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## 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 separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>The Autrey Foundation</b>		A Employer identification number <b>84-1464997</b>
Number and street (or P O box number if mail is not delivered to street address) <b>16 Cherrymoor Drive</b>	Room/suite	B Telephone number <b>(303) 761-2775</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Englewood, CO 80113</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>2,057,762.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual (Other (specify) _____)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	8.	8.		Statement 1
4	Dividends and interest from securities	34,814.	34,814.		Statement 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	86,425.			Statement 3
b	Gross sales price for all assets on line 6a	212,932.			
7	Capital gain net income (from Part IV, line 2)		86,340.		
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	6,933.	6,933.		Statement 4
12	Total. Add lines 1 through 11	128,180.	128,095.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees Stmt 5	3,200.	3,200.		0.
c	Other professional fees Stmt 6	10,503.	10,503.		0.
17	Interest	339.	339.		0.
18	Taxes Stmt 7	2,088.	376.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses Stmt 8	4,130.	4,110.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	20,260.	18,528.		0.
25	Contributions, gifts, grants paid	80,250.			80,250.
26	Total expenses and disbursements. Add lines 24 and 25	100,510.	18,528.		80,250.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	27,670.			
b	Net investment income (if negative, enter -0-)		109,567.		
c	Adjusted net income (if negative, enter -0-)			N/A	

**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	190,976.	230,932.	230,932.
	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 11	1,082,640.	1,084,406.	1,752,839.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 12	137,336.	123,495.	73,991.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,410,952.	1,438,833.	2,057,762.	
<b>Liabilities</b>	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 ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	9,000.	9,211.	
29 Retained earnings, accumulated income, endowment, or other funds	1,401,952.	1,429,622.		
30 <b>Total net assets or fund balances</b>	1,410,952.	1,438,833.		
31 <b>Total liabilities and net assets/fund balances</b>	1,410,952.	1,438,833.		

**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	1,410,952.
2 Enter amount from Part I, line 27a	2	27,670.
3 Other increases not included in line 2 (itemize) ▶ See Statement 10	3	211.
4 Add lines 1, 2, and 3	4	1,438,833.
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	1,438,833.

**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.)
<b>1a</b>			
<b>b</b> See Attached Statements			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 212,847.		126,507.	86,340.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			86,340.

<b>2</b> 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 }	<b>2</b>	86,340.
<b>3</b> 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	{ }	<b>3</b>	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	72,600.	1,614,211.	.044976
2011	74,950.	1,604,845.	.046702
2010	72,325.	1,469,921.	.049203
2009	60,490.	1,291,146.	.046850
2008	130,900.	1,919,447.	.068197

<b>2</b> Total of line 1, column (d)	<b>2</b>	.255928
<b>3</b> 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	<b>3</b>	.051186
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	1,845,531.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	94,465.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,096.
<b>7</b> Add lines 5 and 6	<b>7</b>	95,561.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	80,250.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,191.
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	2,191.
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	2,191.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,520.	
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	1,520.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	15.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed See Statement 13	9	686.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax Refunded	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) None		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2013)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► The Foundation Telephone no. ► (303) 761-2775  
 Located at ► 16 Cherrymoor Drive, Englewood, CO ZIP+4 ► 80113

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

16 At any time during calendar year 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?  
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

16	Yes	No
		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	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
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<u>N/A</u>	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

Form 990-PF (2013)

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ 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 ☒ 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
Gary Autrey	Director			
16 Cherrymoor Drive				
Englewood, CO 80113	1.00	0.	0.	0.
Sandra Autrey	Director			
16 Cherrymoor Drive				
Englewood, CO 80113	1.00	0.	0.	0.
Scott B. Autrey	Director			
1133 14th Street, Unit 2130				
Denver, CO 80202	1.00	0.	0.	0.
Andrea D. Autrey Ellsworth	Director			
5781 E Nassau Place				
Cherry Hills Village, CO 80111	1.00	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

Form 990-PF (2013)





**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	1,873,636.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,873,636.
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	1,873,636.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,105.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,845,531.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	92,277.

**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	92,277.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,191.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,191.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	90,086.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	90,086.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	90,086.

**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	80,250.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	80,250.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	80,250.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2013)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				90,086.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			18,950.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 80,250.				
<b>a</b> Applied to 2012, but not more than line 2a			18,950.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				61,300.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				28,786.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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)

**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**

[illegible]

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

## 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).)

Sandra Autrey

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	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				
Melanoma Research Foundation	None	501 (c) (3) organization	Charitable Gift	5,000.
My School Pre School	None	501 (c) (3) organization	Charitable Gift	5,000.
The Gathering Place	None	501 (c) (3) organization	Charitable Gift	5,000.
Invest in Kids	None	501 (c) (3) organization	Charitable Gift	500.
Spina Bifida Association of Colorado	None	501 (c) (3) organization	Charitable Gift	500.
Total			See continuation sheet(s)	80,250.
b Approved for future payment				
None				
Total				0.





## The Autrey Foundation

**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 Cambiar Small Cap			02/23/06	08/01/13
b Google Inc			05/03/11	01/10/13
c Oge Energy Corp			01/07/09	01/10/13
d Abbvie Inc			03/03/11	01/25/13
e Oge Energy Corp			01/07/09	03/15/13
f Darden Restaurants			11/25/09	04/04/13
g Waste Management Inc			08/27/09	04/04/13
h Thermo Fisher Scien			05/18/05	06/05/13
i Air Products & Chem			05/06/10	07/26/13
j Google Inc			05/03/11	09/13/13
k SPX Corp			07/08/09	10/31/13
l Brunswick Corp			10/30/08	01/08/13
m Overseas Shipholding Group			Various	01/10/13
n Rockwell Automation			01/23/09	01/25/13
o Whirlpool Corp			Various	02/05/13

(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 25,605.		15,829.	9,776.
b 7,391.		5,374.	2,017.
c 7,124.		3,284.	3,840.
d 10,097.		6,887.	3,210.
e 13,492.		5,255.	8,237.
f 13,755.		8,426.	5,329.
g 10,667.		8,282.	2,385.
h 7,012.		2,421.	4,591.
i 13,106.		9,622.	3,484.
j 7,095.		4,300.	2,795.
k 10,567.		5,717.	4,850.
l 3,141.		347.	2,794.
m 545.		15,960.	<15,415.>
n 2,184.		677.	1,507.
o 5,674.		2,523.	3,151.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			9,776.
b			2,017.
c			3,840.
d			3,210.
e			8,237.
f			5,329.
g			2,385.
h			4,591.
i			3,484.
j			2,795.
k			4,850.
l			2,794.
m			<15,415.>
n			1,507.
o			3,151.

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 }

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 }

2

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Valero Energy		04/09/10	02/14/13
b	Trex Co Inc		Various	03/13/13
c	Union Pacific		12/23/05	05/09/13
d	Whirlpool Corp		08/10/11	05/14/13
e	CST Brands		04/09/10	05/21/13
f	Whitewave Foods		12/16/10	06/21/13
g	Whitewave Foods B		12/16/10	06/21/13
h	CST Brands		Various	06/25/13
i	Brunswick Corp		10/30/08	09/20/13
j	Winnebago Industries		06/02/08	10/17/13
k	Boeing Co		09/14/05	10/28/13
l	Trex Co Inc		08/30/11	10/31/13
m	Raytheon Co		09/29/05	11/15/13
n	Albany Intl Corp		08/05/05	11/29/13
o	Ciber Inc		Various	12/19/13

(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 3,476.		1,556.	1,920.
b 5,049.		1,431.	3,618.
c 3,776.		956.	2,820.
d 6,334.		3,301.	3,033.
e 18.		9.	9.
f 15.		7.	8.
g 7.		5.	2.
h 968.		423.	545.
i 5,073.		434.	4,639.
j 6,633.		3,687.	2,946.
k 6,430.		3,283.	3,147.
l 6,821.		1,704.	5,117.
m 6,340.		2,808.	3,532.
n 3,553.		3,574.	<21.>
o 5,498.		8,425.	<2,927.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,920.
b			3,618.
c			2,820.
d			3,033.
e			9.
f			8.
g			2.
h			545.
i			4,639.
j			2,946.
k			3,147.
l			5,117.
m			3,532.
n			<21.>
o			<2,927.>

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



The Autrey Foundation

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 Capital Gains Dividends				
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 15,401.			15,401.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			15,401.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	86,340.
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 XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Centus Counseling	None	501 (c) (3) organization	Charitable Gift	500.
CATO Institute	None	501 (c) (3) organization	Charitable Gift	500.
Colo Council on Economics	None	501 (c) (3) organization	Charitable Gift	3,000.
Colorado Neurological Institute	None	501 (c) (3) organization	Charitable Gift	2,000.
Craig Hospital Foundation	None	501 (c) (3) organization	Charitable Gift	2,000.
Downing House	None	501 (c) (3) organization	Charitable Gift	100.
Independence Institute	None	501 (c) (3) organization	Charitable Gift	5,000.
Junior Achievement Endowment	None	501 (c) (3) organization	Charitable Gift	2,000.
Families Firs	None	501 (c) (3) organization	Charitable Gift	400.
Grove City College	None	501 (c) (3) organization	Charitable Gift	1,000.
Total from continuation sheets				64,250.

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
The Denver Zoo	None	501 (c) (3) organization	Charitable Gift	5,000.
First Baptist Church of Kittanning	None	501 (c) (3) organization	Charitable Gift	2,500.
Alzheimers Association RMC	None	501 (c) (3) organization	Charitable Gift	2,000.
Generations Cancer Foundation	None	501 (c) (3) organization	Charitable Gift	1,000.
National MS Society	None	501 (c) (3) organization	Charitable Gift	2,000.
CHVE - PTCO	None	501 (c) (3) organization	Charitable Gift	5,000.
The First Tee of Denver	None	501 (c) (3) organization	Charitable Gift	500.
AMC Cancer Fund	None	501 (c) (3) organization	Charitable Gift	2,000.
Center Hill Church of the Brethren	None	501 (c) (3) organization	Charitable Gift	2,500.
Central City Opera	None	501 (c) (3) organization	Charitable Gift	500.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Denver Young Artists Orchestra	None	501 (c) (3) organization	Charitable Gift	500.
CO Council on Economic Education	None	501 (c) (3) organization	Charitable Gift	1,000.
Craig Hospital Foundation	None	501 (c) (3) organization	Charitable Gift	2,000.
Independence Institute	None	501 (c) (3) organization	Charitable Gift	2,000.
Junior Achievement Endowment	None	501 (c) (3) organization	Charitable Gift	1,000.
Vail Veterans	None	501 (c) (3) organization	Charitable Gift	1,000.
Operation Homefront	None	501 (c) (3) organization	Charitable Gift	2,000.
Project Angel Heart	None	501 (c) (3) organization	Charitable Gift	6,000.
Leukemia and Lymphoma Society	None	501 (c) (3) organization	Charitable Gift	500.
Spina Bifida Association of Colorado	None	501 (c) (3) organization	Charitable Gift	250.
Total from continuation sheets				

**3 Grants and Contributions Paid During the Year (Continuation)****Total from continuation sheets**

## Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest Income	1.	1.	
Interest Income - US Govt	7.	7.	
Total to Part I, line 3	8.	8.	

## Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Dividend Income	28,714.	0.	28,714.	28,714.	
Dividend Income	3,196.	0.	3,196.	3,196.	
Dividend Income	2,904.	0.	2,904.	2,904.	
Dividend Income	15,401.	15,401.	0.	0.	
To Part I, line 4	50,215.	15,401.	34,814.	34,814.	

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 3

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Cambiar Small Cap				02/23/06	08/01/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
25,605.	15,829.	0.	0.	9,776.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Google Inc				05/03/11	01/10/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
7,391.	5,374.	0.	0.	2,017.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Oge Energy Corp				01/07/09	01/10/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
7,124.	3,284.	0.	0.	3,840.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Abbvie Inc				03/03/11	01/25/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
10,097.	6,887.	0.	0.	3,210.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Oge Energy Corp				01/07/09	03/15/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
13,492.	5,255.	0.	0.	8,237.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Darden Restaurants				11/25/09	04/04/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
13,755.	8,426.	0.	0.	5,329.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Waste Management Inc				08/27/09	04/04/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
10,667.	8,282.	0.	0.	2,385.	



(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Thermo Fisher Scien				05/18/05	06/05/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
7,012.	2,421.	0.	0.	4,591.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Air Products & Chem				05/06/10	07/26/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
13,106.	9,622.	0.	0.	3,484.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Google Inc				05/03/11	09/13/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
7,095.	4,300.	0.	0.	2,795.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
SPX Corp				07/08/09	10/31/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
10,567.	5,717.	0.	0.	4,850.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Brunswick Corp				10/30/08	01/08/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
3,141.	347.	0.	0.	2,794.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Overseas Shipholding Group				Various	01/10/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
545.	15,960.	0.	0.	<15,415.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Rockwell Automation				01/23/09	01/25/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
2,184.	677.	0.	0.	1,507.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Whirlpool Corp				Various	02/05/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
5,674.	2,523.	0.	0.	3,151.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Valero Energy				04/09/10	02/14/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
3,476.	1,556.	0.	0.	1,920.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Trex Co Inc				Various	03/13/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
5,049.	1,431.	0.	0.	3,618.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Union Pacific				12/23/05	05/09/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
3,776.	956.	0.	0.	2,820.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Whirlpool Corp				08/10/11	05/14/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
6,334.	3,301.	0.	0.	3,033.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
CST Brands				04/09/10	05/21/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
18.	9.	0.	0.	9.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Whitewave Foods				12/16/10	06/21/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
15.	7.	0.	0.	8.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Whitewave Foods B				12/16/10	06/21/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
7.	5.	0.	0.	2.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
CST Brands				Various	06/25/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
968.	423.	0.	0.	545.	

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
Brunswick Corp	5,073.	434.	0.	0.		10/30/08 09/20/13

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
Winnebago Industries	6,633.	3,687.	0.	0.		06/02/08 10/17/13

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
Boeing Co	6,430.	3,283.	0.	0.		09/14/05 10/28/13

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
Trex Co Inc	6,821.	1,704.	0.	0.		08/30/11 10/31/13

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Raytheon Co	6,340.	2,808.	0.	0.	3,532.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Albany Intl Corp	3,553.	3,574.	0.	0.	<21.>

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Ciber Inc	5,498.	8,425.	0.	0.	<2,927.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Section 1231 Gains	85.	0.	0.	0.	85.

Net Gain or Loss from Sale of Assets	71,024.
Capital Gains Dividends from Part IV	15,401.
Total to Form 990-PF, Part I, line 6a	86,425.

Form 990-PF	Other Income		Statement	4
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Other investment losses	<932.>	<932.>		
Other investment income	4,457.	4,457.		
Other investment income	3,408.	3,408.		
Total to Form 990-PF, Part I, line 11	6,933.	6,933.		

Form 990-PF	Accounting Fees		Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	3,200.	3,200.		0.
To Form 990-PF, Pg 1, ln 16b	3,200.	3,200.		0.

Form 990-PF	Other Professional Fees		Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Management Fees	10,503.	10,503.		0.
To Form 990-PF, Pg 1, ln 16c	10,503.	10,503.		0.

Form 990-PF	Taxes		Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Taxes	1,712.	0.		0.
Foreign Taxes	376.	376.		0.
To Form 990-PF, Pg 1, ln 18	2,088.	376.		0.

Form 990-PF	Other Expenses			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Theft Losses	3,432.	3,432.			0.
Non-Deductible Expenses	3.	0.			0.
Penalties	17.	0.			0.
Portfolio Expenses	598.	598.			0.
Office Expenses	80.	80.			0.
To Form 990-PF, Pg 1, ln 23	4,130.	4,110.			0.
Footnotes					Statement 9

## CONTROLLED FOREIGN PARTNERSHIP REPORTING

The taxpayer is required to file form 8865, but is not doing so under the constructive owners exception.

US persons whose interest the taxpayer constructively owns:

Agile Safety Fund LP  
94-3411348  
4909 Pearl East Circle  
Boulder, CO 80301

Foreign partnership for which the taxpayer would have had to file Form 8865 but for the exception:

Agile Safety Master Fund  
Columbia House, 32 Reid Street  
Hamilton, Bermuda



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Form 990-PF      Other Increases in Net Assets or Fund Balances      Statement    10

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Description	Amount
Contribution from original contributors	211.
Total to Form 990-PF, Part III, line 3	211.

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Form 990-PF      Corporate Stock      Statement    11

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Description	Book Value	Fair Market Value
Corporate Stocks	1,084,406.	1,752,839.
Total to Form 990-PF, Part II, line 10b	1,084,406.	1,752,839.

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Form 990-PF      Other Investments      Statement    12

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Description	Valuation Method	Book Value	Fair Market Value
Agile Safety Fund	COST	119,984.	0.
Enterprise Products Partners	COST	3,511.	73,991.
Total to Form 990-PF, Part II, line 13		123,495.	73,991.

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Form 990-PF      Interest and Penalties      Statement    13

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Tax due from Form 990-PF, Part VI	671.
Underpayment penalty	15.
Late payment interest	10.
Late payment penalty	20.
Total Amount Due	716.

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Form 990-PF	Late Payment Penalty	Statement 14
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Description	Date	Amount	Balance	Months	Penalty
Tax due	05/15/14	671.	671.	6	20.
Date filed	11/15/14		671.		
Total late payment penalty					20.

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Form 990-PF	Late Payment Interest	Statement 15
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Description	Date	Amount	Balance	Rate	Days	Interest
Tax due	05/15/14	671.	671.	.0300	184	10.
Date filed	11/15/14		681.			
Total late payment interest						10.

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

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

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

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

		Enter filer's identifying number, see instructions
Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	<b>The Autrey Foundation</b>	<b>84-1464997</b>
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	<b>16 Cherrymoor Drive</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	<b>Englewood, CO 80113</b>	

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 Foundation**

- The books are in the care of **16 Cherrymoor Drive - Englewood, CO 80113**  
Telephone No **(303) 761-2775** Fax No
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **November 15, 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

**Additional time is needed to gather information from outside sources to to file a complete and accurate return.**

<b>8a</b> 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.	<b>8a</b>	\$	<b>0.</b>
<b>b</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.	<b>8b</b>	\$	<b>0.</b>
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>0.</b>

**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  Title  Date

Form 8868 (Rev. 1-2014)