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**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

OMB No 1545-0052

2008**For calendar year 2008, or tax year beginning** 12/01 , **2008, and ending** 11/30 , 2009**G** Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the
IRS label
Otherwise,
print
or type
See Specific
Instructions.The Gary-Williams Foundation
370-17th Street #5300
Denver, CO 80202-5653**A** Employer identification number

81-0587194

B Telephone number (see the instructions)

(303) 628-3800

C If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**H** Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 69,835,654.

J Accounting method. ☐ Cash ☒ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

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) (see the instructions))

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)**1** Contributions, gifts, grants, etc. received (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments

150,415.

150,415.

150,415.

4 Dividends and interest from securities

516,657.

516,657.

516,657.

5a Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

-761,561.

b Gross sales price for all assets on line 6a

208,347.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

0.

9 Income modifications**10a** Gross sales less returns and allowances**b** Less cost of goods sold**c** Gross profit/(loss) (att sch)**d** Other income (attach schedule)**12** Total. Add lines 1 through 11

-94,489.

667,072.

667,072.

13 Compensation of officers, directors, trustees, etc

265,833.

26,583.

239,250.

14 Other employee salaries and wages

45,850.

4,585.

41,265.

15 Pension plans, employee benefits**16a** Legal fees (attach schedule) See St 1

9,391.

4,696.

4,695.

b Accounting fees (attach sch) See St 2

5,700.

2,850.

2,850.

c Other prof fees (attach sch) See St 3

511,908.

511,908.

17 Interest**18** Taxes (attach schedule) See Stmt 4

6,148.

5,977.

19 Depreciation (attach sch) and depletion**20** Occupancy

945.

94.

851.

21 Travel, conferences, and meetings

3,272.

327.

2,945.

22 Printing and publications**23** Other expenses (attach schedule)

See Statement 5

72,853.

7,236.

65,124.

24 Total operating and administrative expenses. Add lines 13 through 23

921,900.

564,256.

356,980.

25 Contributions, gifts, grants paid Part XV

1,879,175.

1,879,175.

26 Total expenses and disbursements. Add lines 24 and 25

2,801,075.

564,256.

0.

2,236,155.

27 Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements

-2,895,564.

b Net investment income (if negative, enter -0-)

102,816.

c Adjusted net income (if negative, enter -0-)

667,072.

9-14

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
A S S E T S	1 Cash — non-interest-bearing	2,746.	61,226.	61,226.
	2 Savings and temporary cash investments	15,435,349.	13,935,139.	13,935,139.
	3 Accounts receivable			
	Less allowance for doubtful accounts	462.		
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		8,333.	8,333.
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule) Statement 6	5,729,320.	6,497,894.	6,497,894.
	11 Investments — land, buildings, and equipment basis			
L I A B I L I T I E S	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 7	37,857,946.	49,313,062.	49,313,062.
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe See Statement 8)		20,000.	20,000.
	16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	59,025,823.	69,835,654.	69,835,654.
	17 Accounts payable and accrued expenses	641,667.	51,272.	
	18 Grants payable	1,003,857.	763,908.	
	19 Deferred revenue			
F U N D A S S E T B A L A N C E S	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe See Statement 9)	21,782.	7,394.	
	23 Total liabilities (add lines 17 through 22)	1,667,306.	822,574.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	57,358,517.	69,013,080.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	57,358,517.	69,013,080.	
	31 Total liabilities and net assets/fund balances (see the instructions)	59,025,823.	69,835,654.	

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	57,358,517.
2 Enter amount from Part I, line 27a	2	-2,895,564.
3 Other increases not included in line 2 (itemize) See Statement 10	3	14,688,936.
4 Add lines 1, 2, and 3	4	69,151,889.
5 Decreases not included in line 2 (itemize) See Statement 11	5	138,809.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	69,013,080.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 12				
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-761,561.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	-37,915.

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 (column (b) divided by column (c))
2007	2,043,013.	74,361,503.	0.027474
2006	2,345,506.	46,509,675.	0.050430
2005	4,933,589.	33,749,930.	0.146181
2004	5,467,999.	18,161,372.	0.301079
2003	522,027.	17,518,786.	0.029798

2 Total of line 1, column (d)	2	0.554962
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.110992
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	61,359,367.
5 Multiply line 4 by line 3	5	6,810,399.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,028.
7 Add lines 5 and 6	7	6,811,427.
8 Enter qualifying distributions from Part XII, line 4	8	2,236,155.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary – see instructions)		1	2,056.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,056.
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	2,056.
6 Credits/Payments			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	20,000.	
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	20,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	2.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	17,942.	
11 Enter the amount of line 10 to be. Credited to 2009 estimated tax	11	0.	
17,942. Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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		
c 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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) 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	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>The Gary-Williams Foundation</u> Telephone no <u>(303) 628-3800</u> Located at <u>370-17th Street, #5300 Denver CO</u> ZIP + 4 <u>80202</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
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 the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
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 2008 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 2008)	3b	N/A
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 2008?	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)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

If you answered 'Yes' to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b 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 (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
See Statement 13		265,833.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 The Foundation was formed to make distributions to exempt organizations for charitable and educational purposes.	
2	
3	
4	

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

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

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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	47,801,475.
b Average of monthly cash balances	1b	14,468,132.
c Fair market value of all other assets (see instructions)	1c	24,167.
d Total (add lines 1a, b, and c)	1d	62,293,774.
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	62,293,774.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	934,407.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	61,359,367.
6 Minimum investment return. Enter 5% of line 5	6	3,067,968.

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	3,067,968.
2a Tax on investment income for 2008 from Part VI, line 5	2a	2,056.	
b Income tax for 2008 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	2,056.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	3,065,912.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	3,065,912.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	3,065,912.

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	2,236,155.
b Program-related investments — total from Part IX-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 V, line 8, and Part XIII, line 4	4	2,236,155.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,236,155.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				3,065,912.
2 Undistributed income, if any, as of the end of 2007.				
a Enter amount for 2007 only			0.	
b Total for prior years. 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004	3,736,694.			
c From 2005	3,324,996.			
d From 2006	47,160.			
e From 2007				
f Total of lines 3a through e	7,108,850.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 2,236,155.				
a Applied to 2007, 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 2008 distributable amount				2,236,155.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	829,757.			829,757.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,279,093.			
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 2007. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	6,279,093.			
10 Analysis of line 9				
a Excess from 2004	2,906,937.			
b Excess from 2005	3,324,996.			
c Excess from 2006	47,160.			
d Excess from 2007				
e Excess from 2008				

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 See Statement 15				
Total			3 a	1,879,175.
b Approved for future payment				
Total			3 b	

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Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	\$ 9,391.	\$ 4,696.		\$ 4,695.
Total	<u>\$ 9,391.</u>	<u>\$ 4,696.</u>	<u>\$ 0.</u>	<u>\$ 4,695.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	\$ 5,700.	\$ 2,850.		\$ 2,850.
Total	<u>\$ 5,700.</u>	<u>\$ 2,850.</u>	<u>\$ 0.</u>	<u>\$ 2,850.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fund allocated investment fees .	\$ 411,908.	\$ 411,908.		
Investment management fees	100,000.	100,000.		
Total	<u>\$ 511,908.</u>	<u>\$ 511,908.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Income taxes	\$ 171.			
Foreign taxes - investments	5,977.	\$ 5,977.		
Total	<u>\$ 6,148.</u>	<u>\$ 5,977.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting fees	\$ 65,535.	\$ 6,554.		\$ 58,981.
Dues and fees	5,000.	500.		4,500.
Meals and entertainment	1,525.	152.		1,373.
Penalties and interest	493.			
Misc	300.	30.		270.
Total	\$ 72,853.	\$ 7,236.	\$ 0.	\$ 65,124.

Statement 6
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Bonds	Cost	\$ 6,497,894.	\$ 6,497,894.
	Total	\$ 6,497,894.	\$ 6,497,894.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Securities</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Equities	Cost	\$ 49,313,062.	\$ 49,313,062.
	Total	\$ 49,313,062.	\$ 49,313,062.

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Income Tax Receivable	\$ 20,000.	\$ 20,000.
Total	\$ 20,000.	\$ 20,000.

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Statement 9
Form 990-PF, Part II, Line 22
Other Liabilities

Other current liabilities	\$	7,394.
Total	\$	<u>7,394.</u>

Statement 10
Form 990-PF, Part III, Line 3
Other Increases

Unrealized gains and losses	\$	13,873,756.
Unpaid grant commitments		815,180.
Total	\$	<u>14,688,936.</u>

Statement 11
Form 990-PF, Part III, Line 5
Other Decreases

Unrealized partnership losses	\$	137,306.
Other		1,503.
Total	\$	<u>138,809.</u>

Statement 12
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	From Pimco ST Fund	Purchased	1/01/2009	12/31/2009
2	From Pimco ST Fund	Purchased	1/01/2008	12/31/2009
3	From Pimco LD Fund	Purchased	1/01/2009	12/31/2009
4	From Pimco LD Fund	Purchased	1/01/2008	12/31/2009
5	Horizon Asset Fund	Purchased	1/01/2009	12/31/2009
6	Horizon Asset Fund	Purchased	1/01/2008	12/31/2009
7	Lateef Management Fund	Purchased	1/01/2009	12/31/2009
8	Lateef Management Fund	Purchased	1/01/2008	12/31/2009
9	Third Ave Fund	Purchased	1/01/2008	12/31/2009
10	Artisan Intl Fund	Purchased	1/01/2008	12/31/2009

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	20,386.		0.	20,386.				\$ 20,386.
2	33,412.		0.	33,412.				33,412.
3	22,265.		0.	22,265.				22,265.
4	10,094.		0.	10,094.				10,094.
5	0.		102,073.	-102,073.				-102,073.
6	0.		294,537.	-294,537.				-294,537.
7	21,507.		0.	21,507.				21,507.
8	0.		573,298.	-573,298.				-573,298.
9	64.		0.	64.				64.

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Statement 12 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
10	100,619.		0.	100,619.				\$ 100,619.
							Total	<u>\$-761,561.</u>

Statement 13
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Samuel Gary 13 Village Road Englewood, CO 80113	Director & COB 0	\$ 0.	\$ 0.	\$ 0.
Ronald W. Willaims 300 Gilpin Street Denver, CO 80218	Director & Pres 0	0.	0.	0.
David J. Younggren 2135 E. Grand Avenue Englewood, CO 80113	Dir, Snr VP, Tr 0	0.	0.	0.
Randall S. Warren 6585 South Andes Place Centennial, CO 80016-1105	Assistant Treas 0	0.	0.	0.
Paul B. Rosswork 1794 W. Mountain Maple Ave. Highlands Ranch, CO 80129-5444	Secretary 0	0.	0.	0.
Virginia C. Damsgaard 8004 South Jackson Street Centennial, CO 80122-3627	Assistant Secre 0	0.	0.	0.
Terrell J. Minger 370-17th Street, #5300 Denver, CO 80202-5653	President 0	183,333.	0.	0.
Meredith Miller 370 17th Street, Suite 5300 Denver, CO 80202-5653	Dir of Programs 0	82,500.	0.	0.
	Total	<u>\$ 265,833.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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Statement 14
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Samuel Gary
 Ronald W. Willaims

Statement 15
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Mental Health Center of Denver 4141 E. Dickenson Place Denver, CO 80222	None	501(c) (3)	Child and Adolescent Psyc	\$ 239,949.
The Childrens Hospital Foundation 13123 E. 16th Ave., Box 045 Aurora, CO 80045	None	501(c) (3)	Endowed Professorship	500,000.
Colorado Succeeds 730 17th Street, Suite 940 Denver, CO 80202	None	501(c) (3)	Career and Technical Education	125,000.
Envision Schools Colorado 730 17th Street, Suite 950 Denver, CO 80202	None	501(c) (3)	General Operating	200,000.
The Kempe Foundation 1825 Marion Street Denver, CO 80218	None	501(c) (3)	Operating Support	50,000.
Public Education and Business Coalition 1244 Grant Street Denver, CO 80203	None	501(c) (3)	General Operating	25,000.
Colorado Nonprofit Dev. Center 4130 Tejon Street, Suite A Denver, CO 80211	None	501(c) (3)	General Operating	100,000.
Governor's Office State of Colorado 136 State Capitol Denver, CO 80203	None	501(c) (3)	"Race to the Top" Application	150,000.
Teach for America - Colorado 1391 Speer Blvd., Suite 710 Denver, CO 80204	None	501(c) (3)	Support TFA-CO	100,000.

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Statement 15 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Denver Public Schools 900 Grant Street Denver, CO 80203	None	501(c)(3)	General Operating	\$ 190,676.
Jewish Family Services of Denver 3201 S. Tamarac Dr Denver, CO	None	501(c)(3)	General Operating	35,000.
The Colorado Children's Campaign 1580 Lincoln St., Suite 420 Denver, CO 80203	None	501(c)(3)	General Operating	25,000.
Other Charities (see list) Denver, CO	None	501(c)(3)	General Operating	138,550.
Total				<u>\$ 1,879,175.</u>

Balance Sheet - Investments

Part II, Line 10c

Pimco Short Term Fund	\$ 3,783,912
Pimco Low Duration Fund	2,713,982

Total bond funds	\$ 6,497,894
	=====

Part II, Line 13

CS Horizen Asset Management	\$ 3,506,479
CS Lateef Management Assoc	4,892,030
Tontine Capital Overseas Fund	1,002,419
Davidson Kempner Fund	4,231,052
Viking Global Fund	2,820,606
King Street Capital HSBC Fund	5,290,500
ICAP Offshore Fund	1,956,373
Third Avenue Value Fund	2,939,409
Artisan International Fund	3,679,567
Harbor International Fund	3,017,018
Highfields Capital Fund	5,156,000
Convexity Capital Offshore	6,942,923
Longleaf Partners Fund	3,878,686

Total equity funds	\$49,313,062
	=====

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	The Gary-Williams Foundation	81-0587194
	Number, street, and room or suite number. If a P.O. box, see instructions	
	370-17th Street #5300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Denver, CO 80202-5653	

Check type of return to be filed (file a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► The Gary-Williams Foundation

Telephone No. ► (303) 628-3800 FAX No ► (303) 628-3833

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 7/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20__ or
 - ☒ tax year beginning 12/01, 20 08, and ending 11/30, 20 09

- 2 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 2,056.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 20,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**Form **8868** (Rev 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).
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Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization	Employer identification number
	The Gary-Williams Foundation	81-0587194
	Number, street, and room or suite number If a P O box, see instructions Trimble Weist Dye & Ezra CPAs 84-1063568	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions Greenwood Village, CO 80111	

Check type of return to be filed (File a separate application for each return)

- | | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ▶ The Gary-Williams Foundation
Telephone No ▶ (303) 628-3800 FAX No ▶ (303) 628-3833
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 10/15 , 20 10
5 For calendar year _____ , or other tax year beginning 12/01 , 20 08 , and ending 11/30 , 20 09 .
6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
7 State in detail why you need the extension See Attachment

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	2,056.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	20,000.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instrs.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature _____ Title **Director & Treasurer** Date _____