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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.

2011

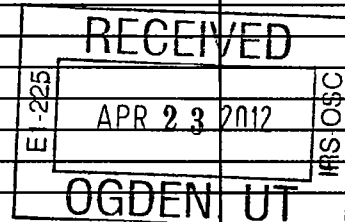
For calendar year 2011 or tax year beginning

, and ending

Name of foundation Gates Family Foundation		A Employer identification number 84-0474837
Number and street (or P O box number if mail is not delivered to street address) 3575 Cherry Creek North Drive	Room/suite 100	B Telephone number 303-722-1881
City or town, state, and ZIP code Denver, CO 80209		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 352,093,649. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		507,187.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		3,576.	3,576.		
4 Dividends and interest from securities		2,741,173.	2,741,173.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		5,983,667.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			6,246,260.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<247,219.>	1,154,495.		
12 Total. Add lines 1 through 11		8,988,384.	10,145,504.		
13 Compensation of officers, directors, trustees, etc		361,331.	46,129.		315,202.
14 Other employee salaries and wages		250,376.	0.		250,376.
15 Pension plans, employee benefits		209,749.	16,324.		193,425.
16a Legal fees Stmt 2		12,562.	0.		12,562.
b Accounting fees Stmt 3		26,058.	6,200.		19,858.
c Other professional fees Stmt 4		1,049,700.	894,590.		155,110.
17 Interest					
18 Taxes Stmt 5		515,541.	0.		0.
19 Depreciation and depletion					
20 Occupancy		55,967.	1,458.		54,509.
21 Travel, conferences, and meetings		34,177.	5,740.		28,437.
22 Printing and publications		7,543.	347.		7,196.
23 Other expenses Stmt 6		135,031.	1,156.		133,875.
24 Total operating and administrative expenses. Add lines 13 through 23		2,658,035.	971,944.		1,170,550.
25 Contributions, gifts, grants paid		16,781,121.			16,781,121.
26 Total expenses and disbursements. Add lines 24 and 25		19,439,156.	971,944.		17,951,671.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<10,450,772.>			
b Net investment income (if negative, enter -0-)			9,173,560.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,673,293.	3,333,338.	3,333,338.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 7	232,159,927.	172,472,205.	172,316,838.
	c Investments - corporate bonds Stmt 8	11,038,470.	7,107,157.	6,941,634.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 9	102,315,870.	155,824,088.	169,501,839.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	349,187,560.	338,736,788.	352,093,649.	
Liabilities	17 Accounts payable and accrued expenses	35.	35.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	35.	35.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	349,187,525.	338,736,753.	
30 Total net assets or fund balances	349,187,525.	338,736,753.		
31 Total liabilities and net assets/fund balances	349,187,560.	338,736,788.		

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	349,187,525.
2 Enter amount from Part I, line 27a	2	<10,450,772.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	338,736,753.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	338,736,753.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b See Attached Statements				
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			6,246,260.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			6,246,260.	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	6,246,260.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	15,754,083.	356,432,776.	.044199
2009	20,349,309.	306,881,447.	.066310
2008	22,848,572.	403,940,370.	.056564
2007	19,540,795.	485,651,384.	.040236
2006	13,743,980.	411,304,296.	.033416
2 Total of line 1, column (d)			2 .240725
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 .048145
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 381,212,627.
5 Multiply line 4 by line 3			5 18,353,482.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 91,736.
7 Add lines 5 and 6			7 18,445,218.
8 Enter qualifying distributions from Part XII, line 4			8 17,951,671.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	183,471.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	183,471.
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	183,471.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	437,300.	
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	437,300.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	253,829.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 0. Refunded ☐	11	253,829.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address gatesfamilyfoundation.org	13	X	
14	The books are in care of The Organization Telephone no. 303-722-1881 Located at 3575 Cherry Creek North Drive, Denver, CO ZIP+4 80209			
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	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country Cayman Islands	16	X	Yes No

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2011 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 2011.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

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

N/A

5b

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**6b**

X

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

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**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		361,331.	78,698.	2,359.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lisa Flores - 3575 Cherry Creek North Dr, Ste. 100, Denver, CO 80209	Sr. Prog. Officer	105,718.	25,881.	0.
Karen Mather - 3575 Cherry Creek North Dr, Ste. 100, Denver, CO 80209	Prog. Officer/ Grants Mgr.	91,982.	28,773.	0.

Total number of other employees paid over \$50,000☒ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Next Century Growth Investors, LLC - 5500 Wayzata Blvd., # 1275, Minneapolis, MN 55416	Investment management	436,681.
Schneider Capital Management 460 E. Swedesford Rd., #2000, Wayne, PA 19087	Investment management	320,836.
Watershed Investment Consultants - 6400 S. Fiddler's Green #2050, Grnwd Village, CO	Investment advisor	85,935.

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
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	370,100,169.
b Average of monthly cash balances		1b	16,917,726.
c Fair market value of all other assets		1c	
d Total (add lines 1a, b, and c)		1d	387,017,895.
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	387,017,895.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	5,805,268.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	381,212,627.
6 Minimum investment return. Enter 5% of line 5		6	19,060,631.

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

1 Minimum investment return from Part X, line 6		1	19,060,631.
2a Tax on investment income for 2011 from Part VI, line 5	2a 183,471.		
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	183,471.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	18,877,160.
4 Recoveries of amounts treated as qualifying distributions		4	0.
5 Add lines 3 and 4		5	18,877,160.
6 Deduction from distributable amount (see instructions)		6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	18,877,160.

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	17,951,671.
b Program-related investments - total from Part IX-B		1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a Suitability test (prior IRS approval required)		3a	
b Cash distribution test (attach the required schedule)		3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4		4	17,951,671.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b		5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4		6	17,951,671.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				18,877,160.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			17,512,096.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 17,951,671.				
a Applied to 2010, but not more than line 2a			17,512,096.	
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 2011 distributable amount				439,575.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				18,437,585.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Statement 12		Public charities		16,781,121.
Total			3a	16,781,121.
b Approved for future payment				
Statement 12		Public charities		23,468,158.
Total			3b	23,468,158.

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

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here          

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Laurie Anderson	<i>Laurie Anderson</i>	4.3.2012		P01416697
	Firm's name ▶ Kundinger, Corder & Engle, P.C.			Firm's EIN ▶	
	Firm's address ▶ 475 Lincoln St., Ste. 200 Denver, CO 80203			Phone no. (303) 534-5953	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Gates Family Foundation

Employer identification number

84-0474837

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.



\$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization	Employer identification number
Gates Family Foundation	84-0474837

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Mr. and Mrs. Frank R. Newell 270 Argonne Avenue Long Beach, CA 90803	\$ 407,187.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	Mr. and Mrs. Frank R. Newell 270 Argonne Avenue Long Beach, CA 90803	\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Gates Family Foundation	84-0474837

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	8,100 shares of Intel 1,300 shares Philip Morris 1,325 shares Exxon Mobil	\$ 407,187.	12/22/11
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
Gates Family Foundation	84-0474837

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Publicly traded securities	P	Various	Various
b	Cody Resources LP	P	Various	Various
c	Mesirow Financial Private Equity Fund III	P	Various	Various
d	Mesirow Financial Private Equity Fund III	P	Various	Various
e	FLAG International Partners (Offshore) LP	P	Various	Various
f	FLAG Private Equity Partners III	P	Various	Various
g	FLAG Venture Partners IV	P	Various	Various
h	Commonfund Natural Resources VII	P	Various	Various
i	Commonfund Natural Resources VII	P	Various	Various
j	Commonfund International Partners VI	P	Various	Various
k	Commonfund Natural Resources VIII	P	Various	Various
l	Commonfund Natural Resources VIII	P	Various	Various
m	Commonfund Private Equity Partners VII	P	Various	Various
n	Commonfund Private Equity Partners VII	P	Various	Various
o	Commonfund Venture Partners VIII	P	Various	Various

(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			4,785,469.
b			<106,018.>
c			160,288.
d			13,696.
e			112,310.
f			168,176.
g			214,299.
h			74,079.
i			31,424.
j			62,424.
k			145,578.
l			46,706.
m			19,917.
n			37.
o			15,975.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,785,469.
b			<106,018.>
c			160,288.
d			13,696.
e			112,310.
f			168,176.
g			214,299.
h			74,079.
i			31,424.
j			62,424.
k			145,578.
l			46,706.
m			19,917.
n			37.
o			15,975.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Commonfund Venture Partners IX		P	Various	Various
b Siguler Guff Distressed Opportunites Fyund III		P	Various	Various
c Siguler Guff Distressed Opportunites Fyund IV		P	Various	Various
d Adams Street Global		P	Various	Various
e Less UBTI gains reported		P	Various	Various
f Publicly traded securities		D	12/22/11	12/22/11
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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			205.
b			110,899.
c			83.
d			128,120.
e			<91,863.>
f			354,456.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			205.
b			110,899.
c			83.
d			128,120.
e			<91,863.>
f			354,456.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

6,246,260.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

N/A

Form 990-PF	Other Income	Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Directed commissions	30,643.	30,643.	
Partnership UBTI loss	0.	141,632.	
Blackrock Subpart F Income	0.	1,260,082.	
Partnership ordinary loss	<277,862.>	<277,862.>	
Total to Form 990-PF, Part I, line 11	<247,219.>	1,154,495.	

Form 990-PF	Legal Fees			Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Tuthill & Hughes LLP	3,474.	0.		3,474.	
Fairfield & Woods	9,088.	0.		9,088.	
To Fm 990-PF, Pg 1, ln 16a	12,562.	0.		12,562.	

Form 990-PF	Accounting Fees			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Kundinger, Corder & Engle, P.C.	24,800.	6,200.		18,600.	
Paychex, Inc.	1,258.	0.		1,258.	
To Form 990-PF, Pg 1, ln 16b	26,058.	6,200.		19,858.	

Form 990-PF	Other Professional Fees	Statement	4
-------------	-------------------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
State Street Bank & Trust	36,099.	36,099.		0.
State Street S&P 500 Index Fund	15,035.	15,035.		0.
Next Century Growth Fund	436,681.	436,681.		0.
Schneider Capital Management	320,836.	320,836.		0.
Watershed Investment Consultants	85,935.	85,935.		0.
Econover LLC	88,503.	0.		88,503.
Robert Stein Consulting, Inc.	34,998.	0.		34,998.
Other	31,613.	4.		31,609.
To Form 990-PF, Pg 1, ln 16c	1,049,700.	894,590.		155,110.

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2011 estimated excise tax payments	437,300.	0.		0.
2010 excise taxes paid in 2011	78,241.	0.		0.
To Form 990-PF, Pg 1, ln 18	515,541.	0.		0.

Form 990-PF	Other Expenses	Statement	6
-------------	----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues	16,525.	0.		16,525.
Office expenses	73,462.	50.		73,412.
Insurance	4,164.	333.		3,831.
Retirement payments	30,948.	0.		30,948.
Miscellaneous	8,103.	0.		8,103.
Contingency	1,829.	773.		1,056.
To Form 990-PF, Pg 1, ln 23	135,031.	1,156.		133,875.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
State Street S&P 500 Index Fund	39,909,165.	50,290,323.
Next Century	40,849,228.	47,012,613.
Artisan Partners Small Cap Fund	44,119,402.	37,273,757.
Dodge & Cox	47,533,410.	37,679,145.
Miscellaneous corporate stock	61,000.	61,000.
Total to Form 990-PF, Part II, line 10b	172,472,205.	172,316,838.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
PIMCO Total Return Bond Fund	7,107,157.	6,941,634.
Total to Form 990-PF, Part II, line 10c	7,107,157.	6,941,634.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
Cody Resource LP	COST	1,440,429.	2,363,433.
Abbott Capital Partners	COST	2,421,900.	2,269,200.
Adams Street Partners	COST	5,619,868.	7,038,400.
Commonfund Capital Private Equity Fund VII	COST	1,963,090.	2,279,599.
Commonfund Capital Natural Resources VIII	COST	1,514,578.	1,791,148.
Commonfund Capital International VI	COST	1,558,704.	1,698,715.
Commonfund Capital Venture Partners VIII	COST	1,261,697.	1,701,343.
Commonfund Natural Resources VII	COST	2,175,895.	2,601,728.
Commonfund Capital Venture Partners IX	COST	587,862.	590,903.
FLAG Venture Offshore Partners VI	COST	4,450,663.	4,954,428.
FLAG Private Offshore Equity III	COST	4,494,934.	4,668,233.
FLAG International Offshore Partners	COST	3,036,093.	3,153,379.
Mesirow Private Equity Partnership	COST	9,213,880.	11,911,126.
Blackrock Hedge Fund	COST	67,395,273.	71,089,639.

Siguler Guff Distressed Opportunities Fund III	COST	3,511,914.	4,226,758.
Siguler Guff Distressed Opportunities Fund IV	COST	859,300.	800,461.
Sanders Capital Management	COST	44,318,008.	46,363,346.
Total to Form 990-PF, Part II, line 13		155,824,088.	169,501,839.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 10
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Charles G. Cannon 3575 Cherry Creek North Drive, #100 Denver, CO 80209	Vice Chair 1.50	0.	0.	0.
Diane G. Wallach 3575 Cherry Creek North Drive, #100 Denver, CO 80209	Treasurer 1.50	0.	0.	0.
Richard G. Kiely 3575 Cherry Creek North Drive, #100 Denver, CO 80209	Chair 1.50	0.	0.	0.
Doris J. Biester 3575 Cherry Creek North Drive, #100 Denver, CO 80209	Trustee 1.50	0.	0.	0.
George B. Beardsley 3575 Cherry Creek North Drive, #100 Denver, CO 80209	Trustee 1.50	0.	0.	0.
Donald M. Elliman, Jr. 3575 Cherry Creek North Drive, #100 Denver, CO 80209	Trustee 1.50	0.	0.	0.
Thomas A. Gougeon 3575 Cherry Creek North Drive, #100 Denver, CO 80209	President, Secretary 40.00	261,370.	49,289.	2,359.

Gates Family Foundation

84-0474837

Christina H. Turissini
3575 Cherry Creek North Drive,
#100
Denver, CO 80209

Comptroller Asst Treasurer

40.00

99,961.

29,409.

0.

Wally Obermeyer
3575 Cherry Creek North Drive,
#100
Denver, CO 80209

Trustee

1.50

0.

0.

0.

Totals included on 990-PF, Page 6, Part VIII

361,331.

78,698.

2,359.

Form 990-PF	Grant Application Submission Information	Statement 11
	Part XV, Lines 2a through 2d	

Name and Address of Person to Whom Applications Should be Submitted

Applicants should use The Common Grant Application to submit grant requests
3575 Cherry Creek North Dr., #100
Denver, CO 80209

Telephone Number

303-722-1881

Form and Content of Applications

The Common Grant Application form available on the Foundation's website:
www.gatesfamilyfoundation.org.

Any Submission Deadlines

Proposal deadlines: January 15, April 1, July 1, October 1.

Restrictions and Limitations on Awards

The Foundation generally confines its support to capital projects, which are typically building purchase, construction, expansion, renovation, and/or land acquisition.

Gates Family Foundation for year ended December 31, 2011

Form 990-PF, Part XV Line a-Grants and contributions paid
Form 990-PF, Part XV Line b-Approved for future payment

84-0474837
Statement 12

Organization	Type of Support	2011	2012	2013	2014	2015
<u>Berenice Gates Hopper Family Fund</u>						
<u>Arts and Culture</u>						
Strings Music Festival P.O. Box 774627 Steamboat Springs, CO 80477	Unrestricted	20,000	0	0	0	0
Total Arts and Culture		20,000	0	0	0	0
<u>Education</u>						
Cate School P.O. Box 5005 Carpinteria, CA 93014-5005	Unrestricted	3,500	0	0	0	0
Colorado State University 102 Administration Bldg. Fort Collins, CO 80523	Scholarships/Fellowships	11,500	0	0	0	0
Total Education		15,000	0	0	0	0
<u>Other</u>						
American Foreign Policy Council 509 C Street NE Washington, DC 20002-5809	Unrestricted	10,000	0	0	0	0
Routt County Search and Rescue PO Box 772837 Steamboat Springs, CO 80477	Unrestricted	4,500	0	0	0	0
Total Other		14,500	0	0	0	0
<u>Parks-Conservation-Recreation</u>						
Roundup Riders of the Rockies Heritage & Trails Foundation 1720 South Bellaire Street, #300 Denver, CO 80222-4316	Unrestricted	10,000	0	0	0	0
Willamette United Soccer Club, Inc. 1995 WS Stafford Dr., Suite C West Linn, OR 97068	Scholarships/Fellowships	5,000	0	0	0	0
Yampa River Botanical Park P.O. Box 776269	Operating	3,500	0	0	0	0

Gates Family Foundation for year ended December 31, 2011

Form 990-PF, Part XV Line a-Grants and contributions paid
Form 990-PF, Part XV Line b-Approved for future payment

84-0474837
Statement 12

Organization	Type of Support	2011	2012	2013	2014	2015
Steamboat Springs, CO 80477						
<i>Total Parks-Conservation-Recreation</i>						
<u>Well-being of Children, Youth & Families</u>						
Colorado West Mental Health Center	Unrestricted	8,000	0	0	0	0
P.O. Box 774706						
Steamboat Springs, CO 80477						
Cystic Fibrosis Foundation-Nashville	Research	10,500	0	0	0	0
4825 Trousdale Drive, Suite 238						
Nashville, TN 37220						
Lucile Packard Foundation for Children's Health	Research	10,500	0	0	0	0
400 Hamilton Ave., Suite 340						
Palo Alto, CA 94301						
Pathways Home Health and Hospice	Operating	10,500	0	0	0	0
585 North Mary Ave.						
Sunnyvale, CA 94085-2005						
Yampa Valley Autism Program	Unrestricted	18,500	0	0	0	0
P.O. Box 771824						
Steamboat Springs, CO 80477						
<i>Total Well-being of Children, Youth & Families</i>						
		58,000	0	0	0	0
<i>Total Berenice Gates Hopper Family Fund</i>						
		126,000	0	0	0	0
<u>Gates Family Foundation</u>						
<u>Arts and Culture</u>						
Art Students League of Denver	Remodeling	15,000	0	0	0	0
200 Grant Street						
Denver, CO 80203						
Central City Opera House Association	Operating	20,000	0	0	0	0
400 S. Colorado Blvd., Suite 530						
Denver, CO 80246						
Central City Opera House Association	Operating	0	20,000	15,000	10,000	0

Gates Family Foundation for year ended December 31, 2011

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Organization	Type of Support	2011	2012	2013	2014	2015
400 S. Colorado Blvd., Suite 530 Denver, CO 80246						
City and County of Denver 201 W. Colfax Avenue Denver, CO 80202	Construction	200,000	0	0	0	0
Colorado Ballet 1278 Lincoln Street Denver, CO 80203	Operating	40,000	0	0	0	0
Colorado Historical Society 1300 Broadway Denver, CO 80203-2137	Equipment/furnishings	400,000	0	200,000	200,000	200,000
Colorado Springs Pioneers Museum 215 South Tejon Street Colorado Springs, CO 80903	Renovation	0	10,000	0	0	0
Colorado Symphony Association 1000 14th Street, #15 Denver, CO 80202	Operating	100,000	0	0	0	0
Durango Discovery Museum 1333 Camino del Rio Durango, CO 81301	Construction	0	100,000	0	0	0
Fort Collins Museum of Discovery 200 Matthews Fort Collins, CO 80524	Construction	300,000	200,000	0	0	0
Friends of the La Veta Library, Inc. P.O. Box 28 La Veta, CO 81055	Building purchase	15,000	0	0	0	0
Friends of the Loveland Public Library P.O. Box 2635 Loveland, CO 80537	Construction	100,000	0	0	0	0
Friends of the Rocky Ford Library 400 South 10th Street	Construction	26,000	0	0	0	0

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Rocky Ford, CO 81067-1718						
Georgetown Trust for Conservation & Preservation	Remodeling	0	60,000	0	0	0
P.O. Box 1037						
Georgetown, CO 80444						
High Country News	Small Operating Grant	30,000	22,500	22,500	0	0
P.O. Box 1090						
Paonia, CO 81428						
Lake City Public Library	Remodeling	35,000	35,000	0	0	0
P.O. Box 607						
206 N. Silver Street						
Lake City, CO 81235						
Lincoln Center	Construction	110,000	0	0	0	0
417 West Magnolia Street						
Fort Collins, CO 80521						
National Trust for Historic Preservation	Renovation	100,000	0	0	0	0
1785 Massachusetts Ave., N.W.						
Washington, DC 20036						
Opera Colorado	Operating	0	20,000	15,000	10,000	0
695 S. Colorado Blvd. #20						
Denver, CO 80246-8010						
Opera Colorado	Operating	20,000	0	0	0	0
695 S. Colorado Blvd. #20						
Denver, CO 80246-8010						
Rio Grande County Library District	Remodeling	27,000	0	0	0	0
P.O. Box 53						
Monte Vista, CO 81144						
Roundhouse Preservation, Inc.	Renovation	35,000	0	0	0	0
P.O. Box 343						
Hugo, CO 80821-0343						
South Park Historical Foundation	Renovation	0	30,000	0	0	0

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Organization	Type of Support	2011	2012	2013	2014	2015
P.O. Box 634						
Fairplay, CO 80440						
Tread of Pioneers Historical Commission	Construction	0	50,000	0	0	0
P.O. Box 772372						
Steamboat Springs, CO 80477						
Wings Over The Rockies Air and Space Museum	Construction	150,000	0	0	0	0
7711 E. Academy Blvd.						
Denver, CO 80220-6929						
Wray Public Library	Remodeling	0	70,000	0	0	0
621 Blake Street						
Wray, CO 80758						
<i>Total Arts and Culture</i>		1,723,000	617,500	252,500	220,000	200,000
<u>Community Development & Revitalization</u>						
City of Rifle	Renovation	0	80,000	0	0	0
202 Railroad Avenue						
Rifle, CO 81650						
Civic Canopy	Small Operating Grant	25,000	0	0	0	0
1625 E. 35th Avenue						
Denver, CO 80205						
Colorado Forum	Operating	0	50,000	0	0	0
511 16th Street, Suite 210						
Denver, CO 80202						
Community Resource Center	Operating	10,000	10,000	0	0	0
444 Sherman Street, Suite 120						
Denver, CO 80203-4430						
Crow Luther Cultural Events Center/Town of Eads	Renovation	0	100,000	0	0	0
PO Box 8						
Eads, CO 81036						
Cumbres & Toltec Scenic Railroad Commission	Construction	0	60,000	0	0	0

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Organization	Type of Support	2011	2012	2013	2014	2015
P.O. Box 561 Antonito, CO 81120 iCAST 777 S Wadsworth, Building 4-Suite 205 Lakewood, CO 80226	Program-related Investment	0	200,000	0	0	0
Mile High Transit Opportunity Collaborative c/o The Denver Foundation 55 Madison Street, 8th Floor Denver, CO 80206	Operating	5,000	0	0	0	0
Mile High Transit Opportunity Collaborative c/o The Denver Foundation 55 Madison Street, 8th Floor Denver, CO 80206	Operating	0	50,000	0	0	0
NewFarms 5856 County Road HH.5 Fowler, CO 81039	Building purchase	0	75,000	0	0	0
Orton Family Foundation P.O. Box 111 Middlebury, VT 05753	Operating	0	30,000	30,000	50,000	0
Salida Area Parks, Open Space and Trails (SPOT) P.O. Box 748 Salida, CO 81201	Construction	0	80,000	0	0	0
San Juan County Historical Society P.O. Box 154 Silverton, CO 81433	Renovation	45,000	0	0	0	0
ScSEED P.O. Box 102 Villa Grove, CO 81155	Construction	0	38,000	0	0	0

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Organization	Type of Support	2011	2012	2013	2014	2015
Solandt Memorial Hospital Box 10 150 West Jackson Street Hayden, CO 81639	Renovation	50,000	0	0	0	0
Town of Fowler 200 Main Street Fowler, CO 81039	Renovation	83,500	0	0	0	0
<i>Total Community Development & Revitalization</i>						
		218,500	773,000	30,000	50,000	0
<u>Education</u>						
Alta Vista Charter School 8785 County Road LL Lamar, CO 81052	Construction	360,000	0	0	0	0
Arrupe Jesuit High School 4343 Ufca Street Denver, CO 80212	Construction	0	35,000	0	0	0
Aspen Center for Environmental Studies 100 Puppy Smith Street Aspen, CO 81611	Renovation	90,000	0	0	0	0
Beach Court Elementary School 4950 Beach Court Denver, CO 80221	Operating	7,500	0	0	0	0
Clayton Early Learning 3801 Martin Luther King Boulevard Denver, CO 80205	Remodeling	500,000	0	0	0	0
Colorado League of Charter Schools 725 S. Broadway, Suite 7 Denver, CO 80209	Operating	75,000	0	0	0	0
Colorado Public Radio/KCFR 7409 South Alton Court Centennial, CO 80112	Operating	0	50,000	50,000	0	0
Colorado School Finance Partnership	Operating	25,000	0	0	0	0

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Organization	Type of Support	2011	2012	2013	2014	2015
c/o Colorado Children's Campaign 1580 Lincoln Street, Suite 420 Denver, CO 80203	Construction	0	300,000	450,000	0	0
Colorado State University 102 Administration Bldg. Fort Collins, CO 80523	Operating	1,250	0	0	0	0
Crown Pointe Academy 2900 West 86th Avenue Westminster, CO 80031	Operating	6,250	0	0	0	0
Deane Elementary School 580 South Harlan Street Lakewood, CO 80226	Remodeling	525,000	225,000	0	0	0
Denver School of Science & Technology 2000 Valentia Street Denver, CO 80238	Operating	115,000	0	0	0	0
Denver School of Science & Technology 2000 Valentia Street Denver, CO 80238	Operating	0	50,000	50,000	50,000	0
Education News Colorado c/o PEBC 1244 Grant Street Denver, CO 80203	Construction	0	400,000	0	0	0
Foundation for Educational Excellence 4908 Tower Road Denver, CO 80249	Operating	6,250	0	0	0	0
Greenwood ECE-8 School 5310 Durham Court Denver, CO 80239	Scholarships/Fellowships	64,300	64,300	0	0	0
Harvard University, John F. Kennedy School of Government 79 Kennedy Street						

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Organization	Type of Support	2011	2012	2013	2014	2015
Cambridge, MA 02138						
Haxtun Childcare Coalition	Construction	28,000	0	0	0	0
P.O. Box 154						
Haxtun, CO 80731						
Hill Campus of Arts and Sciences	Operating	6,250	0	0	0	0
451 Clermont Street						
Denver, CO 80220						
Learning Source (The)	Remodeling	65,000	0	0	0	0
455 S. Pierce Street						
Lakewood, CO 80226						
McMeen Elementary School	Operating	7,500	0	0	0	0
1000 South Holly Street						
Denver, CO 80246						
Montview Elementary School	Operating	12,500	0	0	0	0
2055 Moline Street						
Aurora, CO 80010						
Mountain Park Environmental Center	Remodeling	39,000	0	0	0	0
P.O. Box 99						
Beulah, CO 81023						
Omar D. Blair Charter School	Operating	6,250	0	0	0	0
4905 Cathay Street						
Denver, CO 80249						
Open World Learning	Operating	0	20,000	20,000	20,000	0
360 Acoma Street, Suite 102						
Denver, CO 80223						
Qualistar Early Learning	Operating	200,000	200,000	200,000	0	0
3607 Martin Luther King Blvd.						
Denver, CO 80205						
Ricardo Flores Magon Academy	Operating	7,500	0	0	0	0
7255 Irving Street						
Westminster, CO 80030						

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Organization	Type of Support	2011	2012	2013	2014	2015
Rocky Mountain Biological Laboratory P.O. Box 519 Crested Butte, CO 81224	Construction	0	100,000	0	0	0
Rocky Mountain Deaf School 1921 Youngfield Street, #204 Golden, CO 80401	Construction	140,000	0	0	0	0
Rocky Mountain Public Broadcasting Network/Channel 6 1089 Bannock Street Denver, CO 80204-4066	Operating	70,000	0	0	0	0
St. Anne's Episcopal School 2701 South York Street Denver, CO 80210	Construction	300,000	0	0	0	0
Stand for Children 1201 East Colfax Ave, Suite 203 Denver, CO 80218	Small Operating Grant	25,000	25,000	0	0	0
Stanley British Primary School 350 Quebec Street Denver, CO 80230	Construction	200,000	0	0	0	0
Stein Elementary School 80 S. Teller Street Lakewood, CO 80226	Operating	7,500	0	0	0	0
Teach For America P.O. Box 5114 New York, NY 10185	Operating	75,000	0	0	0	0
Tollgate Elementary School 701 South Kalispell Way Aurora, CO 80017	Operating	12,500	0	0	0	0
University of Colorado P.O. Box 1140 Boulder, CO 80306	Construction	0	250,000	250,000	0	0

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Organization	Type of Support	2011	2012	2013	2014	2015
University of Colorado at Denver Campus Box 133, P.O. Box 173364 Denver, CO 80217-3364	Scholarships/Fellowships	30,000	30,000	0	0	0
University Preparatory School 2409 Arapahoe Street Denver, CO 80205	Small Operating Grant	50,000	25,000	0	0	0
Valley View (K-8) School 660 West 70th Avenue Denver, CO 80221	Operating	6,250	0	0	0	0
Wee Care in Lake City P.O. Box 56 Lake City, CO 81235	Construction	0	25,000	0	0	0
West Denver Preparatory Charter School 1825 S. Federal Blvd. Denver, CO 80219	Operating	150,000	0	0	0	0
West Denver Preparatory Charter School 1825 S. Federal Blvd. Denver, CO 80219	Building purchase	0	250,000	500,000	0	0
West Denver Preparatory Charter School 1825 S. Federal Blvd. Denver, CO 80219	Operating	12,500	0	0	0	0
Yuma Children's Academy P.O. Box 491 Yuma, CO 80759	Remodeling	0	150,000	0	0	0
Total Education		3,226,300	2,199,300	1,520,000	70,000	0
Parks-Conservation-Recreation						
Boulder Bike Sharing P O. Box 620 Boulder, CO 80306	Equipment/furnishings	50,000	0	0	0	0
Canon City Park & Recreation District 575 Ash Street	Construction	21,000	0	0	0	0

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Organization	Type of Support	2011	2012	2013	2014	2015
Canon City, CO 81212						
Cheyenne Mountain Zoological Park	Construction	0	500,000	0	0	0
4250 Cheyenne Mountain Zoo Road						
Colorado Springs, CO 80906						
Colorado Cattlemen's Agricultural Land Trust	Land Purchase	100,000	300,000	300,000	200,000	0
8833 Ralston Road						
Arvada, CO 80002						
Colorado Fourteeners Initiative	Construction	50,000	50,000	50,000	0	0
607 Tenth Street, Suite 107N						
Golden, CO 80401						
Colorado Water Trust	Operating	10,000	0	0	0	0
P.O. Box 9386						
Denver, CO 80209						
Conservation Fund	Land Purchase	75,000	0	0	0	0
1942 Broadway, Suite 323						
Boulder, CO 80302						
Crested Butte Land Trust	Land Purchase	72,940	0	0	0	0
P.O. Box 2224						
Crested Butte, CO 81224						
Denver Bike Sharing	Equipment/furnishings	70,000	0	0	0	0
2737 Larimer Street, Suite A						
Denver, CO 80205						
Denver Urban Gardens	Construction	15,000	15,000	0	0	0
3377 Blake Street, Unit 113						
Denver, CO 80205						
Denver Zoological Foundation	Construction	0	200,000	100,000	100,000	400,000
2300 Steele Street						
Denver, CO 80205						
Kim Equine Pavilion and Education Ctr.	Construction	75,000	0	0	0	0
P.O. Box 145						

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Organization	Type of Support	2011	2012	2013	2014	2015
Kim, CO 81049						
Land Trust Alliance	Project Support	0	90,000	0	0	0
1660 L Street, NW, Suite 1100 Washington, DC 20036-5635						
Mesa Land Trust	Land Purchase	10,000	0	0	0	0
1006 Main Street Grand Junction, CO 81501						
National Forest Foundation Building 27, Suite 3 Fort Missoula Road Missoula, MT 59804	Construction	150,000	50,000	0	0	0
Nature Conservancy 2424 Spruce St. Boulder, CO 80302	Land Purchase	200,000	0	0	0	0
North Fork River Improvement Assoc. c/o NWCC P.O. Box 1612 Paonia, CO 81428	Construction	28,000	0	0	0	0
Palmer Land Trust P.O. Box 1281 Colorado Springs, CO 80901	Land Purchase	0	120,000	0	0	0
Park People 715 South Franklin Denver, CO 80209-4504	Renovation	77,000	0	0	0	0
Park People 715 South Franklin Denver, CO 80209-4504	Construction	90,000	0	0	0	0
Rio Grande Headwaters Land Trust P.O. Box 444 Del Norte, CO 81132	Land Purchase	100,000	0	0	0	0
Rocky Mountain Nature Association	Construction	0	60,000	0	0	0

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Organization	Type of Support	2011	2012	2013	2014	2015
P.O. Box 3100 Estes Park, CO 80517						
Steamboat Springs Winter Sports Club P O Box 774487	Construction	0	100,000	0	0	0
Steamboat Springs, CO 80477						
Town of Crested Butte PO Box 39	Construction	10,000	0	0	0	0
Crested Butte, CO 81224						
Town of Larkspur P.O. Box 310	Construction	100,000	0	0	0	0
Larkspur, CO 80118						
Volunteers for Outdoor Colorado 600 South Marion Parkway Denver, CO 80209-2597	Operating	0	90,000	65,000	60,000	0
Total Parks-Conservation-Recreation						
Well-being of Children, Youth & Families						
Advocates of Lake County P.O. Box 325	Building purchase	0	31,000	0	0	0
Leadville, CO 80461						
Boulder Valley Women's Health Center 2855 Valmont Road	Construction	0	50,000	0	0	0
Boulder, CO 80301						
Boys and Girls Clubs of Metropolitan Denver	Operating	50,000	50,000	0	0	0
2017 W. 9th Avenue Denver, CO 80204						
Boys and Girls Clubs of Weld County P.O. Box 812	Renovation	50,000	0	0	0	0
Greeley, CO 80632						
Burlington School District RE-6J 2600 Rose Avenue Burlington, CO 80807	Remodeling	18,000	21,000	0	0	0
		1,303,940	1,575,000	515,000	360,000	400,000

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Organization	Type of Support	2011	2012	2013	2014	2015
Colorado Youth Outdoors Ministry Through Lifestyle 209 East 4th Street Loveland, CO 80537	Construction	0	0	100,000	0	0
Connections for Independent Living 1024 Ninth Avenue, Suite E Greeley, CO 80631	Renovation	50,000	0	0	0	0
Denver Santa Claus Shop, Inc. P.O. Box 102104 Denver, CO 80250-2104	Operating	5,000	0	0	0	0
Food Bank for Larimer County 1301 Blue Spruce Fort Collins, CO 805824	Construction	150,000	0	0	0	0
Goodwill Industries of Colorado Springs P.O. Box 6300 Colorado Springs, CO 80934-6300	Renovation	0	100,000	0	0	0
Grand Valley Catholic Outreach 245 South First Grand Junction, CO 81501	Construction	100,000	0	0	0	0
Gunnison Country Partners 101 North 8th Gunnison, CO 81230	Remodeling	0	50,000	0	0	0
Mesa County Partners Program 1169 Colorado Avenue Grand Junction, CO 81501	Building purchase	50,000	0	0	0	0
Mile High United Way 2505 18th Street Denver, CO 80211-3939	Operating	130,000	0	0	0	0
Mile High Youth Corps 1801 Federal Blvd. Denver, CO 80204	Building purchase	64,000	0	0	0	0

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Organization	Type of Support	2011	2012	2013	2014	2015
Needlerock Health Clinic 344 Hwy 92 Crawford, CO 81415	Building purchase	0	50,000	0	0	0
Peak Vista Community Health Centers 340 Printers Parkway Colorado Springs, CO 80910-3195	Construction	140,000	0	0	0	0
Pinon Project P.O. Box 1510 Cortez, CO 81321	Small Operating Grant	25,000	0	0	0	0
Plains Medical Center, Inc. P.O. Box 1120 Limon, CO 80828	Remodeling	0	67,000	0	0	0
Project Angel Heart 4190 Garfield Street, Unit 5 Denver, CO 80216	Building purchase	250,000	250,000	0	0	0
Pueblo Cooperative Care Center 325 West 10th Street Pueblo, CO 81003	Renovation	70,000	0	0	0	0
Rio Blanco County 4-H c/o CSU Cooperative Extension P.O. Box 270 Meeker, CO 81641	Construction	50,000	0	0	0	0
Savio House 325 King Street Denver, CO 80219	Construction	0	50,000	0	0	0
Seniors' Resource Center 3227 Chase Street Denver, CO 80212	Construction	0	111,000	0	0	0
Shalom Park 14800 East Bellevue Drive Aurora, CO 80015-2258	Construction	0	200,000	0	0	0

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Organization	Type of Support	2011	2012	2013	2014	2015
Sister Carmen Community Center 655 Aspen Ridge Drive Lafayette, CO 80026	Building purchase	250,000	0	0	0	0
Strong Families Safe Kids P.O. Box 2946 Grand Junction, CO 81502	Building purchase	40,000	0	0	0	0
SungateKids P.O. Box 24225 Denver, CO 80224	Remodeling	60,000	0	0	0	0
Tennyson Center for Children 2950 Tennyson Street Denver, CO 80212	Building purchase	450,000	0	0	0	0
The Partnership for Families & Children 450 Lincoln Street, Suite 100 Denver, CO 80203	Remodeling	0	10,000	0	0	0
Third Way Center P.O. Box 61385 Denver, CO 80206-8385	Remodeling	50,000	0	0	0	0
University of Colorado School of Medicine c/o University of Colorado Foundation 1800 Grant Street, Suite 725 Denver, CO 80204	Construction	100,000	0	0	0	0
Urban Peak 730 21st Street Denver, CO 80205	Remodeling	0	150,000	0	0	0
Total Well-being of Children, Youth & Families		2,152,000	1,190,000	100,000	0	0
Total Gates Family Foundation		8,623,740	6,354,800	2,417,500	700,000	600,000

Gates Frontiers Fund
Arts and Culture

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Organization	Type of Support	2011	2012	2013	2014	2015
Grand Encampment Museum, Inc. P.O. Box 43 Encampment, WY 82325	Capital Fund Support	20,000	70,000	0	0	0
Wings Over The Rockies Air and Space Museum 7711 E. Academy Blvd. Denver, CO 80220-6929	Capital Fund Support	250,000	250,000	250,000	0	0
Total Arts and Culture		270,000	320,000	250,000	0	0
Education						
California Institute of Technology 1200 E. California Blvd. Mail Code 5-32 Pasadena, CA 91125	Endowment	2,810,348	1,450,948	0	0	0
Cardigan Mountain School 62 Alumni Drive Canaan, NH 03741-9307	Capital Fund Support	250,000	0	0	0	0
Cardigan Mountain School 62 Alumni Drive Canaan, NH 03741-9307	Capital Fund Support	500,000	250,000	0	0	0
Colorado College 14 East Cache La Poudre Street Colorado Springs, CO 80903	Capital Fund Support	250,000	0	0	0	0
Teens4Oceans 4734 Hampshire Street Boulder, CO 80301	Equipment/furnishings	23,000	0	0	0	0
Teens4Oceans 4734 Hampshire Street Boulder, CO 80301	Equipment/furnishings	40,000	0	0	0	0
Teens4Oceans 4734 Hampshire Street Boulder, CO 80301	Equipment/furnishings	0	188,250	0	0	0
Teens4Oceans 4734 Hampshire Street Boulder, CO 80301	Equipment/furnishings	12,500	12,500	0	0	0

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Organization	Type of Support	2011	2012	2013	2014	2015
4734 Hampshire Street Boulder, CO 80301						
Thacher School 5025 Thacher Road Ojai, CA 93023	Capital Fund Support	500,000	500,000	0	0	0
University of Colorado P.O. Box 11140 Boulder, CO 80306	Operating	150,000	0	0	0	0
University of Colorado P.O. Box 11140 Boulder, CO 80306	Operating	0	200,000	200,000	0	0
University of Denver University Advancement 2190 E. Asbury Avenue Denver, CO 80208	Operating	150,000	0	0	0	0
University of Denver University Advancement 2190 E. Asbury Avenue Denver, CO 80208	Operating	750,000	0	0	0	0
University of Denver University Advancement 2190 E. Asbury Avenue Denver, CO 80208	Operating	0	750,000	750,000	750,000	0
Total Education		5,435,848	3,351,698	950,000	750,000	0
Other						
Aviation Hall of Fame P.O. Box 31096 Dayton, OH 45437		40,000	0	0	0	0
Total Other		40,000	0	0	0	0
Parks-Conservation-Recreation						
Boone and Crockett Club 250 Station Drive	Endowment	0	3,000,000	0	0	0

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Organization	Type of Support	2011	2012	2013	2014	2015
Missoula, MN 59801						
Wyoming Stock Growers Agricultural Land Trust	Land Purchase	125,840	50,000	50,000	0	0
P.O. Box 206						
Cheyenne, WY 82003						
Wyoming Stock Growers Agricultural Land Trust	Land Purchase		250,000	250,000	174,160	
P.O. Box 206						
Cheyenne, WY 82003						
Total Parks-Conservation-Recreation		125,840	3,300,000	300,000	174,160	0
<u>Well-being of Children, Youth & Families</u>						
Children's Hospital Foundation	Endowment	793,125	0	0	0	0
13123 East 16th Ave						
Box 045						
Aurora, CO 80045						
Denver Hospice	Capital Fund Support	250,000	0	0	0	0
501 S. Cherry Street, Suite 700						
Denver, CO 80246						
University of Colorado Denver	Construction	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000
4200 E. Ninth Avenue						
Denver, CO 80262						
Total Well-being of Children, Youth & Families		2,043,125	1,000,000	1,000,000	1,000,000	1,000,000
Total Gates Frontiers Fund		7,914,813	7,971,698	2,500,000	1,924,160	1,000,000
<u>Kit Woodruff Memorial Fund</u>						
<u>Other</u>						
Prevent Unwanted Pets	Operating	9,225	0	0	0	0
1884 Bostik Road						
Cat Spring, TX 78933						
Total Other		9,225	0	0	0	0
<u>Well-being of Children, Youth & Families</u>						

Gates Family Foundation for year ended December 31, 2011

Form 990-PF, Part XV Line a-Grants and contributions paid
Form 990-PF, Part XV Line b-Approved for future payment

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Statement 12

Organization	Type of Support	2011	2012	2013	2014	2015
Austin County Peace Officers Assoc. 201 Atchison Street Sealy, TX 77474	Operating	9,225	0	0	0	0
Cat Spring Volunteer Fire Department P.O. Box 38	Operating	9,225	0	0	0	0
Cat Spring, TX 78933 H O A Inc. of Austin County 510 2nd Street Sealy, TX 77474	Operating	9,225	0	0	0	0
<i>Total Well-being of Children, Youth & Families</i>		27,675	0	0	0	0
<i>Total Kit Woodruff Memorial Fund</i>		36,900	0	0	0	0

Robert E. Hopper Family Fund

Education

Amazon Center for Environmental Education and Research Foundation P.O. Box 2549 West Chester, PA 19383	Operating	3,318	0	0	0	0
Church of the Holy Cross - Greek Orthodox 900 Alameda Belmont, CA 94002	Operating	3,318	0	0	0	0
Harpeth Hall School 3801 Hobbs Road Nashville, TN 37215	Scholarships/Fellowships	4,610	0	0	0	0
University of Arizona McClelland Hall, Room 417H P.O. Box 210108 Tucson, AZ 85721-0108	Scholarships/Fellowships	2,500	0	0	0	0
Wesley Prep 9200 Inwood Road	Unrestricted	2,000	0	0	0	0

Gates Family Foundation for year ended December 31, 2011

Form 990-PF, Part XV Line a-Grants and contributions paid
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Statement 12

Organization	Type of Support	2011	2012	2013	2014	2015
Dallas, TX 75220						
Total Education		15,746	0	0	0	0
Other						
Committee of 100 for Tibet	Unrestricted	3,318	0	0	0	0
1310 Fillmore Street, Suite 401						
Berkeley, CA 94115						
Jewish Federation of Southern Arizona	Operating	4,000	0	0	0	0
3822 East River Road, Suite 100						
Tucson, AZ 85718						
National Center for Science Foundation	Operating	3,318	0	0	0	0
420 40th St., Suite 2						
Oakland, CA 94609						
Total Other		10,636	0	0	0	0
Parks-Conservation-Recreation						
Peninsula Open Space Trust	Unrestricted	3,318	0	0	0	0
222 High Street						
Palo Alto, CA 94301						
Total Parks-Conservation-Recreation		3,318	0	0	0	0
Well-being of Children, Youth & Families						
Cystic Fibrosis Foundation-Nashville	Operating	3,000	0	0	0	0
4825 Trousdale Drive, Suite 238						
Nashville, TN 37220						
Cystic Fibrosis Foundation-Nashville	Research	6,650	0	0	0	0
4825 Trousdale Drive, Suite 238						
Nashville, TN 37220						
Gladney Center for Adoption	Operating	2,000	0	0	0	0
6300 John Ryan Drive						
Fort Worth, TX 76132						
John Austin Cheley Foundation	Scholarships/Fellowships	3,400	0	0	0	0
10565 Centennial Drive						
Alpharetta, GA 30022						
Lucile Packard Foundation for Children's	Research	6,650	0	0	0	0

Gates Family Foundation for year ended December 31, 2011

Form 990-PF, Part XV Line a-Grants and contributions paid
Form 990-PF, Part XV Line b-Approved for future payment

84-0474837
Statement 12

Organization	Type of Support	2011	2012	2013	2014	2015
Health						
400 Hamilton Ave., Suite 340 Palo Alto, CA 94301						
Pathways Home Health and Hospice 585 North Mary Ave.	Operating	6,650	0	0	0	0
Sunnyvale, CA 94085-2005						
Ronald McDonald House at Stanford 520 Sand Hill Road Palo Alto, CA 94304	Operating	6,300	0	0	0	0
SEVA Foundation 1786 Fifth Street Berkley, CA 94710	Unrestricted	2,000	0	0	0	0
Tucson Police Foundation 3900 E. Timrod #7 Tucson, AZ 85711	Unrestricted	5,000	0	0	0	0
Vista Center for the Blind and Visually Impaired 2470 El Camino Real #107 Palo Alto, CA 94306	Unrestricted	3,318	0	0	0	0
Volunteers of America 2660 Larimer Street Denver, CO 80205	Operating	5,000	0	0	0	0
<i>Total Well-being of Children, Youth & Families</i>						
		49,968	0	0	0	0
<i>Total Robert E. Hopper Family Fund</i>						
		79,668	0	0	0	0
Grand Totals		16,781,121	14,326,498	4,917,500	2,624,160	1,600,000

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. Gates Family Foundation	Employer identification number (EIN) or ☒ 84-0474837
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O Kunding, Corder & Engle, P.C. - 475 Lincoln St., Ste. 200	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Denver, CO 80203	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

The Organization

- The books are in the care of ► 3575 Cherry Creek North Drive, No. 100 - Denver, CO 80209
Telephone No. ► 303-722-1881 FAX No ► 303-316-3038
- 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.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 2011 or
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 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	\$	183,471.
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.	3b	\$	437,300.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, 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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)