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Amended
As Amended

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

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

OMB No 1545-0052

2011

1211

For calendar year 2011 or tax year beginning

12/01, 2011, and ending

11/30, 2012

Name of foundation THE ANSCHUTZ FOUNDATION		A Employer identification number 74-2316617						
Number and street (or P O box number if mail is not delivered to street address) 1727 TREMONT STREET	Room/suite	B Telephone number (see instructions) (303) 308-8220						
City or town, state, and ZIP code DENVER, CO 80202		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/> Final return</td><td><input checked="" type="checkbox"/> Amended return</td></tr> <tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr> </table>			<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input checked="" type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
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<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <table style="display: inline-table; vertical-align: top;"> <tr><td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td><td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td><td><input type="checkbox"/> Other taxable private foundation</td></tr> </table>		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation				
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,066,522,739.								
J Accounting method: <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/> Cash</td><td><input checked="" type="checkbox"/> Accrual</td></tr> <tr><td colspan="2"><input type="checkbox"/> Other (specify) _____</td></tr> </table> (Part I, column (d) must be on cash basis)		<input type="checkbox"/> Cash	<input checked="" type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify) _____				
<input type="checkbox"/> Cash	<input checked="" type="checkbox"/> Accrual							
<input type="checkbox"/> Other (specify) _____								

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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	223,522.	223,522.		ATCH 1
	4 Dividends and interest from securities	30,887,820.	36,929,720.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,881,172.			
	b Gross sales price for all assets on line 6a 293,638,176.				
	7 Capital gain net income (from Part IV, line 2)		2,767,771.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	42,352,486.	-1,644,296.		ATCH 3
	12 Total. Add lines 1 through 11	79,345,000.	38,276,717.		
	13 Compensation of officers, directors, trustees, etc.	478,334.	47,833.		430,501.
	14 Other employee salaries and wages	278,092.	27,809.		250,283.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	5,384.	538.		4,846.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	278,353.	278,353.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,591,682.	10,080.		90,722.
	19 Depreciation (attach schedule) and depletion	2,746.	275.		
	20 Occupancy				
	21 Travel, conferences, and meals	4,486.	449.		4,037.
	22 Printing and publications	1,045.	105.		940.
	23 Other expenses (attach schedule) ATCH 7	888,056.	857,493.		30,563.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,528,178.	1,222,935.		811,892.
	25 Contributions, gifts, grants paid	52,090,635.			50,341,039.
	26 Total expenses and disbursements. Add lines 24 and 25	55,618,813.	1,222,935.	0	51,152,931.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	23,726,187.			
	b Net investment income (if negative, enter -0-)		37,053,782.		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

*ATCH 5 JSA ** ATCH 6

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Part II Balance Sheets

Attached schedule and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	350,741,877.	180,455,256.	180,455,256.
	3 Accounts receivable ▶ 16,094,232.			
	Less allowance for doubtful accounts ▶	44,476,018.	16,094,232.	16,094,232.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ *		* 126,955,575.	ATCH 8
	Less allowance for doubtful accounts ▶	86,715,877.	126,955,575.	126,955,575.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges ATCH 9	1,301,926.	412,764.	412,764.
	10 a Investments - U S and state government obligations (attach schedule), .			
	b Investments - corporate stock (attach schedule) ATCH 10	65,045,976.	73,277,222.	73,277,222.
	c Investments - corporate bonds (attach schedule) ATCH 11	106,637,403.	153,264,718.	153,264,718.
	11 Investments - land, buildings, and equipment basis ▶ 13,700.			
Liabilities	Less accumulated depreciation ▶ (attach schedule) 6,632.	9,814.	7,068.	7,068.
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 12	428,679,305.	516,055,674.	516,055,674.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶ (attach schedule)			
	15 Other assets (describe ▶ ATCH 13)		230.	230.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,083,608,196.	1,066,522,739.	1,066,522,739.
	17 Accounts payable and accrued expenses	44,530,439.	40,562,908.	
	18 Grants payable	12,446,733.	14,196,329.	
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons .			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ ATCH 14)	61,275,320.	22,681,610.	
	23 Total liabilities (add lines 17 through 22)	118,252,492.	77,440,847.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	858,560,808.	863,290,809.	
	29 Retained earnings, accumulated income, endowment, or other funds . .	106,794,896.	125,791,083.	
	30 Total net assets or fund balances (see instructions)	965,355,704.	989,081,892.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,083,608,196.	1,066,522,739.	

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	965,355,704.
2 Enter amount from Part I, line 27a	2	23,726,187.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	989,081,891.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	989,081,891.

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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.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (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					
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	2,767,771.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	49,527,122.	1,046,066,576.	0.047346
2009	42,841,422.	995,485,626.	0.043036
2008	36,924,751.	881,723,052.	0.041878
2007	13,597,404.	811,468,241.	0.016757
2006	57,921,400.	1,078,577,844.	0.053702
2 Total of line 1, column (d)			2 0.202719
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.040544
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,002,756,957.
5 Multiply line 4 by line 3			5 40,655,778.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 370,538.
7 Add lines 5 and 6			7 41,026,316.
8 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			8 51,152,931.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	370,538.
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 2 389,861.00		3	370,538.
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	370,538.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	825,764.	
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. O.R. OVERPAYMENT -435,903.		7	389,861.
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	19,323.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 0 Refunded		11	19,323.

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
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)? <i>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</i>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a 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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ THE ANSCHUTZ FOUNDATION Telephone no ▶ 303-308-8220			
Located at ▶ 1727 TREMONT PLACE DENVER, CO ZIP + 4 ▶ 80202				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	▶ <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year		▶ 15		
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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 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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

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 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 16		478,334.	32,897.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 17		132,841.	12,345.	0

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 instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 18		233,628.
Total number of others receiving over \$50,000 for professional services		▶

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 instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3 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 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	750,470,578.
b	Average of monthly cash balances	1b	266,243,580.
c	Fair market value of all other assets (see instructions)	1c	1,313,210.
d	Total (add lines 1a, b, and c)	1d	1,018,027,368.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,018,027,368.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,270,411.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,002,756,957.
6	Minimum investment return. Enter 5% of line 5	6	50,137,848.

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	50,137,848.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	370,538.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	370,538.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	49,767,310.
4	Recoveries of amounts treated as qualifying distributions	4	1,320,811.
5	Add lines 3 and 4	5	51,088,121.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	51,088,121.

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	51,152,931.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	51,152,931.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	370,538.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	50,782,393.

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				51,088,121.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			49,791,395.	
b Total for prior years 20 09, 20 08, 20 07				
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				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 51,152,931.				
a Applied to 2010, but not more than line 2a			49,791,395.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,361,536.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				49,726,585.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
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 XIV Private Operating Foundations (see 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

NONE

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

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

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

ATTACHMENT 19

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**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT			GENERAL SUPPORT	50,341,039.
Total			▶ 3a	50,341,039.
b Approved for future payment SEE ATTACHMENT			GENERAL SUPPORT	1,749,596.
Total			▶ 3b	1,749,596.

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	223,522.	
4 Dividends and interest from securities			14	30,887,820.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income			18	41,031,675.	
8 Gain or (loss) from sales of assets other than inventory			18	5,881,172.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				78,024,189.	
13 Total. Add line 12, columns (b), (d), and (e)				78,024,189.	

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

[illegible]

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

correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**


Signature of officer or trustee

12-15-2014
Date

▶ ASST TRANS
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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)	
		ST STOCK HELD BY TOWERBROOK INVESTORS II PROPERTY TYPE: SECURITIES				P	399.	
		ST STOCK HELD BY FIRST STATE INVESTMENTS PROPERTY TYPE: SECURITIES				P	-336,525.	
		ST STOCK HELD BY OAKTREE PRINCIPAL FUND PROPERTY TYPE: SECURITIES				P	-15,121.	
		ST STOCK HELD BY SILCHESTER PROPERTY TYPE: SECURITIES				P	-34,253.	
		ST STOCK HELD BY NEWPORT ASIA PROPERTY TYPE: SECURITIES				P	-1395373.	
		ST STOCK HELD BY WELLINGTON TRUST PROPERTY TYPE: SECURITIES				P	-1011503.	
		LT STOCK HELD BY TOWERBROOK INVESTORS LP PROPERTY TYPE: SECURITIES				P	154,868.	
		LT STOCK HELD BY TOWERBROOK INVESTORS II PROPERTY TYPE: SECURITIES				P	725,095.	
		LT STOCK HELD BY WSW BUYOUT FUND PROPERTY TYPE: SECURITIES				P	-58,192.	
		LT STOCK HELD BY FIRST STATE INVESTMENTS PROPERTY TYPE: SECURITIES				P	97,300.	
		LT STOCK HELD BY OAKTREE PRINCIPAL FUND PROPERTY TYPE: SECURITIES				P	60,878.	
		LT STOCK HELD BY OAKTREE PRINCIPAL FUND PROPERTY TYPE: SECURITIES				P	711.	

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)	
		LT STOCK HELD BY SILCHESTER INTERNATIONAL					-409,797.	
		LT STOCK HELD BY NEWPORT ASIA PROPERTY TYPE: SECURITIES				P	-413,171.	
		LT STOCK HELD BY WELLINGTON TRUST COMPANY PROPERTY TYPE: SECURITIES				P	278,030.	
		TOTAL ST ASSET BACKED SECURITIES PROPERTY TYPE: SECURITIES				P	-63,517.	
		TOTAL LT ASSET BACKED SECURITIES PROPERTY TYPE: SECURITIES				P	-193,823.	
		TOTAL ST CORPORATE BONDS PROPERTY TYPE: SECURITIES				P	946,381.	
		TOTAL LT CORPORATE BONDS PROPERTY TYPE: SECURITIES				P	1,262,467.	
		TOTAL SOVEREIGN BONDS PROPERTY TYPE: SECURITIES				P	-1622455.	
		TOTAL CREDIT DEFAULT SWAP PROPERTY TYPE: SECURITIES				P	-2975702.	
		TOTAL CUMULATIVE PREFERRED PROPERTY TYPE: SECURITIES				P	487.	
		TOTAL DEPOSITORY RECEIPT PROPERTY TYPE: SECURITIES				P	-80,598.	
		TOTAL EQUITY PROPERTY TYPE: SECURITIES				P	-5999036.	

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 PREFERRED EQUITY				P		
		PROPERTY TYPE: SECURITIES					338,496.	
		TOTAL EQUITY UNIT				P		
		PROPERTY TYPE: SECURITIES					856,703.	
		TOTAL ST EXCHANGE TRADED FUNDS				P		
		PROPERTY TYPE: SECURITIES					-624,377.	
		TOTAL LT EXCHANGE TRADED FUNDS				P		
		PROPERTY TYPE: SECURITIES					11859196.	
		TOTAL FUTURES				P		
		PROPERTY TYPE: SECURITIES					-5551041.	
		TOTAL LISTED OPTIONS				P		
		PROPERTY TYPE: SECURITIES					1,971,387.	
		TOTAL ST LOANS				P		
		PROPERTY TYPE: SECURITIES					2,764,036.	
		TOTAL LT LOANS				P		
		PROPERTY TYPE: SECURITIES					-23,393.	
		TOTAL ST MUTUAL FUNDS				P		
		PROPERTY TYPE: SECURITIES					556,927.	
		TOTAL LT MUTUAL FUNDS				P		
		PROPERTY TYPE: SECURITIES					1,398,442.	
		OTHER				P		
		PROPERTY TYPE: SECURITIES					17,484.	
		TOTAL ST BOND FUNDS - ST				P		
		PROPERTY TYPE: SECURITIES					35,857.	

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 ST BOND FUNDS - LT PROPERTY TYPE: SECURITIES				P	64,425.	
		ST STOCK HELD BY PROSHARES ULTRASHORT EU PROPERTY TYPE: SECURITIES				P	-3,889.	
		LT STOCK HELD BY PROSHARES ULTRASHORT EU					-5,834.	
		GAIN FROM DISPOSAL OF SANDRIDGE PERMIAN					193,906.	
		GAIN FROM DISPOSAL OF OCH-ZIFF PROPERTY TYPE: SECURITIES				P	1,896.	
TOTAL GAIN (LOSS)							<u>2,767,771.</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 EQUIVILANTS	223,522.	223,522.
TOTAL	<u>223,522.</u>	<u>223,522.</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	30,887,820.	30,887,820.
INTEREST AND DIVIDEND INCOME - PASS THRU		3,079,797.
INT AND DIV INCOME FROM AF CAYMAN		2,962,103.
TOTAL	<u>30,887,820.</u>	<u>36,929,720.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	16,211.	16,211.
UNREALIZED GAIN/LOSS	41,324,032.	
FOREIGN CURRENCY EXCHANGE GAIN/LOSS	-308,568.	-308,568.
OTHER INCOME FROM PASS-THROUGHS		-1,351,939.
GRANT REIMBURSEMENT	1,320,811.	
TOTALS	42,352,486.	-1,644,296.

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	5,384.	538.		4,846.
TOTALS	<u>5,384.</u>	<u>538.</u>		<u>4,846.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PROFESSIONAL CONSULTANTS	278,353.	278,353.
TOTALS	<u>278,353.</u>	<u>278,353.</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>
FEDERAL EXCISE TAX	1,490,880.		
PROPERTY TAX	3,740.	374.	3,366.
PAYROLL TAXES	97,062.	9,706.	87,356.
TOTALS	<u>1,591,682.</u>	<u>10,080.</u>	<u>90,722.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BUSINESS FEES/PERMITS	10.	1.
BUSINESS MEALS	565.	57.
TELEPHONE	2,652.	265.
COMPANY PARKING / SHUTTLE	7,800.	780.
INVESTMENT MANAGEMENT FEES	854,097.	854,097.
MAINTENANCE SERVICE CONTRACTS	3,883.	388.
PROFESSIONAL MEMBERSHIPS	172.	17.
PUBLICATIONS & SUBSCRIPTIONS	413.	41.
SUPPLIES & AMENITIES	2,141.	214.
TEMPS / OTHER SERVICES	2,066.	207.
TRAINING / EDUCATION	150.	15.
OTHER MISCELLANEOUS EXPENSES	13,807.	1,381.
REPAIR AND MAINTENANCE	300.	30.
TOTALS	<u>888,056.</u>	<u>857,493.</u>

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

BORROWER: ATRIUM COMPANIES INC.

ENDING BALANCE DUE 8,014,713.ENDING FAIR MARKET VALUE 8,014,713.

BORROWER: REVEL TLB

ENDING BALANCE DUE 263,889.ENDING FAIR MARKET VALUE 263,889.

ATTACHMENT 8 (CONT'D)

BORROWER: J JILL GROUP

ENDING BALANCE DUE 2,124,049.

ENDING FAIR MARKET VALUE 2,124,049.

BORROWER: SPRINGS WINDOW FASHIONS

ENDING BALANCE DUE 1,818,000.

ENDING FAIR MARKET VALUE 1,818,000.

ATTACHMENT 8 (CONT'D)

BORROWER: MERITAS

ENDING BALANCE DUE 4,820,400.

ENDING FAIR MARKET VALUE 4,820,400.

BORROWER: BLACKBOARD

ENDING BALANCE DUE 9,002,813.

ENDING FAIR MARKET VALUE 9,002,813.

ATTACHMENT 8 (CONT'D)

BORROWER: ROCKET SOFTWARE

ENDING BALANCE DUE 4,978,883.ENDING FAIR MARKET VALUE 4,978,883.

BORROWER: ENNIS-FLINT

ENDING BALANCE DUE 1,949,280.ENDING FAIR MARKET VALUE 1,949,280.

ATTACHMENT 8 (CONT'D)

BORROWER: EXPERT GLOBAL SOLUTIONS

ENDING BALANCE DUE 7,483,787.ENDING FAIR MARKET VALUE 7,483,787.

BORROWER: PLATO

ENDING BALANCE DUE 7,291,200.ENDING FAIR MARKET VALUE 7,291,200.

ATTACHMENT 8 (CONT'D)

BORROWER: MISSY'S PLACE

ENDING BALANCE DUE 6,552,627.ENDING FAIR MARKET VALUE 6,552,627.

BORROWER: AMWINS

ENDING BALANCE DUE 2,511,000.ENDING FAIR MARKET VALUE 2,511,000.

BORROWER: HMH HOLDINGS

ENDING BALANCE DUE 977,170.ENDING FAIR MARKET VALUE 977,170.

BORROWER: ERESEARCH TECHNOLOGY INC

ENDING BALANCE DUE 3,362,791.ENDING FAIR MARKET VALUE 3,362,791.

ATTACHMENT 8 (CONT'D)

BORROWER: CONNOLLY

ENDING BALANCE DUE 1,956,440.ENDING FAIR MARKET VALUE 1,956,440.

BORROWER: MMODAL

ENDING BALANCE DUE 1,718,613.ENDING FAIR MARKET VALUE 1,718,613.

ATTACHMENT 8 (CONT'D)

BORROWER: REGENT SEVEN SEAS

ENDING BALANCE DUE 964,225.

ENDING FAIR MARKET VALUE 964,225.

BORROWER: DELTEK SYSTEMS

ENDING BALANCE DUE 2,450,094.

ENDING FAIR MARKET VALUE 2,450,094.

ATTACHMENT 8 (CONT'D)

BORROWER: COLLECTIVE BRANDS

ENDING BALANCE DUE 1,461,037.ENDING FAIR MARKET VALUE 1,461,037.

BORROWER: TRANSTAR INDUSTRIES

ENDING BALANCE DUE 4,828,037.ENDING FAIR MARKET VALUE 4,828,037.

ATTACHMENT 8 (CONT'D)

BORROWER: GCA SERVICES GROUP

ENDING BALANCE DUE 2,871,570.ENDING FAIR MARKET VALUE 2,871,570.

BORROWER: WESTERN DENTAL SERVICES

ENDING BALANCE DUE 7,070,700.ENDING FAIR MARKET VALUE 7,070,700.

ATTACHMENT 8 (CONT'D)

BORROWER: SHELF DRILLING

ENDING BALANCE DUE 2,871,570.

ENDING FAIR MARKET VALUE 2,871,570.

BORROWER: WALL STREET SYSTEMS INC

ENDING BALANCE DUE 3,867,240.

ENDING FAIR MARKET VALUE 3,867,240.

BORROWER: CONFIE SEGUROS

ENDING BALANCE DUE 10,598,234.ENDING FAIR MARKET VALUE 10,598,234.

BORROWER: JIMMY SANDERS

ENDING BALANCE DUE 12,004,572.ENDING FAIR MARKET VALUE 12,004,572.

ATTACHMENT 8 (CONT'D)

BORROWER: ALON US

ENDING BALANCE DUE 2,102,292.

ENDING FAIR MARKET VALUE 2,102,292.

BORROWER: TOMKINS

ENDING BALANCE DUE 2,444,081.

ENDING FAIR MARKET VALUE 2,444,081.

ATTACHMENT 8 (CONT'D)

BORROWER: FPC HOLDINGS

ENDING BALANCE DUE 5,710,268.ENDING FAIR MARKET VALUE 5,710,268.

BORROWER: ENDURANCE INTERNATIONAL

ENDING BALANCE DUE 2,886,000.ENDING FAIR MARKET VALUE 2,886,000.TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 126,955,575.TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 126,955,575.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID FEDERAL TAXES	412,764.	412,764.
TOTALS	<u>412,764.</u>	<u>412,764.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
APPLE INC	544,310.	544,310.
ANADARKO PETROLEUM CORP	3,269,763.	3,269,763.
CHARTER COMMUNICATION	1,416,433.	1,416,433.
CSX CORP	705,432.	705,432.
DELL INC	2,855,368.	2,855,368.
HALLIBURTON CO	3,381,356.	3,381,356.
JOHNSON & JOHNSON	2,239,728.	2,239,728.
JPMORGAN CHASE & CO	1,466,556.	1,466,556.
MCP-JPM	560,894.	560,894.
MEDTRONIC INC	1,052,750.	1,052,750.
MEAD JOHNSON NUTRITION CO	2,623,951.	2,623,951.
OCCIDENTAL PETROLEUM CORP	2,147,998.	2,147,998.
PHILIP MORRIS INTERNATIONAL	5,390,643.	5,390,643.
ATLAS PIPELINE PARTNERS LP	1,880,430.	1,880,430.
ATLAS ENERGY LP	2,018,299.	2,018,299.
ENBRIDGE ENERGY PARTNERS LP	4,062,800.	4,062,800.
EL PASO PIPELINE PARTNERS LP	2,314,460.	2,314,460.
ENTERPRISE PRODUCTS PARTNERS	3,628,100.	3,628,100.
ENERGY TRANSFER PARTNERS LP	3,642,870.	3,642,870.
MPLX LP	3,391,050.	3,391,050.
MARKWEST ENERGY PARTNERS LP	1,550,400.	1,550,400.
PLAINS ALL AMERICAN PIPELINE L	7,033,580.	7,033,580.
SANDRIDGE MISSISSIPPIAN TRUST	5,722,001.	5,722,001.
WESTERN GAS PARTNERS LP	1,468,800.	1,468,800.
WILLIAMS PARTNERS LP	8,909,250.	8,909,250.
TOTALS	<u>73,277,222.</u>	<u>73,277,222.</u>

ATTACHMENT 11FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VERISURE HOLDING AB 8.750%	2,738,358.	2,738,358.
VERISURE HOLDING AB 8.75%	4,432,154.	4,432,154.
AMO ESCROW CORP	878,625.	878,625.
ATKORE INTERNATIONAL INC 9.875	1,010,600.	1,010,600.
CFG HOLD LTD / CFG FINM LLC	4,737,850.	4,737,850.
CITIGROUP INC CVAR	1,021,070.	1,021,070.
CDR DB SUB INC 7.75%	472,800.	472,800.
DAVE & BUSTERS INC 11.00%	4,113,517.	4,113,517.
FORBES ENERGY SERVICES 9.000%	3,841,943.	3,841,943.
GFI GROUP INC 8.375%	1,588,500.	1,588,500.
GRD HOLDING III CORP 10.750%	9,128,880.	9,128,880.
GOLDMAN SACHS CAPITAL II FLT	915,350.	915,350.
HECKMANN CORP 9.875%	6,033,775.	6,033,775.
IDQ HOLDINGS INC 11.5%	1,607,040.	1,607,040.
INTERACTIVE DATA CORP 10.25%	6,287,375.	6,287,375.
INTERPUBLIC GROUP COS	2,363,345.	2,363,345.
JPMORGAN CHASE & CO	866,335.	866,335.
LEGEND ACQUISITION SUB 10.750%	3,594,820.	3,594,820.
MCP INC 10.00%	3,744,900.	3,744,900.
MOLYCORP INC	2,242,662.	2,242,662.
MONITRONICS INTERNATIONAL 9.12	102,500.	102,500.
99 CENTS ONLY STORES	8,567,100.	8,567,100.
OPTIMA SPECIALTY STEEL 12.5%	5,074,520.	5,074,520.
PNC FINANCIAL SERVICES FLT	893,364.	893,364.
PRUDENTIAL FINANCIAL INC	4,011,120.	4,011,120.
PRUDENTIAL FINANCIAL INC FLT	871,309.	871,309.
ROOFING SUPPLY / FINANCE 10%	1,644,240.	1,644,240.
ROUGH RIDER ESCROW INC	4,128,880.	4,128,880.
SITEL LLC	243,530.	243,530.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 11 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING</u>	<u>ENDING</u>
	<u>BOOK VALUE</u>	<u>FMV</u>
SPL LOGISTICS ESCROW	514,670.	514,670.
SHELF DRILL HOLD LTD 8.625%	3,867,240.	3,867,240.
SUMMIT MATERIALS LLC	4,459,420.	4,459,420.
SYNCREON GLOBAL IRE	5,788,600.	5,788,600.
SYNCREON GLOBAL US	495,430.	495,430.
DURATION BOND FD	50,982,896.	50,982,896.
TOTALS	<u>153,264,718.</u>	<u>153,264,718.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SWAPTIONS	120,591.	120,591.
ASSET BACKED SECURITIES	8,135,109.	8,135,109.
CUMULATIVE PREFERRED	16,939,297.	16,939,297.
EXCHANGE TRADED FUNDS	184,202,404.	184,202,404.
MUTUAL FUNDS	254,743,262.	254,743,262.
FUTURES	-1,064,617.	-1,064,617.
FIRSTMARK CAPITAL PR EQ	180,106.	180,106.
GSO CAPITAL SOLUTIONS PR EQ	20,834,391.	20,834,391.
GSO LIQUIDITY OVERSEAS PR EQ	5,657,044.	5,657,044.
OAKHILL EUROPEAN STRATEGIC PR	3,207,974.	3,207,974.
OAK TREE PRIVATE EQUITY	18,852,583.	18,852,583.
TB INVESTORS II PR EQ	2,760,842.	2,760,842.
TB INVESTORS LP PR EQ	76,781.	76,781.
WSW BUYOUT FUND PR EQ	96,060.	96,060.
LISTED OPTIONS	1,210,349.	1,210,349.
CREDIT DEFAULT SWAP	103,498.	103,498.
TOTALS	<u>516,055,674.</u>	<u>516,055,674.</u>

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER CURRENT ASSETS	230.	230.
TOTALS	<u>230.</u>	<u>230.</u>

ATTACHMENT 14FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
INVESTMENT IN SHORTS	22,681,610.
TOTALS	<u>22,681,610.</u>

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS TO CONT. ENT. STATEMENT

CONTROLLED ENTITY'S NAME: AF CAYMAN
CONTROLLED ENTITY'S ADDRESS: PO BOX 309, UGLAND HOUSE
CITY, STATE & ZIP: GRAND CAYMAN
FOREIGN COUNTRY: CAYMAN ISLANDS
EIN: 98-0581594
TRANSFER AMOUNT:
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:

THE ANSCHUTZ FOUNDATION

74-2316617

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CHRISTIAN P. ANSCHUTZ 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 8.00	20,000.	0	0
ELIZABETH A. BROWN 1727 TREMONT STREET DENVER, CO 80202	PRESIDENT / DIRECTOR 20.00	71,667.	8,497.	0
DONALD J. HOPKINS 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR - NOMINAL	0	0	0
PAMELA S. KALSTROM 1727 TREMONT STREET DENVER, CO 80202	ASSISTANT VP - NOMINAL	0	0	0
DARLA D DESAUTELS 1727 TREMONT STREET DENVER, CO 80202	ASST SECRETARY - NOMINAL	0	0	0
TIMOTHY T. BROWN 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 8.00	12,500.	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHRISTOPHER W. HUNT 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 8.00	0	0	0
THOMAS G. KUNDERT 1727 TREMONT STREET DENVER, CO 80202	ASST TREASURER - NOMINAL	0	0	0
PHILIP F ANSCHUTZ 1727 TREMONT STREET DENVER, CO 80202	CHAIRMAN / DIRECTOR 8.00	20,000.	0	0
NANCY P ANSCHUTZ 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 8.00	20,000.	0	0
CANNON Y HARVEY 1727 TREMONT STREET DENVER, CO 80202	VP/DIRECTOR - NOMINAL	0	0	0
CRAIG D SLATER 1727 TREMONT STREET DENVER, CO 80202	SEC/TREAS/DIRECTOR - NOMINAL	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
M LAVOY ROBISON 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 40.00	125,000.	11,250.	0
SARAH A HUNT 1727 TREMONT STREET DENVER, CO 80202	VICE PRESIDENT / DIRECTOR 8.00	20,000.	99.	0
TED E HARMS 1727 TREMONT STREET DENVER, CO 80202	EXECUTIVE DIRECTOR 40.00	189,167.	13,051.	0
	GRAND TOTALS	478,334.	32,897.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
MEGAN W. ROSENZWEIG 1727 TREMONT PLACE DENVER, CO 80202	ACCOUNTANT 40.00	73,998.	8,742. 0
LISA RUCKER 1727 TREMONT PLACE DENVER, CO 80202	PROGRAM OFFICER 40.00	58,843.	3,603. 0
	TOTAL COMPENSATION	132,841.	12,345. 0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
CAMBRIDGE ASSOCIATES LLC 100 SUMMER STREET BOSTON, MA 02110	INVESTMENT ADVISOR	233,628.
TOTAL COMPENSATION		<u>233,628.</u>

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

SEE ATTACHED SCHEDULE

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

► **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).**

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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-12,031,327.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	-12,031,327.

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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	14,799,098.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	14,799,098.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		-12,031,327.
14	Net long-term gain or (loss):			
a	Total for year	14a		14,799,098.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		2,767,771.

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

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** in 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 Schedule D Tax Worksheet in 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 Schedule D Tax Worksheet in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	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)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23.	25	
26	Subtract line 25 from line 24.	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

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.

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a ST STOCK HELD BY TOWERBROOK INVESTORS II					399.
ST STOCK HELD BY FIRST STATE INVESTMENTS					-336,525.
ST STOCK HELD BY OAKTREE PRINCIPAL FUND V					-15,121.
ST STOCK HELD BY SILCHESTER					-34,253.
ST STOCK HELD BY NEWPORT ASIA					-1,395,373.
ST STOCK HELD BY WELLINGTON TRUST					-1,011,503.
TOTAL ST ASSET BACKED SECURITIES					-63,517.
TOTAL ST CORPORATE BONDS					946,381.
TOTAL SOVEREIGN BONDS					-1,622,455.
TOTAL CREDIT DEFAULT SWAP					-2,975,702.
TOTAL CUMULATIVE PREFERRED					487.
TOTAL DEPOSITORY RECEIPT					-80,598.
TOTAL EQUITY					-5,999,036.
TOTAL PREFERRED EQUITY					338,496.
TOTAL EQUITY UNIT					856,703.
TOTAL ST EXCHANGE TRADED FUNDS					-624,377.
TOTAL FUTURES					-5,551,041.
TOTAL LISTED OPTIONS					1,971,387.
TOTAL ST LOANS					2,764,036.
TOTAL ST MUTUAL FUNDS					556,927.
OTHER					17,484.
TOTAL ST BOND FUNDS - ST					35,857.
ST STOCK HELD BY PROSHARES ULTRASHORT EURO					-3,889.
GAIN FROM DISPOSAL OF SANDRIDGE PERMIAN TRUST					193,906.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -12,031,327.

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

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

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

(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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a LT STOCK HELD BY TOWERBROOK INVESTORS LP					154,868.
LT STOCK HELD BY TOWERBROOK INVESTORS II					725,095.
LT STOCK HELD BY WSW BUYOUT FUND					-58,192.
LT STOCK HELD BY FIRST STATE INVESTMENTS ASIA					97,300.
LT STOCK HELD BY OAKTREE PRINCIPAL FUND V					60,878.
LT STOCK HELD BY OAKTREE PRINCIPAL FUND V AIF (DEL					711.
LT STOCK HELD BY SILCHESTER INTERNATIONAL					-409,797.
LT STOCK HELD BY NEWPORT ASIA					-413,171.
LT STOCK HELD BY WELLINGTON TRUST COMPANY					278,030.
TOTAL LT ASSET BACKED SECURITIES					-193,823.
TOTAL LT CORPORATE BONDS					1,262,467.
TOTAL LT EXCHANGE TRADED FUNDS					11,859,196.
TOTAL LT LOANS					-23,393.
TOTAL LT MUTUAL FUNDS					1,398,442.
TOTAL ST BOND FUNDS - LT					64,425.
LT STOCK HELD BY PROSHARES ULTRASHORT EURO					-5,834.
GAIN FROM DISPOSAL OF OCH-ZIFF					1,896.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					14,799,098.

Schedule D-1 (Form 1041) 2011

Substantiation of Exercise of Expenditure Responsibility

The Anschutz Foundation

TIN: 74-2316617

Tax Year Ended 11/30/2012

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 8020	\$3,302,082	Various	General Operating Support	\$ 3,302,082	No	Monthly	N/A
2. Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 8020	\$505,000	Various	General Operating Support	\$ 505,000	No	Monthly	N/A
3. Libby Anschutz Brown Foundation 1727 Tremont Place Denver, CO 80202	\$280,000	Various	General Operating Support	\$ 280,000	No	Monthly	N/A
4. The Christian P. Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$254,000	Various	General Operating Support	\$ 254,000	No	Monthly	N/A
5. Hunt Family Foundation 1727 Tremont Place Denver, CO 80202	\$50,000	6/21/2010	General Operating Support	\$ 50,000	No	Monthly	N/A
6. American Museum of Western Art - The Anschutz Collection 1727 Tremont Place Denver, CO 80202	\$1,916,848	6/21/2010	General Operating Support	\$ 1,916,848	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

Organization Name	Organization Address	Amount	Program Area
A Christian Ministry in the National Parks	9185 East Kenyon Avenue, Suite 230 Denver, CO 80237	\$10,000	Religious and Related Activities
A Plus	Denver, CO	\$50,000	Education
Access Housing, Inc	6978 Colorado Boulevard Commerce City, CO 80022	\$20,000	Health and Human Services
ACT on Drugs	13945 Dahlia Street Thornton, CO 80602	\$66,000	Rehab/Mental Illness
Adams County Education Consortium	12200 Pecos Street, Suite 100 Westminster, CO 80234	\$50,000	Education
The Adoption Exchange	14232 E. Evans Avenue Aurora, CO 80014	\$30,000	Community Services
Alliance Defending Freedom	15100 N. 90th Street Scottsdale, AZ 85260-9898	\$50,000	Religious and Related Activities
Alliance for Choice in Education	1201 East Colfax, #302 Denver, CO 80218	\$650,000	Education
Allied Arts Foundation	1015 N Broadway Ave Ste 200 Oklahoma City, OK 73102	\$20,000	Arts, Culture and Museums
Alpha USA	2275 Half Day Road, Suite 185 Bannockburn, IL 60015	\$900,000	Religious and Related Activities
Alternatives for Youth	24 Ninth Avenue Longmont, CO 80501	\$10,000	Rehab/Mental Illness
Alternatives Pregnancy Center	1440 Blake Street, Suite 200 Denver, CO 80202	\$10,000	Health and Human Services
Alzheimer's Association - Colorado Chapter	455 Sherman St #500 Denver, CO 80203	\$45,000	Health and Human Services
Alzheimer's Association of Oklahoma & Arkansas	3555 NW 58th St, Suite 220 Oklahoma City, OK 73112	\$25,000	Health and Human Services
America Scores Denver	4900 W. 29th Ave Denver, CO 80212	\$905	Sports Foundations
American Diabetes Association - Colorado	2480 West 26th Ave., Suite 120B Denver, CO 80211	\$10,000	Community Services
American Enterprise Institute for Public Policy Research	1150 Seventeenth Street, N.W Washington, D.C 20036-4670	\$350,000	Public Policy
American Jewish Committee	Philadelphia/Southern New Jersey 30 South 15th Street, Site 801 Philadelphia, PA 19102	\$10,000	Community Services
American Legislative Exchange Council	1101 Vermont Avenue, NW, 11th Floor Washington, DC 20005	\$25,000	Public Policy
American Lung Association in Colorado	5600 Greenwood Plaza Blvd., Suite 100 Greenwood Village, CO 80111	\$10,000	Health and Human Services
American Museum of Natural History	Central Park West at 79th Street New York City, NY 10024	\$20,000	Arts, Culture and Museums
The American Museum of Western Art	1727 Tremont Place Denver, CO 80202	\$1,916,848	American Museum of West Art

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Organization Name	Organization Address	Amount	Program Area
The American Spectator Foundation, Inc.	1611 N. Kent St., Suite 901 Arlington, VA 22209	\$15,000	Public Policy
Organization Name	Organization Address	Amount	Program Area
Americans for Prosperity Foundation	1726 M Street NW 10th Floor Washington, DC 20036	\$15,000	Public Policy
America's Future Foundation	1513 16th St NW Washington, D C 20036	\$15,000	Public Policy
Arapahoe House	8801 Lipan Street Thornton, CO 80260	\$180,000	Rehab/Mental Health
Arc Thrift Stores	12345 W Alameda Parkway, Suite 111 Lakewood, CO 80228	\$100,000	Community Services
Arrupe Jesuit High School	4343 Utica St. Denver, CO 80212	\$50,000	Education
Arthritis Foundation, Oklahoma Chapter	710 W Wilshire Blvd, Suite 101 Oklahoma City, OK 73116	\$25,000	Health and Human Services
ArtReach	3400 West 38th Ave, Suite 200 Denver, CO 80211	\$5,000	Arts, Culture and Museums
Arvada Community Food Bank	8555 W 57th Avenue Arvada, CO 80002	\$50,000	Health and Human Services
Assistance League of Denver	1400 Josephine Street Denver, CO 80206-2213	\$5,000	Community Services
Assistant Coach	3050 Josephine Street Denver, CO 80205	\$15,000	Sports Foundations
Atlas Preparatory School	1602 S. Murray Blvd Colorado Springs, CO 80916	\$100,000	Education
Augustana Arts, Inc	5000 E Alameda Avenue Denver, CO 80246-8104	\$35,000	Arts, Culture and Museums
Aurora Community Connection	1646 Elmira St. #200 Aurora, CO 80010	\$10,000	Community Services
Aurora Mental Health Center	11059 E Bethany Drive, Suite 200 Aurora, CO 80014	\$10,000	Health and Human Services
Ballet Nouveau Colorado	3001 Industrial Lane, #12 Broomfield, CO 80020	\$10,000	Community Services
Bayaud Enterprises	333 West Bayaud Avenue Denver, CO 80223	\$50,000	Community Services
Belay Enterprises Inc.	4455 E. 46th Avenue Denver, CO 80216	\$20,000	Community Services
Bessie's Hope (Rainbow Bridge)	P.O. Box 12675 Denver, CO 80212-0675	\$10,000	Community Services
Bicycle Colorado	1525 Market Street, Suite 100 Denver, CO 80202	\$10,000	Community Services
Biennial of the Americas	1515 Wyncoop Suite 200 Denver, CO 80202	\$150,000	Community Services
Big Brothers Big Sisters of Colorado, Inc	1391 North Speer Boulevard, Suite 450	\$200,000	Community Services

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Organization Name	Organization Address	Amount	Program Area
	Denver, CO 80204		
BikeDenver	1536 Wynkoop St., Box 801 Denver, CO 80202	\$15,000	Community Services
Boots and Pearls -	P O Box 124	\$1,000	Community Services
Boy Scouts of America -	10455 W 6th Avenue, Suite 100	\$75,000	Community Services
Denver Area Council	Denver, CO 80215		
Boy Scouts of America	3031 NW 64th St.	\$29,000	Community Services
Last Frontier Council	Oklahoma City, OK 73116		
Organization Name	Organization Address	Amount	Program Area
Boys and Girls Club of Oklahoma County	3535 N Western Ave. Oklahoma City, OK 73118	\$25,000	Community Services
Boys and Girls Clubs of Metro Denver	Program Support Center 2017 West 9th Avenue Denver, CO 80204	\$3,575,000	Community Services
Breakthrough Kent Denver	4000 E Quincy Avenue Englewood, CO 80113	\$45,000	Education
Brent Eley Foundation (Brent's Place)	11980 East 16th Avenue Aurora, CO 80010	\$50,000	Health and Human Services
Brothers Redevelopment Inc.	2250 Easton Street Garden Level, Suite B Denver, CO 80214	\$25,000	Community Services
Bryant Webster ECE - 8 -	3635 Quivas Street Denver, CO 80211	\$2,000	Education
Foundations for Great Schools			
Butterfly Pavilion	6252 West 104th Avenue Westminster, CO 80020	\$20,000	Arts, Culture and Museums
Calm Waters	4334 NW Expressway, Ste 101 Oklahoma City, OK 73116	\$10,000	Community Services
Cancer Support Community	P O. Box 100544 Denver, CO 80250	\$25,000	Health and Human Services
Cancer Support Community	P.O. Box 100544 Denver, CO 80250	-\$25,000	Health and Human Services
Capital Research Center	1513 16th Street N.W. Washington, DC 20036-1480	\$15,000	Public Policy
Carbon County United Way	215 W. Buffalo Carbon Bldg #381 Rawlins, WY 82301	\$5,000	Community Services
Carin' Clinic	5150 Allison Street Arvada, CO 80002	\$10,000	Health and Human Services
Carson J Spencer Foundation	450 Lincoln Street Suite 100 Denver, CO 80203	\$155,000	Rehab/Mental Health
CASA of Adams & Broomfield Counties	1100 Judicial Center Drive Brighton, CO 80601-0763	\$10,000	Health and Human Services
CASA of Jefferson and Gilpin Counties	100 Jefferson County Pkwy #1536 Golden, CO 80401	\$5,000	Health and Human Services

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Organization Name	Organization Address	Amount	Program Area
Catholic Charities and Community Services of the Archdiocese of Denver	4045 Pecos Street Denver, CO 80211	\$75,000	Health and Human Services
Catholic Charities of Colorado Springs	228 North Cascade Ave. Colorado Springs, CO 80903	\$100,000	Health and Human Services
Catholic Charities of Oklahoma City	1501 N Classen Blvd Oklahoma City, OK 73106	\$25,000	Health and Human Services
Center for American Values, Inc	101 S. Main St Suite, 100 Pueblo, CO 81003	\$135,000	Public Policy
The Center for Education Reform	910 17th Street, NW, Suite 1120 Washington, DC 20006	\$25,000	Education
Center for Hearing Speech & Lang	4280 Hale Parkway Denver, CO 80220	\$20,000	Health and Human Services
Center for Union Facts	1090 Vermont Avenue, NW Suite 800 Washington, DC 20005	\$45,000	Public Policy
Organization Name	Organization Address	Amount	Program Area
Central City Opera House Association	400 S. Colorado Blvd. Suite 530 Village of Glendale Denver, CO 80246	\$25,000	Arts, Culture and Museums
CEO Forum, Inc.	640 Chapel Hills Drive Colorado Springs, CO 80920	\$40,000	Public Policy
Challenge Denver	4130 Tejon Street, Suite A Denver, CO 80211	\$20,000	Community Services
A Chance to Change Foundation	5228 Classen Circle Oklahoma City, OK 73118	\$25,000	Rehab/Mental Health
Charter School Growth Fund	350 Interlocken Boulevard, Suite 390 Broomfield, CO 80021	\$500,000	Education
Cheyenne Mountain Zoological Society	42510 Cheyenne Mtn Zoo Rd. Colorado Springs, CO 80906	\$250,000	Community Services
Child Advocates, Denver CASA	1420 Ogden Street, Suite A1 Denver, CO 80218	\$50,000	Community Services
Children of Peace International	P.O. Box 2911 Loveland, CO 80539	\$10,000	Health and Human Services
Children's Diabetes Foundation at Denver	4380 South Syracuse Street, Suite 430 Denver, CO 80237	\$20,000	Health and Human Services
Children's Hospital Colorado Foundation	Anschutz Medical Campus 13123 East 16th Avenue, B045 Aurora, CO 80045	\$200,000	Health and Human Services
Children's Hospital Foundation Oklahoma	800 Research Parkway, Suite 150 Oklahoma City, OK 73104	\$10,000	Health and Human Services
Children's Hospital Foundation Oklahoma	800 Research Parkway, Suite 150 Oklahoma City, OK 73104	\$35,000	Health and Human Services
Children's Museum of Denver	2121 Children's Museum Drive Denver, CO 80211	\$20,000	Arts, Culture and Museums
The Children's Treehouse Foundation	50 S Steele Street, Suite 430 Denver, CO 80209	\$30,000	Health and Human Services

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Organization Name	Organization Address	Amount	Program Area
The Christian and Missionary Alliance	8595 Explorer Drive Colorado Springs, CO 80920	\$10,000	Religious and Related Activities
The Christian Film & Television Commission	1151 Avenida Acaso Camarillo, CA 93012	\$25,000	Religious and Related Activities
Christian P. Anschutz Foundation	1727 Tremont Place Denver, CO 80202	\$254,000	Family Foundations
Christian Union	240 Nassau Street Princeton, NJ 08542	\$25,000	Religious and Related Activities
Christmas Connection	P.O. Box 891020 Oklahoma City, OK 73189	\$10,000	Community Services
Church of the Ascension - Denver	600 Gilpin St. Denver, CO 80218	\$5,000	Religious and Related Activities
Church World Service	4130 Tejon, Suite B Denver, CO 80211-1813	\$10,000	Health and Human Services
CIA Officers Memorial Foundation	205 Van Buren Street, Suite 450-A Herndon, VA 20170	\$100,000	Public Safety/Military
Citizens Caring for Children	730 W. Wilshire Creek Blvd. Oklahoma City, OK 73116	\$25,000	Community Services
City Arts Center	3000 General Pershing Boulevard Oklahoma City, OK 73107	\$5,000	Arts, Culture and Museums
Organization Name	Organization Address	Amount	Program Area
City Year	287 Columbus Avenue Boston, MA 02116	\$125,000	Education
cityWILD	P.O. Box 883 Denver, CO 80201	\$10,000	Community Services
The Claremont Institute	937 West Foothill Blvd., Suite E Claremont, CA 91711	\$50,000	Public Policy
Coastal Georgia Historical Society	1626 Frederica Road, Suite 201 St. Simmons Island, GA 31522	\$25,000	Conservation
Colfax Community Network	P.O. Box 202373 Denver, CO 80220	\$20,000	Health and Human Services
College of Coastal Georgia Foundation	3700 Altama Avenue Brunswick, GA 31520	\$25,000	Education
College Summit Inc	1201 E. Colfax Ave. Suite 301 Denver, CO 80218	\$50,000	Education
Colorado "I Have A Dream" Foundation	1836 Grant St Denver, CO 80203	\$50,000	Education
Colorado Academy	3800 So. Pierce Street Denver, CO 80235	\$55,000	Education
Colorado Alliance for Drug Endangered Children	2000 West 120th Avenue, Suite 12 Denver, CO 80234	\$20,000	Community
Colorado Association of Funders	600 South Cherry Street, Suite 1200 Denver, CO 80246	\$11,000	Community Services
Colorado Ballet	1278 Lincoln St. Denver, CO 80203	\$30,000	Arts, Culture and Museums

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Organization Name	Organization Address	Amount	Program Area
Colorado Bright Beginnings	730 Colorado Blvd., #202 Denver, CO 80206	\$25,000	Community Services
Colorado Center for Nonprofits	4130 Tejon Street Denver, CO 80211	\$50,000	Community Services
Colorado Children's Campaign	1580 Lincoln Street, Suite 420 Denver, CO 80203	\$50,000	Community Services
Colorado Coalition for the Homeless	2111 Champa Street Denver, CO 80205	\$1,000,000	Health and Human Services
Colorado Council for Economic Education	3443 South Galena Street, Suite 190 Denver, CO 80231	\$25,000	Education
Colorado Criminal Justice Reform Coalition	1212 Mariposa St., Suite 6 Denver, CO 80204	\$15,000	Community Services
Colorado Cross Disability Coalition	655 Broadway, Suite 775 Denver, CO 80203	\$40,000	Community Services
Colorado Emergency Preparedness Partnership	444 Sherman Street Denver, CO 80203	\$100,000	Public Safety/Military
Colorado League of Charter Schools	725 South Broadway, Suite 7 Denver, CO 80209	\$100,000	Education
Colorado Legacy Foundation	1660 Lincoln Street, Suite 2720 Denver, CO 80203	\$50,000	Education
Colorado Meth Project	11880 Upham Street, Suite F Broomfield, CO 80020	\$250,000	Rehab/ Mental Health
Colorado Mountain College Foundation	PO Box 1763 Glenwood Springs, CO 81602	\$50,000	Education
Colorado Neurological Institute	701 East Hampden Avenue, Suite 415 Englewood, CO 80113-2759	\$10,000	Health and Human Services
Organization Name	Organization Address	Amount	Program Area
Colorado Nonprofit Association - Colorado Collaboration Award	455 Sherman Street, Suite 207 Denver, CO 80203-4494	\$5,000	Community Services
Colorado Public Radio	7409 South Alton Court Centennial, CO 80112	\$10,000	Education
Colorado Springs Fine Arts Center	30 West Dale Street Colorado Springs, CO 80903	\$25,000	Arts, Culture and Museums
Colorado Springs Sports Corporation	1631 Mesa Avenue, Suite E Colorado Springs, CO 80906	\$30,000	Sports Foundations
Colorado Springs Teen Court, Inc	c/o Municipal Court Building PO Box 2169 Colorado Springs, CO 80901	\$10,000	Community Services
Colorado State University	410 Seventeenth Street, Suite 2440 Denver, CO 80202	\$170,000	Education
Colorado Succeeds	1201 E. Colfax Avenue, Suite 201 Denver, CO 80218 Denver, CO 80202	\$150,000	Education
Colorado UpLift	3914 King Street Denver, CO 80211	\$300,000	Education

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Organization Name	Organization Address	Amount	Program Area
Colorado Youth at Risk	PO box 13410 Denver, CO 80201	\$25,000	Education
Colorado Youth Outdoors	209 E. 4th Street Loveland, CO 80537	\$20,000	Community Services
The Columbus Foundation	1234 East Broad Street Columbus, OH 43205	\$75,000	Concern for Others Fund
Common Sense Media	650 Townsend Street, Suite 435 San Francisco, CA 94103-6221	\$50,000	Community Services
Community Credit Counseling Services	2009 Wadsworth Blvd, Suite 200 Lakewood, CO 80214	\$10,000	Community Services
Community First Foundation	6870 W 52nd Avenue, Suite 103 Arvada, CO 80002	\$50,000	Community Services
Community First Foundation	6870 W 52nd Avenue, Suite 103 Arvada, CO 80002	\$2,500	Community Services
Community Foundation for the National Capital Region		\$75,000	Community Services
Community Leadership Academy	6880 Holly Street Commerce City, CO 80022	\$8,000	Education
Foundations for Great Schools			
Community Literacy Centers	5131 N. Classen Circle, Suite 204 Oklahoma City, OK 73118	\$7,500	Community Services
The Community Partnership for Child Development	2330 Robinson Street Colorado Springs, CO 80904	\$20,000	Community Services
Concerts for Kids	1616 17th Street, Suite 462 Denver, CO 80202	\$50,000	Community Services
Conscious Alliance	2525 Arapahoe Avenue, Suite #E4-182 Boulder, CO 80302	\$25,000	Community Services
Coping Well	316 Dexter St. Denver, CO 80220	\$5,000	Health and Human Services
Corbett Medical Foundation	P.O. Box 343 Saratoga, WY 82331	\$5,000	Health and Human Services
Organization Name	Organization Address	Amount	Program Area
Country Music Hall of Fame and Museum	222 Fifth Avenue South Nashville, TN 37203	\$50,000	Arts, Culture and Museums
Creative Oklahoma	133 W Main St #100 Oklahoma City, OK 73102	\$25,000	Education
Crossroads of the Rockies	2707 W. Mississippi Avenue Denver, CO 80219	\$20,000	Community Services Services
CU School of Ophthalmology (Lion's Eye Institute)	Department of Ophthalmology Mail Stop F731 1675 N. Ursula Street P.O. Box 6510 Aurora, CO 80045	\$200,000	Health Care Facilities
Cultural Office of the Pikes Peak Region (COPPeR)	P.O. Box 190 Colorado Springs, CO 80901	\$25,000	Arts, Culture and Museums
David Horowitz Freedom Center	14148 Magnolia Blvd, Suite 103	\$10,000	Public Policy

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Organization Name	Organization Address	Amount	Program Area
	Sherman Oaks, CA 91423		
Deane Elementary School-	580 South Hailan Street	\$5,000	Education
Foundations for Great Schools	Lakewood, CO 80226		
The Delores Project	P.O. Box 1406	\$25,000	Health and Human Services
	Denver, CO 80201		
Democracy and Media	3195 11th St.	\$100,000	Public Policy
Education Foundation	Boulder, CO 80304		
Denver Academy	4400 East Iliff Avenue	\$50,000	Education
	Denver, CO 80222		
Denver Active 20-30 Children's	3445 Zuni Street	\$20,000	Community Services
Foundation	Denver, CO 80211		
Denver Art Museum	100 West 14th Avenue Parkway	\$350,000	Arts, Culture and Museums
	Denver, CO 80204		
Denver Botanic Gardens	909 York Street	\$50,000	Community Services
	Denver, CO 80206		Services
The Denver Center for	1101 13th Street	\$100,000	Arts, Culture and Museums
the Performing Arts	Denver, CO 80204		
Denver Children's Home	1501 Albion Street	\$30,000	Health and Human Services
	Denver, CO 80220		
Denver Domestic Violence	2727 Bryant Street #350	\$5,000	Community
Coordinating Council	Denver, CO 80211		Services
Denver Film Society	900 Auraria Parkway	\$25,000	Arts, Culture and Museums
	Denver, CO 80204		
Denver Health Foundation	655 Broadway, Suite 750	\$100,000	Health and Human Services
	Denver, CO 80203		
Denver Inner City Parish	1212 Mariposa Street	\$75,000	Health and Human Services
	Denver, CO 80204		
Denver Kids, Inc.	1330 Fox Street, 2nd Floor South	\$50,000	Education
	Denver, CO 80204		
Denver K-Life	5910 S University Blvd.	\$10,000	Religious and Related Activities
	C-18, Suite 201		
	Greenwood Village, CO 80121		
Denver Leadership Foundation	5500 East Yale Avenue, Suite 100	\$2,500	Religious and Related Activities
	Denver, CO 80222		
Denver Museum of Nature & Science	2001 Colorado Blvd	\$1,000,000	Arts, Culture and Museums
	Denver, CO 80205		
Denver Police Activities League	12410 W. Bayaud Ave	\$20,000	Community
	Denver, CO 80223		Services
Organization Name	Organization Address	Amount	Program Area
Denver Public Library Friends	10 W Fourteenth Ave Pkwy	\$10,000	Community
Foundation	Denver, CO 80204		Services
Denver Public Schools Foundation	900 Grant Street, Suite 503	\$285,000	Education
	Denver, CO 80203		
Denver Rescue Mission	3501 E. 46th Avenue	\$100,000	Health and Human Services
	Denver, CO 80216		

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Organization Name	Organization Address	Amount	Program Area
Denver Scholarship Foundation	303 East Seventeenth Ave , Suite 200 Denver, CO 80203	\$50,000	Education
Denver School of Science and Technology - Foundations for Great Schools	2000 Valentia Street Denver, CO 80238	\$10,000	Education
The Denver Street School	P.O. Box 140069 Denver, CO 80214	\$30,000	Education
Denver Urban Gardens	3377 Blake Street, Suite 113 Denver, CO 80205	\$70,000	Community Services
Denver Urban Ministries (Denum)	1717 E. Colfax Avenue Denver, CO 80218	\$20,000	Health and Human Services
Denver Urban Scholars (formerly Byrne Urban Scholars (BUS))	720 S. Colorado Blvd, Suite 450-5 Denver, CO 80246	\$25,000	Education
Doctors Care	609 W. Littleton Blvd, Suite 100 Littleton, CO 80120	\$30,000	Health and Human Services
Doctors Without Borders	333 Seventh Ave, Second Floor New York, NY 10001-5004	\$10,000	Health and Human Services
Donors Trust	109 North Henry Street Alexandria, VA 22314	\$100,000	Public Policy
Douglas/Elbert Task Force	1638 Park Street Castle Rock, CO 80109	\$5,000	Community Services
The Dove Foundation	4467 Byron Center Ave SW, Suite D Wyoming, MI 49519	\$5,000	Religious and Related Activities
Dress for Success Denver	1510 N. High St., 2nd Floor Denver, CO 80218	\$25,000	Community Services
East Elementary School	5933 South Fairfield Street Littleton, CO 80120	\$7,000	Education
Foundations for Great Schools	1750 14th Street, Suite D Santa Monica, CA 90404	\$30,000	Community Services
Echoes of Hope	2543 California Denver, CO 80205	\$50,000	Education
Education Reform Now	1250 Welton St. Denver, CO 80204-2197	\$30,000	Education
Emily Griffith Foundation Inc.	P.O. Box 888 Fairfax, VA 22030	\$15,000	Public Policy
Enough is Enough	14460 E. 50th Ave Denver, CO 80239	\$20,000	Education
Environmental Learning for Kids (ELK)	3401 Pecos Street Denver, CO 80211	\$20,000	Education
Escuela de Guadalupe	1730 M Street, NW Suite 910 Washington, DC 20036	\$20,000	Public Policy
Ethics and Public Policy Center (EPPC)	3050 Richard Allen Court Denver, CO 80205	\$50,000	Education
Excel Institute	15001 East Oxford Avenue Aurora, CO 80014	\$50,000	Rehab/Mental Health
Excelsior Youth Centers, Inc.			
Organization Name	Organization Address	Amount	Program Area

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Organization Name	Organization Address	Amount	Program Area
Executive Women Int'l Business Career Development Scholarship Program	515 South 700 East, Suite 2E Salt Lake City, UT 84102	\$10,000	Community Services
Families First Inc	2163 S. Yosemite Street Denver, CO 80231	\$25,000	Health and Human Services
Family Advocacy, Care, Education, Support	1325 South Colorado Blvd, Suite B-509 Denver, CO 80222	\$40,000	Community Services
Family Medical Clinics	825 E Pikes Peak Ave., Bldg 29 Colorado Springs, CO 80903	\$10,000	Health and Human Services
Family Research Council	801 G Street NW Washington, DC 20001	\$10,000	Public Policy
Family Star	2246 Federal Boulevard Denver, CO 80211	\$30,000	Education
Family Time Training	5511 S. Youngfield Street Littleton, CO 80127	\$10,000	Religious and Related Activities
Family Tree Inc	3805 Marshall Street, #100 Wheat Ridge, CO 80033	\$50,000	Health and Human Services
Father Woody's Haven of Hope	1101 W. 7th Avenue Denver, CO 80204	\$20,000	Health and Human Services
FBI Denver Citizens' Academy Alumni Association, Inc	175 S Eudora St. Denver, CO 80246	\$35,000	Public Safety/Military
The Federalist Society for Law & Public Policy Studies	1015 18th St, NW suite 425 Washington, DC 20036	\$20,000	Public Policy
Feed the Children, Inc	P O Box 36 Oklahoma City, OK 73101-0036	\$50,000	Health and Human Services
Financial Education and Economic Transformation Center	12474 East Wesley Avenue Aurora, CO 80014	\$10,000	Education
First Descents	767 Santa Fe Drive Denver, CO 80204	\$35,000	Community Services
First Judicial District Bar Association Legal Assistance Program	10155 West Kentucky Dr., Suite 5 Lakewood, CO 80226	\$5,000	Community Services
The First Tee Metropolitan Oklahoma City	P.O. Box 2381 Oklahoma City, OK 73101	\$30,000	Community Services
The First Tee of Denver	2500 York Street Denver, CO 80205	\$10,000	Community Services
Fisher DeBerry Foundation	8235 Loganwood court Colorado Springs, CO 80919	\$10,000	Community Services
Florence Crittenton Services	55 South Zuni Street Denver, CO 80223	\$25,000	Education
Focus Points Family Resource Center	2501 East 48th Avenue Denver, CO 80216	\$20,000	Community Services
Food Bank of the Rockies	10700 East 45th Avenue Denver, CO 80239	\$500,000	Health and Human Services
Fostering Hope Foundation	111 S Tejon Street, Suite 112 Colorado Springs, CO 80903	\$15,000	Community Services

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Organization Name	Organization Address	Amount	Program Area
Foundation Fighting Blindness	6252 S. Elmira Circle E Englewood, CO 80111	\$15,000	Health and Human Services
Foundation for a Better Life	1801 Broadway, Suite 260 Denver, CO 80202	\$3,302,082	Public Service Messages-Values
Foundation for Educational Excellence	1445 Market Street, Suite 350 Denver, CO 80202	\$500,000	Community Services
Organization Name	Organization Address	Amount	Program Area
Freedom Service Dogs	2000 West Union Avenue Englewood, CO 80110	\$15,000	Community Services
FreedomWorks Foundation	400 North Capitol Street, NW, Suite 765 Washington, DC 20001-1564	\$40,000	Public Policy
Fremont Regional Hospice	1439 Main Street Canon City, CO 81212	\$5,000	Health and Human Services
Friends First, Inc	P.O. Box 270302 Littleton, CO 80127	\$10,000	Community Services
Friends for Youth	5500 E. Yale Avenue Denver, CO 80222	\$25,000	Community Services
Friends of Cheyenne Canon	P O. Box 60275 Colorado Springs, CO 80960	\$30,000	Conservation
Friends of the Denver Fire Department	1415 Larimer Square Denver, CO 80202	\$30,000	Public Safety/Military
Friends of the West Custer	P O Box 689 Westcliffe, CO 81252	\$2,500	Community Services
County Library District Inc.			
The Fund for American Studies	1706 New Hampshire Avenue NW Washington, DC 20009	\$10,000	Public Policy
The Gathering Place	1535 High Street Denver, CO 80218	\$100,000	Health and Human Services
Get Smart Schools	2543 California St Denver, CO 80205	\$100,000	Education
Girl Scouts Western Oklahoma	6100 N Robinson Oklahoma City, OK 73118	\$10,000	Community Services
Girls Athletic Leadership Schools - Foundations for Great Schools	200 South University Blvd Denver, CO 80209	\$5,000	Education
Girls Athletic Leadership Schools (GALS)	200 South University Blvd Denver, CO 80209	\$25,000	Education
Girls Incorporated of Metro Denver	1499 Julian Street Denver, CO 80204	\$20,000	Community Services
Girls on the Run of the Rockies	515 Albion Street Denver, CO 80220	\$10,000	Sports Foundations
Global Down Syndrome Foundation	3300 E. First Avenue, Suite 390 Denver, CO 80206	\$50,000	Health and Human Services
Go For It! Institute	7120 East Orchard Road, Suite 400 Centennial, CO 80111	\$50,000	Education
God Behind Bars	129 W. Lake Mead Pkwy, Ste #21 Henderson, NV 89015	\$50,000	Religious and Related Activities

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Organization Name	Organization Address	Amount	Program Area
Goodwill Industries of Colorado Springs	2320 W. Colorado Ave. Colorado Springs, CO 80934	\$150,000	Community
Goodwill Industries of Denver	6850 Federal Boulevard Denver, CO 80221	\$50,000	Community Services
Grace Christian Church	P.O. Box 1008 Fort Collins, CO 80522	\$5,000	Religious and Related Activities
Graland Country Day School	30 Birch St Denver, CO 80220	\$25,000	Education
Grand Canyon Unified School District	Box 519 - 1 Boulder Street Grand Canyon, AZ 86023	\$15,000	Community Services
Greenhouse Scholars	1881 9th St, Suite 200 Boulder, CO 80302	\$50,000	Education
Greenwood ECE-8 School	5310 Durham Court Denver, CO 80239	\$5,000	Education
Foundations for Great Schools			
Organization Name	Organization Address	Amount	Program Area
Growing Home	3489 W 72nd Ave., Suite 112 Westminster, CO 80030	\$40,000	Health and Human Services
H.O.P.E. Longmont	PO Box 756 Longmont, CO 80502	\$10,000	Health and Human Services
Habitat for Humanity of Metro Denver	3245 Eliot Street Denver, CO 80211	\$370,000	Community Services
Hands of the Carpenter	1455 Ammons St., Suite 201 Lakewood, CO 80214	\$10,000	Community Services
Harm Reduction Action Center	733 Santa Fe Drive Denver, CO 80204	\$5,000	Rehab/Mental Health
The Heartland Institute	19 South LaSalle Street, Suite 903 Chicago, IL 60603	\$10,000	Public Policy
Heartline	P.O. Box 12832 Oklahoma City, OK 73157	\$20,000	Health and Human Services
The Heritage Foundation	214 Massachusetts Avenue, NE Washington, DC 20002	\$100,000	Public Policy
Highline Community Church	6325 S University Blvd Centennial, CO 80121	\$20,000	Religious and Related Activities
Hillsdale College	33 East College St. Hillsdale, MI 49242-9989	\$50,000	Education
His Love Fellowship	910 Kalamath Denver, CO 80204	\$10,000	Religious and
Historic Elitch Gardens Theatre Foundation	4655 West 37th Avenue, Suite 105 Denver, CO 80212	\$10,000	Community
Hollywood Prayer Network	1763 N Gower St. Hollywood, CA 90028	\$15,000	Religious and Related Activities
Home Depot Center Charitable Foundation	18400 Avalon Blvd., Suite 100 Carson, CA 90746	\$10,000	Community
The Home Front Cares	P.O. Box 38516 Colorado Springs, CO 80937-8516	\$75,000	Public Safety/Military

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SCHEDULE OF GRANTS PAID

Organization Name	Organization Address	Amount	Program Area
Hope House of Colorado	P.O. Box 740568 Aurora, CO 80006	\$12,000	Community Services
Horatio Alger Association of Distinguished Americans, Inc	99 Canal Center Plaza Alexandria, VA 22314	\$55,000	Education
Horizons Student Enrichment Program	3800 South Pierce Street Denver, CO 80235	\$25,000	Education
Hunger Free Colorado	2222 S Albion St #360 Denver, CO 80222	\$100,000	Health and Human Services
Hunt Family Foundation	2155 East Hawthorne Place Denver, CO 80206	\$50,000	Family Foundations
In the Arena	P.O. Box 381513 Cambridge, MA 02138	\$30,000	Sports Foundations
Independence Institute	727 E. 16th Ave Denver, CO 80203	\$149,300	Public Policy
Infant Crisis Services, Inc	4224 N Lincoln Blvd.	\$35,000	Community
Initiatives in Art and Culture	333 East 57th Street, Suite 13B New York, NY 10022	\$10,000	Arts, Culture and Museums
Institute for Children's Mental Disorders	Mailstop F546 P.O. Box 6508 Aurora, CO 80045	\$25,000	Health and Human Services
Organization Name	Organization Address	Amount	Program Area
Institute for Humane Studies	3301 N. Fairfax Drive Suite 440 Arlington, VA 22201	\$10,000	Public Policy
Institute for Justice	901 N Glebe Road, Suite 900 Arlington, VA 22203	\$25,000	Public Policy
Integrus Jim Thorpe Rehabilitation Hospital	4219 S. Western Ave Oklahoma City, OK 73109	\$15,000	Health and Human Services
Intercollegiate Studies Institute, Inc.	F.M. Kirby Campus 3901 Centerville Road Wilmington, DE 19807-0431	\$25,000	Public Policy
International Hearing Dog, Inc.	5901 East 89th Avenue Henderson, CO 80640	\$10,000	Community Services
International Yacht Restoration School	449 Thames Street Newport, RI 02840	\$10,000	Education
Invest in Kids	1775 Sherman Street, Suite 2075 Denver, CO 80203	\$30,000	Community Services
Jewish Family Service of Colorado	3201 South Tamarac Dr., Suite 200 Denver, CO 80231	\$150,000	Education
John Lynch Foundation	PO Box 172247 Tampa, FL 33672	\$15,000	Community Services
Junior Achievement Inc.	1445 Market St, Suite 200 Denver, CO 80202	\$100,000	Education
Juvenile Law Society	250 South Humboldt Denver, CO 80209	\$10,000	Community Services

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Organization Name	Organization Address	Amount	Program Area
Karis Community	1361 Detroit St Denver, CO 80206	\$35,000	Rehab/Mental Health
The Kempe Foundation	The Gary Pavilion at The Children's Hospital Anschutz Medical Campus 13123 E. 16th Avenue, B390 Aurora, CO 80045	\$75,000	Health and Human Services
Kids at Their Best (The Production Company)	P.O. Box 305 Wiggins, CO 80654	\$10,000	Community Services
KidsTek	P.O. Box 693 Englewood, CO 80151	\$40,000	Education
Kings Care Foundation	Toyota Sports Center 555 North Nash Street El Segundo, CA 90245	\$12,000	Health and Human Services
KIPP Colorado Schools	375 South Tejon Street Denver, CO 80223	\$50,000	Education
KIPP Colorado Schools - Foundations for Great Schools	375 South Tejon Street Denver, CO 80223	\$3,000	Education
The Kitchen Community	1035 Pearl Street, Suite 227 Boulder, CO 80302	\$150,000	Community Services
Landmark Legal Foundation	19415 Deerfield Avenue, Suite 312 Leesburg, VA 20176	\$40,000	Public Policy
Laradon	5100 Lincoln St. Denver, CO 80216	\$25,000	Community Services
Latin American Educational Foundation	561 Santa Fe Drive Denver, CO 80204	\$15,000	Community Services
LDS Philanthropies	Joseph Smith Memorial Building 2E 15 E Temple Salt Lake City, UT 84150-6911	\$225,000	Health and Human Services
Organization Name	Organization Address	Amount	Program Area
The Leadership Institute	1101 North Highland St. Arlington, VA 22201	\$10,000	Public Policy
The Legacy Foundation	400 Locust Street, Suite 330 Des Moines, IA 50309	\$100,000	Public Policy
Libby Anschutz Brown Foundation	1727 Tremont Place Denver, CO 80202	\$280,000	Family Foundations Foundations
Life Quest Military Transitions	6125 Omaha Blvd Colorado Springs, CO 80915	\$25,000	Public Safety/Military
Loretto Community (Sisters of Loretto)	4000 South Wadsworth Boulevard Littleton, CO 80123	\$5,000	Religious and Related Activities
Lost and Found Inc.	6700 W 44th Ave. Wheat Ridge, CO 80033	\$15,000	Rehab/Mental Health
Love Hope Strength Foundation	P.O. Box 13290 Denver, CO 80201	\$15,000	Health and Human Services
Lutheran Family Services Rocky Mountains	363 Harlan St Suite 200 Denver, CO 80226	\$100,000	Health and Human Services

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Organization Name	Organization Address	Amount	Program Area
Make A Wish Foundation of Colorado	7951 E. Maplewood Avenue, Suite 126 Greenwood Village, CO 80111	\$20,000	Health and Human Services
Manhattan Institute for Policy Research	52 Vanderbilt Avenue New York, NY 10017	\$100,000	Public Policy
Mapleton Education Foundation	591 E 80th Avenue Denver, CO 80229	\$30,000	Education
Meadows Park Community Center	1401 Recreation Way Colorado Springs, CO 80905	\$25,000	Community Services
Meals on Wheels Fort Collins	1217 E Elizabeth #11 Fort Collins, CO 80524	\$10,000	Health and Human Services
Meals on Wheels of Boulder	909 Arapahoe Ave., Suite 121 Boulder, CO 80302-5752	\$10,000	Community
Media Research Center	325 S Patrick St. Alexandria, VA 22314-3580	\$15,000	Public Policy
Mental Health America of Colorado	1385 S Colorado Blvd., Suite 610 Denver, CO 80222	\$75,000	Rehab/Mental Health
Mental Health Center of Denver	4141 E Dickenson Place Denver, CO 80222	\$1,000,000	Rehab/Mental Health
Mercatus Center Inc.	3301 N. Fairfax Drive, Suite 450 Arlington, VA 22201	\$10,000	Public Policy
Mercy and Sharing	210 N. Mill Street, Suite 201 Aspen, CO 81611	\$104,000	Health and Human Services
Mercy Housing Mountain Plains (Mercy Housing Colorado)	1999 Broadway, Suite 1000 Denver, CO 80202	\$25,000	Health and Human Services
Metro CareRing	1100 E. 18th Avenue Denver, CO 80203	\$5,000	Community Services
Metro Community Provider Network	3701 South Broadway Englewood, CO 80113	\$20,000	Health and Human Services
Metro Denver Lemonade Day	2460 W. 26th Ave #380C Denver, CO 80211	\$20,000	Community Services
Mile High Down Syndrome Assn.	3515 South Tamarac Drive, Suite 320 Denver, CO 80237	\$20,000	Community
Mile High Ministries	2330 W. Mulberry Place Denver, CO 80204	\$300,000	Health and Human Services
Mile High Montessori Early Learning Centers	1780 Marion Street Denver, CO 80218	\$20,000	Education
Organization Name	Organization Address	Amount	Program Area
Mile High Squash	PO Box 40160 Denver, CO 80204	\$100,000	Community Services
Mile High United Way	2505 18th Street Denver, CO 80211-3939	\$310,000	Community Services
Mile High Youth Corps (MHYC)	1801 Federal Blvd. Denver, CO 80204	\$20,000	Community Services
Minds Matter of Los Angeles	19360 Rinaldi Street, Suite 705 Porter Ranch, CA 91326	\$10,000	Community Services

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Organization Name	Organization Address	Amount	Program Area
Mission America Coalition	PO Box 13930 Palm Desert, CA 92255	\$30,000	Religious and Related Activities
Missions Ministries	7501 Village Square Dr., Suite 205 Castle Rock, CO 80108	\$10,000	Religious and Related Activities
Monarchs Care Foundation	555 Elm Street Manchester, NH 03101-2509	\$5,000	Sports Foundations
Montview Elementary School - Partnership for Great Schools	2055 Moline Street Aurora, CO 80010	\$7,000	Education
MOPS International Inc.	2370 S. Trenton Way Denver, CO 80231-3822	\$10,000	Religious and Related Activities
Morality in Media Inc.	1100 G Street #1030 Washington, DC 20005	\$30,000	Public Policy
Mount Saint Vincent Home	4159 Lowell Boulevard Denver, CO 80211	\$25,000	Health and Human Services
Mountain Area Land Trust	P.O. Box 4063 Evergreen, CO 80437	\$5,000	Conservation
Mountain Peace Shelter	P O Box 836 Bailey, CO 80421	\$15,000	Community Services
Mountain States Legal Foundation	2596 South Lewis Way Lakewood, CO 80227	\$60,000	Public Policy
The Mr. Holland's Opus Foundation	4370 Tujunga Avenue, Suite 330 Studio City, CA 91604	\$10,000	Education
Museum of Contemporary Art Denver	1485 Delgany Street Denver, CO 80202	\$50,000	Arts, Culture and Museums
MyCollege Foundation	1621 18th St, Suite 30 Denver, CO 80202	\$50,000	Community Services
Myriad Gardens Foundation	100 Myriad Gardens Oklahoma City, OK 73102	\$25,000	Community Services
National Association of Counsel for Children	13123 East 16th Avenue, B390 Aurora, CO 80045	\$30,000	Health and Human Services
National Center for Policy Analysis	12770 Coit Rd. Suite 800 Dallas, TX 75251	\$15,000	Public Policy
National Chamber Foundation	1615 H Street, N.W Washington, DC 20062-200	\$500,000	Public Policy
National Christian Foundation	11625 Rainwater Drive, Suite 500 Alpharetta, GA 30009	\$20,000	Religious and Related Activities
National Council on Teacher Quality	1420 New York Ave, NW, Suite 800 Washington, DC 20005	\$25,000	Public Policy
National Cowboy & Western Heritage Museum Inc	1700 NE 63rd Street Oklahoma City, OK 73111	\$100,000	Arts, Culture and Museums
National Forest Foundation	Building 27, Suite 3 Fort Missoula Road Missoula, MT 59804	\$50,000	Conservation
Organization Name	Organization Address	Amount	Program Area
National Jewish Health	1400 Jackson Street	\$25,000	Education

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Organization Name	Organization Address	Amount	Program Area
	Denver, CO 80206		
National Park Foundation	1201 Eye Street, NW Suite 550B Washington, DC 20005	\$50,000	Conservation
National Parks Conservation Association	1300 19th Street, N.W., Suite 300 Washington, D C 20036	\$60,000	Conservation
National Prayer Committee, Inc	P.O. Box 15616 Colorado Springs, CO 80935-5616	\$10,000	Religious and Related Activities
National Right to Work Legal Defense Foundation, Inc.	8001 Braddock Road Springfield, VA 22160	\$75,000	Public Policy
National Sports Center for the Disabled	Sports Authority Field at Mile High 1801 Mile High Stadium Circle, Suite 1500 Denver, CO 80204	\$25,000	Sports Foundations
The Navigators	P O. Box 6000 Colorado Springs, CO 80934	\$50,000	Religious and Related Activities
New Genesis	1680 Sherman Street Denver, CO 80203	\$50,000	Health and Human Services
NewView Oklahoma	501 North Douglas Avenue Oklahoma City, OK 73106	\$30,000	Health and Human Services
No Barriers	420 S. Howes, Suite B300 Fort Collins, CO 80521	\$20,000	Public Safety/Military
North Metro Children's Advocacy Center	2360 W 112th Ave Northglenn, CO 80234	\$15,000	Health and Human Services
Oklahoma City Boathouse Foundation	725 S. Lincoln Blvd. Oklahoma City, OK 73129	\$52,500	Community Services
Oklahoma City Children's Center	6800 N W. 39th Expy Bethany, OK 73008	\$25,000	Health and Human Services
Oklahoma City Museum of Art	415 Couch St Oklahoma City, OK 73102	\$25,000	Arts, Culture and Museums
Oklahoma City National Memorial Foundation	620 North Harvey Avenue Oklahoma City, OK 73102	\$100,000	Community Services
Oklahoma City Philharmonic	428 West California Oklahoma City, OK 73102	\$55,000	Arts, Culture and Museums
Oklahoma Council of Public Affairs	1401 N. Lincoln Blvd. Oklahoma City, OK 73104	\$25,000	Public Policy
Oklahoma Medical Research Foundation	825 N.E. 13th Street Oklahoma City, OK 73104	\$100,000	Health and Human Services
One Simple Voice	4277 East Iliff Avenue Denver, CO 80222	\$20,000	Religious and Related Activities
Open Door Ministries	PO Box 18018 Denver, CO 80218	\$150,000	Health and Human Services
Open World Learning	360 Acoma Street Denver, CO 80223	\$20,000	Education
Opera Colorado	695 S. Colorado Blvd., Suite 20 Denver, CO 80246-8010	\$45,000	Arts, Culture and Museums
Operation Homefront	8930 Fourwinds Drive, Suite 340	\$10,000	Public Safety/Military

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Organization Name	Organization Address	Amount	Program Area
	San Antonio, TX 78239		
Overseas Council	PO Box 17368	\$30,000	Religious and Related Activities
	Indianapolis, IN 46217-0368		
Pacific Legal Foundation	930 G Street	\$25,000	Public Policy
	Sacramento, CA 95814		
Organization Name	Organization Address	Amount	Program Area
Pacific Research Institute	One Embarcadero Center, Suite 350	\$35,000	Public Policy
For Public Policy	San Francisco, CA 94111		
Parents Television Council Inc.	707 Wilshire Blvd, Suite 2075	\$60,000	Community Services
	Los Angeles, CA 90017		
Peak Vista Community Health Centers	340 Printers Parkway	\$50,000	Health and Human Services
	Colorado Springs, CO 80910-3195		
Penrose St Francis Health Foundation	2222 N Nevada Avenue	\$25,000	Health Care Facilities
	Colorado Springs, CO 80907		
PetAid Colorado (formerly Colorado Veterinary Medical Foundation)	191 Yuma Street	\$25,000	Community Services
	Denver, CO 80223		
The Philanthropic Collaborative	805 15th Street NW, Suite 650	\$7,500	Public Policy
	Washington, DC 20005		
Philanthropy Roundtable	1730 M Street NW, Suite 601	\$150,000	Public Policy
	Washington, DC 20036		
Phoenix Multisport, Inc	4735 Walnut St., Suite C	\$35,000	Community
	Boulder, CO 80301		
Pikes Peak Community Action Agency	PO Box 2468	\$5,000	Community Services
	Colorado Springs, CO 80901		
Pikes Peak Hospice & Palliative Care	P.O. Box 417	\$75,000	Health and Human Services
	Colorado Springs, CO 80901		
Pikes Peak or Bust Rodeo Foundation	601 North Nevada Avenue	\$50,000	Public Safety/Military
	Colorado Springs, CO 80903		
Pikes Peak United Way	518 N. Nevada Ave	\$75,000	Community Services
	Colorado Springs, CO 80903		
PlatteForum	1610 Little Raven Street, Suite 135	\$10,000	Education
	Denver, CO 80202		
Playworks Denver	2121 South Oneida Street, Suite 550	\$50,000	Education
	Denver, CO 80224		
Police Foundation of Colorado Springs	10 Lake Circle	\$61,000	Public Safety/Military
	Colorado Springs, CO 80906		
Preston Ranch Ministries	3501 Road 75	\$10,000	Religious and Related Activities
	Box 44		
	Roggen, CO 80652		
Prison Fellowship Ministries	44180 Riverside Parkway	\$100,000	Religious and Related Activities
	Lansdowne, VA 20176		
Professional Association of Colorado Educators (PACE)	9800 Mount Pyramid Court, Suite 400	\$50,000	Education
	Englewood, CO 80112		
Project 127	3651 S. Colorado Blvd	\$10,000	Religious and Related Activities
	Englewood, CO 80113		

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Organization Name	Organization Address	Amount	Program Area
Project PAVE	2051 York Street Denver, CO 80205-5713	\$25,000	Community Services Services
Project Sanctuary	P.O. Box 132 Parke, CO 80134	\$20,000	Public Safety/Military
Project Voyce	2900 Downing Street, 1B Denver, CO 80205	\$40,000	Education
Promise Keepers	P.O. Box 11798 Denver, CO 80211-0798	\$20,000	Religious and Related Activities
Providence Network	801 Logan Street Denver, CO 80203	\$100,000	Health and Human Services
Public Education & Business Coalition	1244 Grant Street Denver, CO 80203	\$20,000	Education
Pueblo Cooperative Care Center	325 West 10th Street Pueblo, CO 81003	\$10,000	Health and Human Services
Organization Name	Organization Address	Amount	Program Area
Pueblo Poverty Foundation	710 Minnequa Pueblo, CO 81004	\$1,000	Community Services
pureHOPE (National Coalition for the Protection of Children & Families)	800 Compton Road, Suite 9224 Cincinnati, OH 45231	\$20,000	Religious and Related Activities
Qualistar Early Learning	3607 Martin Luther King Blvd Denver, CO 80205	\$25,000	Education
Radio America	1030 15th St. NW Washington, DC 20003	\$25,000	Public Policy
Random Acts of Kindness Foundation	801 Broadway, Suite 250 Denver, CO 80202	\$505,000	Promotion of Kindness Programs
Reach Out and Read Colorado	4380 S Syracuse St., Ste 520 Denver, CO 80237	\$25,000	Community Services
Reading Partners Colorado	6300 E. Yale Avenue Denver, CO 80222	\$25,000	Education
Rebuilding Together Metro Denver	2422 S. Trenton Way, Unit A Denver, CO 80231	\$10,000	Community Services
Regional Food Bank of Oklahoma Inc	3355 S. Purdue Oklahoma City, OK 73137	\$45,000	Community Services
Religious Alliance Against Pornography	800 Compton Road, Suite 9224	\$15,000	Religious and Related Activities
Restoration Outreach Programs	1540 Boston Street Aurora, CO 80040	\$53,000	Health and Human Services
Ricardo Flores Magon Academy - Partnership for Great Schools	5301 Lowell Blvd Westminster, CO 80221	\$8,000	Education
Ricardo Flores Magon Academy Inc.	5301 Lowell Blvd Westminster, CO 80221	\$20,000	Education
Roaring Fork Conservancy	P.O. Box 3349 Basalt, CO 81621	\$10,000	Conservation
Rocky Mountain Cancer Assistance	PO Box 6625 Denver, CO 80206	\$10,000	Health and Human Services

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Organization Name	Organization Address	Amount	Program Area
Rocky Mountain Children's Choir	4340 East Kentucky Avenue , Suite 352 Denver, CO 80246	\$10,000	Education
Rocky Mountain Children's Law Center	1325 S. Colorado Blvd., Suite 701 Denver, CO 80222	\$5,000	Health and Human Services
Rocky Mountain MicroFinance Institute	PO Box 48138 Denver, CO 80204	\$25,000	Community Services
Rocky Mountain Prep	7808 Cherry Creek S. Drive #3-301 Denver, CO 80231	\$50,000	Education
Rocky Mountain University Foundation	561 E. 1860 South Provo, UT 84606	\$25,000	Health and Human Services
Ronald McDonald House Charities of Denver, Inc	1300 East 21st Avenue Denver, CO 80205	\$40,000	Community Services
Roundup River Ranch	PO Box 8589 Avon, CO 81620	\$20,000	Community Services
Sacred Heart House of Denver	2844 Lawrence Street Denver, CO 80205	\$20,000	Health and Human Services
Saddle Up! Foundation	11152 E Daley Circle Parker, CO 80134	\$10,000	Health and Human Services
SafeHouse Denver, Inc.	1649 Downing Street Denver, CO 80218	\$60,000	Health and Human Services
Salida Regional Library	405 E Street Salida, CO 81201	\$2,500	Community Services Services
Organization Name	Organization Address	Amount	Program Area
The Salvation Army of El Paso County	910 Yuma Street Colorado Springs, CO 80909	\$80,000	Community Services
Salvation Army-Intermountain Division	1370 Pennsylvania Street Denver, CO 80203	\$500,000	Health and Human Services
Samaritan House	2301 Lawrence Street Denver, CO 80205	\$ 12,000	Health and Human Services Human
Save Our Youth	3443 W. 23rd Avenue Denver, CO 80211	\$35,000	Community Services
Science Museum Oklahoma	2100 NE 52nd St. Oklahoma City, OK 73111	\$25,000	Arts, Culture and Museums
Sea Island Foundation	P O Box 30351 Sea Island, GA 31561	\$95,100	Community Services
Second Chances LLC (formerly Baby Bud's)	168 Federal Blvd. Denver, CO 80219	\$15,000	Community Services
Second Wind Fund, Inc	13701 West Jewell Ave #251 Lakewood, CO 80228	\$75,000	Rehab/Mental Health
Seniors Inc	8950 East Lowry Blvd Denver, CO 80230	\$20,000	Community Services
Sense of Security	1385 S Colorado Blvd. Bldg A, Suite 302 Denver, CO 80222	\$10,000	Community Services
Serenity Learning Center	3400 S. Fairplay Way	\$20,000	Education

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Organization Name	Organization Address	Amount	Program Area
	Aurora, CO 80014		
Serra Club of Denver	Attn: Dick Switzer, Treasurer 7654 S. Race St. Littleton, CO 80122	\$5,000	Religious and Related Activities
Servicios de La Raza	4055 Tejon St. Denver, CO 80211	\$15,000	Health and Human Services
Sewall Child Development Center, Inc.	1360 Vine Street Denver, CO 80206	\$50,000	Education
Shiloh Home, Inc.	6400 West Coal Mine Avenue Littleton, CO 80123	\$15,000	Rehab/Mental Health
Silver Key Senior Services	2250 Bott Avenue Colorado Springs, CO 80904	\$25,000	Community Services
Sister Carmen Community Center	701 West Baseline Road Lafayette, CO 80026	\$10,000	Health and Human Services
Smart Start	1444 N W 28th Street Oklahoma City, OK 73106	\$10,000	Education
Smithsonian Institution	1000 Jefferson Drive SW 4th Floor, MRC 035 P O Box 37012 Washington, DC 20013-7012	\$25,000	Arts, Culture and Museums
SOAR Schools	4800 Telluride Street, Building 4 Denver, CO 80249	\$25,000	Education
SOS Outreach	P.O. Box 2020 Avon, CO 81620	\$40,000	Community Services
South Elementary - Foundations for Great Schools	305 South 5th Avenue Brighton, CO 80601	\$3,000	Education
Southern Virginia University	One University Hill Drive Buena Vista, VA 24416	\$10,000	Education
Special Care	12201 N Western Ave. Oklahoma City, OK 73114	\$60,000	Education
Organization Name	Organization Address	Amount	Program Area
Special Olympics Colorado	384 Inverness Parkway, Suite 100 Englewood, CO 80112	\$35,000	Sports Foundations
St Anthony Health Foundation	11600 W 2nd Pl Lakewood, CO 80228	\$25,000	Health and Human Services
St. Elizabeth's School	3605 Martin Luther King Blvd Denver, CO 80205	\$100,000	Education
St. Francis Center	2323 Curtis Street Denver, CO 80205	\$125,000	Health and Human Services
St. Simons Land Trust	PO Box 24615 1624 Frederica Road, Suite 6 St. Simons Island, GA 31522	\$250,000	Conservation
Stand for Children Colorado	1201 E. Colfax Avenue, Suite 203 Denver, CO 80218	\$50,000	Education
Staples Center Foundation	800 West Olympic Blvd - Third Floor	\$67,000	Community Services

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Organization Name	Organization Address	Amount	Program Area
	Los Angeles, CA 90015		
Starlight Children's Foundation Colorado	750 Potomac Street, Suite 101 Aurora, CO 80011	\$75,000	Community Services
Stein Elementary School - Partnership for Great Schools	80 S. Teller Street Lakewood, CO 80226	\$8,000	Education
Stephenson Cancer Center (at the University of OK)	800 NE 10th Street Oklahoma City, OK 73126	\$100,000	Health and Human Services
A Strong Tower	2959 Franklin Street Denver, CO 80202	\$15,000	Religious and Related Activities
Students for Education Reform	503 2nd Street, NE Washington, DC 20002	\$5,000	Education
Summer Scholars	3401 Quebec Street #5010 Denver, CO 80207	\$25,000	Education
Summit for Life-Chris Klug Foundation	182 Riverdown Drive Aspen, CO 81611	\$6,000	Health and Human Services
Summit Foundation, The	111A Lincoln Avenue P O Box 4000 Breckenridge, CO 80424	\$80,000	Education
Sunbeam Family Services, Inc	616 NW 21st Street Oklahoma City, OK 73103	\$35,000	Community Services
Swallow Hill Music Association	71 E. Yale Avenue Denver, CO 80210	\$10,000	Arts, Culture and Museums
Tax Foundation	2001 L Street NW, Suite 1050 Washington, DC 20036-4971	\$32,000	Public Policy
Teach For America - Colorado	1391 Speer Boulevard, Suite 710 Denver, CO 80204	\$1,000,000	Education
Teen Recovery Solutions	720 W Wilshire Blvd., Ste 101A Oklahoma City, OK 73116	\$30,000	Rehab/Mental Health
Teens4Oceans	3015 Bluff St. Boulder, CO 80301	\$5,000	Community Services
Tennyson Center for Children at Colorado Christian Home	2950 Tennyson Street Denver, CO 80212-3029	\$50,000	Health and Human Services
Thanks USA	1390 Chain Bridge Road, #260 McLean, VA 22101	\$20,000	Public Safety/Military
The Toby Keith Foundation	P.O. Box 721856 Norman, OK 73070	\$15,000	Community Services
Think Like A Genius Foundation	4950 S Yosemite F2 #200 Greenwood Village, CO 80111	\$20,000	Community Services
Organization Name	Organization Address	Amount	Program Area
Third Way Center	P O. Box 61385 Denver, CO 80206-8385	\$50,000	Health and Human Services
This I Believe	P O. Box 5031 Louisville, KY 40255-0031	\$5,000	Community Services
Tollgate Elementary - Foundations for Great Schools	701 South Kalispell Way Aurora, CO 80017	\$8,000	Education

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Organization Name	Organization Address	Amount	Program Area
Town Hall Arts Center	2450 West Main Street Littleton, CO 80120	\$10,000	Arts, Culture and Museums
Trinity United Methodist Church	1820 Broadway Denver, CO 80202	\$10,000	Religious and Related Activities
U Cause Rewards - David Clark	PO Box 736 Lyons, CO 80540	\$10,000	Community Services
United Service Organizations, Inc.	2111 Wilson Blvd., Suite 1200 Arlington, VA 22201	\$100,000	Public Safety/Military
The United States Air Force Academy Endowment	3116 Academy Drive USAF Academy, CO 80840	\$250,000	Public Safety/Military
United States Space Foundation	310 S. 14th St. Colorado Springs, CO 80906-4184	\$50,000	Community Services
United Way of Central Oklahoma	1444 NW 28th St. Oklahoma City, OK 73101	\$165,000	Community Services
University of Colorado at Colorado Springs	1420 Austin Bluffs Parkway Colorado Springs, CO 80918	\$89,304	Education
University of Colorado Foundation	1800 Grant Street, Suite 725 Denver, CO 80203	\$10,660,000	Education
University of Colorado Hospital Foundation	Mail Stop F485 12401 E 17th Ave Aurora, CO 80045	\$250,000	Health Care Facilities
University of Denver Bridge Project	2148 S High Street Denver, CO 80208	\$100,000	Education
University of Illinois Foundation	515 E. Gregory Dr Champaign, IL 61820	\$10,000	Education
University Preparatory School	2409 Arapahoe St Denver, CO 80205	\$25,000	Education
Up With People	6830 Broadway, Unit A Denver, CO 80221	\$20,000	Arts, Culture and Museums
Utah Festival Opera Company	59 South 100 West Logan, UT 84321	\$15,000	Arts, Culture
Valley School Alumni Fund Association	15700 Sherman Way Van Nuys, CA 91406	\$20,000	Education
Valley View School - Foundations for Great Schools	660 West 70th Avenue Denver, CO 80221	\$3,000	Education
Veterans Green-Jobs Alliance	2627 West 6th Ave. Denver, CO 80204	\$25,000	Community Services
Volunteers of America	2660 Larimer St Denver, CO 80205	\$165,000	Health and Human Services
Walking Mountains	P.O. Box 9469 Avon, CO 81620	\$20,000	Education
Warren Village	1323 Gilpin Street Denver, CO 80218-2552	\$50,000	Community Services
Washington Legal Foundation	2009 Massachusetts Ave. N.W. Washington, DC 20036	\$50,000	Public Policy

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Organization Name	Organization Address	Amount	Program Area
Organization Name	Organization Address	Amount	Program Area
WAYMEDIA, INC.	P.O. Box 64500 Colorado Springs, CO 80962	\$5,000	Religious and Related Activities
We Don't Waste	3560 Walnut Street, Unit A Denver, CO 80205	\$10,000	Health and Human Services
Wedgwood Circle Institute	5272 Lyngate Court, Suite 200 Burke, VA 22015	\$20,000	Arts, Culture and Museums
Weld County Fallen Officers Memorial Fund	1950 "O" Street Greeley, CO 80631	\$5,000	Public Safety/Military
West Denver Prep Charter School	1825 South Federal Boulevard Denver, CO 80219	\$250,000	Education
West Denver Prep Charter School - Partnership for Great Schools	1820 Lowell Blvd Denver, CO 80204	\$10,000	Education
Western Sustainability Exchange	PO Box 1448 Livingston, MT 59047	\$15,000	Conservation
Wet Mountain Valley Community Foundation, Inc	P.O. Box 718 Westcliffe, CO 81252	\$35,000	Community Services
Whiz Kids Tutoring	5500 East Yale Ave., Suite 101 Denver, CO 80222	\$20,000	Education
Wildflower Women's Foundation	2 W Dry Creek Circle, Suite 100 Littleton, CO 80120	\$5,000	Community Services
The Wildlife Experience	10035 South Peoria Parker, CO 80134	\$25,000	Arts, Culture and Museums
Wish of a Lifetime	1820 Blake St., Suite 200 Denver, CO 80202	\$20,000	Community Services
Work Options for Women	1200 Federal Blvd. Denver, CO 80204	\$15,000	Community Services
Wray Rehabilitation & Activities Center, Inc	PO Box 447 Wray, CO 80758	\$20,000	Community Services
Yellow Ribbon Suicide Prevention Program	P O. Box 644 Westminster, CO 80036-0644	\$25,000	Rehab/Mental Health
YMCA of Greater Oklahoma City	500 North Broadway, Suite 500 Oklahoma City, OK 73102	\$50,000	Community Services
YMCA of Metropolitan Denver	25 East 16th Avenue Denver, CO 80202	\$200,000	Community Services
Young America's Foundation	110 Elden Street Herndon, VA 20170	\$15,000	Public Policy
Young Life	420 North Cascade Ave. Colorado Springs, CO 80903	\$430,000	Religious and Related Activities
Young Philanthropists Foundation	1407 Larimer Street, Suite 200 Denver, CO 80202	\$22,000	Community Services
Youth Biz, Inc.	3280 Downing Street, Suite #C Denver, CO 80205	\$15,000	Community Services
Youth Empowerment Support Services Institute (YESS)	1029 Santa Fe Drive Denver, CO 80204	\$20,000	Education
Youth Services for Oklahoma County	201 NE 5 0th Street Oklahoma City, OK 73105	\$15,000	Community Services

THE ANSCHUTZ FOUNDATION

74-2316617

SCHEDULE OF GRANTS PAID

Organization Name	Organization Address	Amount	Program Area
Youth With A Vision	3606 W 1st Ave Denver, CO 80219	\$25,000	Education
YWCA of Oklahoma City	2460 NW 39th St Oklahoma City, OK 73112	\$50,000	Community Services
Zion National Park Foundation	Springdale, UT 84767	<u>\$10,000</u>	Conservation
	Total Grants	<u><u>\$50,341,039</u></u>	

THE ANSCHUTZ FOUNDATION

74-2316617

SCHEDULE OF GRANTS ACCRUED

Organization Name	Organization Address	Amount
Alpha USA	2275 Half Day Road, Suite 185 Bannockburn, IL 60015	\$600,000
American Red Cross - Mile High Chapter	444 Sherman Street Denver, CO 80203	\$564,000
Arapahoe House	8801 Lipan Street Thornton, CO 80260	\$150,000
Biennial of the Americas	PO Box 300382 Denver, CO 80203	\$125,000
Big Brothers Big Sisters of Colorado	1391 N. Speer Blvd, #450 Denver, CO 80204	\$200,000
Boys and Girls Club Metro Denver	2017 W. 9th Ave Denver, CO 80204	\$1,500,000
Charter School Growth Fund	350 Interlocken Blvd, Ste. 390 Broomfield, CO 80021	\$1,500,000
City Year	789 Sherman St, #400 Denver, CO 80203	\$250,000
Colorado Academy	3800 S. Pierce Street Denver, CO 80235	\$100,000
Colorado Emergency Prep Partnership	444 Sherman Street Denver, CO 80203	\$100,000
Craig Hospital	3425 S Clarkson Street Englewood, CO 80113	\$1,000,000
Cultural Office of the Pikes Peak Region	PO Box 190 Colorado Springs, CO 80901	\$50,000
Denver Art Museum	100 W 14th Ave Pkwy Denver, CO 80204	\$800,000
Denver Public Schools Foundation	900 Grant Street, Suite 503 Denver, CO 80203	\$1,750,000
Denver Zoological Foundation	2300 Steele Street Denver, CO 80205	\$1,000,000
Food Bank of the Rockies	10700 E. 45th Avenue Denver, CO 80239	\$500,000
Hillsdale College	33 E. College Street Hillsdale, MI 49242	\$100,000
Horation Alger Association of Distinguished Americans	99 Canal Center Plaza, Suite 320 Alexandria, VA 22314	\$65,000
KidsTek	PO Box 693 Englewood, CO 80151	\$40,000
Los Angeles Galaxy Foundation	18400 Avalon Blvd, Ste 200 Carson, CA 90746	\$ 5,000
Pikes Peak Hospice	2550 Tenderfoot Hill Street Colorado Springs, CO 80906	\$ 75,000

THE ANSCHUTZ FOUNDATION

74-2316617

SCHEDULE OF GRANTS ACCRUED

Organization Name	Organization Address	Amount
Samaritan House	2301 Lawrence Street Denver, CO 80205	\$30,000
Sea Island Foundation	P.O. Box 30351 Sea Island, GA 31561	\$79,900
Teach for America	1391 Speer Blvd, Ste 710 Denver, CO 80204	\$1,000,000
University of Colorado Foundation - PIPES	1800 Grants Street, Suite 725 Denver, CO 80203	\$92,429
CU School of Ophthalmology	13001 E. 17th Place, Building 500 Aurora, CO 80045	\$200,000
Lion's Eye Institute	12348 East Montview Boulevard Denver, CO 80045	\$300,000
CU Center for Women's Health Research	12348 East Montview Boulevard Denver, CO 80045	\$300,000
CU Foundation (Leeds)	4740 Walnut Street Boulder, CO 80301	\$1,500,000
US Air Force Academy Endowment	3116 Academy Dr, Ste 200 USAF Academy, CO 80840	\$250,000
West Denver Prep Charter School	1825 South Federal Boulevard Denver, CO 80219	\$250,000
Youth Empowerment Support Services	1029 Santa Fe Drive Denver, CO 80204	\$20,000
Total Grants Payable		<u>\$14,196,329</u>

GRANTS ACCRUED IN CURRENT YEAR:

Grants Payable at 11/30/12	\$14,196,329
Grants Payable at 11/30/11:	<u>\$12,446,733</u>
	<u>\$1,749,596</u>

The Anschutz Foundation
EIN: 74-2316617
Tax Year Ended: 11/30/2012
Amended Form 990 PF

Amended Explanation Statement:

The Anschutz Foundation's 990-PF for the tax year ended 11/30/2012 is being amended to correct net investment income that was incorrectly calculated and reported on the original return. The net investment income originally included subpart F income of \$4,894,437, pursuant to §951, IRC, from AF Cayman, a wholly owned Cayman Islands subsidiary of the Foundation. The subpart F income originally included gain of \$1,932,334 that was calculated as a distribution in excess of basis, pursuant to §731, relative to ownership of GSO Royal Financing Parent LLC, a partnership in which AF Cayman held a minority interest.

The basis in the partnership interest in GSO Royal Financing Parent LLC was originally based upon the partnership's K-1 capital account roll forward, which did not show the taxpayer as making any capital contributions. However, AF Cayman actually purchased its interest in GSO Royal Financing Parent LLC on May 30, 2008 for \$27,634,886 from an outside party (see Assignment Agreement attached). The purchase price created basis in the partnership, which had been inadvertently excluded from AF Cayman's original calculations of basis in the partnership. When the additional basis from the partnership interest purchased is added into AF Cayman's calculation of its tax basis capital in GSO Royal Financing Parent LLC, AF Cayman had sufficient tax basis capital to absorb distributions without creating gains pursuant to §731 (see attached Basis Schedule Reconciliation). As AF Cayman did have enough basis in the partnership to receive these distributions without creating gain, the subpart F income reported by AF Cayman to the Foundation pursuant to §951, IRC was overstated by \$1,932,334. We are filing an amended return to correct this calculation.

The number reported on Page 1 Part I Line 4 Column B has changed from \$38,862,054 to \$36,929,720, due to an adjustment on Form 5471 Schedule H Line 2h, this number is used in the calculation and adjusts Schedule H Lines 3, 5a and 5c, as well as Schedule I Lines 1 and 6, and Schedule J Lines 2a, 3 and 4, resulting in a difference of (\$1,932,334). This adjustment decreases Page I Part I Column B Lines 12 and 27b by the same amount. The corrected number on Line 27b is then multiplied by 1% and reported on Page 3 Part V Line 6 resulting in a change of (\$19,323). This adjustment also decreases Page 3 Part V Line 7, Page 4 Part VI Lines 1, 3 and 5, Page 8 Part XI Lines 2a, 2c, Part XII line 5, and Page 9 Line 6f by the same amount. Page 8 Part XI Lines 3, 5, 7, Part XII Line 6, and Page 9 Part XIII line 1, are in turn increased by this \$19,323.

We are requesting a refund for the amount listed on Page 4 Part VI Line 11 of \$19,323. This amount takes into consideration the amount previously refunded and originally credited to the estimated tax liability for the 11/31/2013 tax year.

ASSIGNMENT AGREEMENT

ASSIGNMENT AGREEMENT, dated as of May 30, 2008 (this "Agreement") between GSO Origination Funding Partners LP (the "Assignor") and AF Cayman (the "Assignee")

WHEREAS, the Assignor owns a limited liability company interest (the "Interest") in GSO Royal Financing Parent LLC, a limited liability company organized under the laws of Delaware (the "Company"), by virtue of a Limited Liability Company Agreement dated as of April 15, 2008 (as amended from time to time, the "LLC Agreement").

WHEREAS, the Assignor wishes to assign, transfer and set forth over to the Assignee a portion of its Interests representing 3.51% of the total interests in the Company as of the date hereof (the "Transferred Interest"), and

WHEREAS, the Assignee is willing to accept such assignment

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto hereby agree as follows:

1 The Assignee hereby delivers to Assignor and Assignor hereby accepts from Assignee, \$27,634,886 representing full payment for the Transferred Interest and Assignor as beneficial owner of the Transferred Interest, hereby conveys, grants, transfers and assigns to the Assignee effective as of the date hereof, the Transferred Interest and all rights and obligations accruing to the Assignor by virtue of owning the Interest

2 The Assignor hereby represents and warrants to the Assignee and to the Company that the Assignor owns the Transferred Interest being assigned hereby free and clear of all liens, claims and encumbrances, except any which may exist pursuant to the LLC Agreement

3. Each of the Assignor and the Assignee does hereby agree to indemnify and hold harmless the Company, the managers of the Company and each member, employee or agent thereof (collectively, the "Indemnified Persons") for any and all liability, loss, cost or expense, and claims therefore, including, without limitation, reasonable counsel fees, which the Indemnified Persons may suffer or incur as a result of or in any way arising out of or relating to any matters in connection with this Agreement, including, without limitation, any claim of any creditor or other claimant of the Assignor or otherwise.

4. In addition, each of the Assignor and the Assignee does hereby release and forever discharge the Indemnified Persons from any and all claims, debts, liabilities, demands, obligations, costs, expenses, actions and causes of action, of every nature, character and description, known or unknown which each of the Assignor and the Assignee owns and holds, or has at any time heretofore owned or held, or may at any time own or hold, by reason of any matter, cause or thing whatsoever occurred, done, omitted or suffered to be done with respect to, or arising out of, this Agreement.

5. This Agreement shall be governed by and subject to all of the terms and conditions of the LLC Agreement and all amendments adopted subsequent thereto, and the Assignee hereby agrees to be bound by all of the provisions of the LLC Agreement and all such amendments thereto.

7. This Agreement may be signed in one or more counterparts, each of which shall be deemed an original, but all of which when taken together shall be deemed to be one and the same instrument.

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GSO ORIENTATION FUNDING
PARTNERS LP

By Gso Capital Partners LP

By _____

Name George Fan

Title Chief Legal Officer

ASSIGNEE:

AF CAYMAN

By LaVoy Robison

Name LaVoy Robison

Title Director

CONSENTED TO:

MANAGERS

GSO ROYAL FINANCING PARENT LLC

By Matt Quigley

Name Matt Quigley

Title Manager

By George Fan

Name George Fan

Title Manager

AF Cayman's Tax Basis in GSO**As Amended**

Fiscal Year	2008	2009	2010	2011
Beginning Basis	0	29,818,144	30,634,998	2,094,803
Capital Contributed	27,634,886	-	-	-
Taxable Income	2,183,258	816,854	3,101,845	300
Distributions	-	-	(31,642,040)	-1932634
731 Gain	-	-	-	-
Nondeductible Expenses	-	-	-	-
Total for Year	29,818,144	816,854	(28,540,195)	(1,932,334)
EOY TAX BASIS	29,818,144	30,634,998	2,094,803	162,469

As Originally Reported

Fiscal Year	2008	2009	2010	2011
Beginning Basis	0	2,183,258	3,000,112	-
Capital Contributed	-	-	-	-
Taxable Income	2,183,258	816,854	3,101,845	300
Distributions	-	-	(31,642,040)	-1932634
731 Gain	-	-	25,540,083	1,932,334
Nondeductible Expenses	-	-	-	-
Total for Year	2,183,258	816,854	(3,000,112)	-
EOY TAX BASIS	2,183,258	3,000,112	-	-

Note that the basis schedule shown above, as originally filed, incorrectly did not pick up the original 2009 investment of \$27,634,886. Gain in excess of basis should not have been included in income.