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

OMB No 1545-0052

**2009**

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

For calendar year 2009, or tax year beginning

12/01, 2009, and ending

11/30, 2010

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.

Name of foundation

THE ANSCHUTZ FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

1727 TREMONT PLACE

City or town, state, and ZIP code

DENVER, CO 80202

A Employer identification number

74-2316617

B Telephone number (see page 10 of the instructions)

(303) 308-8220

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, col (c), line

16) \$ 1,133,090,471.

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 page 11 of 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 (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	208,400.	208,400.		ATCH 1
4 Dividends and interest from securities	18,532,646.	27,237,726.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	45,040,970.			
b Gross sales price for all assets on line 6a	354,366,103.			
7 Capital gain net income (from Part IV, line 2)		32,394,344.		
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)	11,545,871.	-305,998.		ATCH 3
12 Total. Add lines 1 through 11	75,327,887.	59,531,472.		
13 Compensation of officers, directors, trustees, etc.	401,763.	40,176.		361,587.
14 Other employee salaries and wages	128,491.	12,849.		115,642.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 4	1,625.	163.	0.	1,462.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) *	963,727.	963,727.		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	911,699.	6,964.		62,677.
19 Depreciation (attach schedule) and depletion	1,148.	115.		
20 Occupancy				
21 Travel, conferences, and meetings	79.	8.		71.
22 Printing and publications	635.	64.		571.
23 Other expenses (attach schedule) ATCH 7	86,919.	8,692.		78,227.
24 Total operating and administrative expenses. Add lines 13 through 23	2,496,086.	1,032,758.	0.	620,237.
25 Contributions, gifts, grants paid	43,420,002.			42,806,002.
26 Total expenses and disbursements. Add lines 24 and 25	45,916,088.	1,032,758.	0.	43,426,239.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	29,411,799.			
b Net investment income (if negative, enter -0-)		58,501,714.		
c Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. \* ATCH 5 JSA \*\* ATCH 6

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SCANNED OCT 21 2011

Revenue

Operating and Administrative Expenses

6114

**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
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	417,361,392.	406,951,098.	406,951,098.
	3 Accounts receivable ▶ 13,299,051.			
	Less allowance for doubtful accounts ▶ . . . . .	10,406,000.	13,299,051.	13,299,051.
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ *		* 47,973,056.	ATCH 8
	Less allowance for doubtful accounts ▶ . . . . .	79,967,787.	47,973,056.	47,973,056.
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges ATCH 9 . . . . .	15,000.	921,943.	921,943.
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 10 . . . . .	337,604,322.	492,944,363.	492,944,363.
	c Investments - corporate bonds (attach schedule) ATCH 11 . . . . .	153,273,441.	132,425,304.	132,425,304.
	11 Investments - land, buildings, and equipment basis ▶ 35,258.			
Less accumulated depreciation (attach schedule) ▶ . . . . .		12,552.	12,552.	
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) ATCH 12 . . . . .	135,731,194.	38,563,104.	38,563,104.	
14 Land, buildings, and equipment basis ▶ . . . . .				
Less accumulated depreciation (attach schedule) ▶ . . . . .				
15 Other assets (describe ▶ . . . . .)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,134,359,136.	1,133,090,471.	1,133,090,471.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .	21,728,830.	25,623,699.	
	18 Grants payable . . . . .	5,061,000.	5,675,000.	
	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 ▶ ATCH 13 . . . . .)	125,221,523.	90,032,190.	
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	152,011,353.	121,330,889.	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .	858,560,808.	858,560,808.	
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	123,786,975.	153,198,774.	
	30 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	982,347,783.	1,011,759,582.	
	31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,134,359,136.	1,133,090,471.	

**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	982,347,783.
2 Enter amount from Part I, line 27a . . . . .	2	29,411,799.
3 Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	1,011,759,582.
5 Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,011,759,582.

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**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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) . . . . .			<b>2</b>	32,394,344.	
<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <p>If gain, also enter in Part I, line 7</p> <p>If (loss), enter -0- in Part I, line 7</p> </div> <div style="font-size: 2em; margin: 0 10px;">}</div> </div>					
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			<b>3</b>		
<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <p>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)</p> <p>If (loss), enter -0- in Part I, line 8.</p> </div> <div style="font-size: 2em; margin: 0 10px;">}</div> </div>					

**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 page 18 of 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))
2008	37,115,808.	881,723,052.	0.042095
2007	13,597,404.	811,468,241.	0.016757
2006	57,921,400.	1,078,577,844.	0.053702
2005	23,267,039.	573,119,375.	0.040597
2004	23,591,573.	496,148,207.	0.047549
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 0.200700
<b>3</b> 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 . . . . .			<b>3</b> 0.040140
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .			<b>4</b> 995,485,626.
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b> 39,958,793.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 585,017.
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 40,543,810.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			<b>8</b> 43,426,239.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of 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 or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	585,017.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	585,017.
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	585,017.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6 a	1,558,943.	
b Exempt foreign organizations-tax withheld at source	6 b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,558,943.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	973,926.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	973,926.	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 page 19 of the 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
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: \$ _____ (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? 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?		X
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, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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 page 20 of the 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 ▶ N/A	13	X	
14	The books are in care of ▶ THE ANSCHUTZ CORPORATION Telephone no ▶ 303-298-1000 Located at ▶ 555 17TH STREET, SUITE 2400 DENVER, CO ZIP + 4 ▶ 80202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			

**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 page 20 of the instructions)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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 2009? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . . <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 page 20 of the instructions) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2009 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 2009) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2009? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 page 22 of the 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 page 22 of the instructions)? **5b** ☐ ☒ X  
Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No  
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 "Yes" to 6b, file Form 8870

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

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ ☒ X

**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 page 22 of the 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
ATTACHMENT 14		401,763.	-0-	-0-

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
ATTACHMENT 15		77,130.	NONE	NONE

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

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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** (see page 23 of the 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		NONE

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see page 23 of the 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 page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	635,283,004.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	374,459,926.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	902,376.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,010,645,306.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,010,645,306.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	15,159,680.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	995,485,626.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	49,774,281.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	49,774,281.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	585,017.
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	585,017.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	49,189,264.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	49,189,264.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	49,189,264.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	43,426,239.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	0.
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0.
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	43,426,239.
<b>5</b>	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 page 26 of the instructions)	<b>5</b>	585,017.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	42,841,222.

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7 . . . . .				49,189,264.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only . . . . .			42,392,889.	
b Total for prior years 20 07, 20 06, 20 05 . . . . .				
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . . .				
b From 2005 . . . . .				
c From 2006 . . . . .				
d From 2007 . . . . .				
e From 2008 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 43,426,239.				
a Applied to 2008, but not more than line 2a . . . . .			42,392,889.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
d Applied to 2009 distributable amount . . . . .				1,033,350.
e Remaining amount distributed out of corpus . . . . .	0.			
5 Excess distributions carryover applied to 2009. (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 . . . . .	0.			
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 page 27 of the instructions . . . . .				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010. . . . .				48,155,914.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	0.			
10 Analysis of line 9				
a Excess from 2005 . . . . .				
b Excess from 2006 . . . . .				
c Excess from 2007 . . . . .				
d Excess from 2008 . . . . .				
e Excess from 2009 . . . . .	0.			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

**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 2009, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year

Prior 3 years

(e) Total

(a) 2009

(b) 2008

(c) 2007

(d) 2006

**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 page 28 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

ATTACHMENT 16

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

SEE ATTACHED SCHEDULE

**c** Any submission deadlines

SEE ATTACHED SCHEDULE

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

SEE ATTACHED SCHEDULE

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a Paid during the year</b> SEE ATTACHED SCHEDULE				42,806,002.
<b>Total.</b>			<b>▶ 3a</b>	42,806,002.
<b>b Approved for future payment</b> SEE ATTACHED SCHEDULE				614,000.
<b>Total.</b>			<b>▶ 3b</b>	614,000.

Form 990-PF (2009)



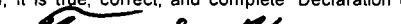



**Part XVII** Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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?		Yes	No
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

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 or fiduciary) is based on all information of which preparer has any knowledge.			
	 Signature of officer or trustee		Date 10/13/2011	Title Asst. Treasurer
Paid Preparer's Use Only	Preparer's signature 		Date	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code 			Preparer's identifying number (See Signature on page 30 of the instructions) EIN  Phone no.

**SCHEDULE D**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

# Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

**2009**

Name of estate or trust

THE ANSCHUTZ FOUNDATION

Employer identification number

74-2316617

**Note:** Form 5227 filers need to complete **only** Parts I and II

## Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	70,455,768.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back . . . . . ►	<b>5</b>	70,455,768.

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b>					

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	-38,061,424.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back . . . . . ►	<b>12</b>	-38,061,424.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

**Part III Summary of Parts I and II****Caution:** Read the instructions before completing this part

		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		70,455,768.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		-38,061,424.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		32,394,344.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of	<b>16</b>	( )
a	The loss on line 15, column (3) or b \$3,000 . . . . .		

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23. . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24. . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31. <input type="checkbox"/> <b>No.</b> Enter the <b>smaller</b> of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% ( 15 ) . . . . .	<b>30</b>		
<b>31</b>	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

Schedule D (Form 1041) 2009



**SCHEDULE D-1**  
**(Form 1041)**

**Continuation Sheet for Schedule D**  
**(Form 1041)**

OMB No 1545-0092

Department of the Treasury  
Internal Revenue Service

► See instructions for Schedule D (Form 1041).  
► Attach to Schedule D to list additional transactions for lines 1a and 6a.

**2009**

Name of estate or trust

THE ANSCHUTZ FOUNDATION

Employer identification number

74-2316617

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>1a</b> TOT ASSET BACKED SECURITY G/L			4,311,945.	4,236,514.	75,431.
TOT ST BANK DEBT CONVERSION			889,999.	845,350.	44,649.
TOTAL BOND CONVERTIBLE G/L			1,242.	48,902.	-47,660.
TOTAL CORPORATE BOND G/L			280,673,642.	269,983,945.	10,689,697.
TOTAL SOVEREIGN BOND G/L			-191,195,367.	-188,647,986.	-2,547,381.
TOTAL CREDIT DEFAULT SWAP G/L			8,439,788.	7,221,519.	1,218,269.
TOTAL CUMULATIVE PREFERRED G/L			11,792,410.	11,568,191.	224,219.
TOTAL ST DEPOSITORY RECEIPT G/L			20,230,732.	17,256,986.	2,973,746.
TOTAL ST EQUITY G/L			823,014,419.	802,808,163.	20,206,256.
TOTAL EQUITY UNIT G/L			3,746,108.	3,594,634.	151,474.
TOTAL EXCHANGE TRADED FUND G/L			-893,097,820.	-880,744,662.	-12,353,158.
TOTAL LISTED OPTION G/L			331,094.	522,835.	-191,741.
TOTAL ST LOAN G/L			140,848,911.	134,697,594.	6,151,317.
TOTAL ST MUTUAL FUND			1,670,443.	1,233,860.	436,583.
TOTAL WARRANT G/L				6,500.	-6,500.
STOCK HELD BY POWERSHARES DB AG FUND					26,221.
STOCK HELD BY OAKTREE PRINCIPAL FUND					57,480.
FROM AF CAYMAN PASSTHROUGH S					-523,176.
STOCK HELD BY US NATURAL GAS FUND					7,689.
STOCK HELD BY ARTIO INT'L EF					632,878.
STOCK HELD BY FIRSTMARK II					2,879.
STOCK HELD BY TOWERBROOK INV					1,954.
STOCK HELD BY TOWERBROOK INV II					19,526.
TOTAL PRIVATE EQUITY - OTHER					43,205,116.
<b>1b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .					70,455,768.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Employer identification number

[illegible]

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . -38,061,424.

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**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,311,945.		TOT ASSET BACKED SECURITY G/L PROPERTY TYPE: SECURITIES 4,236,514.				P	75,431.	
14323656.		TOTAL LT BANK DEBT CONVERSION G/L PROPERTY TYPE: SECURITIES 13605326.				P	718,330.	
889,999.		TOT ST BANK DEBT CONVERSION PROPERTY TYPE: SECURITIES 845,350.				P	44,649.	
1,242.		TOTAL BOND CONVERTIBLE G/L PROPERTY TYPE: SECURITIES 48,902.				P	-47,660.	
280673642.		TOTAL CORPORATE BOND G/L PROPERTY TYPE: SECURITIES 269983945.				P	10689697.	
-191195367		TOTAL SOVEREIGN BOND G/L PROPERTY TYPE: SECURITIES -188647986				P	-2547381.	
8,439,788.		TOTAL CREDIT DEFAULT SWAP G/L PROPERTY TYPE: SECURITIES 7,221,519.				P	1,218,269.	
11792410.		TOTAL CUMULATIVE PREFERRED G/L PROPERTY TYPE: SECURITIES 11568191.				P	224,219.	
20230732.		TOTAL ST DEPOSITORY RECEIPT G/L PROPERTY TYPE: SECURITIES 17256986.				P	2,973,746.	
22199494.		TOTAL LT DEPOSITORY RECEIPT G/L PROPERTY TYPE: SECURITIES 25462857.				P	-3263363.	
823014419.		TOTAL ST EQUITY G/L PROPERTY TYPE: SECURITIES 802808163.				P	20206256.	
39322567.		TOTAL LT EQUITY G/L PROPERTY TYPE: SECURITIES 38356886.				P	965,681.	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,746,108.		TOTAL EQUITY UNIT G/L PROPERTY TYPE: SECURITIES 3,594,634.				P	151,474.	
-893097820		TOTAL EXCHANGE TRADED FUND G/L PROPERTY TYPE: SECURITIES -880744662				P	-12353158.	
331,094.		TOTAL LISTED OPTION G/L PROPERTY TYPE: SECURITIES 522,835.				P	-191,741.	
140848911.		TOTAL ST LOAN G/L PROPERTY TYPE: SECURITIES 134697594.				P	6,151,317.	
2,874,468.		TOTAL LT LOAN G/L PROPERTY TYPE: SECURITIES 2,809,007.				P	65,461.	
1,670,443.		TOTAL ST MUTUAL FUND PROPERTY TYPE: SECURITIES 1,233,860.				P	436,583.	
63988372.		TOTAL LT MUTUAL FUND G/L PROPERTY TYPE: SECURITIES 86684184.				P	-22695812.	
		TOTAL WARRANT G/L PROPERTY TYPE: SECURITIES 6,500.				P	-6,500.	
		STOCK HELD BY ARTIO INT'L EF PROPERTY TYPE: SECURITIES				P	-7790456.	
		STOCK HELD BY FIRSTMARK II PROPERTY TYPE: SECURITIES				P	177,912.	
		STOCK HELD BY TOWERBROOK INV PROPERTY TYPE: SECURITIES				P	-244,494.	
		STOCK HELD BY TOWERBROOK INV II PROPERTY TYPE: SECURITIES				P	6,459.	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		STOCK HELD BY WSW 1996 BUYOUT FUND PROPERTY TYPE: SECURITIES				P	-46,313.	
		STOCK HELD BY POWERSHARES DB AG FUND PROPERTY TYPE: SECURITIES				P	26,221.	
		STOCK HELD BY OAKTREE PRINCIPAL FUND PROPERTY TYPE: SECURITIES				P	57,480.	
		FROM AF CAYMAN PASSTHROUGHS PROPERTY TYPE: SECURITIES				P	-523,176.	
		FROM AF CAYMAN PASSTHROUGHS PROPERTY TYPE: SECURITIES				P	-6005905.	
		STOCK HELD BY US NATURAL GAS FUND					7,689.	
		STOCK HELD BY ARTIO INT'L EF PROPERTY TYPE: SECURITIES				P	632,878.	
		STOCK HELD BY FIRSTMARK II PROPERTY TYPE: SECURITIES				P	2,879.	
		STOCK HELD BY TOWERBROOK INV PROPERTY TYPE: SECURITIES				P	1,954.	
		STOCK HELD BY TOWERBROOK INV II PROPERTY TYPE: SECURITIES				P	19,526.	
		STOCK HELD BY POWERSHARES DB AG FUND PROPERTY TYPE: SECURITIES				P	39,543.	
		STOCK HELD BY US NATURAL GAS FUND PROPERTY TYPE: SECURITIES				P	11,533.	

# **FORM 990-PF - PART IV** **CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL PRIVATE EQUITY - OTHER PROPERTY TYPE: SECURITIES				P	43205116.	
TOTAL GAIN (LOSS) .....		.....					<u>32394344.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME - CASH AND EQUIVALENTS	208,400.	208,400.
TOTAL	<u>208,400.</u>	<u>208,400.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST AND DIVIDEND INCOME - TAF	18,532,646.	18,532,646.
INTEREST AND DIVIDEND INC. -PASS THROUGH		8,705,080.
TOTAL	<u>18,532,646.</u>	<u>27,237,726.</u>



ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	25,396.	25,396.
UNREALIZED G/L	11,539,205.	
OTHER INCOME FROM PASS THROUGH		-312,664.
FOREIGN CURRENCY EXCHANGE G/L	-78,622.	-78,622.
PREMIUM ON DEBT INVESTMENTS	59,892.	59,892.
TOTALS	<u>11,545,871.</u>	<u>-305,998.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	1,625.	163.		1,462.
TOTALS	<u>1,625.</u>	<u>163.</u>	<u>0.</u>	<u>1,462.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PROFESSIONAL CONSULTANTS	963,727.	963,727.
TOTALS	<u>963,727.</u>	<u>963,727.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROPERTY TAXES	121.	12.	109.
PAYROLL TAXES	69,520.	6,952.	62,568.
FEDERAL EXCISE TAX	842,058.		
TOTALS	<u>911,699.</u>	<u>6,964.</u>	<u>62,677.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MAINTENANCE SERVICE CONTRACTS	3,209.	321.	2,888.
BUSINESS MEALS	74.	7.	67.
PROFESSIONAL MEMBERSHIPS	11,100.	1,110.	9,990.
OFFICE SUPPLIES	1,855.	186.	1,669.
SOFTWARE & HARDWARE	5,689.	569.	5,120.
TELEPHONE	520.	52.	468.
COMPANY PARKING / SHUTTLE	2,990.	299.	2,691.
TEMPS / OTHER SERVICES	7,458.	746.	6,712.
OTHER MISCELLANEOUS EXPENSES	53,974.	5,397.	48,577.
BUSINESS FEES / PERMITS	50.	5.	45.
TOTALS	86,919.	8,692.	78,227.

ATTACHMENT 8FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: GREEN TREE CREDIT SOLUTIONS LLC

ENDING BALANCE DUE ..... 5,884,688.ENDING FAIR MARKET VALUE ..... 5,884,688.

BORROWER: SHERIDAN INVESTMENT PARTNERS I, LLC

ENDING BALANCE DUE ..... 4,595,091.ENDING FAIR MARKET VALUE ..... 4,595,091.

ATTACHMENT 8 (CONT'D)

BORROWER: SHERIDAN PRODUCTIONS PARTNERS I-A, L.P.

ENDING BALANCE DUE ..... 608,887.

ENDING FAIR MARKET VALUE ..... 608,887.

BORROWER: SHERIDAN PRODUCTION PARTNERS I-M, L.P.

ENDING BALANCE DUE ..... 371,912.

ENDING FAIR MARKET VALUE ..... 371,912.

ATTACHMENT 8 (CONT'D)

BORROWER: ATRIUM COMPANIES, INC.

ENDING BALANCE DUE ..... 5,966,557.ENDING FAIR MARKET VALUE ..... 5,966,557.

BORROWER: IKARIA ACQUISITION INC.

ENDING BALANCE DUE ..... 7,705,547.ENDING FAIR MARKET VALUE ..... 7,705,547.



ATTACHMENT 8 (CONT'D)

BORROWER: IMG WORLDWIDE, INC.

ENDING BALANCE DUE ..... 3,317,865.ENDING FAIR MARKET VALUE ..... 3,317,865.

BORROWER: SONICWALL, INC.

ENDING BALANCE DUE ..... 8,865,000.ENDING FAIR MARKET VALUE ..... 8,865,000.

ATTACHMENT 8 (CONT'D)

BORROWER: CLOPAY AMES TRUE TEMPER HOLDING CORP.

ENDING BALANCE DUE ..... 5,263,125.

ENDING FAIR MARKET VALUE ..... 5,263,125.

BORROWER: METALDYNE, LLC

ENDING BALANCE DUE ..... 1,812,384.

ENDING FAIR MARKET VALUE ..... 1,812,384.

ATTACHMENT 8 (CONT'D)

BORROWER: LANTIQ TERM LOAN

ENDING BALANCE DUE ..... 3,582,000.ENDING FAIR MARKET VALUE ..... 3,582,000.TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 47,973,056.TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 47,973,056.

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGESATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID FEDERAL TAXES	921,943.	921,943.
TOTALS	<u>921,943.</u>	<u>921,943.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BAFFINLAND IRON MINES CORP	2,438,779.	2,438,779.
AFRICAN BARRICK GOLD LTD	3,276,419.	3,276,419.
APPLE INC	6,440,805.	6,440,805.
ARCHER-DANIELS-MIDLAND CO	1,510,379.	1,510,379.
BON-TON STORES INC	1,520,580.	1,520,580.
CITIGROUP INC	6,623,854.	6,623,854.
CELGENE CORP	4,685,082.	4,685,082.
CRUDE CARRIERS CORP	928,299.	928,299.
DIGITALGLOBE INC	8,098,337.	8,098,337.
ENERGYSOLUTIONS INC	2,280,950.	2,280,950.
GENERAL MOTORS CO	7,802,730.	7,802,730.
GOOGLE INC	2,778,550.	2,778,550.
GOODYEAR TIRE & RUBBER CO	1,611,816.	1,611,816.
JPMORGAN CHASE & CO	4,675,000.	4,675,000.
LIBERTY MEDIA CORP	4,894,300.	4,894,300.
LIVE NATION ENTERTAINMENT	2,488,788.	2,488,788.
MICROSOFT CORP	6,700,815.	6,700,815.
MADISON SQUARE GARDEN INC	4,536,819.	4,536,819.
NBH HOLDINGS CO INC	2,525,250.	2,525,250.
NEWMONT MINING CORP	3,647,460.	3,647,460.
QUALCOMM INC	4,307,440.	4,307,440.
RAYTHEON COMPANY	2,409,625.	2,409,625.
SPRINT NEXTEL CORP	1,299,594.	1,299,594.
SHERWIN-WILLIAMS CO	3,091,406.	3,091,406.
SUNCOR ENERGY INC	6,530,423.	6,530,423.
TIME WARNER INC	4,777,380.	4,777,380.
UNITED PARCEL SERVICE	4,256,891.	4,256,891.
WELLS FARGO & CO	3,373,986.	3,373,986.
WILLIAMS COS INC	12,418,904.	12,418,904.
EXXON MOBIL CORP	5,676,096.	5,676,096.
YAHOO! INC	4,398,942.	4,398,942.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ISHARES MSCI EMERGING MARKET	6,849,683.	6,849,683.
ISHARES RUSSELL 2000	9,586,704.	9,586,704.
SPDR S&P MIDCAP 400 EFT TRUST	19,504,252.	19,504,252.
ISHARES S&P 100 INDEX FUND	6,428,603.	6,428,603.
SPDR S&P 500 EFT TRUST	47,126,126.	47,126,126.
VANGUARD DTSE ALL-WORLD EX	53,894,500.	53,894,500.
MATERIALS SELECT SECTOR SPDR	4,587,263.	4,587,263.
ENERGY SELECT SECTOR SPDR	4,209,785.	4,209,785.
TECHNOLOGY SELECT SECT SPDR	4,699,732.	4,699,732.
DFA EMERGING MARKETS VALUE POR	27,162,273.	27,162,273.
DODGE & COX INT'L STOCK FUND	26,400,058.	26,400,058.
MFS INSTITUTIONAL INT'L EQUITY	23,582,925.	23,582,925.
OPPENHEIMER DEVELOPING MARKETS	23,334,646.	23,334,646.
PIMCO COMMODITY REALRETURN STR	36,806,151.	36,806,151.
SILCHESTER BUSINESS TRUST	14,350,353.	14,350,353.
WILLIAM BLAIR INST. INT'L GROW	26,776,699.	26,776,699.
WELLINGTON CTF COMMODITIES	25,638,856.	25,638,856.
ACPQW US	55.	55.
TOTALS	<u>492,944,363.</u>	<u>492,944,363.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMERICAN PETROLEUM	4,619,640.	4,619,640.
BLACKSTONE HOLDINGS	15,752,642.	15,752,642.
BRIGHTSTAR CORP	4,836,000.	4,836,000.
CANTOR FITZGERALD LP	15,194,581.	15,194,581.
CEDAR BRAKES	36,314.	36,314.
DAVE AND BUSTER'S INC	7,588,080.	7,588,080.
DELTA AIRLINES	1,663.	1,663.
DUNKIN FINANCE CORP	3,953,670.	3,953,670.
EASTON-BELL SPORTS INC	6,712,110.	6,712,110.
GENERAL NUTRITION CENTER FLT	4,259,270.	4,259,270.
HANESBRAND INC	2,989,138.	2,989,138.
INTERACTIVE DATA CORP	6,013,400.	6,013,400.
KKR GROUP FINANCE CO	2,856,815.	2,856,815.
MARINA DISTRICT FINANCE	7,181,250.	7,181,250.
MORGAN STANLEY 5.500%	8,537,735.	8,537,735.
NEXTEL COMMUNICATIONS	8,419,462.	8,419,462.
OAKTREE CAP MANAGEMENT 6.750%	8,945,593.	8,945,593.
PARKER DRILLING CO 9.125%	4,128,615.	4,128,615.
RAIN CII CARBON LLC	1,198,500.	1,198,500.
ROOFING SUPPLY/FINANCE 8.625%	4,182,395.	4,182,395.
ROSETTA RESOURCES INC	6,011,260.	6,011,260.
STALLION OILFIELD HLDGS 10.500	2,347,070.	2,347,070.
SYNCREON GLOBAL IRE/FIN 9.5%	5,746,450.	5,746,450.
AT HOME CORP 0.525% CONVERTIBL	1,051.	1,051.
GENERAL MOTORS CO 4.575% PREF	912,600.	912,600.
TOTALS	<u>132,425,304.</u>	<u>132,425,304.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LISTED OPTIONS - XRT US	1,248.	1,248.
CREDIT DEFAULT SWAPS	1,580,120.	1,580,120.
FIRSTMARK CAPITAL PRIVATE EQUI	148,669.	148,669.
GSO CAPITAL SOLUTIONS PR EQUIT	6,195,090.	6,195,090.
GSO LIQUIDITY OVERSEAS PR EQ	19,085,102.	19,085,102.
OAK TREE PRIVATE EQUITY	7,228,380.	7,228,380.
TOWERBROOK INVESTORS II PR EQ	3,471,519.	3,471,519.
TOWERBROOK INVESTORS PR EQ	634,164.	634,164.
WSW BUYOUT FUND PRIVATE EQUITY	218,812.	218,812.
TOTALS	<u>38,563,104.</u>	<u>38,563,104.</u>



FORM 990PF, PART II - OTHER LIABILITIESATTACHMENT 13DESCRIPTIONENDING  
BOOK VALUE

INVESTMENTS IN SHORTS

90,032,190.

TOTALS

90,032,190.

## THE ANSCHUTZ FOUNDATION

74-2316617

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
PHILIP F. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	CHAIRMAN / DIRECTOR 8.00	20,000.
NANCY P. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 8.00	20,000.
CANNON Y. HARVEY 1727 TREMONT PLACE DENVER, CO 80202	VP/DIRECTOR - NOMINAL	0.
CRAIG D. SLATER 1727 TREMONT PLACE DENVER, CO 80202	SEC/TREAS/DIRECTOR - NOMINAL	0.
M. LAVOY ROBISON 1727 TREMONT PLACE DENVER, CO 80202	EXECUTIVE DIRECTOR 40.00	202,180.
SARAH A. HUNT 1727 TREMONT PLACE DENVER, CO 80202	VICE PRESIDENT / DIRECTOR 20.00	34,583.

## THE ANSCHUTZ FOUNDATION

74-2316617

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
CHRISTIAN P. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 8.00	20,000.
ELIZABETH A. BROWN 1727 TREMONT PLACE DENVER, CO 80202	PRESIDENT / DIRECTOR 20.00	70,000.
DONALD J. HOPKINS 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR - NOMINAL	0.
PAMELA S. KALSTROM 1727 TREMONT PLACE DENVER, CO 80202	ASSISTANT VP - NOMINAL	0.
DARLA D. DESAUTELS 1727 TREMONT PLACE DENVER, CO 80202	ASST SECRETARY - NOMINAL	0.
TIMOTHY T. BROWN 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 8.00	20,000.

THE ANSCHUTZ FOUNDATION

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

74-2316617

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
CHRISTOPHER W. HUNT 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 8.00	15,000.
THOMAS G. KUNDERT 1727 TREMONT PLACE DENVER, CO 80202	ASST TREASURER - NOMINAL	0.
GRAND TOTALS		401,763.

THE ANSCHUTZ FOUNDATION

74-2316617

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
MEGAN ROSENZWEIG 555 17TH STREET, SUITE 2400 DENVER, CO 80202	ACCOUNTANT 40.00	77,130.
TOTAL COMPENSATION		77,130.

ATTACHMENT 16

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEE ATTACHED SCHEDULE

FEDERAL FOOTNOTES

STATEMENT IN COMPLIANCE WITH REGULATION SECTION 53.4945-5(D), PART VII-B, QUESTION 5C:

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THE ANSCHUTZ FOUNDATION MAKES PERIODIC GRANTS TO THE RANDOM ACTS OF KINDNESS FOUNDATION (FEIN: 84-1528369), THE FOUNDATION FOR A BETTER LIFE (FEIN: 84-1529209), BROWN FAMILY FOUNDATION (FEIN: 46-0732753), HUNT FAMILY FOUNDATION (FEIN: 84-1537664) AND THE CHRISTIAN P. ANSCHUTZ FOUNDATION (FEIN: 20-0212397) AND CLAIMS EXEMPTION FROM THE IRC SECTION 4945 TAX. THE ANSCHUTZ FOUNDATION MAINTAINS EXPENDITURE RESPONSIBILITY FOR THE GRANTS TO THESE FIVE FOUNDATIONS. ACCOUNTING FOR THE FOUNDATIONS IS DONE BY THE SAME ACCOUNTANTS AS THE ACCOUNTING FOR THE ANSCHUTZ FOUNDATION. ALL FUNDS EXPENDED ARE EITHER APPROVED OR REVIEWED BY THE ANSCHUTZ FOUNDATION'S EXECUTIVE DIRECTOR. THE EXECUTIVE DIRECTOR OF THE ANSCHUTZ FOUNDATION IS PROVIDED PERIODIC FINANCIAL STATEMENTS FOR THE FOUNDATIONS.

# Substantiation of Exercise of Expenditure Responsibility

The Anschutz Foundation

TIN 74-2316617

Tax Year Ended 11/30/2010

## Form 990-PF, Part VII-B, Line 5

The following information is provided in accordance with IRC Section 4945(h)(3) and Reg 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
1 Foundation For A Better Life 1727 Tremont Place Denver, CO 80202	\$3,221,012	Various	General Operating Support	\$3,221,012	No	Monthly	N/A
2 Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$305,296	Various	General Operating Support	\$ 305,296	No	Monthly	N/A
3 Tim & Libby Brown Foundation 1727 Tremont Place Denver, CO 80202	\$350,000	Various	General Operating Support	\$ 350,000	No	Monthly	N/A
4 The Christian P. Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$330,000	Various	General Operating Support	\$ 330,000	No	Monthly	N/A
5. Hunt Family Foundation 1727 Tremont Place Denver, CO 80202	\$40,000	6/21/2010	General Operating Support	\$ 40,000	No	Monthly	N/A



## THE ANSCHUTZ FOUNDATION

### Grant Application Information

The Anschutz Foundation operates as a general purpose foundation whose focus includes education, programs that promote traditional family values and programs that assist the underprivileged. The Foundation does not make donations directly to individuals or any organization that does not qualify as a 501(c)(3) organization under the IRS.

Proposal deadlines are January 15, April 15, July 15, and October 15 each year.

Applications should be sent to.

Mr. Ted Harms  
Executive Director  
The Anschutz Foundation  
1727 Tremont Pl  
Denver, CO 80202  
(303) 308-8220

Realizing that the cost of preparing a grant proposal can be a major expense, the Foundation recommends that new applicants send a two or three page letter summarizing the funding grant request. The Foundation will use this cover letter as part of its screening process. The grant request should include the following items:

- Name of organization as recognized by the Internal Revenue Service
- Address and telephone number
- Brief history and purpose of organization
- Copy of tax status 501(c)(3) letter from the IRS
- Estimate of costs and the amount requested of the Foundation
- Sources of other funding: a) where have you received previous funding, b) other foundations/corporations to whom you have submitted requests for funding for this project/year. Major donors
- Plans for cooperation with other institutions or organizations
- Signature and title of project director and chief administrator (President, Executive Director, or other)
- Please enclose a list of the organization's governing and advisory board members with addresses and telephone numbers
- Include any other information you feel necessary to the proper consideration of your request
- Financial statements, audited if available
- Current year budget

Upon review of your letter, a member of the Foundation staff may contact you for further information.

Your request will remain under consideration until you receive notification that it has been either denied or awarded.

**THE ANSCHUTZ FOUNDATION**  
**74-2316617**  
**Schedule of Grants Paid**

<b>Organization Name</b>	<b>Grant Amount</b>
1 Liquid House	30,000
A Sanctuary for Military Families	15,000
Access Housing of Adams County	10,000
ACT on Drugs Inc	50,000
All Aboard Westcliffe Inc	5,000
Alliance Defense Fund Inc	25,000
Alliance for Choice in Education	1,000,000
Alpha USA	350,000
Alpine Institute	25,000
Alzheimers Disease and Related Disorders Assoc	25,000
American Association of Petroleum Geologists	15,000
American Conservative Union Foundation	25,000
American Enterprise Institute for Public Policy Research	125,000
American Jewish Committee	10,000
American Legislative Exchange Council	10,000
American Lung Association of the Southwest Inc	6,500
American Museum of Natural History	85,000
American Red Cross - Mile High Chapter	3,000,000
Americans for Prosperity Foundation	5,000
Americas Future Foundation	15,000
Amyotrophic Lateral Sclerosis/ALS Assoc	40,000
Angel Pride Fund	20,000
Arapahoe House Inc	30,000
Armed Services YMCA of the USA	50,000
Arrupe Jesuit high School	50,000
Arvada Community Food Bank Inc	25,000
Aspen Center for Environmental Studies	2,500
Assistant Coach Inc	10,000
Assitance League of Denver	5,000
Association of American Educators Foundation	50,000
Augustana Arts Inc.	25,000
Aurora Chamber Foundation Inc	50,000
AXL Academy Foundation	150,000
Baptist General Conference	100,000
Barnabas Fund Inc	20,000
Belay Enterprises Inc	20,000
Belle Bonfils Memorial Blood Center	50,000
Benevolent Healthcare Foundation	350,000
Bessies Hope	7,500
Bicycle Colorado	75,000
Big Brothers & Big Sisters of Colorado Inc	30,000
Bikedenver	15,000
Bill of Rights Institute	10,000
BOLD Building on Lifes Disappointments	15,000
Boy Scouts of America	75,000
Boys and Girls Clubs of Metro Denver	200,000
Boys Club of Greeley Inc	150,000
CASA of Jefferson and Gilpin Counties	5,000
Cato Institute	25,000

**THE ANSCHUTZ FOUNDATION**  
**74-2316617**  
**Schedule of Grants Paid**

<b>Organization Name</b>	<b>Grant Amount</b>
Center for Education in Law and Democracy	12,000
Center for Education Reform	25,000
Center for Neurological Diseases Rocky Mtn MS Center	550,000
Central Christian Church	20,000
Central City Opera House Assoc	20,000
CEO Forum Inc	25,000
Charities Aid Foundation America	100,000
Cherry Creek Schools Foundation	10,000
Children of Peace International	10,000
Children's Garden Montessori School	500
Childrens Hospital Foundation	500,000
Childrens Museum of Denver Inc	20,000
Chris Klug Foundation	5,000
Christian Union Inc	25,000
Church of the Holy Ghost	20,000
Clare Booth Luce Policy Institute	25,000
Claremont Inst for the Study of Statesmanship	50,000
Clarkson Corporation	50,000
Clyfford Still Museum	53,500
Colfax Community Network Inc	15,000
College Summit Inc	25,000
Colorado Academy	32,500
Colorado Ballet Company	10,000
Colorado Baptist General Convention	15,000
Colorado Childrens Campaign Inc	25,000
Colorado Christian University	100,000
Colorado Coalition for the Homeless	250,000
Colorado Coalition to End Hunger	75,000
Colorado Drug Endangered Children Inc	10,000
Colorado Emergency Preparedness Ptrsp	100,000
Colorado Fourteeners Initiative	10,000
Colorado Institute of Developmental Pediatrics Inc	8,784
Colorado League of Charter Schools	50,000
Colorado Legacy Foundation	46,360
Colorado Meth Project	250,000
Colorado Museum of Natural History Denver/Museum of Nature & Science	100,000
Colorado National Guard Foundation Inc.	50,000
Colorado Neurological Institute	10,000
Colorado Nonprofit Development Center	75,000
Colorado Prevention Center	15,000
Colorado Public Television Inc	10,000
Colorado Seminary	100,000
Colorado Ski Museum Inc	15,000
Colorado Springs Teen Court Inc	10,000
Colorado State Patrol Family Foundation	50,000
Colorado State University Foundation	1,100,000
Colorado Succeeds	80,000
Colorado Symphony Assoc.	240,000
Colorado Uplift	100,000

**THE ANSCHUTZ FOUNDATION****74-2316617****Schedule of Grants Paid**

<b>Organization Name</b>	<b>Grant Amount</b>
Colorado Veterinary Medical Foundation	10,000
Colorado Volunteers In Juvenile & Crim Justice	15,000
Colorado Youth at Risk Inc	25,000
Colorado Youth Outdoors Ministry Through Lifestyle	10,000
Columbus Foundation	75,000
Common Sense Media	50,000
Community Foundation	25,000
Compa Food Ministries Inc	50,000
Concerts for Kids	50,000
Conscious Alliance	30,000
Coping Well	5,000
Court House Inc DBA Beacon Center	50,000
Covenant House	20,000
Craig Hospital Foundation	1,000,000
Crossroads of the Rockies	20,000
Cunningham Foundation	25,000
Davis Phinney Foundation	25,000
Delores Project	25,000
Denver Academy Inc.	30,000
Denver Active 20-30 Childrens Foundation	20,000
Denver Ballet Guild	10,000
Denver Botanic Garden Inc	50,000
Denver CASA	50,000
Denver Center for the Performing Arts	85,000
Denver Childrens Home	30,000
Denver Domestic Violence Task Force	5,000
Denver Junior Golf DBA First Tee of Denver	10,000
Denver Kids Inc	60,000
Denver Leadership Foundation Inc.	2,500
Denver Options Inc.	150,000
Denver Police Officers Foundation	100,000
Denver Public Library	10,000
Denver Public Schools Foundation	403,500
Denver Rescue Mission	177,000
Denver Scholarship Foundation	210,000
Denver School of Science & Technology	3,000,000
Denver Street School	30,000
Denver Urban Gardens	20,000
Denver Zoological Foundation Inc	50,000
Doctors Without Borders USA Inc	10,000
Domestic & Foreign Missionary Society of the Protestant Church	175,000
Echoes of Hope	30,000
Emily Griffith Foundation Inc.	30,000
Escuela de Guadalupe	20,000
Ethics and Public Policy Center Inc	50,000
Evangelical Presbyterian Church	50,000
Excel Institute Inc	50,000
Excelsior Youth Centers Inc	30,000
Executive Women International Business Career Dev	10,000

**THE ANSCHUTZ FOUNDATION****74-2316617****Schedule of Grants Paid**

<b>Organization Name</b>	<b>Grant Amount</b>
Families First Inc	25,000
Family and Community Education & Support	25,000
Family Research Council Inc	10,000
Family Star Inc	60,000
Family Time Training Inc	10,000
FBI National Citizens Academy	25,000
Federalist Society for Law & Public Policy Studies	25,000
First Descents	35,000
First Judicial District Bar Association Legal Assistance	5,000
Focus Points Family Resource Center	15,000
Food Bank of the Rockies	750,000
Foundation Fighting Blindness	15,000
Foundation for a Better Life	3,221,012
Franciscan Friends of the Poor	15,000
Friends First Inc	10,000
Friends of Beckwith Ranch Inc	5,000
Friends of the Denver Fire Dept	25,000
Friends of the Haven	200,000
Gabby Krause Foundation	10,000
Girls Incorporated of Metro Denver	20,000
Girls on the Run of Denver	11,000
Global Down Syndrome Foundation	25,000
Go For It Foundation	100,000
Good News Communications Inc.	35,000
Gore Range Natural Science School	20,000
Govenor's Residence Preservation Fund	25,000
Grace Christian Church Inc	7,500
Graland School	1,022,500
Greenhouse Partners Scholars	50,000
Griffith Centers for Children Inc	15,000
Grove City College	10,000
Guidestar USA Inc	1,000
Guiding Eyes for the Blind Inc	5,000
Habitat for Humanity of Metro Denver Inc	85,000
Hard At Work Kids - HAWKS	10,000
Healthcorps Inc	15,000
Hillsdale College	150,000
Hollywood Prayer Network	15,000
Home Front Cares	75,000
Hope House of Colorado	10,000
Horatio Alger Assoc of Distinguished Americans	55,000
Hunt Family Foundation	40,000
I Have A Dream Foundation - CO	50,000
Independence Institute	125,000
Independent Womens Forum	10,000
Invest in Kids	30,000
JA Worldwide (Jr Achievement)	150,000
Jeffco Action Center Inc	50,000
Jewish Family Service of Colorado Inc	150,000

**THE ANSCHUTZ FOUNDATION****74-2316617****Schedule of Grants Paid**

<b>Organization Name</b>	<b>Grant Amount</b>
Judi's House	50,000
Juvenile Law Society Inc	10,000
Kansas University Endowment Assoc	25,000
Kempe Foundation for the Prevention and Treatment of Child Abuse & Neglect	100,000
Kent Denver Country Day School	287,500
Kids Tek	40,000
KIPP Sunshine Peak Academy Inc	50,000
La Raza Services Inc	10,000
Landmark Legal Foundation	20,000
Latter Day Saints Charities	120,000
Laurent Clerc Educational Fund of CO	100,000
Lawrence L and Helen Marie Byrne Foundation	20,000
Leadership Institute	10,000
Leadership Network	1,089,000
Light for Life Foundational International	15,000
Littleton Center for Cultural Arts Foundation Inc Town Hall Arts Center	10,000
Livewell Colorado	25,000
Los Angeles Galaxy Foundation	25,000
Los Angeles Police Foundation	98,500
Lost and Found Inc	50,000
Love Hope Strength Inc	25,000
Lutheran Family Services of Colo	125,000
Make-A-Wish Foundation of Colorado	20,000
Manhattan Institute for Policy Research	75,000
Meals on Wheels of Boulder	10,000
Media Research Center	15,000
Mental Health Center of Denver	25,000
Mercatus Center Inc	10,000
Mercy and Sharing	115,000
Mercy Housing Colorado	50,000
Metro CareRing	100,000
Metropolitan Association for Retarded Citizens	30,000
Mile High Ministries	55,000
Mile High Squash	60,000
Mile High United Way Inc	250,000
Mission America Coalition	50,000
Monarchs Care Foundation	5,000
Montview Boulevard Presbyterian Church	25,000
MOPS International Inc	10,000
Morality in Media Inc	5,000
Mountain Area Land Trust	7,500
Mountain States Legal Foundation	60,000
Museum of Contemporary Art-Denver	50,000
Musicares Foundation Inc	50,000
NAIA Champions of Character Foundation	10,000
National Chamber Foundation	500,000
National Coalition for the Protection of Children & Families	65,000
National Jewish Health	25,000
National Law Enforcement Officers Memorial Fund	50,000

**THE ANSCHUTZ FOUNDATION**  
**74-2316617**  
**Schedule of Grants Paid**

<b>Organization Name</b>	<b>Grant Amount</b>
National Park Foundation	50,000
National Parks Conservation Assoc	60,000
National Right to Work Legal Defense	80,000
National Sports Center for the Disabled	20,000
New Genesis Inc	50,000
New Life in Christ Baptist Church Inc	7,500
No Barriers USA Corp	20,000
Oasis Network	10,000
Open Door Ministries	35,000
Outward Bound Inc	20,000
Pacific Legal Foundation	25,000
Pacific Research Institute for Public Policy	65,000
Parents Television Council Inc	50,000
Peacejam Foundation	25,000
Philanthropy Roundtable	75,000
Pikes Peak Integrated Solutions Inc	5,000
Plains Medical Center Inc.	10,000
Police Foundation of Colorado Springs	25,000
Prion Research Institute	150,000
Prison Fellowship Ministries	75,000
Prison Impact Ministries	15,000
Professional Assoc of Colorado Educators Foundation	50,000
Project 1 27	10,000
Project Angel Heart	200,000
Project PAVE Inc	25,000
Promise Keepers	50,000
Protestant Episcopal Church in the USA in the Diocese of Long Island	25,000
Providence Network	100,000
Public Education and Business Coalition	25,000
Pueblo Cooperative Care Center	10,000
Rachels Challenge	100,000
Random Acts of Kindness Foundation	305,296
Reach Out and Read Inc	40,500
REFUND-Americans for Limited Govt	(13,950)
Religious Alliance Against Pornography	15,000
Restoration Outreach Programs	15,000
Roaring Fork Conservancy	11,000
Rocky Mountain Butterfly Consortium	15,000
Rocky Mountain Cancer Centers Foundation	10,000
Rocky Mountain Childrens Choir	5,000
Rocky Mountain Childrens Law Center	5,000
Rocky Mountain Childrens Resource Camp Wapiyapi	5,000
Rocky Mountain Rural Health Inc.	10,000
Ronald McDonald House Charities	50,000
Sacred Heart House of Denver	20,000
Safehouse Denver Inc	60,000
Salvation Army Territorial Headquarters	200,000
Samaritan House	2,000
Samaritans Purse	200,000

**THE ANSCHUTZ FOUNDATION**  
**74-2316617**  
**Schedule of Grants Paid**

<b>Organization Name</b>	<b>Grant Amount</b>
Second Wind Fund Inc.	15,000
Seniors Inc	20,000
Serra International	5,000
Sewall Child Development Center Inc	50,000
Sigma Chi Foundation	30,000
Simple Truth Ministries of America	5,000
Sister Carmen Community Center Inc	50,000
Smithsonian Institution	25,000
SOS Outreach	30,000
Southern Chaffee County Regional Library District	2,500
Southern Colorado Community Foundation	150,000
Southern Virginia University	25,000
Special Olympics Colorado	15,000
Sportswomen of Colorado Inc	5,000
St Elizabeths Elementary School	100,000
Starlight Starbright Childrens Foundation	100,000
Step 13 Inc	30,000
StudentNewsDaily com	10,000
Summer Scholars	20,000
Summit Foundation	100,000
Tax Foundation	12,000
Teach for America Inc	1,100,000
Tennyson Center for Children at Colorado Christian Home	540,000
The Adoption Exchange	35,000
The American Spectator Foundation	15,000
The Board of Trustees of the Leland Stanford	10,000
The Buxton Initiative Inc	10,000
The Chanda Plan Foundation	40,000
The Childrens Treehouse Foundation	30,000
The Christian P `Anschutz Foundation	330,000
The Colorado Museum of Natural History Denver Museum of Nature & Science	750,000
The Colorado Outreach Exchange	50,000
The Common Good Institute Inc	25,000
The Community Foundation for the National Capital Region	50,000
The David Foster Foundation	50,000
The Denver Art Museum	60,000
The Denver Foundation	100,000
The Domestic & Foreign Missionary Society of the Protestant Episcopal Church	10,000
The Domestic and Foreign Missionary Society of the USA	2,500
The Dove Foundation	5,000
The Forgotten Dog Foundation	1,500
The Friends of the West Custer County Library District Inc	2,500
The Fund for American Studies	10,000
The Gathering Place A Refuge for Rebuilding Lives	100,000
The Greatest Generations Foundation	10,000
The Lincoln Institute for Research and Education	10,000
The National Association of Counsel for Children	10,000
The Navigators	50,000
The Philanthropic Collaborative	5,000



**THE ANSCHUTZ FOUNDATION****74-2316617****Schedule of Grants Paid**

<b>Organization Name</b>	<b>Grant Amount</b>
The Susan G Komen Foundation	15,000
The Synod of Colorado - Utah	50,000
The Telos Project	30,000
The Western Stock Show Assoc	2,500
The Womens Foundation of Colorado Inc	10,000
Third Way Center Inc	50,000
Tim and Libby Brown Foundation	350,000
Trinity United Methodist Church	100,000
Trustees of Princeton University	500,000
United Service Organization Inc.	1,000,000
United States Conference of Catholic Bishops/Samaritan House	143,000
Univ of CO Foundation	2,272,500
Univ of CO Hospital Foundation	2,100,000
Urban Peak Denver	200,000
Utah Festival Opera Company	5,000
Vail Valley Foundation	25,000
Valor Christian Schools	50,000
VH-1 Save the Music Foundation	15,000
Volunteers of America Inc	200,000
Washington Legal Foundation	50,000
West Denver Preparatory Charter School	100,000
Wet Mountain Valley Community Foundation	10,000
What Do You Want to Be Inc.	15,000
Whiz Kids Tutoring Inc	20,000
Wildlife Experience Inc	25,000
Wings Over the Rockies Air & Space Museum	25,000
Winter Park Ski Educational Foundation	5,000
Work Options for Women	10,000
World Evangelical Alliance	50,000
World of Difference Inc	17,000
World TEAM Sports	35,000
World Vision International	30,000
Yale University	75,000
Year One Inc DBA Mile High Youth Corps	75,000
Young Americans Center for Financial Education	20,000
Young Americas Foundation	10,000
Young Life	92,500
Young Men's Christian Association Boothbay Region	6,500
Young Philanthropists Foundation	10,000
Youth With A Vision	25,000
Youthbiz Inc.	10,000
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	<b>\$ 42,806,002</b>

**THE ANSCHUTZ FOUNDATION**  
**74-2316617**  
**Schedule of Grants Accrued**

**Grants Payable @ 11/30/10**

Chanda Plan	\$	25,000
Colorado State University	\$	200,000
Denver Art Museum	\$	200,000
Denver Public Schools Foundation	\$	125,000
Food Bank of the Rockies	\$	750,000
Horatio Alger Assoc of Dist Americans	\$	40,000
Horatio Alger Assoc of Dist. Americans	\$	135,000
Jewish Family Services	\$	300,000
Junior Achievement	\$	200,000
Museum of Contemporary Art Denver	\$	100,000
Rocky Mountain Lions Eye Institute	\$	600,000
Teach for America	\$	3,000,000
	<b>\$</b>	<b>5,675,000</b>

**Grants Accrued in CY**

Grants Payable @ 11/30/10	\$	5,675,000
Less: Grants Payable @ 11/30/09		(5,061,000)
	<b>\$</b>	<b>614,000</b>