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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation PEMA FOUNDATION INC		A Employer identification number 30-0202608	
Number and street (or P O box number if mail is not delivered to street address) 15205 WEST 32ND AVENUE		B Telephone number (see instructions) (303) 694-2190	
City or town, state or province, country, and ZIP or foreign postal code GOLDEN, CO 80401		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) \$ 5,449,283	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,410,963			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	74,645	74,645		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-23,953			
	b Gross sales price for all assets on line 6a 1,051,003				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	27,678	27,678		
	12 Total. Add lines 1 through 11	1,489,333	102,323		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,800	1,900		1,900
	c Other professional fees (attach schedule)	20,139	20,139		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,000	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,337	169		168
	24 Total operating and administrative expenses. Add lines 13 through 23	28,276	22,208		2,068
	25 Contributions, gifts, grants paid	1,518,000			1,518,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,546,276	22,208		1,520,068
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-56,943			
	b Net investment income (if negative, enter -0-)		80,115		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	597,839	987,485	987,485
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	1,980		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,738,298	3,288,899	4,308,103
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	92,526	101,816	153,695
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	1,250	0	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,431,893	4,378,200	5,449,283
	17	Accounts payable and accrued expenses		3,250	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	3,250	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,845,434	3,845,434	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	586,459	529,516	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,431,893	4,374,950	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,431,893	4,378,200	

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	4,431,893
2	Enter amount from Part I, line 27a	2	-56,943
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	4,374,950
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,374,950

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-23,953
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,005,054	4,223,828	0 237949
2011	283,385	3,970,147	0 071379
2010	341,446	3,298,539	0 103514
2009	178,133	2,801,991	0 063574
2008	158,404	3,064,566	0 051689

2	Total of line 1, column (d).	2	0 528105
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 105621
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	4,618,466
5	Multiply line 4 by line 3.	5	487,807
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	801
7	Add lines 5 and 6.	7	488,608
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,520,068

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	801
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	801
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	801
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,824
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	3,824
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ☐	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ☐	10	3,023
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 3,023 Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?	1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE _____			
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? <i>If "No," attach explanation.</i>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶AMG NATIONAL TRUST BANK Telephone no ▶(303) 694-2190 Located at ▶6501 EAST BELLEVIEW AVENUE SUITE 400 ENGLEWOOD CO ZIP +4 ▶801116020			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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 2013?.	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PETER H COORS	DIRECTOR	0	0	0
15205 WEST 32ND AVENUE GOLDEN, CO 80401	0 00			
MARILYN E COORS	DIRECTOR	0	0	0
15205 WEST 32ND AVENUE GOLDEN, CO 80401	0 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

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	4,293,464
b	Average of monthly cash balances.	1b	395,334
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,688,798
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	4,688,798
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	70,332
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,618,466
6	Minimum investment return. Enter 5% of line 5.	6	230,923

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	230,923
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	801
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	801
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	230,122
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	230,122
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	230,122

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	1,520,068
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,520,068
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	801
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,519,267
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				230,122
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				118,843
d From 2011.				88,088
e From 2012.				798,051
f Total of lines 3a through e.	1,004,982			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,520,068				
a Applied to 2012, 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 2013 distributable amount.				230,122
e Remaining amount distributed out of corpus	1,289,946			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,294,928			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,294,928			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				118,843
c Excess from 2011. . . .				88,088
d Excess from 2012. . . .				798,051
e Excess from 2013. . . .				1,289,946

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

PETER H COORS

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,518,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

(2)

Other assets.

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

(2)

Purchases of assets from a noncharitable exempt organization.

(3)

Rental of facilities, equipment, or other assets.

(4)

Reimbursement arrangements.

(5)

Loans or loan guarantees.

(6)

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Yes

No

1a(1)

No

1a(2)

No

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

1b(6)

No

1c

No

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

No

b

If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee

2014-11-06

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

MARY KAYE JOHNSTON CPA

Preparer's Signature

Date

Check if self-employed

PTIN

P00359771

Firm's name

AMG NATIONAL TRUST BANK

Firm's EIN

84-1595367

Firm's address

6501 E BELLEVIEW AVE STE 400 ENGLEWOOD, CO 801116020

Phone no

(303) 694-2190

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
11,450 SHARES OF PIMCO HIGH YIELD INST #108	P	2012-05-18	2013-05-01
11,450 SHARES OF PIMCO HIGH YIELD INST #108	P	2012-06-18	2013-05-01
4,946 SHARES OF PIMCO GLOBAL BOND FUND INST #102	P	2012-06-18	2013-05-03
4,859SHARES OF PIMCO GLOBAL BOND FUND INST #102	P	2012-08-17	2013-05-03
599SHARES OF COHEN & STEERS REALTY SHARES#1262	P	2012-06-18	2013-05-03
5,751 SHARES OF ISHARES MSCI ACWI EX US INDEX FUND	P	2013-05-03	2013-05-08
247 SHARES OF I SHARES SILVER TRUST	P	2012-06-18	2013-05-23
1,158 SHARES OF ISHARES MSCI EMERGING MARKET	P	2013-05-03	2013-12-04
NET LOSS ON REORGANIZATION OF EASTERN NATURAL GAS TO EAC MARCELLUS TRUST	P	2000-07-01	2013-03-19
11,364 SHARES OF PIMCO HIGH YIELD INST #108	P	2012-04-18	2013-05-01
4,931 SHARES OF PIMCO GLOBAL BOND FUND INST #102	P	2012-04-18	2013-05-03
603 SHARES OF COHEN & STEERS REALTY SHARES#1262	P	2012-04-18	2013-05-03
541 SHARES OF USAA PRECIOUS METALS AND MINERALS FUND #50	P	2009-06-11	2013-05-23
416 SHARES OF USAA PRECIOUS METALS AND MINERALS FUND #50	P	2009-07-09	2013-05-23
371 SHARES OF USAA PRECIOUS METALS AND MINERALS FUND #50	P	2009-08-11	2013-05-23
313 SHARES OF USAA PRECIOUS METALS AND MINERALS FUND #50	P	2009-09-11	2013-05-23
293 SHARES OF USAA PRECIOUS METALS AND MINERALS FUND #50	P	2009-10-13	2013-05-23
420 SHARES OF I SHARES SILVER TRUST	P	2011-06-07	2013-05-23
402 SHARES OF I SHARES SILVER TRUST	P	2011-08-08	2013-05-23
707 SHARES OF ISHARES MSCI EMERGING MARKET	P	2012-04-18	2013-12-04
796 SHARES OF ISHARES MSCI EMERGING MARKET	P	2012-05-18	2013-12-04
769 SHARES OF ISHARES MSCI EMERGING MARKET	P	2012-06-18	2013-12-04
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
112,773		105,040	7,733
112,773		105,040	7,733
48,256		50,040	-1,784
47,412		50,040	-2,628
44,229		40,040	4,189
259,711		256,704	3,007
5,323		6,817	-1,494
47,529		50,393	-2,864
		40,101	-40,101
111,919		105,040	6,879
48,113		50,040	-1,927
44,509		40,040	4,469
8,617		15,040	-6,423
6,632		10,040	-3,408
5,915		10,040	-4,125
4,979		10,040	-5,061
4,662		10,040	-5,378
9,052		15,316	-6,264
8,664		15,404	-6,740
29,018		29,798	-780
32,671		30,116	2,555
31,563		29,787	1,776
26,683			26,683

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			7,733
			7,733
			-1,784
			-2,628
			4,189
			3,007
			-1,494
			-2,864
			-40,101
			6,879
			-1,927
			4,469
			-6,423
			-3,408
			-4,125
			-5,061
			-5,378
			-6,264
			-6,740
			-780
			2,555
			1,776
			26,683

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACE SCHOLARSHIPS 1201 E COLFAX AVE DENVER,CO 80218	NONE	EXEMPT	EDUCATION	9,000
AMERICAN DIABETES ASSOCIATION 2460 W 26TH AVE 500 C DENVER,CO 80211	NONE	EXEMPT	MEDICAL	5,000
AMERICAN ENTERPRISE INSTITUTE 1150 17TH ST NW WASHINGTON,DC 20036	NONE	EXEMPT	COMMUNITY SERVICE	600,000
AMERICAN RED CROSS MILE HIGH CHAPTER 444 SHERMAN ST DENVER,CO 80203	NONE	EXEMPT	COMMUNITY SERVICE	5,000
ARCHDIOCESE OF DENVER 1300 S STEELE ST DENVER,CO 80210	NONE	EXEMPT	RELIGIOUS	100,000
ARRUPE JESUIT HIGH SCHOOL 4343 UTICA STREET DENVER,CO 80212	NONE	EXEMPT	EDUCATION	12,000
AUGUSTINE INSTITUTE 6160 S SYRACUSE WAY SUITE 310 GREENWOOD VILLAGE,CO 80111	NONE	EXEMPT	RELIGIOUS	20,000
BOY SCOUTS OF AMERICA-DENVER AREA COUNCIL 10455 W 6TH AVE LAKEWOOD,CO 80215	NONE	EXEMPT	COMMUNITY SERVICE	60,000
CANCER LEAGUE OF COLORADO PO BOX 5373 ENGLEWOOD,CO 80155	NONE	EXEMPT	MEDICAL	9,750
CATHOLIC FOUNDATION-A NEW HARVEST CAMPAIGN 3801 E FLORIDA AVENUE SUITE 725 DENVER,CO 80210	NONE	EXEMPT	RELIGIOUS	200,000
CATHOLIC RADIO NETWORK 201 N INDUSTRIAL PARK RD EXCELSIOR SPRINGS,MO 64024	NONE	EXEMPT	RELIGIOUS	5,000
CATHOLIC RELIEF SERVICES 228 W LEXINGTON ST BALTIMORE,MD 212013443	NONE	EXEMPT	RELIGIOUS	20,000
CENTRO SAN JUAN DIEGO 2830 LAWRENCE ST DENVER,CO 80205	NONE	EXEMPT	RELIGIOUS	1,500
COLORADO BUSINESS HALL OF FAME 1445 MARKET ST DENVER,CO 80202	NONE	EXEMPT	COMMUNITY SERVICE	9,000
COLORADO COUNCIL FOR ECONOMIC EDUCATION 3443 SO GALENA STREET SUITE 190 DENVER,CO 80231	NONE	EXEMPT	EDUCATION	1,000
Total  3a				1,518,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COLORADO DOMINICAN VOCATION FOUNDATION 3005 W 29TH AVENUE DENVER,CO 80211	NONE	EXEMPT	RELIGIOUS	5,000
COLORADO I HAVE A DREAM FOUNDATION 1836 GRANT ST DENVER,CO 80203	NONE	EXEMPT	COMMUNITY	500
CORNELL UNIVERSITY BOX 223623 PITTSBURGH,PA 152512623	NONE	EXEMPT	EDUCATION	10,000
CYSTIC FIBROSIS FOUNDATION 400 S COLORADO BLVD STE 840 DENVER,CO 80246	NONE	EXEMPT	COMMUNITY	500
DENVER ART MUSEUM 100 W 14TH PKWY DENVER,CO 80204	NONE	EXEMPT	COMMUNITY SERVICE	10,000
DENVER POLICE FOUNDATION 1700 LINCOLN STREET SUITE 4100 DENVER,CO 80203	NONE	EXEMPT	COMMUNITY SERVICE	2,000
DENVER RESCUE MISSION PO BOX 5206 DENVER,CO 80217	NONE	EXEMPT	COMMUNITY SERVICE	2,000
DOMINICAN SISTERS 2501 GARLAND ST DENVER,CO 80205	NONE	EXEMPT	RELIGIOUS	5,000
DONORS TRUST 109 NORTH HENRY STREET ALEXANDRIA,VA 22314	NONE	EXEMPT	COMMUNITY	40,000
ENDOW 6021 SOUTH SYRACUSE WAY SUITE 220 GREENWOOD VILLAGE,CO 80111	NONE	EXEMPT	RELIGIOUS	20,000
GLOBAL DOWN SYNDROME FOUNDATION 3300 EAST FIRST AVE SUITE 390 DENVER,CO 80206	NONE	EXEMPT	COMMUNITY	1,000
GOLDEN ROTARY FOUNDATION PO BOX 18024 GOLDEN,CO 18024	NONE	EXEMPT	CHARITABLE	5,000
INDEPENDENCE INSTITUTE 727 E 16TH AVE DENVER,CO 80203	NONE	EXEMPT	COMMUNITY	34,500
JEFFCO STUDENTS FIRST PO BOX 1563 EVERGREEN,CO 80437	NONE	EXEMPT	EDUCATION	50,000
JEROME LEJEUNE FOUNDATION 6397 DREXEL RD PHILADELPHIA,PA 19151	NONE	EXEMPT	MEDICAL	20,000
Total ➡ 3a				1,518,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MIZEL INSTITUTE 400 S CARNEY STREET DENVER,CO 80224	NONE	EXEMPT	CULTURAL	5,000
MULLEN HIGH SCHOOL FOUNDATION 3601 S LOWELL BLVD DENVER,CO 80236	NONE	EXEMPT	EDUCATION	25,000
NATIONAL CATHOLIC BIOETHICS CENTER 6399 DREXEL ROAD PHILADELPHIA,PA 19151	NONE	EXEMPT	RELIGIOUS	40,000
NATIONAL RIGHT TO WORK LEGAL DEFENSE FOUNDATION INC 8001 BRADDOCK ROAD SPRINGFIELD,VA 22160	NONE	EXEMPT	COMMUNITY	1,000
NATIONAL MS SOCIETY 900 S BROADWAY DENVER,CO 80209	NONE	EXEMPT	MEDICAL	500
NAVY SEAL FOUNDATION 1619 D STREET BLDG 5326 VIRGINIA BEACH,VA 23459	NONE	EXEMPT	MILITARY SUPPORT	10,000
NATIONAL WESTERN STOCK SHOW 4655 HUMBOLDT ST DENVER,CO 80216	NONE	EXEMPT	COMMUNITY	20,000
ONE SHOT ANTELOPE FOUNDATION LLC 545 MAIN STREET LANDER,WY 82520	NONE	EXEMPT	COMMUNITY	5,000
RELIGIOUS SISTERS OF MERCY 1300 S STEELE ST DENVER,CO 802102526	NONE	EXEMPT	RELIGIOUS	20,000
ROBERT E-LOUP JEWISH COMMUNITY CENTER 350 DAHLIA ST DENVER,CO 80246	NONE	EXEMPT	COMMUNITY SERVICE	1,000
ROCKY MOUNTAIN HYPERBOLIC ASSOCIATION 225 W SOUTH BOULDER RD 101 LOUISVILLE,CO 80027	NONE	EXEMPT	MEDICAL	10,000
SEMPER FI FUND 825 COLLEGE BLVD SUITE 102 PMB 609 OCIEANSIDE,CA 92057	NONE	EXEMPT	MILITARY	10,000
SPHINX HEAD SOCIETY PO BOX 876 ITHACA,NY 148510876	NONE	EXEMPT	EDUCATIONAL	500
ST APOLLINARIS CATHOLIC CHURCH 3700 LASSEN ST NAPA,CA 94558	NONE	EXEMPT	RELIGIOUS	250
ST JOSEPH'S CHURCH 969 ULYSSES STREET GOLDEN,CO 80401	NONE	EXEMPT	RELIGIOUS	50,000
Total  3a				1,518,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STEP 13 2029 LARIMER ST DENVER, CO 80205	NONE	EXEMPT	COMMUNITY	5,000
TAPS 3033 WILSON BLVD SUITE 630 ARLINGTON, VA 22201	NONE	EXEMPT	MILITARY	10,000
THE AMERICAN ACADEMY 310 S MAIN FLOOR 12 SALT LAKE CITY, UT 84101	NONE	EXEMPT	EDUCATION	5,000
THE MARIO ST GEORGE BOIARDI FOUNDATION 83 FIRE ISLAND AVENUE BABYLON, NY 11702	NONE	EXEMPT	EDUCATION	5,000
THE VACLAV HAVEL LIBRARY FOUNDATION 321 E 73RD STREET NEW YORK, NY 10021	NONE	EXEMPT	COMMUNITY	15,000
UNITED STATES OLYMPIC COMMITTEE 1 OLYMPIC PLZ COLORADO SPRINGS, CO 80909	NONE	EXEMPT	COMMUNITY	500
UNIVERSITY OF DENVER 2199 S UNIVERSITY BLVD DENVER, CO 80208	NONE	EXEMPT	EDUCATION	10,000
US LACROSSE FOUNDATION 113 WEST UNIVERSITY PARKWAY BALTIMORE, MD 21210	NONE	EXEMPT	COMMUNITY	1,000
VAIL VALLEY CHARITABLE FUND PO BOX 2307 EDWARDS, CO 81632	NONE	EXEMPT	COMMUNITY	500
VOLUNTEERS OF AMERICA 2660 LARIMER STREET DENVER, CO 80205	NONE	EXEMPT	COMMUNITY SERVICE	5,000
Total  3a				1,518,000

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization PEMA FOUNDATION INC	Employer identification number 30-0202608
---	--

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 33¹/₃% 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 for 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 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 its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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	HOLLAND H COORS CHARITABLE TRUST TW 6501 E BELLEVIEW AVE SUITE 400 ENGLEWOOD, CO 80111	\$ 280,963	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	PETER H MARILYN E COORS 17735 W 32ND AVENUE GOLDEN, CO 80401	\$ 1,130,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization PEMA FOUNDATION INC	Employer identification number 30-0202608
--	---

Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization PEMA FOUNDATION INC	Employer identification number 30-0202608
--	---

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 See instructions) ▶ \$

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

(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

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—			
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	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2013 Accounting Fees Schedule**Name:** PEMA FOUNDATION INC**EIN:** 30-0202608

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION & ACCOUNTING FEES	3,800	1,900		1,900

TY 2013 Investments Corporate Stock Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BUFFALO SMALL CAP FUND #1444	80,200	125,310
CAUSEWAY INTERNATIONAL VALUE FUND INST #1271	47,313	54,430
DEERE & CO 6.95% 04/25/2014	115,324	102,052
EAC MARCELLUS TRUST I	264,681	213,993
ETFS PALLADIUM TRUST	71,250	89,879
ETFS PLATINUM TRUST	70,412	57,439
HARBOR MID CAP VALUE FUND #023	122,517	217,709
HARDING LOEVNER EMERGING MKTS	115,080	112,920
ISHARES MSCI EMU	140,572	148,223
ISHARES S&P NORTHERN AMERICAN NATURAL RESOURCES SECTOR INDEX FUND	72,316	79,143
ISHARES RUSSELL MIDCAP VALUE INDEX FUND	58,294	77,735
ISHARES RUSSELL MIDCAP INDEX	232,297	318,108
ISHARES RUSSELL 2000 VALUE	112,709	148,653
ISHARES MSCI ACWI EX US INDEX FUND	324,023	346,618
ISHARES SILVER TRUST	22,934	15,548
MOLSON COORS BREWING CO -B	629,183	1,119,856
OAKMARK INTERNATIONAL FUND (HARRIS)	68,120	100,801
SOUND SHORE FUND #7	100,080	131,762
SPDR S&P 500 ETF TRUST	265,034	352,758
T ROWE PRICE MID-CAP GROWTH #64	177,160	227,786
WEITZ VALUE FUND	80,200	136,862
WILLIAM BLAIR INTL GROWTH-I	119,200	130,518

TY 2013 Investments - Other Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ANCHORAGE VENTURE FUND V LLLP	AT COST	101,816	153,695

TY 2013 Other Assets Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER RECEIVABLES	1,250		

TY 2013 Other Expenses Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL FEE	284	142		142
FOUNDATION EXPENSE	1,000	0		0
BANK CHARGES	53	27		26

TY 2013 Other Income Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	27,678	27,678	27,678

TY 2013 Other Professional Fees Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	20,139	20,139		0

TY 2013 Taxes Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2013 990-PF ESTIMATED TAX PAYMENT	3,000	0		0