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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

2012

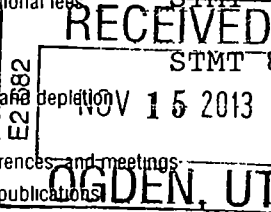
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation GILL FOUNDATION		A Employer identification number 84-1264186
Number and street (or P O box number if mail is not delivered to street address) 2215 MARKET STREET	Room/suite	B Telephone number 303-292-4455
City or town, state, and ZIP code DENVER, CO 80205		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 222,817,729. (Part I, column (d) must be on cash basis)	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,073,100.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,975.	1,975.		STATEMENT 1
	4 Dividends and interest from securities	1,891,861.	2,311,009.		STATEMENT 2
	5a Gross rents	21,195.	21,195.		STATEMENT 3
	b Net rental income or (loss)	21,195.			
	6a Net gain or (loss) from sale of assets not on line 10	16,214,047.			
	b Gross sales price for all assets on line 6a	45,735,843.			
	7 Capital gain net income (from Part IV, line 2)		11,620,943.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	30,911.	433,878.		STATEMENT 4	
12 Total Add lines 1 through 11	19,233,089.	14,389,000.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	976,790.	6,122.		1,043,006.
	14 Other employee salaries and wages	1,703,145.	64,079.		1,836,318.
	15 Pension plans, employee benefits	729,091.	19,188.		681,508.
	16a Legal fees STMT 5	89,442.	0.		97,763.
	b Accounting fees STMT 6	64,552.	0.		59,302.
	c Other professional fees STMT 7	2,379,554.	1,165,745.		610,884.
	17 Interest		4,019.		
	18 Taxes STMT 8	10,180.	5,940.		2,586.
	19 Depreciation and depletion	221,271.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	464,420.	0.		443,882.
	22 Printing and publications	51,396.	0.		11,817.
	23 Other expenses STMT 9	1,022,422.	0.		915,851.
	24 Total operating and administrative expenses. Add lines 13 through 23	7,712,263.	1,265,093.		5,702,912.
	25 Contributions, gifts, grants paid	15,504,537.			14,168,500.
26 Total expenses and disbursements. Add lines 24 and 25	23,216,800.	1,265,093.		19,871,412.	
27 Subtract line 26 from line 12	<3,983,711.>				
a Excess of revenue over expenses and disbursements		13,123,907.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1,573,484.	1,716,861.	1,716,861.
	2	Savings and temporary cash investments		7,864,341.	5,834,485.	5,834,485.
	3	Accounts receivable ▶ 484.				
		Less allowance for doubtful accounts ▶	405.	484.	484.	
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	52,724.	77,649.	77,649.	
	10a	Investments - U.S. and state government obligations STMT 11	7,945,171.	5,099,736.	5,099,736.	
	b	Investments - corporate stock				
	c	Investments - corporate bonds STMT 12	6,329,854.	8,258,542.	8,258,542.	
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 13	196,010,174.	195,946,142.	195,946,142.	
	14	Land, buildings, and equipment basis ▶ 7,519,904.				
		Less accumulated depreciation ▶ 2,206,805.	7,557,924.	5,313,099.	5,313,099.	
	15	Other assets (describe ▶ STATEMENT 14)	307,993.	570,731.	570,731.	
	16	Total assets (to be completed by all filers)	227,642,070.	222,817,729.	222,817,729.	
	17	Accounts payable and accrued expenses	914,499.	686,566.		
	18	Grants payable	1,604,000.	1,400,060.		
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 15)	282,000.	273,000.		
	23	Total liabilities (add lines 17 through 22)	2,800,499.	2,359,626.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒				
	24	Unrestricted	224,841,571.	220,458,103.		
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☐				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances	224,841,571.	220,458,103.			
31	Total liabilities and net assets/fund balances	227,642,070.	222,817,729.			

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	224,841,571.
2	Enter amount from Part I, line 27a	2	<3,983,711.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	9,000.
4	Add lines 1, 2, and 3	4	220,866,860.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	408,757.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	220,458,103.

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 SALE OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b SEE ATTACHMENT B	P	VARIOUS	VARIOUS
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 10,220,564.		10,099,695.	120,869.
b			11,500,074.
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))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a			120,869.
b			11,500,074.
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	11,620,943.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2011	20,599,145.	230,843,089.	.089234
2010	15,914,734.	181,073,699.	.087891
2009	12,401,318.	138,299,738.	.089670
2008	13,457,527.	183,098,960.	.073499
2007	11,974,118.	196,368,785.	.060978

2 Total of line 1, column (d)	2	.401272
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	.080254
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	217,269,248.
5 Multiply line 4 by line 3	5	17,436,726.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	131,239.
7 Add lines 5 and 6	7	17,567,965.
8 Enter qualifying distributions from Part XII, line 4	8	19,998,905.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	131,239.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	131,239.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	131,239.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 372,395.	7	422,395.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c 50,000.	9	
d Backup withholding erroneously withheld	6d	10	291,156.
7 Total credits and payments Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ Refunded ☐	291,156.		

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 instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	

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)

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)

13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address ► WWW.GILLFOUNDATION.ORG

14. The books are in care of ► LAURIE MEILI, CFO Telephone no ► 303-292-4455
Located at ► 2215 MARKET STREET, DENVER, CO ZIP+4 ► 80205

15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year
► 15 N/A

16. At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►

16	Yes	No
		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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 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 2012)	N/A	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 2012?	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)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

If "Yes" to 6b, file Form 8870

X

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?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		976,790.	165,923.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PATRICK FLAHERTY	DIRECTOR OF POLICY ADOVACY PROGRAMS			
2215 MARKET STREET, DENVER, CO 80205	40.00	117,371.	29,063.	0.
KARLA RIKANSRUD	DIRECTOR ALLIES ENGAGEMENT			
2215 MARKET STREET, DENVER, CO 80205	40.00	113,537.	32,528.	0.
AMBER PARK	DIRECTOR EDUCATION PROGRAMS			
2215 MARKET STREET, DENVER, CO 80205	40.00	100,538.	32,226.	0.
LAURIE MEILI	DIRECTOR FINANCE & ACCOUNTING			
2215 MARKET STREET, DENVER, CO 80205	40.00	109,252.	22,741.	0.
DENISE WHINNEN	DIRECTOR CO PROGRESS			
2215 MARKET STREET, DENVER, CO 80205	40.00	97,527.	32,682.	0.
Total number of other employees paid over \$50,000				13

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SUMMIT ROCK ADVISORS		
9W 57TH STREET, NEW YORK, NY 10019	INVESTMENT ADVISORS	440,670.
INEKE MUSHOVIC CONSULTING INC	STRATEGIC CONSULTING	
2317 MAPLETON AVE, BOULDER, CO 80304	FOR MAP	250,067.
FULL GLASS CONSULTING		
780 GLENDOME CIRCLE, OAKLAND, CA 94602	MAP CONSULTING	146,668.
SEAN LUND - 10926 HUSTON ST #112, NORTH HOLLYWOOD, CA 91601	MAP CONSULTING	132,300.
CIVITAS PUBLIC AFFAIRS GROUP		
409 7TH ST. NW, STE 350, WASHINGTON, DC 20004	CONSULTING	130,809.
Total number of others receiving over \$50,000 for professional services		8

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	
SEE STATEMENT 17	1,001,562.
2	
SEE STATEMENT 18	987,121.
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	212,853,326.
b	Average of monthly cash balances	1b	7,724,591.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	220,577,917.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	220,577,917.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,308,669.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	217,269,248.
6	Minimum investment return. Enter 5% of line 5	6	10,863,462.

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	10,863,462.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	131,239.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	131,239.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,732,223.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,732,223.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10,732,223.

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	19,871,477.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	127,428.
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	19,998,905.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	131,239.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,867,666.

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.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				10,732,223.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	2,504,079.			
b From 2008	4,459,703.			
c From 2009	5,510,225.			
d From 2010	7,509,357.			
e From 2011	9,212,061.			
f Total of lines 3a through e	29,195,425.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 19,998,905.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				10,732,223.
e Remaining amount distributed out of corpus	9,266,682.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	38,462,107.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	2,504,079.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	35,958,028.			
10 Analysis of line 9				
a Excess from 2008	4,459,703.			
b Excess from 2009	5,510,225.			
c Excess from 2010	7,509,357.			
d Excess from 2011	9,212,061.			
e Excess from 2012	9,266,682.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT C	N/A		SEE ATTACHMENT C	14,168,560.
Total			3a	14,168,560.
b Approved for future payment				
SEE ATTACHMENT D	N/A		SEE ATTACHMENT D	1,400,060.
Total			3b	1,400,060.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

GILL FOUNDATION

Employer identification number

84-1264186

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

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

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

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

Special Rules☐

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

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

GILL FOUNDATION

84-1264186

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KEVIN J. MOSSIER FOUNDATION 79 WESTERN AVE N #304 SAINT PAUL, MN 55102	\$ 125,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	THE COMMUNITY FOUNDATION OF WESTERN NORTH CAROLINA PO BOX 1888 ASHEVILLE, NC 28802	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	THE DAVID A DECHMAN FOUNDATION 525 PARK AVENUE, #PHC NEW YORK, NY 10065	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	JAMES C HORMEL 19 SUTTER STREET SAN FRANCISCO, CA 94104	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	FREEDOM TO MARRY 116 W 23RD ST., STE 500 NEW YORK, NY 10011	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	H VAN AMERINGEN FOUNDATION 509 MADISON AVENUE NEW YORK, NY 10022	\$ 60,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

GILL FOUNDATION

84-1264186

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	LIBERTY HILL FOUNDATION 2121 CLOVERFIELD BLVD., SUITE 113 SANTA MONICA, CA 90404	\$ 48,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
8	THE DAVID BOHNETT FOUNDATION 245 SOUTH BEVERLY DRIVE BEVERLY HILLS, CA 90212	\$ 130,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
9	THE DAVID GEFFEN FOUNDATION 12011 SAN VICENTE BLVD, STE 606 LOS ANGELES, CA 90049	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
10	ESMOND HARMSWORTH 535 BOYLSTON STREET, SUITE 11103 BOSTON, MA 02116	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
11	FORD FOUNDATION 320 EAST 43RD STREET NEW YORK, NY 10017	\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
12	INSTITUTE OF INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017-3580	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

GILL FOUNDATION

84-1264186

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	JOHNSON FAMILY TRUST 55 EXCHANGE PLACE #404 NEW YORK, NY 10005	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
14	MONA PITTINGER-TULSA COMM FOUNDATION 7030 S. YALE SUITE 600 TULSA, OK 74136	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
15	THE PALETTE FUND INC 222 W 14TH STREET, STE 3N NEW YORK, NY 10011	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

84-1264186

[illegible]

Name of organization

Employer identification number

GILL FOUNDATION

84-1264186

Part III

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

Use duplicate copies of Part III if additional space is needed

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST AND DIVIDENDS	1,975.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,975.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST AND DIVIDENDS	1,891,861.	0.	1,891,861.
TOTAL TO FM 990-PF, PART I, LN 4	1,891,861.	0.	1,891,861.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME FROM GAF	1	21,195.
TOTAL TO FORM 990-PF, PART I, LINE 5A		21,195.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MAP CONFERENCE REGISTRATION FEES	2,310.	0.	
OTHER INCOME	8,496.	0.	
LEASE INCOME - PARKING LOT	7,288.	7,288.	
CLASS ACTION SETTLEMENTS	12,817.	12,817.	
TOTAL TO FORM 990-PF, PART I, LINE 11	30,911.	20,105.	

FORM 990-PF	LEGAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	89,442.	0.		97,763.	
TO FM 990-PF, PG 1, LN 16A	89,442.	0.		97,763.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	64,552.	0.		59,302.	
TO FORM 990-PF, PG 1, LN 16B	64,552.	0.		59,302.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PARTNERSHIP MANAGEMENT FEES	502,416.	724,852.		0.	
ADVISORY FEES	440,893.	440,893.		0.	
CONSULTING FEES	1,436,245.	0.		610,884.	
TO FORM 990-PF, PG 1, LN 16C	2,379,554.	1,165,745.		610,884.	

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	7,594.	0.		0.	
REAL ESTATE TAXES	2,586.	0.		2,586.	
FOREIGN TAXES	0.	5,940.		0.	
TO FORM 990-PF, PG 1, LN 18	10,180.	5,940.		2,586.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL PROCESSING FEES	7,403.	0.		7,403.	
TEMPORARY STAFF	158,894.	0.		148,629.	
OFFICE EXPENSES	150,782.	0.		153,001.	
REPAIRS AND MAINTENANCE	151,485.	0.		40,342.	
TECHNOLOGY	352,466.	0.		343,516.	
PROFESSIONAL DEVELOPMENT	49,940.	0.		49,940.	
DUES	72,173.	0.		93,803.	
OTHER EXPENSES	5,819.	0.		5,819.	
INSURANCE	32,126.	0.		32,064.	
SPONSORSHIPS	41,334.	0.		41,334.	
TO FORM 990-PF, PG 1, LN 23	1,022,422.	0.		915,851.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	10
DESCRIPTION	AMOUNT				
DEFERRED FEDERAL EXCISE TAX BENEFIT	9,000.				
TOTAL TO FORM 990-PF, PART III, LINE 3	9,000.				

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT SECURITIES - SEE ATTACHMENT A	X		5,099,736.	5,099,736.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,099,736.	5,099,736.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,099,736.	5,099,736.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A	8,258,542.	8,258,542.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,258,542.	8,258,542.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	FMV	195,946,142.	195,946,142.
TOTAL TO FORM 990-PF, PART II, LINE 13		195,946,142.	195,946,142.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM INVESTMENT CUSTODIAN	75,867.	207,448.	207,448.
DUE FROM GILL ACTION FUND	8,496.	509.	509.
ACCRUED INTEREST	191,340.	155,457.	155,457.
PREPAID FEDERAL EXCISE TAXES	32,290.	207,317.	207,317.
TO FORM 990-PF, PART II, LINE 15	307,993.	570,731.	570,731.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED FEDERAL EXCISE TAX PAYABLE	282,000.	273,000.	
TOTAL TO FORM 990-PF, PART II, LINE 22	282,000.	273,000.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	16
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TIM GILL 2215 MARKET STREET DENVER, CO 80205	BOARD CHAIRMAN 1.00	0.	0.	0.
URVASHI VAID 2215 MARKET STREET DENVER, CO 80205	SECRETARY 1.00	0.	0.	0.
JOHN BARABINO 2215 MARKET STREET DENVER, CO 80205	TREASURER 1.00	0.	0.	0.
TIM SWEENEY 2215 MARKET STREET DENVER, CO 80205	CEO/PRESIDENT 1.00	318,814.	36,760.	0.
LAUREN ARNOLD 2215 MARKET STREET DENVER, CO 80205	CFO 40.00	196,012.	29,661.	0.
KATHERINE PECK 2215 MARKET STREET DENVER, CO 80205	SENIOR VICE PRESIDENT PROG 40.00	208,945.	42,052.	0.
BOBBY CLARK 2215 MARKET STREET DENVER, CO 80205	VP COMMUNICATIONS & MARKET 40.00	190,813.	35,367.	0.
DAVID LANCE KING 2215 MARKET STREET DENVER, CO 80205	VICE PRESIDENT DONOR RESOURCES 40.00	62,206.	22,083.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		976,790.	165,923.	0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 17

ACTIVITY ONE

PUBLIC EDUCATION: THROUGH INSTITUTIONAL MEETINGS, THE FOUNDATION ESTABLISHED AN EFFORT TO REACH CORPORATIONS AND CORPORATE/MAINSTREAM FOUNDATIONS TO HELP THEM UNDERSTAND LGBT ISSUES AND THE NEED TO INITIATE OR INCREASE THEIR FUNDING LGBT CHARITIES. THIS PROGRAM IS INTENDED TO INCREASE ALLIED AWARENESS OF LGBT CAUSES AND LEGITIMACY. THE FOUNDATION ALSO PROVIDES ONGOING DONOR EDUCATION SERVICES WITH THE PURPOSE OF INCREASING PHILANTHROPIC GIVING TO LGBT ORGANIZATIONS

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

1,001,562.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 18

ACTIVITY TWO

MOVEMENT ADVANCEMENT PROJECT (MAP): FOUNDED IN 2006, MAP IS AN INDEPENDENT OPERATING PROGRAM OF THE GILL FOUNDATION THAT PROVIDES RIGOROUS RESEARCH, INSIGHT AND ANALYSIS THAT HELP SPEED EQUALITY FOR LESBIAN, GAY, BISEXUAL AND TRANSGENDER (LGBT) PEOPLE. MAP'S WORK IS FOCUSED ON THREE PRIMARY AREAS: POLICY & ISSUE ANALYSIS, LGBT MOVEMENT OVERVIEWS AND EFFECTIVE MESSAGING. MAP'S WORK HELPS EDUCATE AND PERSUADE PUBLIC AUDIENCES (SUCH AS POLICYMAKERS, ALLIED ORGANIZATIONS AND FUNDERS, MEDIA AND THE AMERICAN PUBLIC) AND HELPS SUPPORT LGBT MOVEMENT AUDIENCES (INCLUDING LGBT ORGANIZATIONS AND ADVOCATES, AND LGBT FUNDERS).

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

987,121.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 19

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GRANTSMANAGER@GILLFOUNDATION.ORG

TELEPHONE NUMBER

N/A

FORM AND CONTENT OF APPLICATIONS

A LETTER OF INQUIRY IS REQUIRED BEFORE AN ORGANIZATION WILL BE CONSIDERED FOR FUNDING. IF IT IS DETERMINED THAT AN ORGANIZATION WILL BE CONSIDERED FOR FUNDING, THE ORGANIZATION WILL BE ASKED TO SUBMIT AN APPLICATION AND DIRECTED TO THE APPROPRIATE FORM.

ANY SUBMISSION DEADLINES

THE DEADLINE FOR THE LETTER OR INQUIRY IS MAY 1ST OF EACH YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

FUNDING GUIDELINES ARE AVAILABLE ON THE FOUNDATION'S WEBSITE:
WWW.GILLFOUNDATION.ORG.

FORM 990-PF

OTHER REVENUE

STATEMENT 20

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
MAP CONFERENCE					
REGISTRATION FEES			01	2,310.	
OTHER INCOME			01	8,496.	
LEASE INCOME - PARKING					
LOT			01	7,288.	
CLASS ACTION SETTLEMENTS			01	12,817.	
TOTAL TO FORM 990-PF, PG 12, LN 11				30,911.	

Gill Foundation
 EIN #84-1264186
 Summary of Other Investments
 December 31, 2012

	Market Value at 12/31/2012
Strategic Fixed Income	
Spinnaker Pacnet	\$ 569,752
Strategic Fixed Income	21,875,834
Subtotal Strategic Fixed Income	\$ 22,445,586
Private Equity	
Apple Tree Partners	\$ 1,869,564
Draper Fisher Jurvetson	2,327,987
FirstMark III	854,397
Fox Paine Capital Fund II Int'l	3,094,893
Frontenac VIII Limited	724,190
Paine & Partners Cap Fund III LP	2,906,377
Park Street Capital NRF III	5,215,622
Pouschine Cook Cap Partners 2	1,689,283
Pouschine Cook Cap Partners	127,133
TIFF Partners III	593,908
TIFF Partners IV	4,026,358
TIFF Priv Equity Part 2005	4,314,046
Welsh, Carson, Anderson	2,686,140
Zone Venture II Annex	62,606
Zone Venture II	278,974
SR Private Equity	4,267,599
Subtotal Private Equity	\$ 35,039,077
Hedged Equity	
Highfields Capital	\$ 622,780
SRA Hedged Equity	22,445,718
Subtotal Hedged Equity	\$ 23,068,498
Diversified Strategies	
Farallon	\$ 5,516,773
HBK Offshore	379,631
Och Ziff (OZ Overseas Fund)	1,652,856
SRA Diversified Strategies	21,556,165
Subtotal Diversified Strategies	\$ 29,105,425
Select Equity	
SRA Select Equity	\$ 9,267,487
Subtotal Select Equity	\$ 9,267,487
Natural Resources	
SRA Natural Resources (Offshore)	\$ 10,575,139
Subtotal Natural Resources	\$ 10,575,139
Mutual Funds	
Fidelity Investments - See Attachment A-1	\$ 1,592,518
UBS Financial Services - See Attachment A-2	56,251,111
Subtotal Mutual Funds	\$ 57,843,629

Gill Foundation
EIN #84-1264186
Summary of Other Investments
December 31, 2012

Corporate Bonds and Notes

UBS Financial Services BlackRock - See Attachment A-3	\$	8,258,542
Subtotal Corporate Bonds and Notes	\$	8,258,542

Asset Backed Securities

UBS Financial Services BlackRock - See Attachment A-4	\$	8,601,301
Subtotal Asset Backed Securities	\$	8,601,301

Government Securities

UBS Financial Services BlackRock - See Attachment A-5	\$	5,099,736
Subtotal Government Securities	\$	5,099,736

Total Investments	\$	209,304,420
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Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
Stocks					
ISHARES BARCLAYS 1-3 YEAR TREASURY					
BD FD (SHY)	\$1,672.39	6,662,000	\$84.420	\$562,494.13	\$562,406.04
ISHARES TR MSCI ACWI INDEX FD (ACWI)	8,468.22	5,847,000	48.080	275,489.03	281,123.76
ISHARES TR IBOX \$ HIGH YIELD CORP	6,964.20	1,502,000	93.350	130,779.36	140,211.70
BD FD (HYG)					
ISHARES BARCLAYS 1-3 YR CD BD FD (CSJ)	7,612.27	5,333,000	105.480	558,968.23	562,524.84
Non-Classified					
PIMCO COMMODITY REAL RETURN INST					
(PCRIX)	1,635.00	6,965,661	6.640	46,987.19	46,251.98

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
ISHARES TRUST RUSSELL 3000									
INDEX FUND									
Symbol IWV									
Trade date Jun 11, 09	61,650,000	55.617	3,428,806.55	3,428,806.55	84.680	5,220,522.00	1,791,715.45		LT
Trade date Jul 29, 09	129,500,000	56.885	7,366,607.50	7,366,607.50	84.680	10,966,060.00	3,599,452.50		LT
Trade date Oct 29, 09	77,000,000	61.714	4,751,980.80	4,751,980.80	84.680	6,520,360.00	1,768,379.20		LT
Total reinvested	17,486,000	74.959		1,310,750.34	84.680	1,480,714.48	169,964.14		
EAI \$471,014 Current yield 1.95%									
Security total	285,636,000	59.020	15,547,394.85	16,858,145.19		24,187,656.48	7,329,511.29	8,640,261.63	
ISHARES TRUST MSCI ACWI									
EX US INDEX FUND									
ETF									
Symbol ACWX									
Trade date Jan 11, 10	523,650,000	42.611	22,313,469.95	22,313,469.95	41.880	21,930,462.00	-383,007.95		LT
Trade date Jan 19, 10	198,000,000	42.417	8,398,660.94	8,398,660.94	41.880	8,292,240.00	-106,420.94		LT
Total reinvested	43,953,000	39.273		1,726,172.40	41.880	1,840,751.64	114,579.24		
EAI \$838,335 Current yield 2.61%									
Security total	765,603,000	42.370	30,712,130.89	32,438,303.29		32,063,453.64	-374,849.65	1,351,322.75	
Total			\$46,259,525.74	\$49,296,448.48		\$56,251,110.12	\$6,954,661.64	\$9,991,584.38	
Total estimated annual income: \$1,309,349									

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values. Actual market values may vary and thus gains/losses may not be accurately reflected. Cost basis has been adjusted for accreted original issue discount (OID). If you have made a tax

election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization.

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
UNITED PARCEL SERVICE								
INC MW@+20BP								
RATE 04 500% MATURES 01/15/13								
ACCRUED INTEREST \$2,075 00								
CUSIP 911312AG1								
Moody Aa3 S&P A+								
EAI \$2,250 Current yield 4.49%								
Original cost basis \$106,213 00								
Jun 09, 11								
100,000.000								
100 174								
100,174 62								
100 143								
100,143 00								
-31 62								
LT								
GENL ELEC CO NTS								
RATE 05 000% MATURES 02/01/13								
ACCRUED INTEREST \$2,083 33								
CUSIP 369604AY9								
Moody Aa3 S&P AA+								
EAI \$2,500 Current yield 4.98%								
Original cost basis \$106,541 00								
Jun 09, 11								
100,000.000								
100 358								
100,358 45								
100 381								
100,381 00								
22.55								
LT								

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Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ORACLE SYSTEMS CORP NTS								
58P								
RATE 04.950% MATURES 04/15/13								
ACCRUED INTEREST \$1,045.00								
CUSIP 68389XAD7								
Moody A1 S&P A+								
EAI \$2,475 Current yield 4.89%								
Original cost basis \$107,668.00	Jun 09, 11	100,000.000	101,235	101,235.60	101.283	101,283.00	47.40	LT
VERIZON COMMUNICATIONS								
+40BP INC NTS								
RATE 05.250% MATURES 04/15/13								
ACCRUED INTEREST \$1,108.33								
CUSIP 92343VAN4								
Moody A3 S&P A-								
EAI \$2,625 Current yield 5.18%								
Original cost basis \$107,676.00	Jun 09, 11	100,000.000	101,239	101,239.14	101.369	101,369.00	129.86	LT
WACHOVIA CORP								
RATE 05.500% MATURES 05/01/13								
ACCRUED INTEREST \$1,604.17								
CUSIP 92976WB14								
Moody A2 S&P A+								
EAI \$4,813 Current yield 5.41%								
Original cost basis \$188,676.25	Jun 24, 11	175,000.000	101.451	177,540.04	101.663	177,910.25	370.21	LT
GLAXOSMITHKLINE CAP INC								
58P								
RATE 04.850% MATURES 05/15/13								
ACCRUED INTEREST \$774.65								
CUSIP 377372AC1								
Moody A1 S&P A+								
EAI \$3,031 Current yield 4.77%								
Original cost basis \$134,762.50	Jun 24, 11	125,000.000	101.578	126,972.81	101.678	127,097.50	124.69	LT

continued next page

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
COX COMMUNICATIONS INC								
5BP NTS								
RATE 04 625% MATURES 06/01/13								
ACCRUED INTEREST \$289.06								
CUSIP 2240448F3								
Moody Baa2 S&P BBB								
EAI \$1,734 Current yield 4.55%								
Original cost basis \$80,046.75								
	Jun 24, 11	75,000,000	101,489	76,116.93	101,722	76,291.50	174.57	LT
TIME WARNER CABLE INC								
0BP NTS								
RATE 06 200% MATURES 07/01/13								
ACCRUED INTEREST \$3,720.00								
CUSIP 88732JAK4								
Moody Baa2 S&P BBB								
EAI \$7,440 Current yield 6.03%								
Original cost basis \$132,010.80								
	Jun 24, 11	120,000,000	102,544	123,053.36	102,745	123,294.00	240.64	LT
THOMSON REUTERS CORP NTS								
FOREIGN SECURITY								
RATE 05 950% MATURES 07/15/13								
MW+40BP								
ACCRUED INTEREST \$3,292.33								
ISIN US884903BA28								
Moody Baa1 S&P A-								
EAI \$7,140 Current yield 5.79%								
Original cost basis \$131,524.80								
	Jun 24, 11	120,000,000	102,579	123,095.43	102,813	123,375.60	280.17	LT
INGERSOLL-RAND GLOBAL								
HLDG CO NTS								
RATE 06 000% MATURES 08/15/13								
ACCRUED INTEREST \$2,720.00								
CUSIP 45687AA88								
Moody Baa1 S&P BBB+								
EAI \$7,200 Current yield 5.81%								
Original cost basis \$131,874.00								
	Jun 24, 11	120,000,000	102,945	123,534.51	103,343	124,011.60	477.09	LT

continued next page

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
BP CAPITAL PLC NTS								
FOREIGN SECURITY								
RATE 05.250% MATURES 11/07/13								
ACCURED INTEREST \$1,771.87								
ISIN US0555QBF46								
Moody A2 S&P A								
EAI \$11.813 Current yield 5.05%								
Original cost basis \$244,458.00								
	Jun 24, 11	225,000,000	103.174	232,142.32	104.061	234,137.25	1,994.93	LT
COMCAST CORP NEW NTS								
SBP								
RATE 05.300% MATURES 01/15/14								
ACCURED INTEREST \$7,331.6								
CUSIP 20030NAE1								
Moody Baa1 S&P BBB+								
EAI \$15,900 Current yield 5.05%								
Original cost basis \$110,311.00								
Original cost basis \$212,408.00								
Security total								
	Jun 09, 11	100,000,000	104.203	104,203.04	104.918	104,918.00	714.96	LT
	Aug 29, 12	200,000,000	104.755	209,511.26	104.918	209,836.00	324.74	ST
		300,000,000		313,714.30		314,754.00	1,039.70	
PRUDENTIAL FINANCIAL INC								
NTS								
RATE 05.100% MATURES 09/20/14								
ACCURED INTEREST \$4,292.49								
CUSIP 74432QAE5								
Moody Baa2 S&P A								
EAI \$15,300 Current yield 4.76%								
Original cost basis \$109,713.00								
Original cost basis \$216,944.00								
Security total								
	Jun 09, 11	100,000,000	105.205	105,205.42	107.035	107,035.00	1,829.58	LT
	Aug 29, 12	200,000,000	107.157	214,314.21	107.035	214,070.00	-244.21	ST
		300,000,000		319,519.63		321,105.00	1,585.37	
MORGAN STANLEY B/E								
RATE 04.200% MATURES 11/20/14								
ACCURED INTEREST \$621.82								
CUSIP 61747YCK9								
Moody Baa1 S&P A-								
EAI \$5,460 Current yield 4.03%								
Original cost basis \$135,289.70								
	Jun 24, 11	130,000,000	102.317	133,013.04	104.339	135,640.70	2,627.66	LT

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Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
NEWS AMER INC NTS B/E								
RATE 05.300% MATURES 12/15/14								
ACCURED INTEREST \$435 78								
CUSIP 652482BG4								
Moody Baa1 S&P BBB+								
EAI \$9,805 Current yield 4.88%								
Original cost basis \$207,392 40	Jun 24, 11	185,000 000	106 943	197,845 81	108 687	201,070 95	3,225 14	LT
BERKSHIRE HATHWAY INC								
MW+12 58P								
RATE 04.850% MATURES 01/15/15								
ACCURED INTEREST \$2,683 66								
CUSIP 084664AT8								
Moody Aa2 S&P AA+								
EAI \$5,820 Current yield 4.47%								
Original cost basis \$134,372 40	Jun 24, 11	120,000 000	106 978	128,374 33	108 489	130,186 80	1,812 47	LT
CONOCOPHILLIPS NTS								
OBP FC011510								
RATE 04.600% MATURES 01/15/15								
ACCURED INTEREST \$2,121 11								
CUSIP 20825CAT1								
Moody A1 S&P A								
EAI \$4,600 Current yield 4.26%								
Original cost basis \$110,672 00	Jun 09, 11	100,000 000	106 154	106,154 62	108 070	108,070 00	1,915 38	LT
CVS CAREMARK CORP NTS								
CALL@MW+15BP								
RATE 03.250% MATURES 05/18/15								
ACCURED INTEREST \$1,940 95								
CUSIP 126650BT6								
Moody Baa2 S&P BBB+								
EAI \$16,250 Current yield 3.07%								
Original cost basis \$532,340 00	Sep 25, 12	500,000 000	105 853	529,266 32	106 017	530,085 00	818 68	ST

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Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
CREDIT SUISSE FB USA INC								
NTS								
RATE 05 125% MATURES 08/15/15								
ACCURED INTEREST \$1,936 11								
CUSIP 225411BK8								
Moody A1 S&P A+								
EAI \$5,125 Current yield 4 62%								
Original cost basis \$111,365 00	Jun 09, 11	100,000 000	107 283	107,283 52	110 981	110,981 00	3,697 48	LT
JP MORGAN CHASE & CO								
NOTES								
RATE 05 150% MATURES 10/01/15								
ACCURED INTEREST \$1,287 50								
CUSIP 46625HDF4								
Moody A3 S&P A-								
EAI \$5,150 Current yield 4 69%								
Original cost basis \$109,080 00	Jun 09, 11	100,000 000	105 947	105,947 41	109 915	109,915 00	3,967 59	LT
KRAFT FOODS INC NTS B/E								
RATE 04 125% MATURES 02/09/16								
ACCURED INTEREST \$6,508 32								
CUSIP 50075NBB9								
Moody Baa2 S&P BBB-								
EAI \$16,500 Current yield: 3 79%								
Original cost basis \$219,382 00	Aug 29, 12	200,000 000	108 804	217,609 60	108 951	217,902 00	292 40	ST
Original cost basis \$219,806 00	Sep 25, 12	200,000 000	109 170	218,341 45	108 951	217,902 00	-439 45	ST
Security total		400,000 000		435,951 05		435,804 00	-147 05	
VERIZON COMMUNICATIONS								
CALL@MW+10BP								
RATE 01 100% MATURES 11/01/17								
INTEREST EARNED FROM 11/07/12								
1ST INTEREST PAYMENT 05/01/13								
ACCURED INTEREST \$825 00								
CUSIP 92343VBFO								
Moody A3 S&P A-								
EAI \$5,500 Current yield 1 10%	Dec 03, 12	500,000 000	100 176	500,880 00	99 551	497,755 00	-3,125 00	ST

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Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
AETNA INC NTS B/E								
CALL@MW+12 5BP								
RATE 01 500% MATURES 11/15/17								
INTEREST EARNED FROM 11/07/12								
1ST INTEREST PAYMENT 05/15/13								
CALLABLE								
ACCURED INTEREST \$675 00								
CUSIP 00817YAL2								
Moody Baa1 S&P A-								
EAI \$4,500 Current yield: 1.50%	Nov 06, 12	300,000 000	100 570	301,710 00	100 202	300,606 00	-1,104 00	ST
J P MORGAN CHASE & CO								
NTS B/E								
RATE 06 000% MATURES 01/15/18								
ACCURED INTEREST \$9,683 34								
CUSIP 46625HGY0								
Moody A2 S&P A								
EAI \$21,000 Current yield: 5 01%								
Original cost basis: \$112,430 00	Jun 09, 11	100,000 000	109 791	109,791 92	119 719	119,719 00	9,927 08	LT
Original cost basis \$299,117 50	Sep 10, 12	250,000 000	118 617	296,543 25	119 719	299,297 50	2,754 25	ST
Security total		350,000 000		406,335 17		419,016 50	12,681 33	
BAXTER INTL INC NTS								
MW +258PS								
RATE 05 375% MATURES 06/01/18								
ACCURED INTEREST \$537 50								
CUSIP 071813AY5								
Moody A3 S&P A								
EAI \$6,450 Current yield 4 47%								
Original cost basis \$136,887 60	Jun 24, 11	120,000 000	111 270	133,525 05	120 147	144,176 40	10,651 35	LT
RIO TINTO FIN USA LTD								
OBP NTS								
RATE 06 500% MATURES 07/15/18								
ACCURED INTEREST \$3,446 80								
CUSIP 767201AC0								
Moody A3 S&P A-								
EAI \$7,475 Current yield 5 21%	Jun 24, 11	115,000 000	115,013	132,265 45	124 812	143,533 80	11,268 35	LT
Original cost basis \$136,395 75								

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Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
PEPSICO INC								
CALL@MMW +50BP								
RATE 07 900% MATURES 11/01/18								
ACCURED INTEREST \$1,382.50								
CUSIP 713448BJ6								
Moody Aa3 S&P A-								
EAI \$8.295 Current yield 5.85%								
Original cost basis \$137,229.75	Jun 24, 11	105,000.000	124.979	131,228.21	134.945	141,692.25	10,464.04	LT
DUKE ENERGY CAROLINAS								
OBP NTS								
RATE 07 000% MATURES 11/15/18								
ACCURED INTEREST \$983.88								
CUSIP 26442CAG9								
Moody A1 S&P A								
EAI \$7.700 Current yield 5.35%								
Original cost basis \$136,893.90	Jun 24, 11	110,000.000	119.933	131,926.59	130.867	143,953.70	12,027.11	LT
UNTD TECHNOLOGIES CORP								
MW T +50BP								
RATE 06 125% MATURES 02/01/19								
ACCURED INTEREST \$2,934.89								
CUSIP 913017BQ1								
Moody A2 S&P A								
EAI \$7.044 Current yield 4.91%								
Original cost basis \$137,022.50	Jun 24, 11	115,000.000	115.725	133,083.97	124.623	143,316.45	10,232.48	LT
NOVARTIS SECURITIES								
FOREIGN SECURITY								
RATE 05 125% MATURES 02/10/19								
OBP INVT LTD								
ACCURED INTEREST \$3,412.39								
ISIN US66989GAA85								
Moody Aa2 S&P AA-								
EAI \$8.713 Current yield 4.29%								
Original cost basis \$191,462.50	Jun 24, 11	170,000.000	110.374	187,635.87	119.517	203,178.90	15,543.03	LT

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Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
CHEVRON CORP NTS								
MW +30BP5								
RATE 04 950% MATURES 03/03/19								
ACCRUED INTEREST \$1,622.50								
CUSIP 166751AUG								
Moody Aa1 S&P AA								
EAI: \$4,950 Current yield 4.15%								
Original cost basis \$112,281.00	Jun 09, 11	100,000,000	110,056	110,056.52	119,297	119,297.00	9,240.48	LT
J P MORGAN CHASE & CO								
NTS								
RATE 06 300% MATURES 04/23/19								
ACCRUED INTEREST \$5,295.50								
CUSIP 46625HHL7								
Moody A2 S&P A								
EAI: \$28,035 Current yield 5.11%								
Original cost basis \$165,713.25	Jun 24, 11	145,000,000	111,883	162,230.47	123,376	178,895.20	16,664.73	LT
Original cost basis \$366,711.00	Sep 25, 12	300,000,000	121,445	364,337.28	123,376	370,128.00	5,790.72	ST
Security total		445,000,000		526,567.75		549,023.20	22,455.45	
ALTRIA GROUP INC NTS B/E								
RATE 09 250% MATURES 08/06/19								
ACCRUED INTEREST \$1,266.73								
CUSIP 02209SAJ2								
Moody Baa1 S&P BBB								
EAI: \$3,145 Current yield 6.65%								
Original cost basis \$45,090.80	Jun 24, 11	34,000,000	127,413	43,320.44	139,114	47,298.76	3,978.32	LT
SHELL INTL FIN B/E								
FOREIGN SECURITY								
RATE 04 300% MATURES 09/22/19								
CALL@MW+15BP								
ACCRUED INTEREST \$1,537.25								
ISIN US822582AJ10								
Moody Aa1 S&P AA								
EAI: \$5,590 Current yield 3.71%								
Original cost basis \$138,890.70	Jun 24, 11	130,000,000	105,726	137,443.95	115,850	150,605.00	13,161.05	LT

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Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
NEWMONT MINING CORP B/E								
MW +30BP								
RATE 05 125% MATURES 10/01/19								
ACCURED INTEREST \$1,601.56								
CUSIP 651639ALO								
Moody Baa1 S&P BBB+								
EAI \$6,406 Current yield 4.45%								
Original cost basis \$136,301.25	Jun 24, 11	125,000,000	107,599	134,499.77	115,283	144,103.75	9,603.98	LT
PROGRESS ENERGY INC								
+25BP								
RATE 04 875% MATURES 12/01/19								
ACCURED INTEREST \$528.12								
CUSIP 743263AQ8								
Moody Baa2 S&P BBB								
EAI \$6,338 Current yield 4.25%								
Original cost basis \$141,493.30	Jun 24, 11	130,000,000	107,455	139,692.41	114,672	149,073.60	9,381.19	LT
CISCO SYSTEMS INC NTS								
4 450% 011520 DTD 111709								
FC011510 MW +15BP								
ACCURED INTEREST \$2,564.92								
CUSIP 17275RAH5								
Moody A1 S&P A+								
EAI \$5,563 Current yield 3.84%								
Original cost basis \$132,112.50	Jun 24, 11	125,000,000	104,814	131,017.71	115,957	144,946.25	13,928.54	LT
DIRECTV HLDGS LLC NTS								
B/E								
RATE 05 200% MATURES 03/15/20								
ACCURED INTEREST \$7,732.10								
CUSIP 25459HAT2								
Moody Baa2 S&P BBB								
EAI \$26,260 Current yield 4.58%								
Original cost basis \$274,234.65	Jun 24, 11	255,000,000	106,427	271,389.77	113,481	289,376.55	17,986.78	LT
Original cost basis \$284,952.50	Sep 10, 12	250,000,000	113,489	283,723.81	113,481	283,702.50	-21.31	ST
Security total		505,000,000		555,113.58		573,079.05	17,965.47	

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Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
NEWS AMER HLDGS INC NTS CALL@MW+15BP RATE 04.500% MATURES 02/15/21 ACCRUED INTEREST \$6,800 00 CUSIP 652482CB4 Moody Baa1 S&P BBB+ EAI \$18,000 Current yield 3.94% Original cost basis \$459,744 00	Dec 03, 12	400,000 000	114 830	459,320 85	114,245	456,980 00	-2,340 85	ST
Total		\$7,474,000 000		\$8,058,156.53		\$8,258,541.76	\$200,385.23	

Asset backed securities

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values. Actual market values may vary and thus gains/losses may not be accurately reflected. The cost basis for asset backed securities has been adjusted automatically for return of principal payments and if issued at a discount, accreted original issue discount (OID)

Holding	Trade date	Total face value at maturity (\$)	Purchase price(\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
SANTANDER DRIVE AUTO RECEIVABLE								
SER 2012-3 CL A-3								
RATE 01 0800% MATURES 04/15/16								
CURRENT PAR VALUE 200,000								
ACCURED INTEREST \$92.90								
CUSIP 80282WAC4								
EAI \$2.160 Current yield 1.07%	Jun 22, 12	200,000.000	100.179	200,358.00	100.672	201,344.00	985.00	ST
WORLD FIN NETWORK CCMT 2011-A								
SER 2011-A CL A								
RATE 01 6800% MATURES 08/15/18								
CURRENT PAR VALUE 200,000								
ACCURED INTEREST \$144.52								
CUSIP 981464CN8								
EAI \$3.360 Current yield 1.65%	Sep 18, 12	200,000.000	102.125	204,250.00	101.811	203,622.00	-628.00	ST

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Your assets • Fixed income • Asset backed securities (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price(\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
FNMA PL 995431								
RATE 05 5000% MATURES 02/01/23								
CURRENT PAR VALUE 90,082								
ACCRUED INTEREST \$412.85								
CUSIP 31416BY44								
EAI \$4,955 Current yield 5.08%	May 20, 10	431,000,000	107,968	97,259.80	108,338	97,593.03	333.23	LT
FNMA PL 931195								
RATE 04 5000% MATURES 05/01/24								
CURRENT PAR VALUE 68,064								
ACCRUED INTEREST \$255.23								
CUSIP 31412PRQ6								
EAI \$3,063 Current yield 4.18%	Aug 09, 10	306,000,000	106,656	72,594.21	107,612	73,245.03	650.82	LT
FNMA PL AD1613								
RATE 04 5000% MATURES 02/01/25								
CURRENT PAR VALUE 101,940								
ACCRUED INTEREST \$382.27								
CUSIP 31418NFK0								
EAI \$4,587 Current yield 4.17%	Feb 17, 11	251,000,000	104,906	106,941.29	107,908	110,001.41	3,060.12	LT
FNMA PL AH3431								
RATE 03 5000% MATURES 01/01/26								
CURRENT PAR VALUE 240,516								
ACCRUED INTEREST \$701.47								
CUSIP 3138A4Y58								
EAI \$8,418 Current yield 3.30%	Aug 20, 12	375,000,000	106,437	255,997.69	106,143	255,290.89	-706.80	ST
FNMA PL AL1953								
RATE 04 5000% MATURES 01/01/27								
CURRENT PAR VALUE 214,101								
ACCRUED INTEREST \$802.87								
CUSIP 3138EJE38								
EAI \$9,635 Current yield 4.18%	Aug 20, 12	270,000,000	108,093	231,428.35	107,612	230,398.36	-1,029.99	ST
FHLMC PL J19197								
RATE 03 0000% MATURES 05/01/27								
CURRENT PAR VALUE 273,298								
ACCRUED INTEREST \$683.22								
CUSIP 3128Q0GE1								
EAI \$8,199 Current yield 2.84%	Aug 20, 12	300,000,000	104,687	286,107.02	105,535	288,425.04	2,318.02	ST

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Your assets • Fixed income • Asset backed securities (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price(\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
FNMA PL 725027								
RATE 05 0000% MATURES 11/01/33								
CURRENT PAR VALUE 743,769								
ACCURED INTEREST \$3,099 01								
CUSIP 31402CPLO								
EAI \$37,188 Current yield 4.59%	Jun 09, 11	4,300,000 000	107 625	800,481 36	108 950	810,336 32	9,854 96	LT
FNMA PL 745418								
RATE 05 5000% MATURES 04/01/36								
FACTOR 0 245837830000								
CURRENT PAR VALUE 799,275								
CUSIP 31403DDX4								
EAI \$43,960 Current yield 5.03%	Jun 09, 11	4,070,000 000	109 281	873,456 00	109 278	873,431 73	-24 27	LT
FNMA PL 190379								
RATE 05.5000% MATURES 05/01/37								
CURRENT PAR VALUE 284,267								
ACCURED INTEREST \$1,302 76								
CUSIP 31368HM42								
EAI \$15,635 Current yield 5.06%	Jun 09, 11	1,660,000 000	109 218	310,470 22	108 669	308,910 10	-1,560 12	LT
FNMA PL 889579								
RATE 06 0000% DUE 05/01/38								
CURRENT PAR VALUE 515,437								
ACCURED INTEREST \$2,577 12								
CUSIP 31410KIY1								
EAI \$30,926 Current yield 5.48%	Jun 09, 11	2,800,000 000	110.687	570,522 23	109 520	564,506 60	-6,015 63	LT
FHLMC PL G05409								
RATE 05 5000% MATURES 03/01/39								
CURRENT PAR VALUE 199,877								
ACCURED INTEREST \$916 02								
CUSIP 3128M7KW5								
EAI \$10,993 Current yield 5.09%	Jun 16, 11	900,000 000	108 562	216,990 51	108 028	215,923 12	-1,067 39	LT
FNMA PL AH5583								
RATE 04 5000% MATURES 02/01/41								
CURRENT PAR VALUE 1,366,329								
ACCURED INTEREST \$5,123 60								
CUSIP 3138A7FZ6								
EAI \$61,485 Current yield 4.15%	Jun 09, 11	2,000,000 000	104 812	1,439,178 27	108.557	1,483,245 77	44,067 50	LT

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Your assets • Fixed income • Asset backed securities (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
FHLMC PL A97040								
RATE 04 0000% MATURES 02/01/41								
CURRENT PAR VALUE 1,006,175								
ACCRUED INTEREST \$3,353.89								
CUSIP 312945ZD3								
EAI \$40,247 Current yield 3.74%	Jun 09, 11	1,370,000.000	101.343	1,019,687.78	106.849	1,075,087.92	55,400.14	LT
FNMA PL A11886								
RATE 04 5000% MATURES 05/01/41								
CURRENT PAR VALUE 491,524								
ACCRUED INTEREST \$1,843.20								
CUSIP 3138AFCY4								
EAI \$22,119 Current yield 4.08%	Sep 10, 12	650,000.000	109.937	540,366.86	110.182	541,570.97	1,204.11	ST
FNMA PL MA1133								
RATE 03 5000% MATURES 07/01/42								
CURRENT PAR VALUE 479,545								
ACCRUED INTEREST \$1,398.65								
CUSIP 31418AHK7								
EAI \$16,784 Current yield 3.27%	Sep 10, 12	500,000.000	106.187	509,214.23	106.918	512,719.92	3,505.69	ST
JPMCC 2006-LDP7 AJ								
SER 2006-LDP7 CL A-4								
RATE 05 8712% MATURES 04/15/45								
CURRENT PAR VALUE 250,000								
ACCRUED INTEREST \$1,223.17								
CUSIP 46628FAF8								
EAI \$14,678 Current yield 5.10%	Aug 29, 12	250,000.000	115.230	288,075.00	115.081	287,702.50	-372.50	ST
BACM								
SER 2007-2 CL A-4								
RATE 05 6253% MATURES 04/10/49								
CURRENT PAR VALUE 250,000								
ACCRUED INTEREST \$1,171.92								
CUSIP 059511AE5								
EAI \$14,063 Current yield 4.81%	Aug 29, 12	250,000.000	116.320	290,800.00	116.957	292,392.50	1,592.50	ST

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Your assets • Fixed income • Asset backed securities (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price(\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
MSC								
SER 2007-1Q16 CL A-3								
RATE 05 8520% MATURES 12/12/49								
CURRENT PAR VALUE 169,365								
ACCRUED INTEREST \$770.86								
CUSIP 61756UAD3								
EAI \$9,911 Current yield: 5.65%	Dec 14, 11	200,000,000	105.937	179,420.06	103.654	175,553.59	-3,866.47	LT
Total		\$21,283,000,000		\$8,493,598.88		\$8,601,300.80	\$107,701.92	

Government securities

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values. Actual market values may vary and thus gains/losses may not be accurately reflected. Cost basis has been adjusted for accreted original issue discount (OID) if you have made a tax election to deduct the premium amortization on taxable debt securities; you may request that UBS adjust cost basis for the bond premium amortization.

Holding	Trade date	Quantity	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
U S TREASURY NOTE								
RATE 1 1250% MATURES 06/15/13								
ACCRUED INTEREST \$250.21								
EAI \$2,846 Current yield 1 12%								
Original cost basis \$507,009.75	Feb 15, 11	506,000.000	100.039	506,202.16	100.453	508,292.18	2,090.02	LT
FHLMC NTS								
RATE 5 0000% MATURES 07/15/14								
ACCRUED INTEREST \$4,611.12								
CUSIP 313444UJ6								
EAI \$10,000 Current yield 4.66%								
Original cost basis \$223,067.60	Oct 12, 11	200,000.000	106.518	213,037.67	107.272	214,544.00	1,506.33	LI
U S TREASURY NOTE								
RATE 0 2500% MATURES 02/15/15								
ACCRUED INTEREST \$843.75								
EAI \$2,250 Current yield 0.25%	Sep 18, 12	900,000.000	99.894	899,054.10	99.953	899,577.00	522.90	ST

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Your assets • Fixed income • Government securities (continued)

Holding	Trade date	Quantity	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
FANNIE MAE NTS								
RATE 2 3750% MATURES 04/11/16								
ACCURED INTEREST \$1,583.34								
CUSIP 3135G0BA0								
EAI \$7,125 Current yield 2.23%								
Original cost basis \$319,485.00	Sep 18, 12	300,000.000	106.001	318,004.87	106.281	318,843.00	838.13	ST
U.S. TREASURY NOTE								
RATE 1 8750% MATURES 08/31/17								
ACCURED INTEREST \$4,423.37								
EAI \$13,125 Current yield 1.78%	Jul 14, 11	400,000.000	99.579	398,316.00	105.617	422,468.00	24,152.00	LT
Original cost basis \$317,706.90	Sep 25, 12	300,000.000	105.601	316,805.91	105.617	316,851.00	45.09	ST
Security total		700,000.000		715,121.91		739,319.00	24,197.09	
U.S. TREASURY NOTE								
RATE 2 3750% MATURES 05/31/18								
ACCURED INTEREST \$970.89								
EAI \$11,400 Current yield 2.19%	Jul 14, 11	480,000.000	100.961	484,616.92	108.344	520,051.20	35,434.28	LT
Original cost basis \$485,760.00								
U.S. TREASURY NOTE								
RATE 2 7500% MATURES 02/15/19								
ACCURED INTEREST \$4,640.62								
EAI \$12,375 Current yield 2.48%	Oct 12, 11	450,000.000	105.559	475,019.77	110.727	498,271.50	23,251.73	LT
Original cost basis \$479,603.36								
U.S. TREASURY NOTE								
RATE 3.3750% MATURES 11/15/19								
ACCURED INTEREST \$1,286.61								
EAI \$10,125 Current yield 2.94%	Aug 29, 12	300,000.000	114.841	344,525.96	114.977	344,931.00	405.04	ST
Original cost basis \$346,501.20								
U.S. TREASURY NOTE								
RATE 2 6250% MATURES 08/15/20								
ACCURED INTEREST \$5,266.43								
EAI \$14,044 Current yield 2.39%	Oct 12, 11	535,000.000	103.792	555,291.58	109.813	587,499.55	32,207.97	LT
Original cost basis \$558,199.41								
U.S. TREASURY NOTE								
RATE 1 6250% MATURES 08/15/22								
ACCURED INTEREST \$2,132.83								
EAI \$5,688 Current yield 1.64%	Sep 18, 12	350,000.000	98.434	344,519.00	99.344	347,704.00	3,185.00	ST

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Gill Foundation
 EIN #84-1264186
 Form 990PF, Part IV, Line 1b
 Capital Gains and Losses For Tax on Investment Income
 December 31, 2012

Investment	Realized Gains/(Losses)
The Children's Investment Fund	\$ 1,899,213
HBK Offshore SLV, L.P.	107,185
Indus Alternative Equity	10,092
Indus Asia	(2,735)
Indus Pacific Smaller	4,746
OZ Overseas Fund, Ltd.	371,607
Highfields Capital Ltd.	264,252
Draper Fisher Jurvetson Fund VII, LP	(233,319)
Farallon Capital Institutional Partners, LP- GF	477,859
Firstmark III, LP	(318,075)
Fox Paine Capital Fund II International, LP	4,200,365
Frontenac VIII Limited Partnership	794,966
Labrador Ventures IV, LP	7,304
Meritage Private Equity Fund	129,833
Paine & Partners Capital Fund III, LP	39,041
Paine & Partners Capital Fund III AIV II, L.P.	1,035,411
Paine & Partners III CZ II, L.P.	11,697
Park Street Capital Natural Resource Fund III, LP	36,388
Pouschine Cook Capital Partners II, LP	964,681
Pouschine Cook Capital Partners, LP	472,332
TIFF Partners III, LP	109,512
TIFF Partners IV, LP	751,435
TIFF Equity Partners IV 2005, LLC	348,721
Welsh, Carson, Anderson & Stowe IX, L.P.	1,939
WCAS IX-DP, L.P.	18,656
Summit Rock Private Equity (Offshore) Portfolio I, SPC	(3,033)
Total Capital Gains	<u>\$ 11,500,074</u>

Gill Foundation
 EIN #84-1264186
 Grants Paid During the Year
 December 31, 2012

<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Recipeint Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
Gender Identity Center of Colorado, Inc	1151 S Huron St Denver, CO 80223	Public Charity	N/A	general operating support	\$ 5,000
Third Way Institute	1025 Connecticut Ave NW Ste 501 Washington, DC 20036	Public Charity	N/A	program support for the Gay Equality Initiative	\$ 100,000
Queers for Economic Justice, Inc	147 W 24th St, 4th FL New York, NY 10011	Public Charity	N/A	general operating support	\$ 2,500
National Gay and Lesbian Task Force Foundation	1325 Massachusetts Avenue NW Ste 600 Washington, DC 20005	Public Charity	N/A	general operating support	\$ 5,000
Children's Hospital Foundation	13123 East 16th Avenue, Box 045 Aurora, CO 80045	Public Charity	N/A	support for the Children's Hospital Immunodeficiency Program	\$ 4,000
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	program support for Colorado Anti-Violence Project	\$ 10,000
Western Colorado Health Network	805 Main Street Grand Junction, CO 81501	Public Charity	N/A	general operating support	\$ 951
Howard Dental Center	1420 Ogden Street Denver, CO 80218	Public Charity	N/A	general operating support	\$ 7,176
Colorado Health Network, Inc	2490 W 26th Ave Suite 300A Denver, CO 80211	Public Charity	N/A	general operating support	\$ 13,044
Equality Maryland Foundation Inc	1201 S Sharp Street Suite 109 Baltimore, MD 21230	Public Charity	N/A	general operating support	\$ 2,043
One Iowa Education Fund	419 SW 8th St Des Moines, IA 50309	Public Charity	N/A	support to increase public support for civil marriage to 51% across the state of Iowa over a two-year period	\$ 18,882
Senior Action in a Gay Environment Inc	305 7th Ave, 15th Floor New York, NY 10001	Public Charity	N/A	for the following program support for SAGENet, the National Resource Center (NRC) on LGBT aging, and project support for a market research study on LGBT older people	\$ 47,600
The Gay Lesbian Bisexual & Transgender Community Center of CO	PO Box 9798 Denver, CO 80209	Public Charity	N/A	general operating support	\$ 49,582
Southern Colorado Health Network	1301 South 8th Street, Suite 200 Colorado Springs, CO 80905	Public Charity	N/A	general operating support	\$ 20,000
Astraea Foundation	116 E 16th St, 7th Floor New York, NY 10003-2112	Public Charity	N/A	support for the Pipeline Project's 21st Century Fellows program	\$ 50,000
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 50,000
USAction Education Fund	1825 K St NW, Ste 210 Washington, DC 20006	Public Charity	N/A	general operating support	\$ 5,000
Boulder Pride	PO Box 1018 Boulder, CO 80306	Public Charity	N/A	general operating support	\$ 1,305
Boulder County AIDS Project	2118 14th Street Boulder, CO 80302	Public Charity	N/A	general operating support	\$ 7,491

Gill Foundation
EIN #84-1264186
Grants Paid During the Year
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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
Women to Women	PO Box 336962 Greeley, CO 80631	Public Charity	N/A	general operating support	\$ 2,500
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	Colorado Anti-Violence Project's Queer Youth Summit	\$ 2,500
Bay Village of Sarasota Inc	8400 Vamo Rd Sarasota, FL 34231	Public Charity	N/A	general operating support	\$ 1,000
People for the American Way Foundation	1011 15th Street, NW, Suite 600 Washington, DC 20005	Public Charity	N/A	support for the Colorado program	\$ 15,000
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	Public Charity	N/A	program support for the American Values Project	\$ 30,000
Colorado Consumer Health Initiative	1536 Wynkoop St. #101 Denver, CO 80202	Public Charity	N/A	general operating support	\$ 15,000
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	program support for the Colorado Participation Project	\$ 15,000
Housing Colorado	225 E 16th Avenue, Suite 575 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 15,000
National Council of La Raza	1126 16th Street, NW, Suite 600 Washington, DC 20036	Public Charity	N/A	program support for the Democracia USA - Colorado Chapter	\$ 15,000
National Council of La Raza	1126 16th Street, NW, Suite 600 Washington, DC 20036	Public Charity	N/A	program support for the Democracia USA - Colorado Chapter	\$ 25,000
Planned Parenthood of the Rocky Mountains Inc	7155 East 38th Avenue Denver, CO 80207	Public Charity	N/A	program support for the Colorado Youth Engagement and Leadership Initiative	\$ 25,000
ProgressNow Education	1600 University Ave W, Ste 309B St. Paul, MN 55104	Public Charity	N/A	support for the state incubator program, specifically the launch of the Missouri affiliate	\$ 25,000
The Voter Participation Center	1640 Rhode Island Ave, NW Washington, DC 20036	Public Charity	N/A	program support for the Colorado inactive project	\$ 25,000
Citizens Project	4360 Montebello Dr., Suite 800 Colorado Springs, CO 80918	Public Charity	N/A	general operating support	\$ 13,000
Tides Center	PO Box 29198 San Francisco, CA 94129-0907	Public Charity	N/A	support for the Define American Project	\$ 15,000
Public Interest Projects Inc	45 W 36th St, 6th FL New York, NY 10018	Public Charity	N/A	program support for the Four Freedoms Fund	\$ 200,000
National Council of La Raza	1126 16th Street, NW, Suite 600 Washington, DC 20036	Public Charity	N/A	program support to integrate an LGBT perspective into existing programs, and educate Latinos about the need to protect LGBT people from discrimination	\$ 110,000
American Civil Liberties Union Foundation Inc	125 Broad St, 18th Floor New York, NY 10004	Public Charity	N/A	\$100,000 as general operating support, and \$25,000 for work with the Federal Agencies Project	\$ 125,000
Alliance for Justice	11 Dupont Circle, 2nd floor Washington, DC 20036	Public Charity	N/A	to be used as follows \$25,000 as general operating support, \$10,000 as project support for webinars, and \$15,000 for consulting for the Strategic Opportunity Initiatives States as identified by the State Equality Fund	\$ 50,000
Evan B Donaldson Adoption Institute	120 E 38th St New York, NY 10016	Public Charity	N/A	general operating support	\$ 50,000

Gill Foundation
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 Grants Paid During the Year
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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Recipeint Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
National Center for Transgender Equality	1325 Massachusetts Ave, NW, Suite 700 Washington, DC 20005	Public Charity	N/A	general operating support	\$ 50,000
Rockwood Leadership Program	426 17th Street, 4th Floor Oakland, CA 94612	Public Charity	N/A	support for the Rockwood Leadership LGBTQ Advocacy Fellowship program	\$ 100,000
The Transgender Law Center	870 Market St, Suite 400 San Francisco, CA 94102	Public Charity	N/A	support for advocacy work	\$ 40,000
Center for American Progress	1333 H Street, NW, 10th Floor Washington, DC 20005	Public Charity	N/A	support for the research and communications project 'LGBT Progress'	\$ 100,000
LGBT Labor Leadership Initiative	815 16th Street NW Washington, DC 20006	Public Charity	N/A	program support for training negotiating LGBT-inclusive contracts training, and union member advocacy and leadership training for LGBT individuals and allies	\$ 25,000
Illinois Safe Schools Alliance	70 E Lake Street, Ste 900 Chicago, IL 60601	Public Charity	N/A	program support for the National Safe Schools Roundtable	\$ 25,000
Asian Communities for Reproductive Justice	1440 Broadway, Ste 301 Oakland, CA 94612	Public Charity	N/A	program support for Strong Families, changing how people think and feel about all kinds of families	\$ 25,000
New Organizing Institute Education Fund	1133 19th Street, NW, Ste 850 Washington, DC 20036	Public Charity	N/A	program support for ColorofChange org's Tea Party Watch Campaign	\$ 20,000
Gay-Straight Alliance Network	1550 Bryant St, Ste 800 San Francisco, CA 94103	Public Charity	N/A	general operating support	\$ 25,000
Center for Health Justice Inc	900 Avila St, #301 Los Angeles, CA 90012	Public Charity	N/A	program support for the Jordan Rustin Coalition	\$ 20,000
Bagly Inc	PO Box 960814 Boston, MA 02196	Public Charity	N/A	program support for the Transgender Advocacy Network	\$ 35,000
Clean Water Fund	23885 Denton Suite B Clinton Township, MI 48036	Public Charity	N/A	program support for Minnesota Voice	\$ 50,000
Public Interest Projects Inc	45 W 36th St, 6th FL New York, NY 10018	Public Charity	N/A	support for the Federal Agency project	\$ 200,000
Immigration Equality	40 Exchange Place, Ste 1300 New York, NY 10005	Public Charity	N/A	general operating support	\$ 15,000
Oneliving	PO Box 691869 West Hollywood, CA 90069	Public Charity	N/A	general operating support	\$ 15,000
Front Range Economic Strategy Center	140 Sheridan Blvd Denver, CO 80226	Public Charity	N/A	support for the Colorado Community Organizing Collaborative coordinator	\$ 2,000
ProgressNow Colorado Education	1536 Wynkoop Street, #203 Denver, CO 80202	Public Charity	N/A	support for the Digital Innovation Project	\$ 3,000
Rose Community Foundation	600 South Cherry Street, Suite 1200 Denver, CO 80246-1712	Public Charity	N/A	project support for the Funder Scan - Civic Engagement Collaborative	\$ 2,500
ProgressNow Education	1600 University Ave W, Ste 309B St Paul, MN 55104	Public Charity	N/A	program support for the New Hampshire affiliate	\$ 5,000
Netroots Foundation	60 29th St #664 San Francisco, CA 94110	Public Charity	N/A	general operating support	\$ 5,000

Gill Foundation
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 Grants Paid During the Year
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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Recipeint Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
Public Interest Projects Inc	45 W 36th St, 6th FL New York, NY 10018	Public Charity	N/A	travel support for LGBT immigrant leaders to attend Creating Change	\$ 5,000
Emergency Family Assistance Association	1575 Yarmouth Ave Boulder, CO 80304	Public Charity	N/A	general operating support	\$ 100
PeaceJam Foundation	11200 Ralston Road Arvada, CO 80004	Public Charity	N/A	general operating support	\$ 25
The Gay Lesbian Bisexual & Transgender Community Center of CO	PO Box 9798 Denver, CO 80209	Public Charity	N/A	general operating support	\$ 100
CASA of the Pikes Peak Region, Inc	701 South Cascade Avenue Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 100
Girl Scouts of Colorado	400 S Broadway PO Box 9407 Denver, CO 80209	Public Charity	N/A	general operating support	\$ 113
Citizens Project	4360 Montebello Dr , Suite 800 Colorado Springs, CO 80918	Public Charity	N/A	general operating support	\$ 100
The Colorado College	912 North Weber Street Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 125
Women's Foundation of Colorado, Inc	1901 East Asbury Avenue Denver, CO 80208	Public Charity	N/A	general operating support	\$ 100
American Civil Liberties Union Foundation of Colorado Inc	303 East 17th Avenue, Suite 350 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 100
Senior Action in a Gay Environment Inc	305 7th Ave, 15th Floor New York, NY 10001	Public Charity	N/A	for the following program support for SAGENet, the National Resource Center (NRC) on LGBT aging, and project support for a market research study on LGBT older people	\$ 41,200
Equality Maryland Foundation Inc	1201 S Sharp Street Suite 109 Baltimore, MD 21230	Public Charity	N/A	to continue community education for gender identity and expression inclusion in the statewide nondiscrimination statute	\$ 20,000
Public Interest Projects Inc	45 W 36th St, 6th FL New York, NY 10018	Public Charity	N/A	project support for the Federal Agencies Project	\$ 500,000
Howard Dental Center	1420 Ogden Street Denver, CO 80218	Public Charity	N/A	general operating support	\$ 2,824
Citizens Project	4360 Montebello Dr , Suite 800 Colorado Springs, CO 80918	Public Charity	N/A	general operating support	\$ 20
Girl Scouts of Colorado	400 S Broadway PO Box 9407 Denver, CO 80209	Public Charity	N/A	general operating support	\$ 100
Groundwork Denver Incorporated	2740 W 28th Ave Denver, CO 80211	Public Charity	N/A	general operating support	\$ 10
Lighthouse Writers Workshop	1515 Race Street Denver, CO 80206	Public Charity	N/A	general operating support	\$ 10
Mile High Montessori Early Learning Centers	1780 Marion Street Denver, CO 80218	Public Charity	N/A	general operating support	\$ 20

Gill Foundation
 EIN #84-1264186
 Grants Paid During the Year
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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Recipeint Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
PeaceJam Foundation	11200 Ralston Road Arvada, CO 80004	Public Charity	N/A	general operating support	\$ 20
Planned Parenthood of the Rocky Mountains Inc	7155 East 38th Avenue Denver, CO 80207	Public Charity	N/A	general operating support	\$ 25
Sense of Security Inc	1385 S Colorado Blvd, Bldg A, Suite 302 Denver, CO 80222	Public Charity	N/A	general operating support	\$ 25
Delores Project	PO Box 1406 Denver, CO 80201	Public Charity	N/A	general operating support	\$ 25
The Gathering Place A Refuge for Rebuilding Lives	1535 High Street Denver, CO 80218	Public Charity	N/A	general operating support	\$ 25
Women's Foundation of Colorado, Inc	1901 East Asbury Avenue Denver, CO 80208	Public Charity	N/A	general operating support	\$ 50
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 90
Bell Policy Center	1905 Sherman Street, Suite 900 Denver, CO 80203	Public Charity	N/A	support for the Colorado Public Television project	\$ 7,500
Center for American Progress	1333 H Street, NW, 10th Floor Washington, DC 20005	Public Charity	N/A	support for LGBT research and communications capabilities	\$ 150,000
Equality California Institute	3699 Wilshire Blvd., Suite 1290 Los Angeles, CA 90010	Public Charity	N/A	support for an executive leadership transition	\$ 50,000
One Iowa Education Fund	419 SW 8th St Des Moines, IA 50309	Public Charity	N/A	support for an executive leadership transition	\$ 50,000
American Independent News Network	455 Massachusetts Ave, NW, Suite 600 Washington, DC 20001	Public Charity	N/A	general operating support	\$ 100,000
Third Way Institute	1025 Connecticut Ave NW Ste 501 Washington, DC 20036	Public Charity	N/A	project support for the Gay Equality Initiative	\$ 100,000
Equality Ohio Education Fund	61 Jefferson Avenue Columbus, OH 43215	Public Charity	N/A	matching grant for monthly sustaining donor program	\$ 9,000
Water for People	6666 West Quincy Ave Denver, CO 80235	Public Charity	N/A	general operating support	\$ 10
Howard Dental Center	1420 Ogden Street Denver, CO 80218	Public Charity	N/A	general operating support	\$ 100
PeaceJam Foundation	11200 Ralston Road Arvada, CO 80004	Public Charity	N/A	general operating support	\$ 25
National Black Justice Coalition Inc	Post Office Box 71395 Washington, DC 20024	Public Charity	N/A	general operating support	\$ 2,500
Audre Lorde Project Inc	147 W 24th St, 3rd FL New York, NY 10011	Public Charity	N/A	general operating support	\$ 5,000
Sylvia Rivera Law Project Inc	147 W 24th St, 5th FL New York, NY 10011	Public Charity	N/A	general operating support	\$ 5,000
Ali Forney Center	224 W 35th St, Ste 1102 New York, NY 10001	Public Charity	N/A	general operating support	\$ 2,500

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Gay and Lesbian Rodeo Heritage Foundation	6314 N 14th St Phoenix, AZ 85104	Public Charity	N/A	program support for Out West	\$ 2,500
Community Shares of Colorado Inc	789 Sherman Street Suite 230 Denver, CO 80203	Public Charity	N/A	support for the Community Shares USA Conference	\$ 2,500
The Gay Lesbian Bisexual & Transgender Community Center of CO	PO Box 9798 Denver, CO 80209	Public Charity	N/A	general operating support	\$ 60
National Gay and Lesbian Task Force Foundation	1325 Massachusetts Avenue NW Ste 600 Washington, DC 20005	Public Charity	N/A	general operating support	\$ 50
Lambda Legal Defense & Education Fund Inc	120 Wall St, 19th Floor New York, NY 10005-3904	Public Charity	N/A	an event sponsorship for Jeffrey Fashion Cares 2012, honoring Terrence Meck	\$ 2,500
Lesbian and Gay Community Services Center, Inc	208 West 13th Street New York, NY 10011	Public Charity	N/A	for a one page ad honoring Mario Palumbo at The Center Dinner	\$ 1,000
Tides Foundation	PO Box 29903 San Francisco, CA 94129	Public Charity	N/A	program support for the State Equality Fund	\$ 600,000
American Independent News Network	455 Massachusetts Ave, NW, Suite 600 Washington, DC 20001	Public Charity	N/A	program support for the Colorado Independent	\$ 150,000
ProgressNow Colorado Education	1536 Wynkoop Street, #203 Denver, CO 80202	Public Charity	N/A	program support for the Media Monitoring Project	\$ 51,950
ProgressNow Colorado Education	1536 Wynkoop Street, #203 Denver, CO 80202	Public Charity	N/A	general operating support	\$ 100,000
Citizens for Responsibility and Ethics in Washington, D C, Inc	1400 Eye Street, NW, Suite 450 Washington, DC 20005	Public Charity	N/A	program support for Colorado Ethics Watch	\$ 150,000
Bell Policy Center	1905 Sherman Street, Suite 900 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 115,000
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	support for youth organizing work	\$ 50,000
GALA Choruses Inc	PO Box 99998 Pittsburgh, PA 15233	Public Charity	N/A	project support for GALA Chorus Festival 2012	\$ 10,000
Gender Identity Center of Colorado, Inc	1151 S Huron St Denver, CO 80223	Public Charity	N/A	general operating support	\$ 5,000
Catholics United Education Fund	PO Box 33524 Washington, DC 20033	Public Charity	N/A	general operating support	\$ 100,000
Tennessee Immigrant and Refugee Rights Coalition	446 Metroplex Dr Bldg A, Ste 224 Nashville, TN 37211	Public Charity	N/A	project support for technical assistance to educate staff, leadership, and stakeholders about the shared values and struggles between the LGBT and immigrant rights movements, and to tell the stories of LGBT immigrants	\$ 25,000
Denver Foundation	55 Madison Street, 8th Floor Denver, CO 80206	Public Charity	N/A	program support for TBD Colorado	\$ 20,000
Equality Maryland Foundation Inc	1201 S Sharp Street Suite 109 Baltimore, MD 21230	Public Charity	N/A	general operating support	\$ 3,965

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Senior Action in a Gay Environment Inc	305 7th Ave, 15th Floor New York, NY 10001	Public Charity	N/A	for the following program support for SAGENet, the National Resource Center (NRC) on LGBT aging, and project support for a market research study on LGBT older people	\$ 11,200
Media Matters for America	455 Massachusetts Ave NW, Ste 600 Washington, DC 20001	Public Charity	N/A	general operating support	\$ 100,000
Media Matters for America	455 Massachusetts Ave NW, Ste 600 Washington, DC 20001	Public Charity	N/A	general operating support	\$ 50,000
ProgressNow Colorado Education	1536 Wynkoop Street, #203 Denver, CO 80202	Public Charity	N/A	program support for Elevating Women's Voices	\$ 25,000
ProgressNow Colorado Education	1536 Wynkoop Street, #203 Denver, CO 80202	Public Charity	N/A	program support for Campaign for a Strong Colorado	\$ 17,150
ProgressNow Colorado Education	1536 Wynkoop Street, #203 Denver, CO 80202	Public Charity	N/A	program support for Campaign for a Strong Colorado	\$ 17,150
RedLine	2350 Arapahoe Street Denver, CO 80205	Public Charity	N/A	a one-time Event Sponsorship of RedLine's summer exhibition, 'Off the Beaten Path Violence, Women, and Art'	\$ 10,000
Companeros Four Corners Immigrant Resource Center	1022 1/2 Main Ave Durango, CO 81301	Public Charity	N/A	general operating support	\$ 30,000
Gay and Lesbian Leadership Institute, Inc	1133 15th Street, NW, Suite 350 Washington, DC 20005	Public Charity	N/A	\$75,000 gen op support, \$50,000 program support for the Presidential Appointments Project, and \$45,000 program support to integrate LGBT people and programming into the National Association of Latino Elected and Appointed Officials Education Fund	\$ 75,000
Gay and Lesbian Leadership Institute, Inc	1133 15th Street, NW, Suite 350 Washington, DC 20005	Public Charity	N/A	\$75,000 gen op support, \$50,000 program support for the Presidential Appointments Project, and \$45,000 program support to integrate LGBT people and programming into the National Association of Latino Elected and Appointed Officials Education Fund	\$ 50,000
Gay and Lesbian Leadership Institute, Inc	1133 15th Street, NW, Suite 350 Washington, DC 20005	Public Charity	N/A	\$75,000 gen op support, \$50,000 program support for the Presidential Appointments Project, and \$45,000 program support to integrate LGBT people and programming into the National Association of Latino Elected and Appointed Officials Education Fund	\$ 45,000
Basic Rights Education Fund	PO Box 40625 Portland, OR 97240	Public Charity	N/A	Appointed Officials Education Fund marriage equality public education and messaging experimentation	\$ 100,000

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The Pride Foundation	1122 E Pike St, PMB 1001 Seattle, WA 98122	Public Charity	N/A	\$150,000 for marriage equality public education \$50,000 as program support for Western State Center in Oregon, and \$50,000 as program support for public education focused on Latinos This includes a robust communications plan to ensure that marriage equality	\$ 150,000
The Pride Foundation	1122 E Pike St, PMB 1001 Seattle, WA 98122	Public Charity	N/A	\$150,000 for marriage equality public education \$50,000 as program support for Western State Center in Oregon, and \$50,000 as program support for public education focused on Latinos This includes a robust communications plan to ensure that marriage equality	\$ 50,000
The Pride Foundation	1122 E Pike St, PMB 1001 Seattle, WA 98122	Public Charity	N/A	\$150,000 for marriage equality public education \$50,000 as program support for Western State Center in Oregon, and \$50,000 as program support for public education focused on Latinos This includes a robust communications plan to ensure that marriage equality	\$ 50,000
GLSEN Inc	90 Broad Street, 2nd Floor New York, NY 10004	Public Charity	N/A	support for work on securing safe, accessible, respectful, and healthful learning environments free of anti-LGBT bias	\$ 100,000
Public Interest Projects Inc	45 W 36th St, 6th FL New York, NY 10018	Public Charity	N/A	program support for the State Capacity and Innovation Fund	\$ 250,000
ProgressNow Colorado Education	1536 Wynkoop Street, #203 Denver, CO 80202	Public Charity	N/A	program support for Elevating Women's Voices	\$ 4,000
The Gay Lesbian Bisexual & Transgender Community Center of CO	PO Box 9798 Denver, CO 80209	Public Charity	N/A	general operating support	\$ 418
Equality Ohio Education Fund	61 Jefferson Avenue Columbus, OH 43215	Public Charity	N/A	matching grant for monthly sustaining donor program	\$ 7,000
March of Dimes Birth Defects National Foundation	1325 S Colorado Blvd, Ste B508 Denver, CO 80222	Public Charity	N/A	general operating support	\$ 25
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 10
Astraea Foundation	116 E 16th St, 7th Floor New York, NY 10003-2112	Public Charity	N/A	\$125,000 for LGBT Equality Global Project to advance LGBT human rights in developing countries in the global south and east, and \$25,000 for Astraea's fiscal, legal, and administrative overhead for the LGBT Equality Global Project	\$ 150,000
Girl Scouts of Colorado	400 S Broadway PO Box 9407 Denver, CO 80209	Public Charity	N/A	event sponsorship of the Women of Distinction Dinner on October 23, 2012	\$ 5,000

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Student Farmworker Alliance Inc	PO Box 603 Immokalee, FL 34143	Public Charity	N/A	general operating support	\$ 165
Chinook Fund	3280 Downing Street, Suite B Denver, CO 80205	Public Charity	N/A	general operating support	\$ 100
Colorado Progressive Coalition	1029 Santa Fe Drive Denver, CO 80204	Public Charity	N/A	general operating support	\$ 20
Equality Maryland Foundation Inc	1201 S Sharp Street Suite 109 Baltimore, MD 21230	Public Charity	N/A	general operating support	\$ 3,992
Denver Foundation	55 Madison Street, 8th Floor Denver, CO 80206	Public Charity	N/A	support for the john a powell event on April 30, 2012 through the Denver Foundation's Inclusiveness Project	\$ 2,500
National Center for Lesbian Rights	870 Market St, Ste 370 San Francisco, CA 94102	Public Charity	N/A	general operating support	\$ 52
March of Dimes Birth Defects National Foundation	1325 S Colorado Blvd, Ste B508 Denver, CO 80222	Public Charity	N/A	general operating support	\$ 50
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 20
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	Public Charity	N/A	program support for the Colorado Donor Alliance	\$ 25,000
Faith in Public Life Resource Center Inc	1111 14th Street NW, Suite 900 Washington, DC 20005	Public Charity	N/A	program support for Faithful America	\$ 20,000
Center for Excellence in Educational Leadership	4101 S Bannock St Englewood, CO 80110	Public Charity	N/A	project support for the Colorado Association of School Executives and the Colorado Association of School Board membership trainings	\$ 15,000
Equality Federation Institute	567 Sutter St, 3rd FL San Francisco, CA 94102	Public Charity	N/A	support for the Anchorage Nondiscrimination Report	\$ 18,720
National Black Justice Coalition Inc	Post Office Box 71395 Washington, DC 20024	Public Charity	N/A	general operating support and support for strategic planning process	\$ 125,000
Boulder Pride	PO Box 1018 Boulder, CO 80306	Public Charity	N/A	general operating support	\$ 20,000
The UCLA Foundation	UCLA School of Law Box 951476 Los Angeles, CA 90095-1476	Public Charity	N/A	\$300,000 for general operating support and \$100,000 program support for the National LGBT Public Opinion Project	\$ 400,000
Western Equality	740 Gunnison Ave, Ste 212 Grand Junction, CO 81501	Public Charity	N/A	general operating support	\$ 3,000
Rocky Mountain Farmers Union Educational and Charitable Foundation, Inc	7900 E Union Ave Ste 200 Denver, CO 80237	Public Charity	N/A	general operating support	\$ 25
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 1,250
Gay & Lesbian Alliance Against Defamation Inc	5455 Wilshire Blvd #1500 Los Angeles, CA 90036	Public Charity	N/A	general operating support	\$ 250
National Multiple Sclerosis Society	900 South Broadway, Second Floor Denver, CO 80209	Public Charity	N/A	general operating support	\$ 100

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Padres Unidos, Inc	3025 W 37th Avenue, Suite 206 Denver, CO 80211	Public Charity	N/A	program support for leadership development institutes and camps	\$ 30,000
National Foundation for the Ctrs of Disease Control & Prevention Inc	55 Park Place NE, Suite 400 Atlanta, GA 30303	Public Charity	N/A	project support for the inclusion of a sexual orientation question in the National Health Interview Survey	\$ 200,000
The Gay Lesbian Bisexual & Transgender Community Center of CO	PO Box 9798 Denver, CO 80209	Public Charity	N/A	\$100,000 general operating support for the Center's Denver location, \$30,000 general operating support for the Center's Fort Collins location, and \$35,000 for the Leadership through Pride program	\$ 115,000
The Gay Lesbian Bisexual & Transgender Community Center of CO	PO Box 9798 Denver, CO 80209	Public Charity	N/A	\$100,000 general operating support for the Center's Denver location, \$30,000 general operating support for the Center's Fort Collins location, and \$35,000 for the Leadership through Pride program	\$ 50,000
National Black Caucus of State Legislators	444 N Capitol St NW, Ste 622 Washington, DC 20001	Public Charity	N/A	project support for the 'Standing on Common Ground' policy symposium and membership development (\$105,300), and annual roundtable membership (\$5,000)	\$ 110,300
In the Life Media, Inc	184 5th Avenue 4th Fl New York, NY 10010	Public Charity	N/A	general operating support	\$ 50,000
GroundSpark	901 Mission Street, Suite 205 San Francisco, CA 94103	Public Charity	N/A	general operating support	\$ 50,000
Colorado Immigrant Rights Coalition	2525 W Alameda Ave Denver, CO 80219	Public Charity	N/A	project support for a public education campaign among Latinos in Colorado that emphasizes the need for same-sex relationship recognition protections	\$ 60,000
CAUSA of Oregon	700 Marion St NE Salem, OR 97301	Public Charity	N/A	project support for marriage equality public education in Oregon	\$ 75,000
Tides Center	PO Box 29198 San Francisco, CA 94129-0907	Public Charity	N/A	project support for National Asian Pacific American Women's Forum to undertake a research and messaging project, with LGBT-specific questions, focused on Asian Americans	\$ 25,000
Mazzoni Center	21 S 12th St, 12th Floor Philadelphia, PA 19107	Public Charity	N/A	support for the 12th annual Philadelphia Trans-Health Conference	\$ 15,000
National Gay and Lesbian Task Force Foundation	1325 Massachusetts Avenue NW Ste 600 Washington, DC 20005	Public Charity	N/A	general operating support	\$ 200,000
American Foundation for Equal Rights	6565 Sunset Blvd, Suite 400 Los Angeles, CA 90026	Public Charity	N/A	general operating support	\$ 75,000
Children's Hospital Foundation	13123 East 16th Avenue, Box 045 Aurora, CO 80045	Public Charity	N/A	project support for the Children's Hospital Immunodeficiency Program and Youth Alley	\$ 17,000
Inside Out Youth Services	235 South Nevada Avenue Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 35,000

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One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 75,000
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 75,000
Equality Maryland Foundation Inc	1201 S Sharp Street Suite 109 Baltimore, MD 21230	Public Charity	N/A	project support for a public education campaign among LGBT people in Maryland that highlights LGBT undocumented immigrant students	\$ 50,000
CASA de Maryland, Inc	8151 15th Avenue Langley Park, MD 20783	Public Charity	N/A	project support for a public education campaign among Latinos in Maryland that highlights gay and lesbian Latino families	\$ 60,000
Community Shares of Colorado Inc	789 Sherman Street Suite 230 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 20
Family Star, Inc	2246 Federal Blvd Denver, CO 80211	Public Charity	N/A	general operating support	\$ 30
New Era Colorado Foundation	1722 Humboldt Street Denver, CO 80218	Public Charity	N/A	general operating support	\$ 100
Project Pave, Inc	2051 York Street Denver, CO 80205	Public Charity	N/A	general operating support	\$ 50
Chinook Fund	3280 Downing Street, Suite B Denver, CO 80205	Public Charity	N/A	general operating support	\$ 80
Grassroots Institute For Fundraising Training	1904 Franklin Street, Ste 705 Oakland, CA 94612	Public Charity	N/A	general operating support	\$ 15
Equality Maine Foundation	550 Forest Ave, Ste 201 Portland, ME 04104	Public Charity	N/A	marriage equality public education	\$ 150,000
Equality Minnesota	1170 15th Ave SE Ste 208 Minneapolis, MN 55414	Public Charity	N/A	marriage equality public education	\$ 50,000
Outfront Minnesota Community Services	310 E 38th St, Ste 204 Minneapolis, MN 55409-1337	Public Charity	N/A	marriage equality public education	\$ 50,000
Colorado Health Network, Inc	2490 W 26th Ave Suite 300A Denver, CO 80211	Public Charity	N/A	general operating support	\$ 25
Colorado Health Network, Inc	2490 W 26th Ave Suite 300A Denver, CO 80211	Public Charity	N/A	general operating support	\$ 15
9-5 National Association of Working Women	655 Broadway, Suite 800 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 10
CASA of the Pikes Peak Region, Inc	701 South Cascade Avenue Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 50
Citizens Project	4360 Montebello Dr, Suite 800 Colorado Springs, CO 80918	Public Charity	N/A	general operating support	\$ 60
Bell Policy Center	1905 Sherman Street, Suite 900 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 1,250
Spark Reproductive Justice Now Inc	2048 Hosea L Williams Drive, Suite B Atlanta, GA 30317	Public Charity	N/A	general operating support	\$ 10
Colorado Health Network, Inc	2490 W 26th Ave Suite 300A Denver, CO 80211	Public Charity	N/A	general operating support	\$ 50

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Howard Dental Center	1420 Ogden Street Denver, CO 80218	Public Charity	N/A	general operating support	\$ 260
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 50
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 40
People for the American Way Foundation	1011 15th Street, NW, Suite 600 Washington, DC 20005	Public Charity	N/A	program support for youth leadership programs, specifically Young People For and Young Elected Officials Network	\$ 75,000
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	program support for the Colorado Anti-Violence Program	\$ 15,000
Denver Foundation	55 Madison Street, 8th Floor Denver, CO 80206	Public Charity	N/A	support for the Colorado Fire Relief Fund 2012	\$ 50,000
9-5 National Association of Working Women	655 Broadway, Suite 800 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 25,000
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	Public Charity	N/A	program support for the Voter Engagement Plan	\$ 75,000
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	Public Charity	N/A	program support for the Latino Working Group	\$ 35,000
Common Cause Education Fund	1133 19th Street NW, 9th Floor Washington, DC 20036	Public Charity	N/A	program support for the Colorado Common Cause Education Fund	\$ 20,000
New Era Colorado Foundation	1722 Humboldt Street Denver, CO 80218	Public Charity	N/A	general operating support	\$ 25,000
Mi Familia Vota Education Fund	1450 E Indian School Suite 101 Phoenix, AZ 85014	Public Charity	N/A	program support for the Mi Familia Vota - Colorado State Chapter	\$ 25,000
In the Life Media, Inc	184 5th Avenue 4th Fl New York, NY 10010	Public Charity	N/A	general operating support	\$ 25,000
Colorado Health Network, Inc	2490 W 26th Ave Suite 300A Denver, CO 80211	Public Charity	N/A	\$150,000 to support merger expenses (final grant), \$180,000 general operating support for four regional Colorado AIDS Projects Denver Colorado AIDS Project, Southern Colorado AIDS Project, Northern Colorado AIDS Project, and Western Colorado AIDS Project	\$ 330,000
National Center for Lesbian Rights	870 Market St, Ste 370 San Francisco, CA 94102	Public Charity	N/A	general operating support	\$ 100,000
Boulder County AIDS Project	2118 14th Street Boulder, CO 80302	Public Charity	N/A	general operating support	\$ 15,000
Boulder County AIDS Project	2118 14th Street Boulder, CO 80302	Public Charity	N/A	general operating support	\$ 20,000
Colorado Health Network, Inc	2490 W 26th Ave Suite 300A Denver, CO 80211	Public Charity	N/A	general operating support	\$ 5,000
Public Interest Projects Inc	45 W 36th St, 6th Fl New York, NY 10018	Public Charity	N/A	for FCCP membership	\$ 3,500
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 20

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Environmental Learning for Kids	14460 E 50th Avenue Denver, CO 80239	Public Charity	N/A	general operating support	\$ 100
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 20
The Colorado College	912 North Weber Street Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 125
Sustainable Seattle	1402 3rd Ave, Ste 430 Seattle, WA 98101	Public Charity	N/A	general operating support	\$ 15
Denver Zine Library	PO Box 13826 Denver, CO 80201	Public Charity	N/A	general operating support	\$ 100
Denver Zine Library	PO Box 13826 Denver, CO 80201	Public Charity	N/A	general operating support	\$ 10
Denver Zine Library	PO Box 13826 Denver, CO 80201	Public Charity	N/A	general operating support	\$ 25
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 1,200
Susan G Komen Breast Cancer Foundation Denver Affiliate	1895 Franklin Street Denver, CO 80218	Public Charity	N/A	general operating support	\$ 50
Colorado Progressive Coalition	1029 Santa Fe Drive Denver, CO 80204	Public Charity	N/A	general operating support	\$ 25,000
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	Public Charity	N/A	support for the Pikes Peak Equality Coalition - the Colorado Springs regional hub of the Roundtable	\$ 35,000
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	Public Charity	N/A	support for the Grand Junction regional hub of the Roundtable	\$ 31,000
Great Education Colorado Fund	1000 East 16th Avenue, Suite 018 Denver, CO 80218	Public Charity	N/A	program support for Year of the Student	\$ 15,000
Vet Voice Foundation Inc	PO Box 10031 Portland, OR 97296	Public Charity	N/A	program support for the Colorado Vet Voice Foundation chapter	\$ 20,000
Working America Education Fund	815 Sixteenth Street, NW 5th Floor Washington, DC 20006	Public Charity	N/A	program support for the Colorado Chapter	\$ 20,000
Council on Finance and Administration of the United Methodist Church	3133 Dumbarton Street, NW Washington, DC 20007	Public Charity	N/A	project support for Many Voices	\$ 10,000
Every Family Education Project	3712 N Broadway, PMB 125 Chicago, IL 60613	Public Charity	N/A	program support for Allied for Equality project and Faith & Freedom Initiative	\$ 50,000
Clean Water Fund	23885 Denton Suite B Clinton Township, MI 48036	Public Charity	N/A	program support for Minnesota Voice	\$ 50,000
Maine Peoples Resource Center	565 Congress St #200 Portland, ME 04101	Public Charity	N/A	program support for Engage Maine	\$ 50,000
Progressive Leadership Alliance of Nevada	821 Riverside Drive Reno, NV 89503	Public Charity	N/A	program support for PLAN for Marriage	\$ 25,000
Progressive Leadership Alliance of Nevada	821 Riverside Drive Reno, NV 89503	Public Charity	N/A	program support for PLAN for Marriage	\$ 25,000
Boulder County Public Health	3450 Broadway Boulder, CO 80304	Public Charity	N/A	program support for Open & Affirming Sexual Orientation/Gender Identity Support (OASOS)	\$ 7,500

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Center for American Progress	1333 H Street, NW, 10th Floor Washington, DC 20005	Public Charity	N/A	support for the research and communications project 'LGBT Progress'	\$ 100,000
Anti-Defamation League	1120 Lincoln Street, Suite 1301 Denver, CO 80203	Public Charity	N/A	project support for the No Place for Hate Campaign	\$ 50,000
A Philip Randolph Educational Fund	815 16th Street, NW, 4th Floor Washington, DC 20006	Public Charity	N/A	general operating support	\$ 20,000
Park Square Advocates Inc	30 Winter Street, Suite 800 Boston, MA 02108	Public Charity	N/A	support to challenge Section 3 of the federal Defense of Marriage Act denying federal benefits to same-sex couples	\$ 100,000
Washington Progress Fund	1402 3rd Avenue, Suite 201 Seattle, WA 98101	Public Charity	N/A	program support for the Win/Win Network	\$ 50,000
Out & Equal	155 Sansome St, Ste 450 San Francisco, CA 94104	Public Charity	N/A	project support for the Business of Change project as an ongoing, evolving, online community	\$ 50,000
Queers for Economic Justice, Inc	147 W 24th St, 4th FL New York, NY 10011	Public Charity	N/A	general operating support	\$ 25
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 20
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 500
Friends of Gueoul Inc	3120 South Race Street Englewood, CO 80113	Public Charity	N/A	general operating support	\$ 60
B-Word Worldwide	4930 NE 29th Ave Portland, OR 97211	Public Charity	N/A	general operating support	\$ 5,000
Queers for Economic Justice, Inc	147 W 24th St, 4th FL New York, NY 10011	Public Charity	N/A	general operating support	\$ 2,500
Interfaith Alliance of Colorado	1600 S Pearl Street Denver, CO 80210	Public Charity	N/A	general operating support	\$ 15,000
Latin American Research and Service Agency	309 West First Avenue Denver, CO 80223	Public Charity	N/A	general operating support	\$ 15,000
Colorado Immigrant Rights Coalition	2525 W Alameda Ave Denver, CO 80219	Public Charity	N/A	\$15,000 for general operating support and \$10,000 for program support for a Deferred Action Coordinator	\$ 15,000
Colorado Immigrant Rights Coalition	2525 W Alameda Ave Denver, CO 80219	Public Charity	N/A	\$15,000 for general operating support and \$10,000 for program support for a Deferred Action Coordinator	\$ 10,000
Womens Leadership Fund	1509 York Street - #2J Denver, CO 80206	Public Charity	N/A	program support for the Colorado Women Voters Engagement Project	\$ 20,000
Rights for All People	1400 Dayton Street Aurora, CO 80010	Public Charity	N/A	general operating support	\$ 15,000
American Civil Liberties Union Foundation of Colorado Inc	303 East 17th Avenue, Suite 350 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 15,000
National Queer Asian Pacific Islander Alliance Inc	233 5th Ave, Ste 4A New York, NY 10016	Public Charity	N/A	general operating support	\$ 7,500

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Community Initiatives	1220 L Street, NW Suite 100-450 Washington, DC 20005	Public Charity	N/A	program support for the Council for Global Equality	\$ 100,000
Biological Sciences Curriculum Study, Inc	5415 Mark Dabing Blvd Colorado Springs, CO 80918	Public Charity	N/A	program support for Colorado Champions for Science, Technology, Engineering, and Math (STEM) Education Leadership Academy	\$ 76,000
Colorado Department of Public Safety	700 Kipling Street, Suite 1000 Denver, CO 80215	Public Charity	N/A	program support for bully prevention work through the Colorado School Safety Resource Center	\$ 53,000
The Center for Progressive Leadership	1133 19th St NW, 9th Fl Washington, DC 20036	Public Charity	N/A	\$25,000 program support, and \$25,000 support for the merger	\$ 50,000
Lambda Legal Defense & Education Fund Inc	120 Wall St, 19th Floor New York, NY 10005-3904	Public Charity	N/A	general operating support	\$ 100,000
Senior Action in a Gay Environment Inc	305 7th Ave, 15th Floor New York, NY 10001	Public Charity	N/A	program support for SAGENet, the National Resource Center on LGBT aging, and project support for a market research study on LGBT older people	\$ 100,000
Senior Action in a Gay Environment Inc	305 7th Ave, 15th Floor New York, NY 10001	Public Charity	N/A	program support for SAGENet, the National Resource Center on LGBT aging, and project support for a market research study on LGBT older people	\$ 100,000
Mexican American Legal Defense and Educational Fund	634 S Spring St, 11th Fl Los Angeles, CA 90014	Public Charity	N/A	project support to drive LGBT equality as an advocacy priority	\$ 25,000
Gay & Lesbian Alliance Against Defamation Inc	5455 Wilshire Blvd #1500 Los Angeles, CA 90036	Public Charity	N/A	\$80,000 project support for the People of Color Media Program and \$120,000 project support for the Media Engagement Advancement Project	\$ 200,000
LGBT Labor Leadership Initiative	815 16th Street NW Washington, DC 20006	Public Charity	N/A	program support for training on negotiating LGBT-inclusive contracts, and union member advocacy and leadership development for LGBT individuals and allies	\$ 35,000
Equality Maryland Foundation Inc	1201 S Sharp Street Suite 109 Baltimore, MD 21230	Public Charity	N/A	program support for the Maryland Black Family Alliance	\$ 10,000
One Iowa Education Fund	419 SW 8th St Des Moines, IA 50309	Public Charity	N/A	general operating support	\$ 50,000
Mexican American Legal Defense and Educational Fund	634 S Spring St, 11th Fl Los Angeles, CA 90014	Public Charity	N/A	program support for Freedom to Work	\$ 50,000
Ballot Initiative Strategy Center Foundation	1825 K St NW, Ste 411 Washington, DC 20006	Public Charity	N/A	project support to train LGBT leaders on best practices of ballot initiative campaigns	\$ 50,000
Right Rides for Women's Safety Inc	26 Court St, Ste 505 Brooklyn, NY 11242	Public Charity	N/A	general operating support	\$ 2,337
Denver Zine Library	PO Box 13826 Denver, CO 80201	Public Charity	N/A	general operating support	\$ 35
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 100

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Lambda Legal Defense & Education Fund Inc	120 Wall St, 19th Floor New York, NY 10005-3904	Public Charity	N/A	general operating support	\$ 50
Interfaith Alliance of Colorado	1600 S. Pearl Street Denver, CO 80210	Public Charity	N/A	general operating support	\$ 100
Gay & Lesbian Alliance Against Defamation Inc	5455 Wilshire Blvd #1500 Los Angeles, CA 90036	Public Charity	N/A	general operating support	\$ 25
The Northwest Network of Bisexual, Trans, Lesbian & Gay survivors of Abuse	P O Box 20398 Seattle, WA 98118	Public Charity	N/A	general operating support	\$ 29
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 20
Essex County Community Foundation	175 Andover Street Danvers, MA 01923	Public Charity	N/A	program support for the Art-MONEY project through Fund for the Republic	\$ 25,000
Public Broadcasting of Colorado Inc	7409 South Alton Court Centennial, CO 80112	Public Charity	N/A	general operating support	\$ 50
The Urban Farm	10200 Smith Road Denver, CO 80239	Public Charity	N/A	our employee giving circle donation	\$ 4,000
Trips for Kids	2840 S Elati Street #4 Englewood, CO 80110	Public Charity	N/A	our employee giving circle donation	\$ 4,000
Hispanic Affairs Project	300 N Cascade Ave , Suite C4 Montrose, CO 81401	Public Charity	N/A	general operating support	\$ 15,000
Colorado Conservation Voters Education Fund	1536 Wynkoop St, Suite 4-C Denver, CO 80202	Public Charity	N/A	general operating support	\$ 25,000
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	Public Charity	N/A	program support for the Legal Resource Pool	\$ 15,000
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	Public Charity	N/A	general operating support	\$ 60,000
Purpose Foundation	224 Centre St, 6th Floor New York, NY 10013	Public Charity	N/A	support for the All Out program work in the United States	\$ 50,000
Equality Federation Institute	567 Sutter St, 3rd FL San Francisco, CA 94102	Public Charity	N/A	\$100,000 as general operating support and \$100,000 as support for the Strategic Opportunity Initiative	\$ 200,000
Equality New Mexico Foundation	1410 Coal Avenue, SW Albuquerque, NM 87104	Public Charity	N/A	project support for the All Families Matter campaign	\$ 50,000
Family Equality Council	PO Box 206 Boston, MA 02133	Public Charity	N/A	general operating support	\$ 90,000
Servicemembers Legal Defense Network Inc	PO Box 65301 Washington, DC 20035	Public Charity	N/A	general operating support	\$ 25,000
State Voices	500 Griswold, Suite 2850 Detroit, MI 48226	Public Charity	N/A	general operating support	\$ 100,000
Museum of Contemporary Art-Denver	1485 Delgany Street Denver, CO 80202	Public Charity	N/A	general operating support	\$ 45,000
Park Square Advocates Inc	30 Winter Street, Suite 800 Boston, MA 02108	Public Charity	N/A	project support for GLAD's DOMA Supreme Court trial work	\$ 45,000

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National Council of La Raza	1126 16th Street, NW, Suite 600 Washington, DC 20036	Public Charity	N/A	\$100,000 in program support for national and state-based advocacy, and to educate Latinos about LGBT marriage and nondiscrimination protections, \$10,000 to host the LGBT reception at NCLR's 2012 conference, and \$5,000 for a contest for creative advocacy	\$ 115,000
National Immigration Law Center	3534 Wilshire Boulevard, Suite 2850 Los Angeles, CA 90010	Public Charity	N/A	program support for United We Dream's Queer Undocumented Immigrant Project to identify potential undocumented youth leaders to work with state-based LGBT organizations	\$ 25,000
Astraea Foundation	116 E 16th St, 7th Floor New York, NY 10003-2112	Public Charity	N/A	support for the Pipeline Project's 21st Century Fellows program	\$ 50,000
Rockwood Leadership Program	426 17th Street, 4th Floor Oakland, CA 94612	Public Charity	N/A	support for the Rockwood Leadership LGBTQ Advocacy Fellowship program	\$ 100,000
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 50
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 220
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 50
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	Public Charity	N/A	general operating support	\$ 500
Childrens Museum of Denver, Inc	2121 Children's Museum Drive Denver, CO 80211	Public Charity	N/A	general operating support	\$ 2,000
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 20
Intercambio de Comunidades	4735 Walnut Street, Suite B Boulder, CO 80301	Public Charity	N/A	general operating support	\$ 600
Boulder Pride	PO Box 1018 Boulder, CO 80306	Public Charity	N/A	general operating support	\$ 500
Community Initiatives	1220 L Street, NW Suite 100-450 Washington, DC 20005	Public Charity	N/A	general operating support	\$ 5,000
American Independent News Network	455 Massachusetts Ave, NW, Suite 600 Washington, DC 20001	Public Charity	N/A	assistance with unanticipated costs associated with coverage of the 'Regnerus report' regarding 'new family structures'	\$ 5,000
Envision Excellence in STEM Education	105B Bingham Hall 10900 Euclid Avenue Cleveland, OH 44106	Public Charity	N/A	support for the National STEM Funders Network	\$ 5,000
National Center for Lesbian Rights	870 Market St, Ste 370 San Francisco, CA 94102	Public Charity	N/A	general operating support	\$ 250
National Center for Lesbian Rights	870 Market St, Ste 370 San Francisco, CA 94102	Public Charity	N/A	general operating support	\$ 200

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Centro Humanitario Para Los Trabajadores	2260 California Street Denver, CO 80205	Public Charity	N/A	general operating support	\$ 250
The Gay Lesbian Bisexual & Transgender Community Center of CO	PO Box 9798 Denver, CO 80209	Public Charity	N/A	general operating support	\$ 200
Denver Botanic Gardens	909 York Street Denver, CO 80206	Public Charity	N/A	general operating support	\$ 625
Colorado Ballet Company	1278 Lincoln Street Denver, CO 80203	Public Charity	N/A	project support for Light/The Holocaust & Humanity Project	\$ 5,000
Zing Foundation Inc	21 Linwood St Arlington, MA 02474	Public Charity	N/A	program support for the LGBTQ Equality Initiative major donor engagement and support	\$ 15,000
Naral Pro-Choice Colorado Foundation	1905 Sherman Street Suite 800 Denver, CO 80203	Public Charity	N/A	program support for leadership transition	\$ 10,000
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	Public Charity	N/A	program support for Colorado Fiscal Institute	\$ 25,000
Salt Lake City Film Center and Artists Collective	122 S Main Street Salt Lake City, UT 84101	Public Charity	N/A	project support for 'Barney's Last Year', a film about Barney Frank	\$ 15,000
GroundSpark	901 Mission Street, Suite 205 San Francisco, CA 94103	Public Charity	N/A	program support for the Rapid Response Network	\$ 15,000
Funders for Lesbian and Gay Issues Inc	116 E 16th St, 7th Floor New York, NY 10003-2112	Public Charity	N/A	\$25,000 as general operating support, and \$25,000 as support for the leadership transition	\$ 50,000
National Center for Transgender Equality	1325 Massachusetts Ave, NW, Suite 700 Washington, DC 20005	Public Charity	N/A	general operating support	\$ 50,000
Proteus Fund Inc	15 Research Drive, Suite B Amherst, MA 01002	Public Charity	N/A	support for the Civil Marriage Collaborative	\$ 250,000
The Transgender Law Center	870 Market St, Suite 400 San Francisco, CA 94102	Public Charity	N/A	general operating support	\$ 40,000
Bagly Inc	PO Box 960814 Boston, MA 02196	Public Charity	N/A	program support for the Transgender Advocacy Network	\$ 35,000
Freedom to Marry Inc	155 W 19th Street, 2nd Floor New York, NY 10011	Public Charity	N/A	general operating support (\$450,000) and program support for Freedom to Marry's Post-Election Analysis (\$25,000)	\$ 425,000
Freedom to Marry Inc	155 W 19th Street, 2nd Floor New York, NY 10011	Public Charity	N/A	general operating support (\$450,000) and program support for Freedom to Marry's Post-Election Analysis (\$25,000)	\$ 50,000
Asian American-Pacific Islanders In Philanthropy	211 Sutter Street, Ste 600 San Francisco, CA 94108	Public Charity	N/A	Support for Asian Americans/Pacific Islanders in Philanthropy's Queer Justice Fund for the development and implementation of a communications toolkit in partnership with the Movement Advancement Project and GLAAD	\$ 40,000
International Federation of Black Prides	1806 Vernon Street, NW Suite 200 Washington, DC 20009	Public Charity	N/A	support for the Center for Black Equity	\$ 50,000

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Public Interest Projects Inc	45 W 36th St, 6th FL New York, NY 10018	Public Charity	N/A	support for the Just and Fair Schools Fund	\$ 50,000
Public Interest Projects Inc	45 W 36th St, 6th FL New York, NY 10018	Public Charity	N/A	support for the Just and Fair Schools Fund	\$ 25,000
Immigration Equality	40 Exchange Place, Ste 1300 New York, NY 10005	Public Charity	N/A	general operating support	\$ 10,000
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 1,250
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	Public Charity	N/A	general operating support	\$ 500
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 1,250
Colorado Springs Pioneers Museum	215 South Tejon Street Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 500
Inside Out Youth Services	235 South Nevada Avenue Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 50
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 700
Girl Scouts of Colorado	400 S Broadway PO Box 9407 Denver, CO 80209	Public Charity	N/A	general operating support	\$ 200
The Gay Lesbian Bisexual & Transgender Community Center of CO	PO Box 9798 Denver, CO 80209	Public Charity	N/A	general operating support	\$ 150
National Council of La Raza	1126 16th Street, NW, Suite 600 Washington, DC 20036	Public Charity	N/A	general operating support	\$ 378
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 120
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 410
New Era Colorado Foundation	1722 Humboldt Street Denver, CO 80218	Public Charity	N/A	general operating support	\$ 580
Childrens Museum of Denver, Inc	2121 Children's Museum Drive Denver, CO 80211	Public Charity	N/A	general operating support	\$ 500
Powell Middle School	8000 S Corona Way Littleton, CO 80122	Public Charity	N/A	general operating support	\$ 200
Lenski Elementary School	6350 South Fairfax Way Centennial, CO 80121	Public Charity	N/A	general operating support	\$ 200
CASA de Maryland, Inc	8151 15th Avenue Langley Park, MD 20783	Public Charity	N/A	project support for a qualitative survey of Casa de Maryland's cross-issue public education campaign, specifically to evaluate the perceptions and attitudes among Latino, immigrant, African American, and LGBT leaders regarding CASA de Maryland's work	\$ 5,000
Urban Peak Denver	730 21st Street Denver, CO 80205	Public Charity	N/A	general operating support	\$ 890

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One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 100
Naral Pro-Choice Colorado Foundation	1905 Sherman Street Suite 800 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 25
Arvada Community Food Bank, Inc	8555 W 57th Ave Arvada, CO 80002	Public Charity	N/A	general operating support	\$ 500
Groundwork Denver Incorporated	2740 W 28th Ave Denver, CO 80211	Public Charity	N/A	general operating support	\$ 25
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 25
Urban Peak Denver	730 21st Street Denver, CO 80205	Public Charity	N/A	general operating support	\$ 411
Gay and Lesbian Leadership Institute, Inc	1133 15th Street, NW, Suite 350 Washington, DC 20005	Public Charity	N/A	general operating support	\$ 1,099
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 275
Colorado Springs Pioneers Museum	215 South Tejon Street Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 220
Rocky Mountain Public Broadcasting Network, Inc	1089 Bannock Street Denver, CO 80204	Public Charity	N/A	general operating support	\$ 200
FosterSports Inc	123 West 10th Avenue Denver, CO 80204	Public Charity	N/A	our employee giving circle donation	\$ 1,000
Sean Casey Animal Rescue Inc	153 East 3rd Street Brooklyn, NY 11218	Public Charity	N/A	our employee giving circle donation	\$ 1,000
Women's Foundation of Colorado, Inc	1901 East Asbury Avenue Denver, CO 80208	Public Charity	N/A	general operating support	\$ 50
Baobab Home	8 Louisiana Drive Matawan, NJ 07747	Public Charity	N/A	general operating support	\$ 1,000
Rocky Mountain Public Broadcasting Network, Inc	1089 Bannock Street Denver, CO 80204	Public Charity	N/A	general operating support	\$ 12,000
Rocky Mountain Community Radio	c/o Aspen Public Radio 110 Hallam Street, #134 Aspen, CO 81611	Public Charity	N/A	general operating support	\$ 10,000
North Fork Valley Public Radio Incorporated	P O Box 1350 233 Grand Ave Paonia, CO 81428	Public Charity	N/A	general operating support	\$ 2,500
KUVO Denver Educational Broadcasting	2900 Welton Street, Suite 200 Denver, CO 80205	Public Charity	N/A	general operating support	\$ 5,000
Community Radio for Northern Colorado	1901 56th Avenue Suite 200 Greeley, CO 80634	Public Charity	N/A	general operating support	\$ 10,000
Equal Representation of Media Advocacy Corporation	528 9th Street Alamosa, CO 81101	Public Charity	N/A	general operating support	\$ 2,500

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Public Radio for the Front Range	619 South College Avenue, #4 Fort Collins, CO 80524	Public Charity	N/A	general operating support	\$ 4,000
The Colorado College	912 North Weber Street Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 20,000
Tenderfoot Transmitting Inc	PO Box 596 Salida, CO 81201	Public Charity	N/A	general operating support	\$ 1,500
Boulder Community Broadcast Association Incorporated	4700 Walnut Street Boulder, CO 80301	Public Charity	N/A	general operating support	\$ 5,000
Fort Lewis College Foundation	1000 Rim Drive Durango, CO 81301	Public Charity	N/A	general operating support	\$ 3,000
Carbondale Community Access Radio, Inc	PO Box 1388 Carbondale, CO 81623	Public Charity	N/A	general operating support	\$ 1,500
Roaring Fork Public Radio, Inc	110 East Hallam Street, #134 Aspen, CO 81611	Public Charity	N/A	general operating support	\$ 5,000
Grand Valley Public Radio Company	1310 Ute Avenue Grand Junction, CO 81501	Public Charity	N/A	general operating support	\$ 10,000
Colorado Public Television, Inc	2900 Welton Street Denver, CO 80205	Public Charity	N/A	general operating support	\$ 5,000
Public Broadcasting of Colorado Inc	7409 South Alton Court Centennial, CO 80112	Public Charity	N/A	general operating support	\$ 30,000
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	sponsorship for Denver Dress for Success 2012 Camp Experience	\$ 5,000
Women's Bean Project	3201 Curtis Street Denver, CO 80205	Public Charity	N/A	general operating support	\$ 2,500
Urban Peak Colorado Springs	423 East Cucharas Street Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 4,000
Phillips County Sheriff's Office	221 South Interoccean Avenue Holyoke, CO 80734	Public Charity	N/A	general operating support	\$ 10,000
Colorado Special Olympics, Inc	384 Inverness Pkwy, Ste 100 Englewood, CO 80112	Public Charity	N/A	general operating support	\$ 2,500

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Smart-Girl	6825 East Tennessee Ave. #637 Denver, CO 80224	Public Charity	N/A	general operating support	\$ 5,000
Silver Key Senior Services, Inc	2250 Bott Avenue Colorado Springs, CO 80904	Public Charity	N/A	general operating support	\$ 1,000
Rape Intervention Team Inc	PO Box 2723 Durango, CO 81302	Public Charity	N/A	general operating support	\$ 5,000
Inside Out Youth Services	235 South Nevada Avenue Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 5,000
Sewall Child Development Center, Inc	1360 Vine Street Denver, CO 80206	Public Charity	N/A	general operating support	\$ 5,000
La Raza Services, Inc	4055 Tejon St Denver, CO 80211	Public Charity	N/A	general operating support	\$ 2,000
Senior Housing Options Inc	1510 17th Street Denver, CO 80202	Public Charity	N/A	general operating support	\$ 3,000
Ronald McDonald House Charities of Denver Inc	1300 East 21st Avenue Denver, CO 80205	Public Charity	N/A	general operating support	\$ 5,000
Rocky Mountain Housing Development Corporation	PO Box 9189 Denver, CO 80209	Public Charity	N/A	general operating support	\$ 2,500
Rocky Mountain Children's Law Center	1325 South Colorado Blvd, Ste 701 Denver, CO 80222	Public Charity	N/A	general operating support	\$ 5,000
Riverhouse Children's Center, Inc	495 Animas View Drive Durango, CO 81301	Public Charity	N/A	general operating support	\$ 5,000
RAFT Colorado	2875 Blake Street Denver, CO 80205	Public Charity	N/A	general operating support	\$ 5,000
Project Wise A Womens Initiative for Service and Empowerment	1301 Kalamath Street Denver, CO 80204	Public Charity	N/A	general operating support	\$ 5,000
A Sanctuary for Military Families	PO Box 132 Parker, CO 80134	Public Charity	N/A	general operating support	\$ 5,000
Project Pave, Inc	2051 York Street Denver, CO 80205	Public Charity	N/A	general operating support	\$ 3,000

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Project Angel Heart	4190 Garfield Street, Unit 5 Denver, CO 80216	Public Charity	N/A	general operating support	\$ 5,000
Posada	1008 North Grand Avenue Pueblo, CO 81003	Public Charity	N/A	general operating support	\$ 2,500
Police Foundation of Colorado Springs	10 Lake Circle Colorado Springs, CO 80906	Public Charity	N/A	general operating support	\$ 500
Acts 19 11	13620 Halleluah Trail Elbert, CO 80106	Public Charity	N/A	general operating support	\$ 5,000
Pikes Peak Metropolitan Community Church	1102 South 21st Street Colorado Springs, CO 80904	Public Charity	N/A	general operating support	\$ 2,000
Partners in Routt County	PO Box 774325 Steamboat Springs, CO 80477	Public Charity	N/A	general operating support	\$ 2,000
National Guard Association Colorado Education Foundation, Inc	PO Box 440889 Aurora, CO 80044	Public Charity	N/A	general operating support	\$ 2,500
Pikes Peak Alliance for the Mentally Ill	510 East Willamette Avenue Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 1,500
Mile High Down Syndrome Association	3515 S Tamarac Drive, Suite 320 Denver, CO 80237	Public Charity	N/A	general operating support	\$ 2,500
Mi Casa Resource Center for Women Inc	360 Acoma Street Denver, CO 80223	Public Charity	N/A	general operating support	\$ 2,500
March of Dimes Foundation	421 South Tejon, Suite 311 Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 2,500
Low-income Family Empowerment Inc	7190 Colorado Blvd , 6th Floor Commerce City, CO 80022	Public Charity	N/A	general operating support	\$ 3,000
Latin American Educational Foundation Incorporated	561 Santa Fe Drive Denver, CO 80204	Public Charity	N/A	general operating support	\$ 5,000
La Plata Family Centers Coalition	PO Box 2451 Durango, CO 81302	Public Charity	N/A	general operating support	\$ 5,000
United Church of Christ	6145 Shoup Road Colorado Springs, CO 80908	Public Charity	N/A	general operating support	\$ 2,500

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Kids on Bikes, Inc	600 South 21st Street, Suite 100 Colorado Springs, CO 80904	Public Charity	N/A	general operating support	\$ 4,000
Kempe Foundation for the Prevention and Treatment of Child Abuse & Neglect	The Gary Pavilion at The Children's Hospital Anschutz Medical Campus 13123 E 16th Avenue, B390 Aurora, CO 80045	Public Charity	N/A	general operating support	\$ 3,000
Karis Community	1361 Detroit Street Denver, CO 80206	Public Charity	N/A	general operating support	\$ 2,000
Junior League of Colorado Springs	2914 Beacon Street Colorado Springs, CO 80907	Public Charity	N/A	general operating support	\$ 250
Intercambio de Comunidades Denver	2525 West Alameda Avenue Denver, CO 80219	Public Charity	N/A	general operating support	\$ 2,500
Hilltop Health Services Corporation	1331 Hermosa Avenue Grand Junction, CO 81506	Public Charity	N/A	general operating support	\$ 7,500
Health S E T	4200 West Conejos Place, Suite 436 Denver, CO 80204	Public Charity	N/A	general operating support	\$ 2,500
Habitat for Humanity of Metro Denver	3245 Eliot Street Denver, CO 80211	Public Charity	N/A	general operating support	\$ 2,500
Greeley Transitional House Inc	1206 10th Street Greeley, CO 80631	Public Charity	N/A	general operating support	\$ 7,500
Greccio Housing	1808 W Colorado Avenue Colorado Springs, CO 80904	Public Charity	N/A	general operating support	\$ 5,000
Grand Futures Prevention Coalition	P O Box 774923 Steamboat Springs, CO 80477	Public Charity	N/A	general operating support	\$ 5,000
Girls, Incorporated of Metro Denver	1499 Julian Street Denver, CO 80204	Public Charity	N/A	general operating support	\$ 5,000
El Pueblo Boys' & Girls' Ranch, Inc	1 El Pueblo Ranch Way Pueblo, CO 81006	Public Charity	N/A	general operating support	\$ 2,500
Suicide Prevention Partnership Peak Region	704 North Tejon Street Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 5,500

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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
Earthlinks Inc	2828 Larimer Street Denver, CO 80205	Public Charity	N/A	general operating support	\$ 1,500
Susan G Komen Breast Cancer Foundation Denver Affiliate	1895 Franklin Street Denver, CO 80218	Public Charity	N/A	general operating support	\$ 5,000
TEENS, Inc	PO Box 1070 Nederland, CO 80466	Public Charity	N/A	general operating support	\$ 5,000
T E S A	PO Box 2662 Colorado Springs, CO 80901	Public Charity	N/A	general operating support	\$ 5,000
The Carriage House Community Table	PO Box 626 Boulder, CO 80306	Public Charity	N/A	general operating support	\$ 2,500
The Gathering Place A Refuge for Rebuilding Lives	1535 High Street Denver, CO 80218	Public Charity	N/A	general operating support	\$ 5,000
Resource Exchange, Inc	418 South Weber Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 3,000
United States Association for Blind Athletes	1 Olympic Plaza Colorado Springs, CO 80909	Public Charity	N/A	general operating support	\$ 2,500
Warren Village Inc	1323 Gilpin Street Denver, CO 80218	Public Charity	N/A	general operating support	\$ 5,000
Washington Park Cares	P O Box 101266 Denver, CO 80250	Public Charity	N/A	general operating support	\$ 2,500
We Don't Waste	3560 Walnut Street, Unit A Denver, CO 80205	Public Charity	N/A	general operating support	\$ 5,000
Weld Food Bank	1108 H Street Greeley, CO 80631	Public Charity	N/A	general operating support	\$ 5,000
Women to Women	PO Box 336962 Greeley, CO 80631	Public Charity	N/A	general operating support	\$ 3,000
Denver Public Schools Foundation	900 Grant Street, Suite 503 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 5,000
Denver Inner City Parish	1212 Mariposa Street Denver, CO 80204	Public Charity	N/A	general operating support	\$ 7,500

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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Recipeint Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
Women's Resource Agency Inc	750 Citadel Drive East, Suite 3128 Colorado Springs, CO 80909	Public Charity	N/A	general operating support	\$ 2,500
Youth Foundation	PO Box 2761 Edwards, CO 81632	Public Charity	N/A	general operating support	\$ 5,000
Denver Children's Home	1501 Albion Street Denver, CO 80220	Public Charity	N/A	general operating support	\$ 2,500
Dani's Foundation	216 16th Street, Suite 1600 Denver, CO 80202	Public Charity	N/A	general operating support	\$ 2,500
Crossroads Safehouse	PO Box 993 Fort Collins, CO 80522	Public Charity	N/A	general operating support	\$ 2,000
Crested Butte Mountain Heritage Museum	PO Box 2480 Crested Butte, CO 81224	Public Charity	N/A	general operating support	\$ 3,000
Court Care for the Pikes Peak Region Inc	PO Box 68 Colorado Springs, CO 80901	Public Charity	N/A	general operating support	\$ 2,500
Compass for Lifelong Discovery	PO Box 336 Woody Creek, CO 81656	Public Charity	N/A	general operating support	\$ 4,000
Community Health Partnership	P O Box 249 Colorado Springs, CO 80901	Public Charity	N/A	general operating support	\$ 5,000
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	event sponsorship for Explore and Discover's 29th Annual Highlands Square Street Fair Kids Zone	\$ 1,500
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	project support for Veterans Helping Veterans Now	\$ 5,000
American Heart Association Inc	1586 S 21st Street, Suite 10 Colorado Springs, CO 80904	Public Charity	N/A	general operating support	\$ 5,000
Arapahoe Mental Health Center, Inc	155 Inverness Drive West, Suite 200 Englewood, CO 80112	Public Charity	N/A	general operating support	\$ 2,500
Metropolitan Association for Retarded Citizens, Inc	12345 W Alameda Pkwy, Suite 111 Lakewood, CO 80228	Public Charity	N/A	general operating support	\$ 5,000

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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Recipeint Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
Attention, Inc	3080 Broadway, #C Boulder, CO 80304-3150	Public Charity	N/A	general operating support	\$ 3,000
Aurora Comprehensive Community Mental Health Center Inc	11059 East Bethany Drive, Suite 200 Aurora, CO 80014	Public Charity	N/A	general operating support	\$ 3,000
Byrne Urban Scholars	720 S Colorado Blvd , Suite 450-S Denver, CO 80246	Public Charity	N/A	general operating support	\$ 5,000
Care and Share Inc	2605 Preamble Point Colorado Springs, CO 80915	Public Charity	N/A	general operating support	\$ 5,000
CASA of Adams and Broomfield Counties Inc	1100 Judicial Center Drive Brighton, CO 80601	Public Charity	N/A	general operating support	\$ 2,500
CASA of the Pikes Peak Region, Inc	701 South Cascade Avenue Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 15,000
Center for Restorative Programs	714 3rd Street Alamosa, CO 81101	Public Charity	N/A	general operating support	\$ 5,000
University of Colorado Foundation	12631 17th Avenue, B180 Aurora, CO 80045	Public Charity	N/A	general operating support	\$ 5,000
Centro de la Familia	122 E Las Animas Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 2,500
Children's Literacy Center Inc	2928 Straus Lane, Ste 100 Colorado Springs, CO 80907	Public Charity	N/A	general operating support	\$ 4,000
Child Safe Research and Treatment	1148 East Elizabeth Street Fort Collins, CO 80524	Public Charity	N/A	general operating support	\$ 3,000
CityWild	PO Box 883 Denver, CO 80201	Public Charity	N/A	general operating support	\$ 5,000
Colle's Closet	5665 Pennsylvania Place Boulder, CO 80303	Public Charity	N/A	general operating support	\$ 2,500
Colorado Children's Campaign	1580 Lincoln Street, Suite 420 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 25,000
The Colorado College	14 East Cache La Poudre Colorado Springs, CO 80903-3298	Public Charity	N/A	general operating support	\$ 250

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Colorado Drug Endangered Children	2000 West 120th Avenue, Suite 12 Denver, CO 80234	Public Charity	N/A	general operating support	\$ 3,000
9-5 National Association of Working Women	655 Broadway, Suite 800 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 2,500
American Civil Liberties Union Foundation of Colorado Inc	303 East 17th Avenue, Suite 350 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 2,500
Anti-Defamation League	1120 Lincoln Street, Suite 1301 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 2,500
Chinook Fund	3280 Downing Street, Suite B Denver, CO 80205	Public Charity	N/A	general operating support	\$ 7,500
Citizens Project	4360 Montebello Dr , Suite 800 Colorado Springs, CO 80918	Public Charity	N/A	general operating support	\$ 10,000
Colorado Campaign for Inclusive Excellence	1700 Lincoln Street, Suite 3200 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 10,000
Colorado Council of Churches	3690 Cherry Creek South Drive Denver, CO 80209	Public Charity	N/A	general operating support	\$ 15,000
Colorado Criminal Justice Reform Coalition	1212 Mariposa St Suite 6 Denver, CO 80204	Public Charity	N/A	general operating support	\$ 2,500
Colorado Nonprofit Association	455 Sherman Street, Suite 207 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 2,500
Colorado Nonprofit Development Center	789 Sherman Street, Suite 250 Denver, CO 80203	Public Charity	N/A	support for the Prax(us) Street Outreach Program	\$ 5,000
Colorado Organization for Latina Opportunity and Reproductive Rights	PO Box 40991 Denver, CO 80204	Public Charity	N/A	general operating support	\$ 5,000
Colorado State University Pueblo Foundation	2200 Bonforte Boulevard Pueblo, CO 81001	Public Charity	N/A	general operating support	\$ 2,500
Colorado Women's Hall of Fame Inc	PO Box 18849 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 5,000
Community First Foundation	6870 W 52nd Ave , #103 Arvada, CO 80002	Public Charity	N/A	general operating support	\$ 20,000

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The Community Foundation Serving Greeley and Weld County	711 8th Avenue Greeley, CO 80631	Public Charity	N/A	general operating support	\$ 22,350
Community Resource Center Inc	444 Sherman Street, Suite 102 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 5,000
Community Shares of Colorado Inc	789 Sherman Street Suite 230 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 10,000
Denver Scholarship Foundation	303 East 17th Avenue, Suite 200 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 10,000
English In Action	P O Box 4856 Basalt, CO 81621	Public Charity	N/A	general operating support	\$ 5,000
Front Range Economic Strategy Center	140 Sheridan Blvd Denver, CO 80226	Public Charity	N/A	general operating support	\$ 2,500
Girl Scouts of Colorado	400 S Broadway PO Box 9407 Denver, CO 80209	Public Charity	N/A	general operating support	\$ 20,000
Iliff School of Theology	2201 S University Blvd Denver, CO 80210	Public Charity	N/A	general operating support	\$ 5,000
Intercultural Community Builders	704 Greenbriar Drive Ft Collins, CO 80524	Public Charity	N/A	general operating support	\$ 2,500
Kids Voting Mesa County	PO Box 4246 Grand Junction, CO 81502	Public Charity	N/A	general operating support	\$ 3,000
La Raza Male Youth Leadership Institute, Inc	PO Box 8571 Denver, CO 80201	Public Charity	N/A	general operating support	\$ 2,500
Latin American Research and Service Agency	309 West First Avenue Denver, CO 80223	Public Charity	N/A	general operating support	\$ 5,000
Leadership Pikes Peak, Inc	PO Box 128 Colorado Springs, CO 80901	Public Charity	N/A	general operating support	\$ 5,000
Flobots-Org	2705 Larimer Street Denver, CO 80205	Public Charity	N/A	general operating support	\$ 3,000
Liberty Day	3615 S Tamarac Drive Suite 320 Denver, CO 80237	Public Charity	N/A	general operating support	\$ 2,500

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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Recipeint Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
The University of Colorado Foundation, Inc	University of Colorado Foundation PO Box 7150 1420 Austin Bluffs Parkway Colorado Springs, CO 80918	Public Charity	N/A	general operating support	\$ 10,000
National Association of Human Rights Workers	Western Region 15151 E Alameda Parkway, Suite 4500 Aurora, CO 80012	Public Charity	N/A	general operating support	\$ 2,000
National Civic League of Colorado Inc	1889 York Street Denver, CO 80206	Public Charity	N/A	general operating support	\$ 15,000
OneMorgan County	815 West Platte Avenue Fort Morgan, CO 80701	Public Charity	N/A	general operating support	\$ 5,000
PeaceJam Foundation	11200 Ralston Road Arvada, CO 80004	Public Charity	N/A	general operating support	\$ 20,000
Pikes Peak Community Foundation	730 North Nevada Avenue Colorado Springs, CO 80903	Public Charity	N/A	support for the Colorado Springs Diversity Forum	\$ 5,000
Pikes Peak Community Foundation	730 North Nevada Avenue Colorado Springs, CO 80903	Public Charity	N/A	support for the 2012 Give Campaign	\$ 5,000
Center for Nonprofit Excellence	518 North Nevada Avenue Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 1,675
Pueblo Hispanic Education Foundation	2200 Bonforte Blvd Admin Bldg Room 325 Pueblo, CO 81001	Public Charity	N/A	general operating support	\$ 2,500
Pueblo Human Relations Commission Inc	200 West B Street, Suite 234 Pueblo, CO 81003	Public Charity	N/A	general operating support	\$ 10,000
San Luis Valley Immigrant Resource Center	PO Box 1534 Alamosa, CO 81101	Public Charity	N/A	general operating support	\$ 5,000
Southern Colorado Community Foundation	121 West 1st Street Suite 240 Pueblo, CO 81002	Public Charity	N/A	general operating support	\$ 34,093
Temple Shalom	1523 East Monument Street Colorado Springs, CO 80909	Public Charity	N/A	general operating support	\$ 2,500
Colorado Seminary	2197 S University Blvd Suite 325 Denver, CO 80208	Public Charity	N/A	general operating support	\$ 2,500

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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Recipient Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
Colorado Seminary	2148 South High Street Denver, CO 80208	Public Charity	N/A	general operating support	\$ 5,000
Valley Community Fund	PO Box 1093 Alamosa, CO 81101	Public Charity	N/A	general operating support	\$ 2,500
Western Colorado Congress	PO Box 1931 Grand Junction, CO 81502	Public Charity	N/A	general operating support	\$ 1,500
Womens Leadership Fund	1509 York Street - #2J Denver, CO 80206	Public Charity	N/A	general operating support	\$ 10,000
Women's Foundation of Colorado, Inc	1901 East Asbury Avenue Denver, CO 80208	Public Charity	N/A	general operating support	\$ 32,500
Aspen Ballet Company and School	0245 Sage Way Aspen, CO 81611	Public Charity	N/A	general operating support	\$ 7,500
Backstage Theatre, Inc	PO Box 297 Breckenridge, CO 80424	Public Charity	N/A	general operating support	\$ 2,000
Ballet Nouveau Colorado	3001 Industrial Lane #12 Broomfield, CO 80020	Public Charity	N/A	general operating support	\$ 2,500
Bas Bleu Theatre Company	401 Pine Street Fort Collins, CO 80524	Public Charity	N/A	general operating support	\$ 2,500
Beet Street	200 West Mountain Avenue, Suite A Ft Collins, CO 80521	Public Charity	N/A	general operating support	\$ 4,000
Bessemer Historical Society, Inc	215 Canal Street Pueblo, CO 81004	Public Charity	N/A	general operating support	\$ 2,500
Boulder Museum of Contemporary Art	1750 13th Street Boulder, CO 80302	Public Charity	N/A	general operating support	\$ 5,000
Bravo Colorado at Vail-Beaver Creek	2271 North Frontage Road W, Suite C Vail, CO 81657	Public Charity	N/A	general operating support	\$ 2,500
Bunilport Theater Company	717 Lipan Street Denver, CO 80204	Public Charity	N/A	general operating support	\$ 2,500
Rocky Mountain Butterfly Consortium	6252 West 104th Avenue Westminster, CO 80020	Public Charity	N/A	general operating support	\$ 5,000

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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Receipt Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
Central City Opera House Association	400 South Colorado Blvd, Suite 530 Denver, CO 80246	Public Charity	N/A	general operating support	\$ 7,500
Chamber Orchestra of the Springs	PO Box 7911 Colorado Springs, CO 80933	Public Charity	N/A	general operating support	\$ 4,000
Childrens Museum of Denver, Inc	2121 Children's Museum Drive Denver, CO 80211	Public Charity	N/A	general operating support	\$ 10,000
New Dance Theatre, Inc	119 Park Avenue West Denver, CO 80205	Public Charity	N/A	general operating support	\$ 5,000
Clyfford Still Museum	1250 Bannock Street Denver, CO 80204	Public Charity	N/A	general operating support	\$ 20,000
Colorado Association of Black Journalists	P O Box 40322 Denver, CO 80204	Public Charity	N/A	general operating support	\$ 2,500
Colorado Ballet Company	1278 Lincoln Street Denver, CO 80203	Public Charity	N/A	general operating support	\$ 10,000
Colorado Celebration of African-American Arts and Culture	PO Box 300577 Denver, CO 80203	Public Charity	N/A	general operating support	\$ 2,500
Colorado School of Rock, Inc	P O Box 72 Gardner, CO 81040	Public Charity	N/A	general operating support	\$ 2,500
Colorado Springs Chinese Cultural Institute	PO Box 2625 Colorado Springs, CO 80901	Public Charity	N/A	general operating support	\$ 5,000
Colorado Springs Conservatory Foundation	415 S Sahwatch Street Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 12,000
Colorado Springs Fine Arts Center	30 West Dale Street Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 10,000
Colorado Springs Philharmonic Orchestra	PO Box 1266 Colorado Springs, CO 80901	Public Charity	N/A	general operating support	\$ 5,000
Community-Minded Dance	421 South Monaco Parkway Denver, CO 80224	Public Charity	N/A	general operating support	\$ 2,000
Cultural Office of the Pikes Peak Region	PO Box 190 Colorado Springs, CO 80901	Public Charity	N/A	general operating support	\$ 7,500

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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Recipeint Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
The Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America	1350 Washington Street Denver, CO 80203	Public Charity	N/A	general operating support	\$ 3,500
Community Foundation of the Gunnison Valley	PO Box 7057 Gunnison, CO 81230	Public Charity	N/A	general operating support	\$ 2,000
Curious Theatre Company	1080 Acoma Street Denver, CO 80204	Public Charity	N/A	general operating support	\$ 7,500
Denver Art Museum, Inc	100 West 14th Avenue Parkway Denver, CO 80204	Public Charity	N/A	general operating support	\$ 10,000
Denver Botanic Gardens	909 York Street Denver, CO 80206	Public Charity	N/A	general operating support	\$ 10,000
Denver Center for the Performing Arts	Attn Development Office 1101 13th Street Denver, CO 80204	Public Charity	N/A	general operating support	\$ 10,000
Denver Film Society	1510 York St, 3rd FL Denver, CO 80206	Public Charity	N/A	general operating support	\$ 10,000
Denver Firefighters Museum	1326 Tremont Street Denver, CO 80204	Public Charity	N/A	general operating support	\$ 2,000
Douglas County Libraries	100 South Wilcox Street Castle Rock, CO 80104	Public Charity	N/A	general operating support	\$ 7,800
El Cinco de Mayo Inc	P O Box 17373 Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 5,000
El Paso County School District #11	1115 N. El Paso Street Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 10,000
Foothills Art Center Inc	809 15th Street Golden, CO 80401	Public Charity	N/A	general operating support	\$ 2,500
Fort Lewis College Foundation	1000 Rim Drive Durango, CO 81301	Public Charity	N/A	general operating support	\$ 5,000
Friends of the Colorado Springs Pioneers Museum	215 South Tejon Street Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 7,500

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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Recipeint Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
Grand Junction Musical Arts Association	PO Box 3039 Grand Junction, CO 81502	Public Charity	N/A	general operating support	\$ 5,000
Greeley Philharmonic Orchestra Association	PO Box 1535 Greeley, CO 80632	Public Charity	N/A	general operating support	\$ 2,000
Grupo Folklorico del Pueblo Inc	120 Lake Avenue Pueblo, CO 81004	Public Charity	N/A	general operating support	\$ 3,000
Juneteenth Organization of Pueblo	PO Box 2335 Pueblo, CO 81005	Public Charity	N/A	general operating support	\$ 4,000
Lighthouse Writers Workshop	1515 Race Street Denver, CO 80206	Public Charity	N/A	general operating support	\$ 1,000
M12 Inc	PO Box 376 Yuma, CO 80759	Public Charity	N/A	general operating support	\$ 1,200
Mizel Museum	400 South Kearney Street Denver, CO 80224	Public Charity	N/A	general operating support	\$ 10,000
Museo de las Americas	861 Santa Fe Drive Denver, CO 80204	Public Charity	N/A	general operating support	\$ 7,500
Museum of Contemporary Art-Denver	1485 Delgany Street Denver, CO 80202	Public Charity	N/A	general operating support	\$ 10,000
National Repertory Orchestra Inc	PO Box 6336 Breckenridge, CO 80424	Public Charity	N/A	general operating support	\$ 2,000
Newseed Community Development Corporation, Inc	901 West 10th Avenue, Suite 2A Denver, CO 80204	Public Charity	N/A	general operating support	\$ 5,000
One Nation Walking Together	45-A Commerce Street Colorado Springs, CO 80907	Public Charity	N/A	general operating support	\$ 2,000
Open Media Foundation	700 Kalamath Street Denver, CO 80204	Public Charity	N/A	general operating support	\$ 2,500
Pagosa Springs Arts Alliance	2313 Eagle Drive Pagosa Springs, CO 81147	Public Charity	N/A	general operating support	\$ 2,500
Paragon Theatre Company, Inc	PO Box 18896 Denver, CO 80218	Public Charity	N/A	general operating support	\$ 2,500

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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Recipient Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
Parlando Incorporated	2590 Walnut Street Boulder, CO 80302	Public Charity	N/A	general operating support	\$ 2,500
Pikes Peak Library District Foundation Inc	PO Box 1579 Colorado Springs, CO 80901	Public Charity	N/A	general operating support	\$ 12,500
PlatteForum	1610 Little Raven Street, Suite 135 Denver, CO 80202	Public Charity	N/A	general operating support	\$ 3,000
Pueblo Regional Library District	100 East Abriendo Avenue Pueblo, CO 81004	Public Charity	N/A	general operating support	\$ 2,500
Pueblo Performing Arts Guild	PO Box 1480 Pueblo, CO 81002	Public Charity	N/A	general operating support	\$ 5,000
Rocky Mountain Women's Film Festival Inc	421 South Tejon Street, Suite 333 Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 3,500
Sangre de Cristo Arts and Conference Center	210 North Santa Fe Avenue Pueblo, CO 81003	Public Charity	N/A	general operating support	\$ 5,000
Southern Colorado Theatre Company	1120 Jackson Street Pueblo, CO 81004	Public Charity	N/A	general operating support	\$ 5,000
Spirituals Project	University of Denver Ruffatto Hall Room 242 1999 East Evans Avenue Denver, CO 80208	Public Charity	N/A	general operating support	\$ 5,000
Stories on Stage	PO Box 211093 Boulder, CO 80221	Public Charity	N/A	general operating support	\$ 5,000
String Quartet Program of Northern Colorado	1518 Harlequin Drive Longmont, CO 80504	Public Charity	N/A	general operating support	\$ 1,500
Su Teatro	721 Santa Fe Drive Denver, CO 80204	Public Charity	N/A	general operating support	\$ 3,000
Sunnyside Music Festival	4900 West 29th Avenue Denver, CO 80212	Public Charity	N/A	general operating support	\$ 2,000
The Governor's Residence Preservation Fund	400 East Eighth Avenue Denver, CO 80203	Public Charity	N/A	general operating support	\$ 1,000

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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Status of Recipient</u>	<u>Recipient Relationship</u>	<u>Request Project Title</u>	<u>Amount</u>
The Manitou Art Theatre	1367 Pecan Street Colorado Springs, CO 80904	Public Charity	N/A	general operating support	\$ 5,000
Wildlife Experience Inc	10035 South Peoria Street Parker, CO 80134	Public Charity	N/A	general operating support	\$ 3,000
Theatre Aspen	110 East Hallam St Suite 103 Aspen, CO 81611	Public Charity	N/A	general operating support	\$ 3,000
Roaring Fork Friends of the Theater, Inc	67 Promenade Carbondale, CO 81623	Public Charity	N/A	general operating support	\$ 5,000
Regents of the University of Colorado	1420 Austin Bluffs Parkway Colorado Springs, CO 80918	Public Charity	N/A	general operating support	\$ 10,000
University of Colorado Foundation, Inc	Main Hall 316A 1420 Austin Bluffs Parkway Colorado Springs, CO 80918	Public Charity	N/A	general operating support	\$ 2,500
Colorado Seminary	2344 East Iliff Avenue Denver, CO 80208	Public Charity	N/A	general operating support	\$ 10,000
Urban League of the Pikes Peak Region Inc	6 South Tejon 8th Floor Colorado Springs, CO 80903	Public Charity	N/A	general operating support	\$ 2,500
Ute Pass Symphony Guild	PO Box 4097 Woodland Park, CO 80866	Public Charity	N/A	general operating support	\$ 2,500
Western Colorado Botanical Gardens	641 Struthers Avenue Grand Junction, CO 81501	Public Charity	N/A	general operating support	\$ 7,500
Western Colorado Center for the Arts Inc	1803 North 7th Street Grand Junction, CO 81501	Public Charity	N/A	general operating support	\$ 7,500
Zkr Sacred Dance Ensemble Inc	263 South Briggs Street Erie, CO 80516	Public Charity	N/A	general operating support	\$ 3,000
Cheyenne Village	6275 Lehman Drive Colorado Springs, CO 80918	Public Charity	N/A	general operating support	\$ 5,000
The Gay Lesbian Bisexual & Transgender Community Center of CO	PO Box 9798 Denver, CO 80209	Public Charity	N/A	general operating support	\$ 500
				Total Grants Paid in 2012	\$ 14,168,560

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 December 31, 2012

<u>Organization Legal Name</u>	<u>Organization Address</u>	<u>Status of Recipient</u>	<u>Recipient Relationship</u>	<u>Project Title</u>	<u>Grant Amount</u>
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	Public Charity	N/A	program support for donor and development projects in 2013	\$ 3,250
Biological Sciences Curriculum Study, Inc	5415 Mark Dabling Blvd Colorado Springs, CO 80918	Public Charity	N/A	project support to design and conduct a comprehensive outcomes evaluation for Colorado Champions for Science, Technology, Engineering, and Math (STEM) Education Leadership Academy	\$ 42,210
Gay Ice Hockey All Stars	700 North Colorado Blvd, Suite 108 Denver, CO 80206	Public Charity	N/A	program support for You Can Play	\$ 25,000
ProgressNow Education	1600 University Ave W, Ste 309B St Paul, MN 55104	Public Charity	N/A	general operating support and targeted state capacity building	\$ 50,000
Gay & Lesbian Alliance Against Defamation Inc	5455 Wilshire Blvd #1500 Los Angeles, CA 90036	Public Charity	N/A	support for the Commentator Accountability Project	\$ 15,000
Public Interest Projects Inc	45 W 36th St, 6th FL New York, NY 10018	Public Charity	N/A	\$100,000 in program support for the Four Freedoms Fund and \$50,000 project support for convenings to address issues of contention within the immigration reform movement	\$ 150,000
National Immigration Law Center	3534 Wilshire Boulevard, Suite 2850 Los Angeles, CA 90010	Public Charity	N/A	program support for United We Dream's Queer Undocumented Immigrant Project to increase LGBT support for immigration reform, and the converse, highlight DREAMers' stories, and ensure that conservative values don't dominate immigration discussions	\$ 100,000
National Center for Lesbian Rights	870 Market St, Ste 370 San Francisco, CA 94102	Public Charity	N/A	project to increase LGBT support for comprehensive immigration reform	\$ 50,000
Know Your Care	1250 Eye Street, Suite 200 Washington, DC 20005	Public Charity	N/A	project support to increase LGBT support for implementation of the Affordable Care Act, and sensible federal budget and tax policy	\$ 50,000
New Organizing Institute Education Fund	1133 19th Street, NW, Ste 850 Washington, DC 20036	Public Charity	N/A	program support for ColorOfChange org's LGBT Advocacy and Communications Campaign	\$ 20,000
Facing History and Ourselves	7150 Montview Blvd Denver, CO 80220-1800	Public Charity	N/A	support for the Denver Rocky Mountain States Regional Office	\$ 25,000
Illinois Safe Schools Alliance	70 E Lake Street, Ste 900 Chicago, IL 60601	Public Charity	N/A	program support for the National Safe Schools Roundtable	\$ 20,000
Outfront Minnesota Community Services	310 E 38th St, Ste 204 Minneapolis, MN 55409-1337	Public Charity	N/A	project support for marriage equality public education	\$ 25,000
Colorado Forum Fund, Inc	511 16th Street, Suite 210 Denver, CO 80202	Public Charity	N/A	general operating support	\$ 25,000

Gill Foundation
 EIN #84-1264186
 Approved for Future Payment
 December 31, 2012

<u>Organization Legal Name</u>	<u>Organization Address</u>	<u>Status of Recipient</u>	<u>Recipient Relationship</u>	<u>Project Title</u>	<u>Grant Amount</u>
Hartley Film Foundation, Inc	49 Richmondville Ave Westport, CT 06880	Public Charity	N/A	support for the documentary project The New Black	\$ 15,000
Childrens Museum of Denver, Inc	2121 Children's Museum Drive Denver, CO 80211	Public Charity	N/A	event sponsorship for the 2013 Children's Museum of Denver Birthday Bash	\$ 5,000
Public Interest Projects Inc	45 W 36th St, 6th FL New York, NY 10018	Public Charity	N/A	support for the Federal Agencies Project	\$ 300,000
Equality Minnesota	1170 15th Ave SE Ste 208 Minneapolis, MN 55414	Public Charity	N/A	project support for marriage equality public education	\$ 25,000
Colorado Department of Education	201 East Colfax Ave Denver, CO 80203	Public Charity	N/A	project support for Colorado's District Sample Curriculum Project	\$ 35,000
National Gay and Lesbian Task Force Foundation	1325 Massachusetts Avenue NW Ste 600 Washington, DC 20005	Public Charity	N/A	support for a joint project with the Ballot Initiative Strategy Center to conduct post-election analysis	\$ 10,000
Boulder County AIDS Project	2118 14th Street Boulder, CO 80302	Public Charity	N/A	general operating support as Boulder County AIDS Project's wind-down grant	\$ 17,500
Colorado Board of Cooperative Educational Services	2020 Clubhouse Dr Greeley, CO 80634	Public Charity	N/A	project support for eNetColorado's STEM Project	\$ 47,100
Astrea Foundation	116 E 16th St, 7th Floor New York, NY 10003-2112	Public Charity	N/A	support for the LGBT Racial Justice Collaborative to train ethnically and racially diverse LGBT leaders as spokespeople and to coordinate work between LGBT people of color organizations and state-based LGBT and allied organizations	\$ 50,000
Asian Communities for Reproductive Justice	1440 Broadway, Ste 301 Oakland, CA 94612	Public Charity	N/A	program support for Strong Families, to increase support for LGBT families	\$ 50,000
Gay-Straight Alliance Network	1550 Bryant St, Ste 800 San Francisco, CA 94103	Public Charity	N/A	general operating support	\$ 25,000
Alliance for Justice	11 Dupont Circle, 2nd floor Washington, DC 20036	Public Charity	N/A	\$25,000 as general operating support, and \$10,000 as project support for webinars	\$ 35,000
Evan B Donaldson Adoption Institute	120 E 38th St New York, NY 10016	Public Charity	N/A	general operating support	\$ 50,000
Citizens Project	4360 Montebello Dr , Suite 800 Colorado Springs, CO 80918	Public Charity	N/A	general operating support	\$ 10,000
Big Brothers & Big Sisters of Colorado, Inc	1391 North Speer Blvd , Suite 450 Denver, CO 80204	Public Charity	N/A	to support Big Brothers Big Sisters of Colorado's (BBBSC) Inclusiveness Initiative	\$ 25,000
American Civil Liberties Union Foundation Inc	125 Broad St 18th Floor New York, NY 10004	Public Charity	N/A	support for the Lesbian, Gay, Bisexual, Transgender, and AIDS Project	\$ 100,000
				Total Grants Payable at December 31, 2012	\$ 1,400,060

Gill Foundation
 EIN# 84-1264186
 Part II - Balance Sheet
 Detail of Line 14

Property Description	(A) Beginning of year	(B) End of year
Land Improvements	\$ 2,881,639	\$ 1,624,361
Land Improvements - Accumulated Depreciation	(93,808)	(89,073)
Building	4,331,409	3,778,405
Building - Accumulated Depreciation	(1,040,508)	(1,109,768)
Building Improvement	1,626,038	1,232,755
Building Improvement - Accumulated Depreciation	(259,954)	(291,204)
Furniture	376,448	367,498
Furniture - Accumulated Depreciation	(311,762)	(321,583)
Equipment	543,821	430,616
Equipment - Accumulated Depreciation	(495,399)	(395,177)
Computer Software Development	-	86,269
Total of Lines 14 Column (A) and (B)	\$ 7,557,924	\$ 5,313,099

FILE COPY

Form 8868 (Rev. 1-2013)

Page 2

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	GILL FOUNDATION	84-1264186
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	2215 MARKET STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	DENVER, CO 80205	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

LAUREN ARNOLD, CFO

- The books are in the care of **2215 MARKET STREET - DENVER, CO 80205**

Telephone No. **303-292-4455**FAX No.

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN
NOT YET AVAILABLE.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	422,395.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	422,395.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **Dianna Macari**Title **CPA**Date **8/12/13**

Form 8868 (Rev. 1-2013)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. GILL FOUNDATION	Employer identification number (EIN) or 84-1264186
	Number, street, and room or suite no. If a P.O. box, see instructions. 2215 MARKET STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DENVER, CO 80205	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

LAUREN ARNOLD, CFO

- The books are in the care of ► **2215 MARKET STREET - DENVER, CO 80205**
Telephone No ► **303-292-4455** FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 422,395.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 372,395.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 50,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2013)