Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THIRY-O'LEARY FOUNDATION
C/O KENT J THIRY

A Employer identification number
45-4059068

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2000 16TH STREET

B Telephone number
(303)405-2000

City or town, state or province, country, and ZIP or foreign postal code
DENVER, CO 80202

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 17,534,158.

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).)

	Line	Description	(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	1,766,161.		N/A	
	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	223,517.	223,517.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	258,643.			STATEMENT 2
	b	Gross sales price for all assets on line 6a 9,176,934.				
	7	Capital gain net income (from Part IV, line 2)		5,189,231.		
	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				
	12	**Total.** Add lines 1 through 11	2,248,321.	5,412,748.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	2,067.	0.		0.
	b	Accounting fees STMT 4	10,971.	0.		0.
	c	Other professional fees STMT 5	129.	0.		0.
	17	Interest				
	18	Taxes STMT 6	81,108.	6,108.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	94,275.	6,108.		0.
	25	Contributions, gifts, grants paid	1,007,871.			1,007,871.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,102,146.	6,108.		1,007,871.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	1,146,175.			
	b	**Net investment income** (if negative, enter -0-)		5,406,640.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	228,339.	4,826,969.	4,826,969.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	11,729,719.	7,103,953.	8,277,566.
	c Investments - corporate bonds STMT 9	2,210,170.	3,260,543.	3,194,998.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	1,000,000.	1,100,000.	1,227,806.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	18,613.	6,819.	6,819.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	15,186,841.	16,298,284.	17,534,158.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	0.	2,850.	
	23 **Total liabilities** (add lines 17 through 22)	0.	2,850.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	15,186,841.	16,295,434.	
	30 **Total net assets or fund balances**	15,186,841.	16,295,434.	
	31 **Total liabilities and net assets/fund balances**	15,186,841.	16,298,284.	

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	15,186,841.
2	Enter amount from Part I, line 27a	2	1,146,175.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	16,333,016.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	37,582.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,295,434.

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	UBS #37645 - SEE STATEMENT ATTACHED	P		
b	UBS #37645 - SEE STATEMENT ATTACHED	P		
c	UBS #37645 - SEE STATEMENT ATTACHED	D		
d	UBS #37645 - CAPITAL GAIN DISTRIBUTIONS	P		
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	668,026.		675,684.	-7,658.
b	1,112,399.		1,100,580.	11,819.
c	7,396,255.		2,211,439.	5,184,816.
d	254.			254.
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				-7,658.
b				11,819.
c				5,184,816.
d				254.
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	5,189,231.
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))
2012	561,474.	7,676,163.	.073145
2011	0.	7,438,931.	.000000
2010			
2009			
2008			

2 Total of line 1, column (d)	2	.073145
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	.036573
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,044,103.
5 Multiply line 4 by line 3	5	586,781.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	54,066.
7 Add lines 5 and 6	7	640,847.
8 Enter qualifying distributions from Part XII, line 4	8	1,007,871.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1				
Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	54,066.
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	54,066.
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	54,066.
6 Credits/Payments				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	79,236.		
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	79,236.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] 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	25,170.
11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶		25,170. Refunded ▶	11	0.

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
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			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 13	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FRANK, RIMERMAN & CO. LLP Telephone no ▶(650)845-8100
Located at ▶1801 PAGE MILL ROAD, PALO ALTO, CA ZIP+4 ▶94304

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

			Yes	No
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		X
	See the 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		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 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 ▶ ____, ____, ____, ____			
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 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* 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 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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)? [X] 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 [X] 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: Yes X

Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE STATEMENT 14 [X] 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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b: No X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] 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
KENT J. THIRY 2000 16TH ST DENVER, CO 80202	SECRETARY 0.25	0.	0.	0.
DENISE M. O'LEARY 2000 16TH ST DENVER, CO 80202	PRESIDENT 0.25	0.	0.	0.
MATTHEW THIRY 2000 16TH ST DENVER, CO 80202	VICE PRESIDENT 0.25	0.	0.	0.
CHRISTINA THIRY 2000 16TH ST DENVER, CO 80202	TREASURER 0.25	0.	0.	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
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. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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	12,330,548.
b	Average of monthly cash balances		1b	3,957,881.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	16,288,429.
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	16,288,429.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	244,326.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	16,044,103.
6	**Minimum investment return.** Enter 5% of line 5		6	802,205.

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	802,205.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 54,066.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	54,066.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	748,139.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	748,139.
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	748,139.

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	1,007,871.
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	1,007,871.
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	54,066.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	953,805.

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				748,139.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012 179,194.				
f **Total** of lines 3a through e	179,194.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,007,871.				
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				748,139.
e Remaining amount distributed out of corpus	259,732.			
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	438,926.			
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 instr			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	438,926.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012 179,194.				
e Excess from 2013 259,732.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 15

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

NONE

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

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

a The name, address, and telephone number or e-mail address 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 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 STATEMENT ATTACHED				1,007,871.
Total			▶ 3a	1,007,871.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	223,517.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	258,643.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		482,160.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 482,160.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

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) is based on all information of which preparer has any knowledge

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

▶ [signature] 11/17/14 ▶ President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KAREN VALLADAO	K Vall	11/14/14		P00534214

Firm's name ▶ FRANK, RIMERMAN & CO. LLP — Firm's EIN ▶ 94-1341042

Firm's address ▶ 1801 PAGE MILL ROAD
PALO ALTO, CA 94304 — Phone no. (650)845-8100

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.
▶ 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	Employer identification number
THIRY-O'LEARY FOUNDATION C/O KENT J THIRY	45-4059068

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

Name of organization	Employer identification number
THIRY-O'LEARY FOUNDATION C/O KENT J THIRY	45-4059068

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	KENT THIRY AND DENISE O'LEARY 2000 16TH ST DENVER, CO 80202	$ 1,766,161.	Person [X] Payroll [ ] Noncash [X] (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.)

(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	Employer identification number
THIRY-O'LEARY FOUNDATION C/O KENT J THIRY	45-4059068

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE STATEMENT ATTACHED	$ 1,766,161.	12/31/13

(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

THIRY-O'LEARY FOUNDATION
C/O KENT J THIRY

Employer identification number

45-4059068

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

(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

(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

Thiry-O'Leary Foundation
EIN # 45-4059068
.12/31/2012

Realized Gains/(Losses) -Tax

Security	# shares	Purchase Date	Sale Date	Proceeds	Cost	Gain/(Loss)	Purchased / Donated
Short-Term							
LORD ABBETT FLOATING RATE FUND A	52,144	Various	12/23/13	$ 493,580	$ 496,162	$ (2,582)	Purchaed
PIONEER GLOBAL HIGH YIELD FD CL A	17,391	Various	12/23/13	$ 174,446	$ 179,522	$ (5,076)	Purchased
Subtotal ST				$ 668,026	$ 675,684	$ (7,658)	
Long-Term							
LORD ABBETT FLOATING RATE FUND A	78847 496	Various	12/23/13	$ 746,345	$ 731,334	$ 15,011	Purchaed
PIONEER GLOBAL HIGH YIELD FD CL A	36493 667	Various	12/23/13	$ 366,054	$ 369,246	$ (3,192)	Purchaed
			Purchased	$ 1,112,399	$ 1,100,580	$ 11,819	
ACADIA PHARMACEUTICALS INC	794	01/12/13	12/26/13	$ 20,251	$ 106	$ 20,145	Donated
BOINGO WIRELESS INC	676	07/20/11	12/26/13	$ 4,290	$ 3,216	$ 1,074	Donated
CARBONITE INC	2988	04/20/07	12/26/13	$ 34,682	$ 12,278	$ 22,404	Donated
CISCO SYSTEMS INC	150	04/25/00	12/26/13	$ 3,248	$ 3,248	$ -	Donated
CLOVIS ONCOLOGY INC	551	11/16/11	08/27/13	$ 38,015	$ 7,163	$ 30,852	Donated
DAVITA HEALTHCARE PARTNERS INC	46574	Various	03/16/13	$ 5,465,235	$ 2,023,121	$ 3,442,114	Donated
FUSION-IO INC COM	871	04/03/09	04/08/13	$ 12,884	$ 1,742	$ 11,142	Donated
INNERWORKINGS INC	1059	12/13/05	08/27/13	$ 10,836	$ 5,210	$ 5,626	Donated
MEDNAX INC	1200	05/27/04	08/27/13	$ 117,853	$ 39,823	$ 78,030	Donated
PALO ALTO NETWORKS INC	853	04/11/05	12/26/13	$ 47,781	$ 1,549	$ 46,232	Donated
PANDORA MEDIA INC	1737	07/09/09	12/26/13	$ 49,399	$ 2,033	$ 47,366	Donated
TESARO INC	795	02/11/11	12/26/13	$ 22,304	$ 2,782	$ 19,522	Donated
XOOM CORP	6502	11/10/11	12/26/13	$ 178,118	$ 35,848	$ 142,270	Donated
ACADIA PHARMACEUTICALS INC	2,350	01/11/11	08/27/13	$ 47,377	$ 2,703	$ 44,674	Donated
AUDIENCE INC	630	Various	08/27/13	$ 6,373	$ 2,344	$ 4,029	Donated
CIENA CORP NEW	344	Various	12/26/13	$ 7,973	$ -	$ 7,973	Donated
CISCO SYSTEMS INC	469	Various	12/26/13	$ 10,156	$ -	$ 10,156	Donated
FACEBOOK INC CL A	6,809	Various	04/08/13	$ 182,047	$ 5,303	$ 176,744	Donated
F5 NETWORKS INC	1,334	Various	08/27/13	$ 111,783	$ -	$ 111,783	Donated
GROUPON INC CL A	14,375	01/15/08	12/26/13	$ 172,058	$ -	$ 172,058	Donated
IMPERVA INC	277	Various	04/08/13	$ 10,249	$ 2,177	$ 8,072	Donated
INTEGRATED DEVICE TECH INC	1,803	Various	12/26/13	$ 18,148	$ -	$ 18,148	Donated
JUNIPER NETWORKS INC	2,191	Various	12/26/13	$ 43,879	$ 7,603	$ 36,276	Donated
LPL FINL HLDGS INC COM	405	Various	08/27/13	$ 15,024	$ 4,091	$ 10,933	Donated
NIC INC	5,000	Various	08/27/13	$ 111,964	$ -	$ 111,964	Donated
PALO ALTO NETWORKS INC	7,593	04/11/05	08/27/13	$ 360,782	$ 21,848	$ 338,934	Donated
SYNOPSYS INC	68	Various	12/26/13	$ 2,598	$ -	$ 2,598	Donated
TELENAV INC COM	4,089	12/28/05	08/27/13	$ 24,695	$ 15,928	$ 8,767	Donated
TIVO INC	536	Various	12/26/13	$ 6,843	$ 1,924	$ 4,919	Donated
WORKDAY INC CL A	3,470	04/17/09	08/27/13	$ 259,410	$ 9,399	$ 250,011	Donated
			Donated	$ 7,396,255	$ 2,211,439	$ 5,184,816	
						$ -	
Subtotal LT				$ 8,508,654	$ 3,312,019	$ 5,196,635	
TOTAL				$ 9,176,680	$ 3,987,703	$ 5,188,977	

Thiry-O'Leary Foundation
Year End 12/31/2013
FEIN: 45-4059068
Part XV: Contributions Paid during the Year

Name & Address of Donee	Recipient Relationship	501c(3) STATUS	Purpose of Grant or Contribution	AMOUNT
Alonzo Mourning Charities 100 S Biscayne Bvld, 3rd Fl Miami, FL 33131	N/A	PC	Education/Community	15,000
American Diabetes Association P O Box 13067 Alexandria, VA 22312	N/A	PC	Healthcare	1,000
American Heart Association 1280 S Parker Rd Denver, CO 80231	N/A	PC	Hassan Salem support	3,250
American Red Cross 444 Sherman Street Denver, CO 80203	N/A	PC	Healthcare	4,300
Amigos De La Americas 5618 Star Lane Houston, Texas 77057	N/A	PC	International development relief services	250
Arthritis Foundation - Northern California Chapter 657 Mission St, Suite 603 SF, CA 94105	N/A	PC	Healthcare	1,000
Autism Speaks 1060 State Road, Second Floor Princeton, NJ 08540	N/A	PC	Autism research	1,000
AYUDA Inc. 1700 N Moore St, Suite 2000 Arlington, VA 22209	N/A	PC	Diabetes education	1,000
Bethany Lutheran Church 4500 E Hampden Ave Cherry Hills Village, CO 80113	N/A	PC	Church	500
Boys And Girls Club Of Metro Denver 2017 West 9th Ave, Denver, CO 80204	N/A	PC	Community	25,000
Bridge Of Life (DaVita Village Trust) 2000 16th St. Denver, CO 80202	N/A	PC	Kidney care	49,000
Cancer Prevention Institute Of California 2201 Walnut Ave, Suite 300 Fremont, CA 94538	N/A	PC	Healthcare	1,000
CELL 4350 S Monaco Street, 5th Floor Denver, CO 80237	N/A	PC	Counterterrorism Education	12,500
Children's Hospital Colorado Foundation Anschutz Medical Campus, 13123 E. 16th Ave, Box 045 Aurora, CO 80045	N/A	PC	Healthcare	5,000
CIA Officers Memorial Foundation P O Box 405 Herndon, VA 20172	N/A	PC	Educational Support	1,000

COFAM 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	N/A	PC	Community	225
Colorado "I Have a Dream" Foundation 1836 Grant Street Denver, CO 80203	N/A	PC	Education	9,150
Common Sense Media Awards 650 Townsend St, Suite 435, San Francisco, CA 94103	N/A	PC	Education	60,000
Common Sense Media Awards 650 Townsend St, Suite 435, San Francisco, CA 94103	N/A	PC	Education	50,000
Community First 6870 W. 52nd Ave #103, Arvada, CO	N/A	PC	Community	1,000
CSH 61 Broadway, Suite 2300, New York, NY 10006	N/A	PC	Homelessness	25,000
CSU Foundation 510 University Services Ctr, 601 Sth Howest St, Fort Collins, CO 80523	N/A	PC	NWSS - Graduate Scholarship in Equine Veterinary Medicine	2,170
Cub Scout Pack 414 414 E 14th Street New York, NY 10009	N/A	PC	Community	300
Cub Scout Pack 414 414 E 14th Street New York, NY 10009	N/A	PC	Community	1,000
Denver Center for the Performing Arts 1101 13th St, Denver, CO 80204	N/A	PC	Community	5,000
The Denver Foundation 55 Madison Street, 8th Floor, Denver, CO 80206	N/A	PC	Community	25,000
Denver Scholarship Foundation 303 E. 17th Ave, Suite 200, Denver, CO 80203	N/A	PC	Education	49,376
Evans Scholars Foundation 1 Briar Road, Golf, Illinois, 60029	N/A	PC	Education	50,000
Foundation Fighting Blindness 7168 Columbia Gateway Drive, Suite 100, Columbia, MD 21046	N/A	PC	Health	5,000
Freda Difference 640 Wintergreen Drive Purcellville, VA 20132	N/A	PC	Health - Diabetes	1,000
GDR (Global Dental Relielf) 4105 E. Florida Ave, Suite 200 Denver, Colorado 80222	N/A	PC	Health - Global Dental Relief	500

The Global Livingston Institute 2649 Champa Street, Denver, CO 80205	N/A	PC	International community	15,000
Governor's Residence Preservation Fund 400 East 8th Avenue Denver, Colorado 80203	N/A	PC	Community	5,000
Green Dot Charter Schools 1149 S Hill Street, Suite 600, Los Angeles, CO 90015	N/A	PC	Education	2,500
Harvard Business School 124 Mount Auburn Street, Cambridge, MA 02138	N/A	PC	Education	250,000
Hazelden PO Box 11, OS 3, Center City, MN 55012	N/A	PC	Health/Dependency treatment	1,000
Josef Korbel School Of Internationl Studies University of Denver, 2190 East Asbury Ave, Denver, CO 80208	N/A	PC	Education	10,000
Larkin Street Youth Services 701 Sutter St, Ste 2 San Francisco CA 94109	N/A	PC	Community	5,000
Make-A-Wish Arizona 4742 North 24th Street, Suite 400, Phoenix, AZ 85016	N/A	PC	Granting wishes to Children	500
MCA Denver 1485 Delgany St., Denver, CO 80202	N/A	PC	Community	25,000
Mile High United Way 1666 S University Blvd Suite B, Denver, CO 80210	N/A	PC	Community	20,000
National Jewish Health 1400 Jackson Street, Denver, CO 80206	N/A	PC	Health	3,750
Ocean Conservancy 1300 19th St, NW, 8th Floor Washington, DC 20036	N/A	PC	Ocean conservation	1,000
PLF 930 G St, Sacramento, CA 95814	N/A	PC	Public interest legal org	1,000
TFA Colorado 1391 Speer Blvd, Suite 710, Denver, CO 80204	N/A	PC	Education	25,000
The First Tee Of San Diego 4085 52nd Street, San Diego, CA 92105	N/A	PC	Education	1,000
The Kidney Trust 1111 Bayhill Drive, Suite 285 San Bruno, CA 94066	N/A	PC	Health	25,000
The Lopez Foundation 21731 Ventural Blvd Woodland Hills, CA 91364	N/A	PC	Health	15,000

Trust For Public Land 101 Montgomery St, Suite 900, San Francisco, CA 94104	N/A	PC	Environment	50,000
University Of Colorado Foundation 4740 Walnut Street, Boulder, CO 80301	N/A	PC	Dept of Ophthalmology Support	5,000
University Of Colorado Foundation 4740 Walnut Street, Boulder, CO 80301	N/A	PC	Dept of Ophthalmology Support	15,000
CU Foundation (University of Colorado) 4740 Walnut Street, Boulder, CO 80301	N/A	PC	Dermatology clinical Research	10,000
C U Foundation (University of Colorado) 4740 Walnut Street, Boulder, CO 80301	N/A	PC	Dermatology clinical Research	2,500
University Of Denver 2190 East Asbury Ave, Denver, CO 80208	N/A	PC	Chancellor's Innovation Fund	25,000
Vail Valley Foundation 90 Benchmark Rd , Suite 300, Avon, CO 81620	N/A	PC	Community	15,000
Vail Valley Foundation 90 Benchmark Rd., Suite 300, Avon, CO 81620	N/A	PC	Community	20,000
Valor Christian High School 26 W. Dry Creek Circle, Suite 760, Littleton, CO 80120	N/A	PC	Education	500
Woodside Community Foundation P O Box 620494, Woodside, CA 94062	N/A	PC	Community	5,000
Young Americans Center 3550 East First Ave, Denver, CO 80206	N/A	PC	Financial education	10,000

Contributions:KTC Foundation				
American Red Cross P O Box 9035, Greenville, SC 29604	N/A	PC	Comfort kit/hygiene items for disaster clients	5,000
Build Your House P O Box 12764, Lake Charles, LA 70612-2764	N/A	PC	Antoni Medical Fund	3,000
Center for Family Life-Soup Kitchen 713 N 2nd Ave, Evansville, IN 47710	N/A	PC	Food for homeless	1,200
Childreach Ministries Inc 1253 3rd Street SE, Canton, OH 44707	N/A	PC	Materials for current fire and ADA requirements	3,000
Christian Youth In Action P O Box 5125, Vienna, WV 26105	N/A	PC	painting homes owned by low income elderly	4,000
Dublin-Laurens County For Humanity 1101-L Hillcrest Pkwy, PMB #223, Dublin, CA 31021	N/A	PC	Low income housing	1,300
Dublin-Laurens County For Humanity 1101-L Hillcrest Pkwy, PMB #223, Dublin, CA 31021	N/A	PC	Low income housing	1,400
Family Worship Center 4393 South Ridgewood Ave, Port Orange, FL 32127	N/A	PC	Distribute backpacks to students in need	1,600
High Street Church Of Nazarene 1625 East High Street, Springfield, OH 45505	N/A	PC	Provide backpacks/school supplies to children ir	1,000
Lodi Boys And Girls Club P O Box 244, Lodi, CA 95241	N/A	PC	Remodel of facility	1,800
Medical Ministries Int 680 N Trout Lake Drive, Tivy Valley, CA 93657	N/A	PC	Medical equipment/supplies for refugees	3,000
Mending Faces 422 Humboldt St, Denver, CO 80218	N/A	PC	Surgery for children will cleft lip	2,400
Rebuild Together Philadelphia 924 S 46th St, Philadelphia, PA 19143	N/A	PC	Critical repairs to facility	2,500
Sisters Of Color United For Education 2895 W 8th Ave, Denver, CO 80204	N/A	PC	Education	2,000
Stop Hunger Now Inc 615 Hillsborough St, Suite 200, Raleigh, NC 27603	N/A	PC	International hunger	3,000
The Salvation Army 1370 Pennsylvania St Denver, CO 80203	N/A	PC	Homeless shelter entry way	1,700
The Whole Person 3710 Main, Kansas City, MO 64111	N/A	PC	Accessibility improvements to home for the disa	700
OVERALL TOTAL				1,007,871

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME - UBS	180,040.	0.	180,040.	180,040.	
INTEREST INCOME - UBS	50,627.	0.	50,627.	50,627.	
LESS: ACCRUED INTEREST PAID	-4,167.	0.	-4,167.	-4,167.	
LESS: ACCRUED INTEREST PAID CFWD FROM 2012	-2,983.	0.	-2,983.	-2,983.	
TO PART I, LINE 4	223,517.	0.	223,517.	223,517.	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 2

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS #37645 - SEE STATEMENT ATTACHED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
668,026.	675,684.	0.	0.	-7,658.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS #37645 - SEE STATEMENT ATTACHED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,112,399.	1,100,580.	0.	0.	11,819.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS #37645 - SEE STATEMENT ATTACHED	DONATED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,396,255.	7,142,027.	0.	0.	254,228.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS #37645 - CAPITAL GAIN DISTRIBUTIONS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
254.	0.	0.	0.	254.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

NET GAIN OR LOSS FROM SALE OF ASSETS	258,643.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	258,643.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY FEES	2,067.	0.		0.
TO FM 990-PF, PG 1, LN 16A	2,067.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,971.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	10,971.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTUIT FEES	129.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	129.	0.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES PAID	75,000.	0.		0.
FOREIGN TAXES PAID	6,108.	6,108.		0.
TO FORM 990-PF, PG 1, LN 18	81,108.	6,108.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT	2,625.
ACCRUED INTEREST CARRYFORWARD	34,957.
TOTAL TO FORM 990-PF, PART III, LINE 5	37,582.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	7,103,953.	8,277,566.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,103,953.	8,277,566.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	3,260,543.	3,194,998.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,260,543.	3,194,998.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN O'CONNOR GLOBAL MULTI STRATEGY ALPHA LTD	COST	1,100,000.	1,227,806.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,100,000.	1,227,806.

FORM 990-PF — OTHER ASSETS — STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	9,693.	882.	882.
OTHER RECEIVABLE	5,937.	5,937.	5,937.
ACCRUED INTEREST PAID	2,983.	0.	0.
TO FORM 990-PF, PART II, LINE 15	18,613.	6,819.	6,819.

FORM 990-PF — OTHER LIABILITIES — STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO KENT AND DENISE	0.	2,850.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	2,850.

FORM 990-PF — LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 — STATEMENT 13

NAME OF CONTRIBUTOR	ADDRESS
KENT J. THIRY AND DENISE O'LEARY	2000 16TH ST DENVER, CO 80202

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT PART VII-B, LINE 5C STATEMENT 14

GRANTEE'S NAME

KT FAMILY FOUNDATION

GRANTEE'S ADDRESS

1423 PACIFIC AVENUE
TACOMA, WA 98401

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
100,000.	10/19/12	50,822.

PURPOSE OF GRANT

TO FUND SCHOLARSHIPS AWARDED TO THE CHILDREN OF DAVITA TEAMMATES ENROLLED IN FIFTH THROUGH ELEVENTH GRADE.

DATES OF REPORTS BY GRANTEE

QUARTERLY

ANY DIVERSION BY GRANTEE

NO

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 15

NAME OF MANAGER

KENT J. THIRY
DENISE M. O'LEARY

The Thiry O'Leary Foundation
FYE 12.31.2013
FEIN: 45-4059068
Schedule B - Schedule of Contributors
Part II - Noncash Property Summary

No. of Shares	Description of Asset	Date Received	Hi	Lo	Avg	Total Donation
2,350	Acadia Pharmaceuticals	08/26/13	21.45	20.51	20.98	**49,303**
794	Acadia Pharmaceuticals	12/23/13	26.30	24.21	25.26	**20,052**
630	Audience	08/26/13	10.89	10.51	10.70	**6,741**
344	Boingo	12/23/13	6.64	6.39	6.52	**2,241**
332	Boingo	12/23/13	6.64	6.39	6.52	**2,163**
2,988	Carbonite	12/23/13	11.72	11.51	11.62	**34,706**
344	Ciena	12/23/13	23.10	22.22	22.66	**7,795**
619	Cisco	12/23/13	21.63	21.22	21.43	**13,262**
551	Clovis Oncology	08/26/13	69.25	68.11	68.68	**37,843**
1,334	F5 Networks	08/26/13	87.39	85.67	86.53	**115,431**
14,375	Groupon	12/23/13	11.95	11.67	11.81	**169,769**
1,059	Innerworkings	08/26/13	10.61	10.35	10.48	**11,098**
1,803	Integrated Device	12/23/13	10.19	9.95	10.07	**18,156**
1,502	Juniper Networks	08/26/13	19.89	19.47	19.68	**29,559**
689	Juniper Networks	12/23/13	21.92	21.63	21.78	**15,003**
405	LPL Financial	08/21/13	38.57	37.77	38.17	**15,459**
1,200	Mednax	08/26/13	98.85	97.77	98.31	**117,972**
5,000	NIC Inc	08/26/13	22.89	22.24	22.57	**112,825**
7,593	Palo Alto Networks	08/26/13	48.12	47.16	47.64	**361,731**
853	Palo Alto Networks	12/23/13	57.35	55.79	56.57	**48,254**
1,737	Pandora	12/23/13	29.72	28.00	28.86	**50,130**
68	Synopsys	12/23/13	40.20	39.65	39.93	**2,715**
1,024	Telenav	02/05/13	8.06	7.95	8.01	**8,197**
1,534	Telenav	02/27/13	7.19	6.76	6.98	**10,700**
1,531	Telenav	08/21/13	5.79	5.57	5.68	**8,696**
795	Tesaro	12/23/13	58.44	56.54	57.49	**45,705**
536	Tivo	12/23/13	12.92	12.60	12.76	**6,839**
3,470	Workday	08/26/13	76.76	75.01	75.89	**263,321**
6,502	Xoom	12/23/13	28.54	26.98	27.76	**180,496**
				Total Donations		**1,766,161**

• 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. THIRY-O'LEARY FOUNDATION C/O KENT J THIRY	Employer identification number (EIN) or 45-4059068
	Number, street, and room or suite no. If a P.O box, see instructions 2000 16TH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DENVER, CO 80202	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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.

• The books are in the care of ▶ FRANK, RIMERMAN & CO. LLP 1801 PAGE MILL ROAD - PALO ALTO, CA 94304

Telephone No.▶ (650)845-8100 Fax No. ▶ (650)494-1975

• 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, 2014.

5 For calendar year 2013 , 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
TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO COMPLETE AN ACCURATE TAX RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 54,856.
b	If this application is for Forms 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	$ 79,236.
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 ▶ [signature] Title ▶ CPA Date ▶ 3/12/14

Frank, Rimerman & Co. LLP 94-1341042
1801 Page Mill Road
Palo Alto, CA 94304

323842
12-31-13

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs gov/form8868* .

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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

Enter filer's identifying number

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THIRY-O'LEARY FOUNDATION C/O KENT J THIRY	Employer identification number (EIN) or 45-4059068
	Number, street, and room or suite no. If a P.O box, see instructions 2000 16TH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DENVER, CO 80202	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ FRANK, RIMERMAN & CO. LLP 1801 PAGE MILL ROAD - PALO ALTO, CA 94304
  Telephone No. ▶ (650)845-8100 Fax No. ▶ (650)494-1975
- 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, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2013 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

Frank, Rimerman & Co. LLP 94-1341042
1801 Page Mill Road
Palo Alto, CA 94304

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$	54,856.
b If this application is for Forms 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	$	79,236.
c **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$	0.

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