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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2014

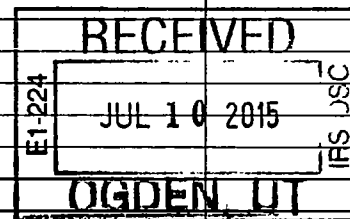
Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation J. LANDIS AND SHARON MARTIN FAMILY FOUNDATION		A Employer identification number 84-1466263
Number and street (or P O box number if mail is not delivered to street address) 200 FILLMORE STREET SUITE 200	Room/suite	B Telephone number (see instructions) () -
City or town, state or province, country, and ZIP or foreign postal code DENVER, CO 80206		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,609,510.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	5,721,750.			
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	86.	86.		
4 Dividends and interest from securities	65,539.	65,539.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-55,902.			
b Gross sales price for all assets on line 6a	571,146.			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH. 1	-101.	-101.		
12 Total. Add lines 1 through 11	5,731,372.	65,524.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	7,500.	3,750.		3,750.
c Other professional fees (attach schedule) [2]	15,025.	7,513.		7,512.
17 Interest				
18 Taxes (attach schedule) (see instructions) [3]	651.	71.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 4	796.	786.		10.
24 Total operating and administrative expenses. Add lines 13 through 23.	23,972.	12,120.		11,272.
25 Contributions, gifts, grants paid	2,796,000.			2,796,000.
26 Total expenses and disbursements. Add lines 24 and 25	2,819,972.	12,120.		2,807,272.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,911,400.			
b Net investment income (if negative, enter -0-)		53,404.		
c Adjusted net income (if negative, enter -0-)				



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		2,492,604.	837,361.	837,361.
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *			* 500,000.	ATCH 5
		Less: allowance for doubtful accounts ▶			500,000.	500,000.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) ATCH 6		1,109,705.	4,851,424.	4,946,286.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 7		939.	838.	838.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶ ATCH 8)			325,025.	325,025.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		3,603,248.	6,514,648.	6,609,510.	
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 (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		3,603,248.	6,514,648.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
30	Total net assets or fund balances (see instructions)		3,603,248.	6,514,648.		
31	Total liabilities and net assets/fund balances (see instructions)		3,603,248.	6,514,648.		

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	3,603,248.
2	Enter amount from Part I, line 27a	2	2,911,400.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,514,648.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,514,648.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-55,902.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 { }			3	0	

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

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

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

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

☐ Yes ☒ No

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

(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))
2013	3,512,326.	3,274,719.	1.072558
2012	2,405,828.	4,310,759.	0.558098
2011	1,327,375.	5,323,327.	0.249351
2010	2,347,902.	7,471,741.	0.314238
2009	21,857.	2,393,752.	0.009131
2 Total of line 1, column (d)			2 2.203376
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.440675
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 2,685,822.
5 Multiply line 4 by line 3			5 1,183,575.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 534.
7 Add lines 5 and 6			7 1,184,109.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 2,807,272.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	534.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	534.
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	534.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		1,500.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		6.
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		960.
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 960. 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
b 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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) ☐ CO, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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

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 ☐ J. LANDIS MARTIN Telephone no ☐ 303-296-5637			
Located at ☐ 200 FILLMORE STREET, SUITE 200, DENVER, CO ZIP+4 ☐ 80206				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ☐				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	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 2014? ☐	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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) ☐	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 2014 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 2014) ☐	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 2014? ☐	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000. ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

0

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,315,549.
b	Average of monthly cash balances	1b	1,411,174.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,726,723.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,726,723.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,901.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,685,822.
6	Minimum investment return. Enter 5% of line 5	6	134,291.

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	134,291.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	534.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	534.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	133,757.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	133,757.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	133,757.

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	2,807,272.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,807,272.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	534.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,806,738.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				133,757.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010 2,072,241.				
c From 2011 1,092,956.				
d From 2012 2,214,196.				
e From 2013 3,361,830.				
f Total of lines 3a through e	8,741,223.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ <u>2,807,272.</u>				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				133,757.
e Remaining amount distributed out of corpus	2,673,515.			
5 Excess distributions carryover applied to 2014 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,414,738.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	11,414,738.			
10 Analysis of line 9				
a Excess from 2010 2,072,241.				
b Excess from 2011 1,092,956.				
c Excess from 2012 2,214,196.				
d Excess from 2013 3,361,830.				
e Excess from 2014 2,673,515.				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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))

ATTACHMENT 10

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

N/A

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 <i>Paid during the year</i> ATCH 11				
Total ► 3a				2,796,000.
b <i>Approved for future payment</i>				
Total ► 3b				

Enter gross amounts unless otherwise indicated

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

JSA
4E1492 1 000

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
18,056.		UBS (DK 10889 94) SEE ATTACHMENT PROPERTY TYPE: SECURITIES 13,282.				P	VARIOUS 4,774.	VARIOUS
553,090.		UBS (DK 10889 94) SEE ATTACHMENT PROPERTY TYPE: SECURITIES 613,766.				P	VARIOUS -60,676.	VARIOUS
TOTAL GAIN (LOSS)							<u>-55,902.</u>	

UBS FINANCIAL SERVICES INC.

Account DK 10889

Proceeds Not Reported to the IRS

2014

NOT reported on Form 1099-B

SHORT-TERM TRANSACTIONS

Report on Form 8949, Part I, with Box C checked

Description of property

Date sold or disposed	Quantity	Shown (G)ross (N)et	Proceeds	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
RESTORATION HARDWARE HLDGS INC / CUSIP 761283100 / Symbol RH	120.000		6,940.11	01/22/13	4,379.89	0.00	2,560.22	Sale
TESLA MTRS INC COM / CUSIP: 88160R101 / Symbol. TSLA	25.000		6,840.10	02/03/14	4,465.75	0.00	2,374.35	Sale
TOLL BROTHERS INC / CUSIP: 889478103 / Symbol: TOL	120.000		4,276.16	01/22/13	4,436.01	0.00	-159.85	Sale
Totals:			18,056.37		13,281.65	0.00	4,774.72	

NOT reported on Form 1099-B

LONG-TERM TRANSACTIONS

Report on Form 8949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Shown (G)ross (N)et	Proceeds	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
FEDEX CORP / CUSIP 31428X106 / Symbol: FDX	60.000		9,106.01	01/05/09	3,857.40	0.00	5,248.61	Sale
FORD MOTOR CO COM NEW / CUSIP: 345370860 / Symbol. F	300.000		4,299.17	01/22/13	4,358.65	0.00	-59.48	Sale
GENL DYNAMICS CORP COMMON STOCK / CUSIP: 369550108 / Symbol GD	60.000		7,453.64	01/22/13	4,342.45	0.00	3,111.19	Sale
MASTERCARD INC CL A / CUSIP: 57636Q104 / Symbol MA	100.000		7,623.28	01/05/12	3,532.60	0.00	4,090.68	Sale
MORGAN STANLEY NEW / CUSIP: 617446448 / Symbol MS	250.000		8,509.81	01/05/12	4,009.12	0.00	4,500.69	Sale
NL INDUSTRIES INC NEW COMMON STOCK / CUSIP 629156407 / Symbol: NL								
5 tax lots for 01/21/14.								
1,000.000			11,159.90	02/02/11	13,511.97	0.00	-2,352.07	Sale
1,000.000			11,189.33	02/02/11	13,511.98	0.00	-2,322.65	Sale

UBS FINANCIAL SERVICES INC.

Account DK 10889

Proceeds Not Reported to the IRS

(continued)

2014

LONG-TERM TRANSACTIONS

NOT reported on Form 1099-B

Report on Form 8949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Shown (G)ross / Symbol NL	Proceeds (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss (-) & 7- Loss not allowed(X)	Additional information
NL INDUSTRIES INC NEW COMMON STOCK / CUSIP: 629156407 / Symbol NL (cont'd)								
	1,000.000	11,220.75		02/02/11	13,511.97	0.00	-2,291.22	Sale
	1,000.000	11,227.61		02/02/11	13,511.97	0.00	-2,284.36	Sale
	1,000.000	11,253.69		02/02/11	13,511.98	0.00	-2,258.29	Sale
01/21/14	5,000.000	56,051.28		VARIOUS	67,559.87	0.00	-11,508.59	Total of 5 lots
9 tax lots for 01/22/14.								
	60.000	670.12		02/02/11	810.72	0.00	-140.60	Sale
	1,000.000	11,020.61		02/02/11	13,511.97	0.00	-2,491.36	Sale
	1,000.000	11,068.81		02/02/11	13,511.97	0.00	-2,443.16	Sale
	1,000.000	11,073.11		02/02/11	13,511.97	0.00	-2,438.86	Sale
	1,000.000	11,089.41		02/02/11	13,511.97	0.00	-2,422.56	Sale
	1,000.000	11,099.16		02/02/11	13,511.98	0.00	-2,412.82	Sale
	1,000.000	11,118.50		02/02/11	13,511.97	0.00	-2,393.47	Sale
	1,000.000	11,150.80		02/02/11	13,511.98	0.00	-2,361.18	Sale
	940.000	10,498.48		02/08/11	12,622.32	0.00	-2,123.84	Sale
01/22/14	8,000.000	88,789.00		VARIOUS	108,016.85	0.00	-19,227.85	Total of 9 lots
6 tax lots for 01/23/14.								
	60.000	651.93		02/08/11	805.68	0.00	-153.75	Sale
	1,000.000	11,043.14		02/08/11	13,428.00	0.00	-2,384.86	Sale
	1,000.000	11,068.64		02/08/11	13,428.00	0.00	-2,359.36	Sale
	1,000.000	11,218.10		02/08/11	13,428.00	0.00	-2,209.90	Sale
	1,000.000	11,246.30		02/08/11	13,428.00	0.00	-2,181.70	Sale
	940.000	10,213.58		02/11/11	13,349.10	0.00	-3,135.52	Sale
01/23/14	5,000.000	55,441.69		VARIOUS	67,866.78	0.00	-12,425.09	Total of 6 lots
7 tax lots for 02/19/14								
	1,000.000	11,344.61		02/11/11	14,201.17	0.00	-2,856.56	Sale
	1,000.000	11,349.80		02/11/11	14,201.18	0.00	-2,851.38	Sale
	3,363.000	38,458.39		02/11/11	47,758.54	0.00	-9,300.15	Sale
	1,000.000	11,320.20		03/18/11	13,073.47	0.00	-1,753.27	Sale
	1,000.000	11,399.80		03/18/11	13,073.47	0.00	-1,673.67	Sale
	1,000.000	11,399.80		03/18/11	13,073.48	0.00	-1,673.68	Sale
	1,637.000	18,720.31		03/18/11	21,401.28	0.00	-2,680.97	Sale
02/19/14	10,000.000	113,992.91		VARIOUS	136,782.59	0.00	-22,789.68	Total of 7 lots

UBS FINANCIAL SERVICES INC.

Account DK 10889

Proceeds Not Reported to the IRS

(continued)

2014

LONG-TERM TRANSACTIONS

NOT reported on Form 1099-B

Report on Form 9949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Shown (G)ross (N)et	Proceeds	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
NL INDUSTRIES INC NEW COMMON STOCK / CUSIP: 629156407 / Symbol NL (cont'd)								
4 tax lots for 02/20/14								
	400,000		4,479.92	03/18/11	5,229.39	0.00	-749.47	Sale
	1,000,000		11,270.50	03/18/11	13,073.48	0.00	-1,802.98	Sale
	1,000,000		11,344.55	03/18/11	13,073.48	0.00	-1,728.93	Sale
	1,000,000		11,349.80	03/18/11	13,073.47	0.00	-1,723.67	Sale
02/20/14	3,400,000		38,444.77	VARIOUS	44,449.82	0.00	-6,005.05	Total of 4 lots
4 tax lots for 02/24/14								
	963,000		10,932.77	03/18/11	12,589.76	0.00	-1,656.99	Sale
	1,000,000		11,365.45	03/18/11	13,073.47	0.00	-1,708.02	Sale
	37,000		420.05	04/26/11	512.45	0.00	-92.40	Sale
	600,000		6,769.88	04/26/11	8,310.00	0.00	-1,540.12	Sale
02/24/14	2,600,000		29,488.15	VARIOUS	34,485.68	0.00	-4,997.53	Total of 4 lots
02/25/14	295,000		3,272.44	04/26/11	4,085.75	0.00	-813.31	Sale
3 tax lots for 02/28/14								
	500,000		5,602.45	04/26/11	6,925.00	0.00	-1,322.55	Sale
	700,000		7,879.86	04/26/11	9,695.00	0.00	-1,815.14	Sale
	700,000		7,890.08	04/26/11	9,695.00	0.00	-1,804.92	Sale
02/28/14	1,900,000		21,372.39	VARIOUS	26,315.00	0.00	-4,942.61	Total of 3 lots
5 tax lots for 03/05/14								
	805,000		9,176.68	04/26/11	11,149.25	0.00	-1,972.57	Sale
	1,000,000		11,394.55	04/26/11	13,850.00	0.00	-2,455.45	Sale
	195,000		2,222.92	12/30/11	2,565.05	0.00	-342.13	Sale
	1,000,000		11,401.25	12/30/11	13,154.08	0.00	-1,752.83	Sale
	1,000,000		11,417.80	12/30/11	13,154.08	0.00	-1,736.28	Sale
03/05/14	4,000,000		45,613.20	VARIOUS	53,872.46	0.00	-8,259.26	Total of 5 lots
3 tax lots for 03/10/14								
	805,000		8,921.84	12/30/11	10,589.03	0.00	-1,667.19	Sale
	1,000,000		11,095.46	12/30/11	13,154.08	0.00	-2,058.62	Sale
	1,000,000		11,100.51	12/30/11	13,154.08	0.00	-2,053.57	Sale
03/10/14	2,805,000		31,117.81	VARIOUS	36,897.19	0.00	-5,779.38	Total of 3 lots
	Security total.		483,583.64		580,331.99	0.00	-96,748.35	

UBS FINANCIAL SERVICES INC.

Account DK 10889

Proceeds Not Reported to the IRS

(continued)

2014

LONG-TERM TRANSACTIONS

NOT reported on Form 1099-B

Report on Form 8949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
SHIRE PLC SPON ADR / CUSIP 82481R106 / Symbol SHPG 09/05/14	45,000	11,079.80	01/22/13	4,582.30	0.00	6,497.50	Sale
VISA INC CL A / CUSIP 92826C839 / Symbol V 09/05/14	60,000	12,774.33	02/01/11	4,280.88	0.00	8,493.45	Sale
YAHOO INC / CUSIP 984332106 / Symbol: YHOO 09/05/14	220,000	8,660.30	01/22/13	4,471.63	0.00	4,188.67	Sale
Totals:		553,089.98		613,767.02	0.00	-60,677.04	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PLATTE RIVER VENTURES I, L.P.	-101.	-101.
TOTALS	-101.	-101.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	15,025.	7,513.	7,512.
TOTALS	<u>15,025.</u>	<u>7,513.</u>	<u>7,512.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAX	580.	71.
FOREIGN TAXES	71.	
TOTALS	<u>651.</u>	<u>71.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT FEES	786.	786.	
CHARITABLE REGISTRATION FEE	10.		10.
TOTALS	796.	786.	10.

ATTACHMENT 5FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: MUSEUM OF CONTEMPORARY ART DENVER
ORIGINAL AMOUNT: 500,000.
INTEREST RATE: 1.000000
DATE OF NOTE: 11/20/2014
MATURITY DATE: 10/01/2035
REPAYMENT TERMS: 15 CONSECUTIVE PAYMENTS BEGINNING 10/01/2020
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: TO PROMOTE PROGRAM SERVICES
DESCRIPTION AND FMV OF CONSIDERATION: CASH 500,000.

BEGINNING BALANCE DUE

ENDING BALANCE DUE 500,000.

ENDING FAIR MARKET VALUE 500,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE

500,000.

500,000.

ATTACHMENT 6FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>		<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALTRIA GROUP	90 SHS		4,256.	5,041.
ALTRIA GROUP	500 SHS	7,033.	7,033.	24,635.
ANNHEUSER BUSCH	50 SHS	4,634.	4,634.	5,616.
ABBVIE INC	85 SHS		4,063.	5,562.
AT&T INC	500 SHS	12,815.	12,815.	16,795.
ABBOT LABS	110 SHS		3,977.	4,952.
AFFILIATED MANAGERS GP	20 SHS		3,803.	4,245.
COCA COLA CO COM	1000 SHS	20,745.	20,745.	42,220.
COCA COLA CO COM	200 SHS	4,053.	4,053.	8,444.
COCA COLA CO COM	110 SHS	4,190.	4,190.	4,644.
COCA COLA CO COM	110 SHS		4,125.	4,644.
CHIPOTLE MEXICAN	10 SHS		5,481.	6,845.
CONTAINER STORE GP	120 SHS		4,417.	2,296.
COMPX INT'L INC	3,190 SHS	47,109.	47,109.	38,567.
CROWN CASTLE CORP	1,000 SHS	69,800.	69,800.	78,700.
ENZO BIOCHEM	1500 SHS		4,170.	6,660.
EXXON MOBIL CORP	55 SHS	4,206.	4,206.	5,085.
FEDEX CORP	60 SHS	3,857.		
FORD MOTOR	300 SHS	4,359.		
GENL DYNAMICS CORP	60 SHS	4,342.		
GOLDMAN SACHS GROUP	25 SHS	4,282.		
FACEBOOK	65 SHS		4,282.	4,846.
MICROSOFT	110 SHS		4,026.	5,071.
PITNEY BOWES INC	165 SHS		4,052.	5,110.
SOFTBANK CORP	60 SHS		4,060.	4,021.
TWITTER	65 SHS		4,115.	3,568.
			4,272.	2,332.
MASTERCARD INC. CL A	10 SHS	3,533.		
MCDONALDS CORP	60 SHS	3,798.		
MORGAN STANLEY	250 SHS	4,009.		
			3,798.	5,622.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NESTLE	75 SHS		
NL INDUSTRIES INC	12,060 SHS	4,296.	5,471.
NL INDUSTRIES INC	5,000 SHS	162,954.	
NL INDUSTRIES INC	6,303 SHS	67,140.	
NL INDUSTRIES INC	10,000 SHS	89,510.	
NL INDUSTRIES INC	4,637 SHS	130,735.	
NL INDUSTRIES INC	5,000 SHS	64,222.	
NL INDUSTRIES INC	50 SHS	65,770.	
PHILIP MORRIS	65 SHS	4,597.	4,073.
PROCTER & GAMBLE	120 SHS	4,323.	5,921.
RESTORATION HARDWARE	45 SHS		
SHIRE PLC	120 SHS		
TOLL BROTHERS	210 SHS		
TITANIUM METALS CORP	115 SHS	4,059.	5,015.
VERIZON COMM INC	60 SHS	4,162.	5,380.
VISA INC	80 SHS		
VULCAN MATERIALS CO	550 SHS	4,827.	5,258.
WISDOMTREE INV	220 SHS	4,647.	8,621.
YAHOO INC	55 SHS	129.	43.
SANOFI CNTGNT RGHTS	50 SHS	4,196.	3,441.
DIREXION DLY EMERG MKTS	220 SHS	4,045.	2,237.
NAVIOS MARITIME	3,000 SHS	44,969.	36,270.
COMPX INTERNATIONAL	2,000 SHS	100,925.	130,880.
ABBVIE INC	5,000 SHS	216,703.	220,000.
CAMPBELL COUP CO	2,000 SHS	96,061.	93,560.
VERIZON COMM INC	50,000 SHS	3,891,750.	3,935,000.
CROWN CASTLE CCI	15,682 SHS	224,253.	189,595.
COMPX INT'L			
TOTALS		<u>4,851,424.</u>	<u>4,946,286.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PLATTE RIVER VENTURES I, LP	939.	838.	838.
TOTALS	<u>939.</u>	<u>838.</u>	<u>838.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LIFE INSURANCE POLICY		325,025.	325,025.
TOTALS		<u>325,025.</u>	<u>325,025.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
J. LANDIS MARTIN 200 FILLMORE STREET SUITE 200 DENVER, CO 80206	DIRECTOR	0	0	0
SHARON S. MARTIN 200 FILLMORE STREET SUITE 200 DENVER, CO 80206	DIRECTOR	0	0	0
MARY F. LESTER 200 FILLMORE STREET SUITE 200 DENVER, CO 80206	DIRECTOR	0	0	0
SARAH L. MARTIN 200 FILLMORE STREET SUITE 200 DENVER, CO 80206	DIRECTOR	0	0	0
EMILY P. MARTIN 200 FILLMORE STREET SUITE 200 DENVER, CO 80206	DIRECTOR	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 10

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

J. LANDIS MARTIN
SHARON MARTIN

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLYFFORD STILL MUSEUM	NONE PC		TO FURTHER PROGRAM SERVICES	1,120,000
COLORADO HISTORICAL FOUNDATION	NONE PC		TO FURTHER PROGRAM SERVICES	150,000
DESERT CABALLEROS WESTERN MUSEUM	NONE PC		TO FURTHER PROGRAM SERVICES	10,000
GLOBAL DOWN SYNDROME FUND	NONE PC		TO FURTHER PROGRAM SERVICES	5,000
MUSEUM OF CONTEMPORARY ART	NONE PC		TO FURTHER PROGRAM SERVICES	50,000
NORTHWESTERN UNIVERSITY SETTLEMENT	NONE PC		TO FURTHER PROGRAM SERVICES	500

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STUHR MUSEUM FOUNDATION	NONE PC	TO FURTHER PROGRAM SERVICES	300,000
NEW FOUNDATION CENTER	NONE PC	TO FURTHER PROGRAM SERVICES	500
CENTRAL CITY OPERA HOUSE	NONE	TO FURTHER PROGRAM SERVICES	1,150,000
DOCTORS WITHOUT BORDERS	NONE PC	TO FURTHER PROGRAM SERVICES	10,000
TOTAL CONTRIBUTIONS PAID			2,796,000