 26-0480425

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISOR FEES	49,653	49,653		
WEBSITE	75			75
COMPUTER REPAIRS	335			335

TY 2022 Taxes Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Taxes Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	931	931		