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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

Do not enter social security numbers on this form as it may be made public.  
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning AUG 1, 2014, and ending JUL 31, 2015

|                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                  |                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>ANIMAL ASSISTANCE FOUNDATION</b>                                                                                                                                                                                                                                                       |                                                                                                                                                  | A Employer identification number<br>84-0715412                                                                                                                               |
| Number and street (or P O box number if mail is not delivered to street address)<br>405 Urban Street                                                                                                                                                                                                            | Room/suite<br>340                                                                                                                                | B Telephone number<br>303-744-8396                                                                                                                                           |
| City or town, state or province, country, and ZIP or foreign postal code<br>Lakewood, CO 80228                                                                                                                                                                                                                  |                                                                                                                                                  | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |                                                                                                                                                  | D 1. Foreign organizations, check here <input type="checkbox"/><br>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<br><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)<br>\$ 29,822,425.                                                                                                                                                                                                             | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> 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<br>(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                                                                                               |  | 1,010.                             | 1,010.                    |                         |                                                             |
| 4 Dividends and interest from securities                                                                                                           |  | 472,322.                           | 472,322.                  |                         |                                                             |
| 5a Gross rents                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                      |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                           |  | 1,662,247.                         |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                                                                      |  |                                    |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                   |  |                                    | 1,662,247.                |                         |                                                             |
| 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                                                                                                                                    |  | 65,509.                            | 57,869.                   |                         | Statement 1                                                 |
| 12 Total. Add lines 1 through 11                                                                                                                   |  | 2,201,088.                         | 2,193,448.                |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                                                                             |  | 121,275.                           | 18,191.                   |                         | 103,084.                                                    |
| 14 Other employee salaries and wages                                                                                                               |  | 111,727.                           | 12,497.                   |                         | 99,230.                                                     |
| 15 Pension plans, employee benefits                                                                                                                |  | 37,798.                            | 4,877.                    |                         | 32,921.                                                     |
| 16a Legal fees                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Accounting fees Stmt 2                                                                                                                           |  | 19,623.                            | 4,611.                    |                         | 15,012.                                                     |
| c Other professional fees Stmt 3                                                                                                                   |  | 85,926.                            | 78,133.                   |                         | 7,793.                                                      |
| 17 Interest                                                                                                                                        |  |                                    |                           |                         |                                                             |
| 18 Taxes Stmt 4                                                                                                                                    |  | 1,257.                             | 0.                        |                         | 0.                                                          |
| 19 Depreciation and depletion                                                                                                                      |  | 4,744.                             | 0.                        |                         |                                                             |
| 20 Occupancy                                                                                                                                       |  | 33,320.                            | 0.                        |                         | 33,320.                                                     |
| 21 Travel, conferences, and meetings                                                                                                               |  | 28,358.                            | 0.                        |                         | 28,358.                                                     |
| 22 Printing and publications                                                                                                                       |  |                                    |                           |                         |                                                             |
| 23 Other expenses Stmt 5                                                                                                                           |  | 42,478.                            | 0.                        |                         | 42,478.                                                     |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                            |  | 486,506.                           | 118,309.                  |                         | 362,196.                                                    |
| 25 Contributions, gifts, grants paid                                                                                                               |  | 1,078,265.                         |                           |                         | 1,078,265.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                           |  | 1,564,771.                         | 118,309.                  |                         | 1,440,461.                                                  |
| 27 Subtract line 26 from line 12:                                                                                                                  |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                |  | 636,317.                           |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |  |                                    | 2,075,139.                |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |  |                                    |                           | N/A                     |                                                             |

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LHA For Paperwork Reduction Act Notice, see instructions.

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| Part II Balance Sheets                                                                           |                                                                                                                             | Attached schedules and amounts in the description column should be for end-of-year amounts only |                |                       |
|--------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------|-----------------------|
|                                                                                                  |                                                                                                                             | Beginning of year                                                                               | End of year    |                       |
|                                                                                                  |                                                                                                                             | (a) Book Value                                                                                  | (b) Book Value | (c) Fair Market Value |
| Assets                                                                                           | 1 Cash - non-interest-bearing                                                                                               | 19,865.                                                                                         | 17,845.        | 17,845.               |
|                                                                                                  | 2 Savings and temporary cash investments                                                                                    | 22,408.                                                                                         | 7,776.         | 7,776.                |
|                                                                                                  | 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 7                                                                                      | 11,772,745.                                                                                     | 9,480,256.     | 14,606,024.           |
|                                                                                                  | c Investments - corporate bonds Stmt 8                                                                                      | 4,638,129.                                                                                      | 4,434,491.     | 4,420,489.            |
|                                                                                                  | Liabilities                                                                                                                 | 11 Investments - land, buildings and equipment basis ▶                                          |                |                       |
| Less: accumulated depreciation ▶                                                                 |                                                                                                                             |                                                                                                 |                |                       |
| 12 Investments - mortgage loans                                                                  |                                                                                                                             |                                                                                                 |                |                       |
| 13 Investments - other Stmt 9                                                                    |                                                                                                                             | 4,812,469.                                                                                      | 7,947,622.     | 10,749,213.           |
| 14 Land, buildings, and equipment basis ▶ 23,722.                                                |                                                                                                                             |                                                                                                 |                |                       |
| Less: accumulated depreciation Stmt 6 ▶ 4,745.                                                   |                                                                                                                             | 0.                                                                                              | 18,977.        | 18,977.               |
| 15 Other assets (describe ▶ Lease deposit)                                                       |                                                                                                                             | 2,101.                                                                                          | 2,101.         | 2,101.                |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) |                                                                                                                             | 21,267,717.                                                                                     | 21,909,068.    | 29,822,425.           |
| 17 Accounts payable and accrued expenses                                                         |                                                                                                                             | 3,393.                                                                                          | 8,427.         |                       |
| 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 Total liabilities (add lines 17 through 22)                                                   | 3,393.                                                                                                                      | 8,427.                                                                                          |                |                       |
| Net Assets or Fund Balances                                                                      | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/> |                                                                                                 |                |                       |
|                                                                                                  | 24 Unrestricted                                                                                                             |                                                                                                 |                |                       |
|                                                                                                  | 25 Temporarily restricted                                                                                                   |                                                                                                 |                |                       |
|                                                                                                  | 26 Permanently restricted                                                                                                   |                                                                                                 |                |                       |
|                                                                                                  | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>   |                                                                                                 |                |                       |
|                                                                                                  | 27 Capital stock, trust principal, or current funds                                                                         | 0.                                                                                              | 0.             |                       |
|                                                                                                  | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                                                           | 0.                                                                                              | 0.             |                       |
|                                                                                                  | 29 Retained earnings, accumulated income, endowment, or other funds                                                         | 21,264,324.                                                                                     | 21,900,641.    |                       |
| 30 Total net assets or fund balances                                                             | 21,264,324.                                                                                                                 | 21,900,641.                                                                                     |                |                       |
| 31 Total liabilities and net assets/fund balances                                                | 21,267,717.                                                                                                                 | 21,909,068.                                                                                     |                |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 21,264,324. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | 636,317.    |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.          |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 21,900,641. |
| 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 | 21,900,641. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a Publicly traded securities</b>                                                                                               |  |                                                  |                                      |                                  |
| <b>b Babson Capital Floating Rate Income Offshore Fund, LTD.</b>                                                                   |  |                                                  |                                      |                                  |
| <b>c Grosvenor Institutional Partners</b>                                                                                          |  |                                                  |                                      |                                  |
| <b>d</b>                                                                                                                           |  |                                                  |                                      |                                  |
| <b>e</b>                                                                                                                           |  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b>              |                                            |                                                 | 1,660,981.                                   |
| <b>b</b>              |                                            |                                                 | 24,730.                                      |
| <b>c</b>              |                                            |                                                 | <23,464.>                                    |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| (i) F.M.V. as of 12/31/69                                                                   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |
| <b>a</b>                                                                                    |                                      |                                                 | 1,660,981.                                                                                      |
| <b>b</b>                                                                                    |                                      |                                                 | 24,730.                                                                                         |
| <b>c</b>                                                                                    |                                      |                                                 | <23,464.>                                                                                       |
| <b>d</b>                                                                                    |                                      |                                                 |                                                                                                 |
| <b>e</b>                                                                                    |                                      |                                                 |                                                                                                 |

|                                                                                                                                                                                        |                                                                                   |          |            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|----------|------------|
| <b>2</b> Capital gain net income or (net capital loss)                                                                                                                                 | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | <b>2</b> | 1,662,247. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2013                                                                 | 1,383,922.                               | 28,458,781.                                  | .048629                                                     |
| 2012                                                                 | 1,189,466.                               | 25,935,291.                                  | .045863                                                     |
| 2011                                                                 | 1,077,964.                               | 24,163,638.                                  | .044611                                                     |
| 2010                                                                 | 1,104,583.                               | 24,893,504.                                  | .044372                                                     |
| 2009                                                                 | 1,165,394.                               | 23,415,341.                                  | .049771                                                     |

|                                                                                                                                                                                                                                |          |             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                           | <b>2</b> | .233246     |
| <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> | .046649     |
| <b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5                                                                                                                                          | <b>4</b> | 29,113,450. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                             | <b>5</b> | 1,358,113.  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                            | <b>6</b> | 20,751.     |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                     | <b>7</b> | 1,378,864.  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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.<br>See the Part VI instructions. | <b>8</b> | 1,464,183.  |

**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.<br>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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                           |    | 1 | 20,751. |
| 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 | 20,751. |
| 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 | 20,751. |
| 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 |   |         |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d |   |         |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 7  |   | 0.      |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                         | 8  |   | 160.    |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                        | 9  |   | 20,911. |
| 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 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>                                                                                                        | 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)?<br>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  |
| 1c 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:<br>(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?<br>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?<br>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:<br>• By language in the governing instrument, or<br>• 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) <input type="checkbox"/> 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  |

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**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?<br>Website address <b>www.aaf-fd.org</b>                                                                                                                                                                                           | 13 | X   |    |
| 14 | The books are in care of <b>Roger Haston</b> Telephone no. <b>303-744-8396</b><br>Located at <b>405 Urban Street, No. 340, Lakewood, CO</b> ZIP+4 <b>80228</b>                                                                                                                                                                                         |    |     |    |
| 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 <b>15</b> N/A                                                                                                                                                      |    |     |    |
| 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?<br>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 | 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 checked="" type="checkbox"/> Yes <input 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 <input type="checkbox"/>                                                                                                                                                                    | 1b  | X  |
| c   | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years                                                                                                                                                                                                                                                   |     |    |
| b   | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A                                                                                                                                                                                       | 2b  |    |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br><div> <input type="checkbox"/> _____, _____, _____, _____ </div>                                                                                                                                                                                                                                                                                                                |     |    |
| 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 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.) N/A | 3b  |    |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                     | 4a  | X  |
| b   | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?                                                                                                                                                                                                                                                                   | 4b  | X  |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

x

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Statement 10     |                                                           | 121,275.                                  | 12,784.                                                               | 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 |
|-------------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| Katherine L Parker - 405 Urban St,<br>Ste 340, Lakewood, CO 80228 | Program Director<br>40.00                                 | 64,454.          | 9,519.                                                                | 0.                                    |
|                                                                   |                                                           |                  |                                                                       |                                       |
|                                                                   |                                                           |                  |                                                                       |                                       |
|                                                                   |                                                           |                  |                                                                       |                                       |
|                                                                   |                                                           |                  |                                                                       |                                       |
|                                                                   |                                                           |                  |                                                                       |                                       |
|                                                                   |                                                           |                  |                                                                       |                                       |
|                                                                   |                                                           |                  |                                                                       |                                       |

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

0

Form 990-PF (2014)



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

|          |                                                                                                             |           |             |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |             |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 29,223,537. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 333,265.    |
| <b>c</b> | Fair market value of all other assets                                                                       | <b>1c</b> |             |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 29,556,802. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0.          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | 0.          |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 29,556,802. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 443,352.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 29,113,450. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 1,455,673.  |

**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.)

|           |                                                                                                           |           |            |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 1,455,673. |
| <b>2a</b> | Tax on investment income for 2014 from Part VI, line 5                                                    | <b>2a</b> | 20,751.    |
| <b>b</b>  | Income tax for 2014. (This does not include the tax from Part VI.)                                        | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 20,751.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 1,434,922. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | 0.         |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 1,434,922. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  | 0.         |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 1,434,922. |

**Part XII****Qualifying Distributions** (see instructions)

|          |                                                                                                                                   |           |            |
|----------|-----------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                        |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                     | <b>1a</b> | 1,440,461. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                | <b>1b</b> | 0.         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | <b>2</b>  | 23,722.    |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                              |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                    | <b>3a</b> |            |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                             | <b>3b</b> |            |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | <b>4</b>  | 1,464,183. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | <b>5</b>  | 20,751.    |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                             | <b>6</b>  | 1,443,432. |

**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)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013 | (d)<br>2014 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7                                                                                                                       |               |                            |             | 1,434,922.  |
| 2 Undistributed income, if any, as of the end of 2014                                                                                                                      |               |                            |             |             |
| a Enter amount for 2013 only                                                                                                                                               |               |                            | 1,276,890.  |             |
| b Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2014:                                                                                                                         |               |                            |             |             |
| a From 2009                                                                                                                                                                |               |                            |             |             |
| b From 2010                                                                                                                                                                |               |                            |             |             |
| c From 2011                                                                                                                                                                |               |                            |             |             |
| d From 2012                                                                                                                                                                |               |                            |             |             |
| e From 2013                                                                                                                                                                |               |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| 4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 1,464,183.                                                                                                 |               |                            |             |             |
| a Applied to 2013, but not more than line 2a                                                                                                                               |               |                            | 1,276,890.  |             |
| b Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| d Applied to 2014 distributable amount                                                                                                                                     |               |                            |             | 187,293.    |
| e Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 0.            |                            |             | 0.          |
| 6 Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | 0.            |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015                                                              |               |                            |             | 1,247,629.  |
| 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)       | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| a Excess from 2010                                                                                                                                                         |               |                            |             |             |
| b Excess from 2011                                                                                                                                                         |               |                            |             |             |
| c Excess from 2012                                                                                                                                                         |               |                            |             |             |
| d Excess from 2013                                                                                                                                                         |               |                            |             |             |
| e Excess from 2014                                                                                                                                                         |               |                            |             |             |

**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 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)

**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

Tax year

(a) 2014

(b) 2013

Prior 3 years

(c) 2012

(d) 2011

(e) Total

**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).)

None

**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:

See Statement 11

**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                                                                          |                                                                                                           |                                |                                           |            |
| HUMANE SOC OF PIKES PEAK REGION<br>610 ABBOTT LANE<br>Colorado Springs, CO 80905                |                                                                                                           | PC                             | 3-yr. operations grant - transfer program | 100,000.   |
| HUMANE SOCIETY OF THE PIKES PEAK REGION<br>610 ABBOTT LANE<br>Colorado Springs, CO 80905        |                                                                                                           | PC                             | capital campaign - new shelter            | 100,000.   |
| LARIMER HUMANE SOC.<br>5137 S. COLLEGE AVE<br>Fort Collins, CO 80252                            |                                                                                                           | PC                             | capital campaign - new shelter            | 100,000.   |
| HUMANE SOC OF PIKES PEAK REGION<br>610 ABBOTT LANE<br>Colorado Springs, CO 80905                |                                                                                                           | PC                             | TNR @ Pueblo Animal Services              | 50,000.    |
| SECOND CHANCE ANIMAL RESCUE FDN<br>P O BOX 44<br>Lamar, CO 81052                                |                                                                                                           | PC                             | spay/neuter, TNR, operations grant        | 50,000.    |
| Total                                                                                           |                                                                                                           |                                | See continuation sheet(s) ▶ 3a            | 1,078,265. |
| b Approved for future payment                                                                   |                                                                                                           |                                |                                           |            |
| HUMANE SOCIETY OF THE PIKES PEAK REGION<br>610 ABBOTT LANE<br>Colorado Springs, CO 80905        |                                                                                                           | PC                             | General operations                        | 200,000.   |
| HUMANE SOCIETY OF THE PIKES PEAK REGION<br>601 16th Street #C-322<br>Colorado Springs, CO 80905 |                                                                                                           | PC                             | Capital grant                             | 150,000.   |
| PETAID COLORADO<br>191 Yuma St<br>Denver, CO 80223                                              |                                                                                                           | PC                             | Angel Fund                                | 50,000.    |
| Total                                                                                           |                                                                                                           |                                | ▶ 3b                                      | 400,000.   |



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

- |          |                                                                                                                                                                                                                                                                                                                                                                                              | Yes   | No |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                          |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |       |    |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     | 1a(1) | X  |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | 1a(2) | X  |
| <b>b</b> | Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |       |    |
|          | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | 1b(1) | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | 1b(2) | X  |
|          | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | 1b(3) | X  |
|          | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | 1b(4) | X  |
|          | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | 1b(5) | X  |
|          | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | 1b(6) | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | 1c    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

[illegible]

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

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

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

Executive Director

Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Laurie Anderson

Preparer's signature

Laurie Anderson

Date \_\_\_\_\_

11.6.15

Check ☐  
self-employed

PTIN

P01416697

Firm's name ► Kunder, Corder, & Engle, P.C.

Firm's EIN ▶

Firm's address ► 475 Lincoln St. #200  
Denver, CO 80203

Phone no. 303-534-5953

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

| Recipient<br>Name and address (home or business)                                     | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                           | Amount          |
|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------|-----------------|
| NOAH'S ARK ANIMAL WELFARE ASSN<br>P O BOX 478<br>Trinidad, CO 81082                  |                                                                                                                    | PC                                   | transfer capacity<br>increase program                         | 42,500.         |
| HUMANE SOC OF BOULDER VALLEY<br>2323 55th St<br>Boulder, CO 80301                    |                                                                                                                    | PC                                   | behavior internship<br>program                                | 39,680.         |
| CITY OF AURORA ANIMAL CARE DIVISION<br>15750 E 32nd Ave.<br>Aurora, CO 80011         |                                                                                                                    | PC                                   | Veterinary Services &<br>Surgical Equipment                   | 35,000.         |
| Denver Animal Shelter<br>1241 W. Bayaud Avenue<br>Denver, CO 80223                   |                                                                                                                    | PC                                   | behavior internship<br>program                                | 26,650.         |
| PETAID COLORADO<br>191 Yuma St<br>Denver, CO 80223                                   |                                                                                                                    | PC                                   | "Angel Fund"<br>supplemental discounts<br>for veterinary care | 25,000.         |
| Telluride Animal Foundaion<br>PO Box 2433<br>Lakewood, CO 80228                      |                                                                                                                    | PC                                   | general operations                                            | 25,000.         |
| MESA COUNTY ANIMAL SERVICES<br>P.O. Box 200000-5002<br>Grand Junction, CO 81502-5002 |                                                                                                                    | PC                                   | Spay/Neuter Grant III                                         | 22,500.         |
| ARKANSAS VALLEY SPAY NEUTER ALLIANCE<br>PO BOX 1335<br>Buena Vista, CO 81211         |                                                                                                                    | PC                                   | Spay/Neuter Vouchers                                          | 20,000.         |
| city of lamar<br>102 E Parmenter St.<br>Lamar, CO 81052                              |                                                                                                                    | PC                                   | Shelter manager                                               | 18,500.         |
| NOAH'S ARK ANIMAL WELFARE ASSN<br>P O BOX 478<br>Trinidad, CO 81082                  |                                                                                                                    | PC                                   | transfer capacity<br>increase program                         | 15,750.         |
| <b>Total from continuation sheets</b>                                                |                                                                                                                    |                                      |                                                               | <b>678,265.</b> |

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

| Recipient<br>Name and address (home or business)                           | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| CITY OF Las Animas<br>11200 Co. Rd. GG.5<br>Las Animas, CO 81054           |                                                                                                                    | PC                                   | Las Animas TNR program              | 15,100. |
| COLORADO ANIMAL RESCUE INC<br>2801 CO RD 114<br>Glenwood Springs, CO 81601 |                                                                                                                    | PC                                   | collaborative transfer<br>program   | 15,000. |
| Feline Rescue Network<br>424 W Fillmore<br>Colorado Springs, CO 80907      |                                                                                                                    | PC                                   | general operations                  | 15,000. |
| FORT COLLINS CAT RESCUE<br>2321 EAST MULBERTY #1<br>Fort Collins, CO 80524 |                                                                                                                    | PC                                   | dental and medical<br>care          | 15,000. |
| RIFLE ANIMAL SHELTER<br>PO BOX 1375, RIFLE<br>Rifle, CO 81650              |                                                                                                                    | PC                                   | general program<br>support          | 15,000. |
| The Gabriel Foundation<br>1025 Acoma St<br>Denver, CO 80204                |                                                                                                                    | PC                                   | No Littering!                       | 15,000. |
| CLAWS<br>2214 SANDFORD, # A5<br>Grand Junction, CO 81505                   |                                                                                                                    | PC                                   | spay/neuter                         | 12,500. |
| Denver Animal Shelter<br>1241 W. Bayaud Avenue<br>Denver, CO 80223         |                                                                                                                    | PC                                   | microchip program                   | 12,000. |
| CFAWA<br>PO Box 22603<br>Denver, CO 80222                                  |                                                                                                                    | PC                                   | conference sponsorship              | 10,000. |
| CFAWA<br>PO Box 22603<br>Denver, CO 80222                                  |                                                                                                                    | PC                                   | Strategic Initiatives<br>Support    | 10,000. |
| <b>Total from continuation sheets</b>                                      |                                                                                                                    |                                      |                                     |         |

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

| Recipient<br>Name and address (home or business)                                    | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution  | Amount  |
|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|---------|
| CORTEZ ANIMAL SHELTER<br>210 EAST MAIN STREET<br>Cortez, CO 81321                   |                                                                                                                    | PC                                   | Spay Neuter Program                  | 10,000. |
| FOOTHILLS ANIMAL SHELTER<br>580 MC INTYRE ST.<br>Golden, CO 80401                   |                                                                                                                    | PC                                   | licensing program                    | 10,000. |
| FOOTHILLS ANIMAL SHELTER<br>580 MC INTYRE ST.<br>Golden, CO 80401                   |                                                                                                                    | PC                                   | licensing program                    | 10,000. |
| HAMLETT SPAY & NEUTER CLINIC<br>2129 E BOULDER STREET<br>Colorado Springs, CO 80909 |                                                                                                                    | PC                                   | Spay/Neuter and<br>Surgical Services | 10,000. |
| RIFLE ANIMAL SHELTER<br>PO BOX 1375, RIFLE<br>Rifle, CO 81650                       |                                                                                                                    | PC                                   | Low Income Spay and<br>Neuter        | 10,000. |
| SPAY TODAY<br>1864 S Wadsworth Blvd, Unit 2<br>Lakewood, CO 80232                   |                                                                                                                    | PC                                   | Spay and Neuter<br>Shelter Animals!  | 10,000. |
| TELLER COUNTY REGIONAL ANIMAL SHELTER<br>308 WEAVERVILLE ROAD<br>Divide, CO 80814   |                                                                                                                    | PC                                   | medical expenses -<br>shelter pets   | 10,000. |
| Denver Animal Shelter<br>1242 W. Bayaud Avenue<br>Denver, CO 80224                  |                                                                                                                    | PC                                   | Medical expenses -<br>shelter pets   | 8,000.  |
| Elder Pet Care<br>909 N College Avenue<br>Fort Collins, CO 80524                    |                                                                                                                    | PC                                   | general operations                   | 8,000.  |
| FORT MORGAN HUMANE SOCIETY<br>900 E Railroad<br>Fort Morgan, CO 80701               |                                                                                                                    | PC                                   | shade and S/N                        | 8,000.  |
| Total from continuation sheets                                                      |                                                                                                                    |                                      |                                      |         |

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

| Recipient<br>Name and address (home or business)                                  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                             | Amount |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------|--------|
| Blue Rose Ranch<br>30997 US HIGHWAY 287<br>Springfield, CO 81073                  |                                                                                                                    | PC                                   | Perimeter fence<br>replaced, repaired,<br>enhanced              | 7,500. |
| CLAWS<br>2214 SANDFORD, # A5<br>Grand Junction, CO 81505                          |                                                                                                                    | PC                                   | spay/neuter                                                     | 7,500. |
| COLORADO ANIMAL WELFARE LEAGUE<br>200 S. Wilcox St. #122<br>Castle Rock, CO 80104 |                                                                                                                    | PC                                   | San Luis Valley<br>Spay/Neuter Project                          | 7,500. |
| SPAY TODAY<br>1864 S Wadsworth Blvd, Unit 2<br>Lakewood, CO 80232                 |                                                                                                                    | PC                                   | subsidized spay/neuter                                          | 7,500. |
| Colorado Horse Rescue<br>10386 N 65th St.<br>Longmont, CO 80503                   |                                                                                                                    | PC                                   | General operations                                              | 7,500. |
| FOR PETS SAKE HUMANE SOCIETY<br>P O BOX 1705<br>Cortez, CO 81321                  |                                                                                                                    | PC                                   | Medical Assistance<br>Fund                                      | 7,000. |
| INTERMOUNTAIN HUMANE SOCIETY<br>P.O. BOX 1250<br>Conifer, CO 80433                |                                                                                                                    | PC                                   | IMHS Lifeline<br>Partnership                                    | 7,000. |
| Jeffco HEAT<br>PO Box 273<br>Conifer, CO 80433                                    |                                                                                                                    | PC                                   | Radio project<br>enhancement                                    | 7,000. |
| Logan County Humane Society<br>P.O. Box 488<br>Sterling, CO 80751                 |                                                                                                                    | PC                                   | Feral Cat TNR and<br>Directed Dog Free<br>Sterilization Program | 6,000. |
| Roice-Hurst Humane Society<br>PO Box 4040<br>Grand Junction, CO 81502             |                                                                                                                    | PC                                   | Veterinary and medical<br>care                                  | 6,000. |
| Total from continuation sheets                                                    |                                                                                                                    |                                      |                                                                 |        |

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

| Recipient<br>Name and address (home or business)                                           | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                        | Amount |
|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------------------------------------------------|--------|
| ALL BREED RESCUE & TRAINING<br>P O BOX 150803<br>Lakewood, CO 80215-0803                   |                                                                                                                    | PC                                   | Train a Dog! Save a<br>Life!                               | 5,000. |
| Colorado Humane Society<br>2080 S Quebec St<br>Denver, CO 80231                            |                                                                                                                    | PC                                   | general operations                                         | 5,000. |
| DIVINE FELINE, INC.<br>2600 W 2nd Ave #10<br>Denver, CO 80219                              |                                                                                                                    | PC                                   | Spay/Neuter Surgeries<br>for Feral, Stray, and<br>Pet Cats | 5,000. |
| Humane society of Moffat County<br>PO Box 1587<br>Craig, CO 81626                          |                                                                                                                    | PC                                   | County-wide feline<br>over-population<br>control           | 5,000. |
| LA PLATA COUNTY HUMANE<br>1111 S Camino Del Rio<br>Durango, CO 81303                       |                                                                                                                    | PC                                   | In-State Transfer<br>Program                               | 5,000. |
| PETAID COLORADO<br>191 Yuma St<br>Denver, CO 80223                                         |                                                                                                                    | PC                                   | sponsorship                                                | 5,000. |
| SECOND CHANCE HUMANE SOCIETY<br>PO BOX 2096, 171 COUNTY ROAD 10<br>Ridgeway, CO 81432      |                                                                                                                    | PC                                   | community outreach and<br>education                        | 5,000. |
| SUMMIT CO ANIMAL CONTROL AND SHELTER<br>PO BOX 5225 0058 NANCY'S PLACE<br>Frisco, CO 80443 |                                                                                                                    | PC                                   | medical care and<br>microchips for shelter<br>pets         | 5,000. |
| SUMMIT CO ANIMAL CONTROL AND SHELTER<br>PO BOX 5225 0058 NANCY'S PLACE<br>Frisco, CO 80443 |                                                                                                                    | PC                                   | medical care and<br>microchips for shelter<br>pets         | 5,000. |
| COLORADO ANIMAL WELFARE LEAGUE<br>98 Basin Park Dr<br>Gunnison, CO 81230                   |                                                                                                                    | PC                                   | San Luis Valley<br>Spay/Neuter Project                     | 4,000. |
| <b>Total from continuation sheets</b>                                                      |                                                                                                                    |                                      |                                                            |        |

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

| Recipient<br>Name and address (home or business)                                    | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                 | Amount |
|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------|--------|
| Colorado Peke and Pom Rescue<br>PO Box 242<br>Morrison, CO 80465                    |                                                                                                                    | PC                                   | general operations                                  | 3,500. |
| LONGHOPES DONKEY SHELTER<br>50 S. DUTCH VALLEY RD.<br>Bennett, CO 80102             |                                                                                                                    | PC                                   | Farrier Grant                                       | 3,500. |
| ANIMAL HOUSE<br>1104 W. VINE<br>Fort Collins, CO 80521                              |                                                                                                                    | PC                                   | Adoption Program:<br>Spay/Neuter Costs              | 3,000. |
| Eagle Valley Humane Society<br>65 Market St. #5<br>Eagle, CO 81631                  |                                                                                                                    | PC                                   | general operations                                  | 3,000. |
| HUMANE SOCIETY OF SO. PLATTE<br>2129 W. CHENANGO AVE. UNIT A<br>Littleton, CO 80120 |                                                                                                                    | PC                                   | Medical Funding                                     | 3,000. |
| Longmont Friends of Feral<br>PO Box 2205<br>Longmont, CO 80502                      |                                                                                                                    | PC                                   | general operations                                  | 3,000. |
| Los Huerfanos Animal Welfare Assoc.<br>PO Box 30<br>Walsenburg, CO 81089            |                                                                                                                    | PC                                   | general operations                                  | 3,000. |
| Safe Harbor Lab Rescue<br>601 16th Street #C-322<br>Golden, CO 80401                |                                                                                                                    | PC                                   | general operations                                  | 3,000. |
| CHIHUAHUA & SMALL DOG RESCUE, INC.<br>PO Box 84<br>Alamosa, CO 81101                |                                                                                                                    | PC                                   | Rescue & Rehabilitate<br>Small Dogs for<br>Adoption | 2,500. |
| Colorado Pet Pantry<br>PO Box 323<br>Boulder, CO 80306                              |                                                                                                                    | PC                                   | pet food bank                                       | 2,500. |
| <b>Total from continuation sheets</b>                                               |                                                                                                                    |                                      |                                                     |        |

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

| Recipient<br>Name and address (home or business)                                 | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution               | Amount |
|----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------------------------|--------|
| GUNNISON VALLEY ANIMAL WELFARE LEAGUE<br>PO Box 1834<br>Gunnison, CO 81230       |                                                                                                                    | PC                                   | Rescue Care Adoption<br>Program                   | 2,500. |
| HARLEY'S HOPE FOUNDATION<br>PO BOX 88146<br>Colorado Springs, CO 80908           |                                                                                                                    | PC                                   | direct assistance fund                            | 2,500. |
| HUMANE SOC OF PIKES PEAK REGION<br>610 ABBOTT LANE<br>Colorado Springs, CO 80905 |                                                                                                                    | PC                                   | sponsorship                                       | 2,500. |
| SOUTH PARK GOOD SAMARITAN FD<br>P O BOX 1956<br>Fairplay, CO 80440               |                                                                                                                    | PC                                   | South Park Maximum Pet<br>Health and Wellness     | 2,500. |
| The Senior Hub<br>2360 W 90th Ave.<br>Federal Heights, CO 80260                  |                                                                                                                    | PC                                   | Urgent Veterinary Care<br>- Low-Income Seniors    | 2,500. |
| HUMANE SOC OF PIKES PEAK REGION<br>610 ABBOTT LANE<br>Colorado Springs, CO 80905 |                                                                                                                    | PC                                   | capital campaign - new<br>shelter                 | 2,214. |
| ROCKY Ford Animal Shelter<br>203 South 9th St.<br>Rocky Ford, CO 81067           |                                                                                                                    | PC                                   | Animal Protection -<br>shelter animal vet<br>care | 2,000. |
| TOWN OF RANGLEY ANIMAL SHELTER<br>209 E. MAIN STREET<br>Rangely, CO 81648        |                                                                                                                    | PC                                   | Rangely Shelter Puppy<br>and Kitty Solution       | 2,000. |
| VALLEY HUMANE LEAGUE<br>PO BOX 985<br>Alamosa, CO 81101                          |                                                                                                                    | PC                                   | Strays No More                                    | 2,000. |
| COMMUNITY CATs of Colorado<br>PO Box 40512<br>Denver, CO 80204                   |                                                                                                                    | PC                                   | TNR program assistance                            | 1,652. |
| <b>Total from continuation sheets</b>                                            |                                                                                                                    |                                      |                                                   |        |

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

| Recipient<br>Name and address (home or business)                                  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution   | Amount |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------------|--------|
| NOAH'S ARK ANIMAL WELFARE ASSN<br>P O BOX 478<br>Trinidad, CO 81082               |                                                                                                                    | PC                                   | transfer capacity<br>increase program | 1,500. |
| CAACO<br>1805 33rd St<br>Boulder, CO 80301                                        |                                                                                                                    | PC                                   | sponsorship                           | 1,000. |
| Cat's Alive<br>PO Box 84<br>Alamosa, CO 81101                                     |                                                                                                                    | PC                                   | "Sponsor a Colony"<br>Program         | 1,000. |
| DIVINE FELINE, INC.<br>2600 W 2nd Ave #10<br>Denver, CO 80219                     |                                                                                                                    | PC                                   | sponsorship                           | 1,000. |
| FRIENDS OF The Pueblo Animal Shelter<br>PO Box 818<br>Pueblo, CO 81002            |                                                                                                                    | PC                                   | sponsorship                           | 1,000. |
| CAACO<br>1805 33rd St<br>Boulder, CO 80301                                        |                                                                                                                    | PC                                   | sponsorship                           | 750.   |
| Roice-Hurst Humane Society<br>PO Box 4040<br>Grand Junction, CO 81502             |                                                                                                                    | PC                                   | sponsorship                           | 500.   |
| DENVER AREA VETERINARY MEDICAL SOC<br>789 SHERMAN STREET #550<br>Denver, CO 80203 |                                                                                                                    | PC                                   | food at seminar                       | 269.   |
| PETAID COLORADO<br>191 Yuma St<br>Denver, CO 80223                                |                                                                                                                    | PC                                   | sponsorship                           | 200.   |
| Total from continuation sheets                                                    |                                                                                                                    |                                      |                                       |        |

|             |              |           |   |
|-------------|--------------|-----------|---|
| Form 990-PF | Other Income | Statement | 1 |
|-------------|--------------|-----------|---|

| Description                           | (a)<br>Revenue<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| Clarion Lion Properties Fund          | 63,602.                     | 63,602.                           |                               |
| Grosvenor Institutional Equity Fund   |                             |                                   |                               |
| II                                    | <5,733.>                    | <5,733.>                          |                               |
| CAT Program                           | 1,015.                      | 0.                                |                               |
| Stipends                              | 6,625.                      | 0.                                |                               |
| Total to Form 990-PF, Part I, line 11 | 65,509.                     | 57,869.                           |                               |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| Form 990-PF | Accounting Fees | Statement | 2 |
|-------------|-----------------|-----------|---|

| Description                        | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| Lisa M. Ernst, Inc.                | 943.                         | 236.                              |                               | 707.                          |
| Kundinger, Corder & Engle,<br>P.C. | 17,500.                      | 4,375.                            |                               | 13,125.                       |
| Retirement Plan<br>administrator   | 1,180.                       | 0.                                |                               | 1,180.                        |
| To Form 990-PF, Pg 1, ln 16b       | 19,623.                      | 4,611.                            |                               | 15,012.                       |

|             |                         |           |   |
|-------------|-------------------------|-----------|---|
| Form 990-PF | Other Professional Fees | Statement | 3 |
|-------------|-------------------------|-----------|---|

| Description                  | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| Watershed Consulting         | 42,971.                      | 42,971.                           |                               | 0.                            |
| Clarion                      | 35,162.                      | 35,162.                           |                               | 0.                            |
| Other                        | 7,793.                       | 0.                                |                               | 7,793.                        |
| To Form 990-PF, Pg 1, ln 16c | 85,926.                      | 78,133.                           |                               | 7,793.                        |

|             |       |           |   |
|-------------|-------|-----------|---|
| Form 990-PF | Taxes | Statement | 4 |
|-------------|-------|-----------|---|

| Description                 | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| Excise tax                  | 1,257.                       | 0.                                |                               | 0.                            |
| To Form 990-PF, Pg 1, ln 18 | 1,257.                       | 0.                                |                               | 0.                            |

|             |                |           |   |
|-------------|----------------|-----------|---|
| Form 990-PF | Other Expenses | Statement | 5 |
|-------------|----------------|-----------|---|

| Description                         | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| Postage and supplies                | 16,057.                      | 0.                                |                               | 16,057.                       |
| Dues, memberships,<br>miscellaneous | 23,026.                      | 0.                                |                               | 23,026.                       |
| CAT Program expense                 | 3,395.                       | 0.                                |                               | 3,395.                        |
| To Form 990-PF, Pg 1, ln 23         | 42,478.                      | 0.                                |                               | 42,478.                       |

|             |                                                |           |   |
|-------------|------------------------------------------------|-----------|---|
| Form 990-PF | Depreciation of Assets Not Held for Investment | Statement | 6 |
|-------------|------------------------------------------------|-----------|---|

| Description               | Cost or<br>Other Basis | Accumulated<br>Depreciation | Book Value | Fair Market<br>Value |
|---------------------------|------------------------|-----------------------------|------------|----------------------|
| Vehicle                   | 23,722.                | 4,745.                      | 18,977.    | 18,977.              |
| To 990-PF, Part II, ln 14 | 23,722.                | 4,745.                      | 18,977.    | 18,977.              |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| Form 990-PF | Corporate Stock | Statement | 7 |
|-------------|-----------------|-----------|---|

| Description                             | Book Value | Fair Market<br>Value |
|-----------------------------------------|------------|----------------------|
| Vanguard Institutional Index Fund       | 4,553,784. | 7,665,061.           |
| Vanguard Small Cap Fund                 | 1,148,359. | 1,604,840.           |
| William Blair Emerging Markets          | 472,576.   | 559,247.             |
| Lazard International Strategy           | 1,807,234. | 2,705,108.           |
| T Rowe Price Overseas Fund              | 1,498,303. | 2,071,768.           |
| Total to Form 990-PF, Part II, line 10b | 9,480,256. | 14,606,024.          |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| Form 990-PF | Corporate Bonds | Statement | 8 |
|-------------|-----------------|-----------|---|

| Description                             | Book Value | Fair Market Value |
|-----------------------------------------|------------|-------------------|
| Loomis Sayles Bond Fund                 | 4,434,491. | 4,420,489.        |
| Total to Form 990-PF, Part II, line 10c | 4,434,491. | 4,420,489.        |

|             |                   |           |   |
|-------------|-------------------|-----------|---|
| Form 990-PF | Other Investments | Statement | 9 |
|-------------|-------------------|-----------|---|

| Description                                        | Valuation Method | Book Value | Fair Market Value |
|----------------------------------------------------|------------------|------------|-------------------|
| Acadian Global Managed Volatility Equity Fund, LLC | COST             | 2,225,000. | 2,303,171.        |
| Grosvenor Institutional Partnership                | COST             | 1,580,164. | 3,284,517.        |
| Clarion Lion Properties Fund                       | COST             | 2,736,678. | 3,688,755.        |
| Babson Capital Floating Rate Income Offshore Fund  | COST             | 1,405,780. | 1,472,770.        |
| Total to Form 990-PF, Part II, line 13             |                  | 7,947,622. | 10,749,213.       |

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|             |                                                                             |              |
|-------------|-----------------------------------------------------------------------------|--------------|
| Form 990-PF | Part VIII - List of Officers, Directors<br>Trustees and Foundation Managers | Statement 10 |
|-------------|-----------------------------------------------------------------------------|--------------|

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| Name and Address                                                 | Title and<br>Avrg Hrs/Wk | Compen-<br>sation | Employee<br>Ben Plan Expense<br>Contrib Account |
|------------------------------------------------------------------|--------------------------|-------------------|-------------------------------------------------|
| Craig Mills<br>405 Urban St., Ste. 340<br>Lakewood, CO 80228     | Member<br>4.00           | 0.                | 0. 0.                                           |
| Dan Figliola<br>405 Urban St., Ste. 340<br>Lakewood, CO 80228    | President<br>4.00        | 0.                | 0. 0.                                           |
| Diane Balkin<br>405 Urban St., Ste. 340<br>Lakewood, CO 80228    | Secretary<br>2.00        | 0.                | 0. 0.                                           |
| Mark Lacy<br>405 Urban St., Ste. 340<br>Lakewood, CO 80228       | Treasurer<br>4.00        | 0.                | 0. 0.                                           |
| Tory G. Bond<br>405 Urban St., Ste. 340<br>Lakewood, CO 80228    | Member<br>2.00           | 0.                | 0. 0.                                           |
| Rosa De la Cruz<br>405 Urban St., Ste. 340<br>Lakewood, CO 80228 | Vice President<br>2.00   | 0.                | 0. 0.                                           |
| Martha Smith<br>405 Urban St., Ste. 340<br>Lakewood, CO 80228    | Member<br>2.00           | 0.                | 0. 0.                                           |
| W. Bruce Joss<br>405 Urban St., Ste. 340<br>Lakewood, CO 80228   | Member<br>2.00           | 0.                | 0. 0.                                           |
| Dean Vicksman<br>405 Urban St., Ste. 340<br>Lakewood, CO 80228   | Member<br>2.00           | 0.                | 0. 0.                                           |
| Erin Epperly<br>405 Urban St., Ste. 340<br>Lakewood, CO 80228    | Member<br>2.00           | 0.                | 0. 0.                                           |
| Julie Martin<br>405 Urban St., Ste. 340<br>Lakewood, CO 80228    | Member<br>2.00           | 0.                | 0. 0.                                           |

ANIMAL ASSISTANCE FOUNDATION

84-0715412

Donna Middlebroks  
405 Urban St., Ste. 340  
Lakewood, CO 80228

Member

2.00

0.

0.

0.

Roger Haston  
405 Urban St., Ste. 340  
Lakewood, CO 80228

Executive Director

40.00

121,275.

12,784.

0.

Totals included on 990-PF, Page 6, Part VIII

121,275.

12,784.

0.

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|             |                                          |           |    |
|-------------|------------------------------------------|-----------|----|
| Form 990-PF | Grant Application Submission Information | Statement | 11 |
|             | Part XV, Lines 2a through 2d             |           |    |

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Name and Address of Person to Whom Applications Should be Submitted

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info@aaf-fd.org  
405 Urban Street, Ste. 340  
Lakewood, CO 80228

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Telephone Number

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303-744-8396

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Form and Content of Applications

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Before submitting a formal application for a grant, the applicant organization must register with AAF, and fill out the online Letter of Inquiry form. If the LOI is accepted, the organization will be notified to complete an on-line application.

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Any Submission Deadlines

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Letter of inquiry deadline: September 11th, 2015.  
Grant application deadline: October 1st, 2015.

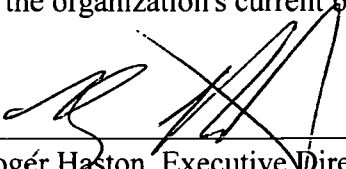
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Restrictions and Limitations on Awards

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Applicants must be a nonprofit organization or government entity located in Colorado or that has a direct impact on animals and their owners in Colorado. Requests must be for funding which is compatible with the Foundation's focus areas: Companion Animal Population Control; Operational Optimization; Permanent Homes; Cruelty Prevention and Intervention; and Innovation.

I, Roger Haston, hereby certify that the attached document is a complete and accurate copy of the organization's current bylaws.

  
\_\_\_\_\_  
Roger Haston, Executive Director

**ANIMAL ASSISTANCE FOUNDATION BYLAWS**

Amended December 15<sup>th</sup>, 2014

**ARTICLE I. NAME AND PURPOSE**

**SECTION 1. NAME**

The name of this corporation shall be the Animal Assistance Foundation, hereinafter referred to as AAF

**SECTION 2. PURPOSE**

AAF is a private foundation as defined in Section 509 of the Internal Revenue Code. The purpose of AAF shall be to receive, maintain, and administer a fund of real or personal property to use, apply, and disperse the income therefrom and the principal thereof for the following educational, scientific, research or charitable purposes:

- A The improvement of animal welfare,
- B The prevention of cruelty to animals,
- C The enhancement of veterinary knowledge, techniques, and personnel,
- D The enhanced management of facilities which care for animals.

**ARTICLE II. BOARD OF DIRECTORS**

**SECTION 1. POWER AND AUTHORITY**

The Board of Directors (Board) shall have and exercise all of the corporate powers of AAF and have full and complete authority on all matters relating to the management and operation of AAF, including but not limited to the appointment of the Executive Director and defining the responsibilities of that position.

**SECTION 2. COMPOSITION**

The board shall consist of not less than five nor more than fifteen directors. The number of directors in excess of five shall be determined from time to time by the board, but at no time shall there be more than fifteen directors.

**SECTION 3. ELECTION AND TERM OF OFFICE**

The Board may elect Directors at any duly held meeting. Biographical information of any prospective Director shall be provided in writing to the Board at least five (5) calendar days in advance of the meeting at which the election is scheduled. Directors shall hold office for a maximum of three (3) years and shall be eligible for re-election to a maximum of one (1) additional three-year terms. If a Director is elected at a meeting other than the Annual Meeting, such Director's term will commence at the Annual Meeting next held. If a Director wishes to seek re-election, the Director shall notify the Executive Director and the Chair in writing at least thirty (30) days prior to the Annual Meeting.

Each Director shall hold office until his term has expired or, if his term has not expired, until his death, written resignation, or removal. If the term of a director becomes vacant, the Board may elect a director to complete part or all of that term.

Notwithstanding anything in this Section 3 to the contrary, the immediate past Chair shall remain on the board, in an ex officio capacity, during the term of the succeeding Chair.

**SECTION 4. REMOVAL**

A Board member may be removed by a two-thirds vote of the Directors present at a meeting with a quorum if, in the Board's judgment, the best interests of AAF would be served by the Board member's removal. Any vacancy caused by such a removal shall be filled by the board as provided in Article II.

**SECTION 5. MEETINGS**

A. Unless otherwise designated by the Board:

- 1. Regular meetings shall be held at least quarterly, at such time and place as agreed by the directors;
- 2. Special meetings shall be called by the Chair, or upon the written request of no fewer than 25% of the members of the Board;

- 3 The Board shall hold an Annual Meeting, which shall be held at a time and date fixed by the Board, for the purpose of electing directors and officers for the next fiscal year and for the transaction of such other business as may come before the meeting; and
4. Written notice of the time and place of every meeting shall be given, mailed, or sent by electronic mail to each member of the Board at least three days prior to any meeting

B The Board may take action without a meeting on any matter that could properly come before a regular or special meeting of the Board, except an action to appoint or remove the Executive Director, if written notice is provided to all directors and AAF receives affirmative votes in writing for such action equal to or exceeding the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted. Such written notice shall state the action to be taken, the time by which a director shall respond, and that failure to respond by the time stated in the notice shall have the same effect as abstaining in writing from the vote. Action taken under this Section 5.B is effective when all directors required to execute the consent have signed the consent unless the consent specifies a different effective date. Action without a meeting has the same force and effect as action taken at a meeting and may be stated as such in any document. All writings necessary for any action taken pursuant to this Section 5.B shall be filed with the minutes of the next meeting of the Board of Directors.

C Regular and special meetings may be held entirely by telephonic or similar electronic communications arrangements provided that all persons participating in the meeting can hear and speak to each other. Participation in such a meeting, whether or not such person speaks at the meeting, shall constitute presence in person at the meeting, whether or not such person speaks at the meeting, shall constitute presence in person at the meeting, except where a person participates in the meeting for the sole and express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. The Chair may also permit any one or more directors that cannot otherwise be physically present at a meeting to participate in such meeting through the use of any means of communication by which all directors participating in the meeting can hear each other and speak during the meeting. A director participating in a meeting in this manner is deemed to be present in person at the meeting.

#### SECTION 6. QUORUM

A majority of directors elected at the time of any meeting, one of whom shall be the president or vice-president, shall constitute a quorum for the transaction of business.

#### SECTION 7. ACTION OF THE BOARD

Unless otherwise required by these Bylaws, if a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall be the act of the Board.

#### SECTION 8. CONFLICT OF INTEREST POLICY

The Board shall adopt and maintain a separate written conflict of interest policy. The Board shall review and affirm the conflict of interest policy at least once every three years. All directors and officers shall sign and comply with AAF's conflict of interest policy.

#### SECTION 8. COMPENSATION

No compensation shall be paid to directors, as such, for their services, but the Executive Director or Chair may reimburse a director for reasonable expenses incurred on behalf of AAF. Nothing contained in these Bylaws shall be construed to preclude any director from serving AAF in any other capacity and receiving compensation therefor.

### **ARTICLE III. OFFICERS**

#### SECTION 1. OFFICERS

The Board shall appoint a Chair, Vice Chair, Treasurer, Secretary, and Executive Director, all of whom shall also serve on the executive committee of AAF. The Board may elect or appoint such other officers and assistant officers as it may deem necessary, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board or these bylaws.

#### SECTION 2. ELECTION AND TERMS OF OFFICE

All officers shall be elected by the Board at AAF's Annual Meeting. The proposed slate of officers should be presented to the Board for consideration no later than thirty (30) days prior to the Annual Meeting. The Chair shall hold office for one (1) year and shall be eligible for re-election to a maximum of one (1) additional term, which need not be consecutive. All other officers shall hold office for one (1) year or until their successors shall be elected or appointed.

#### SECTION 3. RESIGNATION AND REMOVAL

Any officer may resign at any time by giving written notice to the Board, specifying the offices from which such officer is resigning. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and acceptance of the resignation shall not be

necessary to make it effective. Any officer elected or appointed by the Board may be removed, with or without cause, at a duly held meeting by a two-thirds vote of the Board.

#### SECTION 4 VACANCIES

A vacancy in the office of Chair shall be filled by the Vice Chair for the unexpired portion of the term. A vacancy in any other office may be filled by the Board for the unexpired portion of the term.

#### SECTION 5 FUNCTIONS OF OFFICERS

A. Officers shall be accountable to the Board, and shall assume those duties usually performed by such officers, as defined by these Bylaws, or as requested by the Chair or the Executive Director.

B. The Executive Director shall.

1. Be the principal executive officer of AAF;
2. Subject to control of the Board, shall supervise and control all of the business and affairs of AAF, including but not limited to oversight of AAF's operations, revenue generation and expense management, and implementation of Board policies,
3. Sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of AAF or shall be required by law to be otherwise signed or executed.

B The Chair shall.

1. Be the principal officer of AAF,
2. Call any needed special meetings of the Board;
3. Preside at all meetings of the Board and of AAF,
4. Appoint committee members and chairs as provided in these Bylaws,
5. Serve as a member of the Finance Committee,
6. Serve, in an ex officio capacity, on the Board and the Executive Committee as immediate past chair during the term(s) of the succeeding Chair

C The Vice Chair shall.

1. Assume the duties of the Chair in the Chair's absence; and
2. When so acting, have all the powers of and be subject to all the restrictions upon the Chair

D The Secretary shall.

1. Be accountable for AAF record keeping and reporting of meetings;
2. Assure notices are duly given in accordance with the provisions of these Bylaws or as required by law, and
3. Assure the security and appropriate use of the AAF seal.

E The Treasurer shall.

1. Be the principal finance officer of AAF and serve as chair of the Finance Committee,
2. Monitor and provide oversight for the funds and securities of AAF; and
3. Provide reports and interpretation of AAF's financial condition as may be requested by the Board or required by law.

#### **ARTICLE IV. COMMITTEES**

##### SECTION 1 STANDING COMMITTEES

The Board shall appoint standing committees including an Executive Committee, Governance Committee, Finance Committee, and Grant Committee. The membership, roles, and responsibilities of these standing committees will be set forth in separate written charters.

##### SECTION 2. ADDITIONAL COMMITTEES

The Board may establish other committees from time to time, as needed, to carry on the business of AAF.

##### SECTION 3 MEMBERSHIP

A committee shall contain at least two (2) committee members and shall have a director as its chair.

##### SECTION 4 LIMITATION ON COMMITTEE POWERS

No committee shall have the power or authority to: (a) amend, restate, alter, or repeal the Articles of Incorporation; (b) amend, restate, alter, or repeal these Bylaws, (c) elect, appoint, or remove any member of such committee or any officer or director; (d) adopt a plan of merger or consolidation with any other corporation; (e) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of AAF; (f) authorize the voluntary dissolution of AAF or revoke any proceedings for the voluntary dissolution of AAF, (g) adopt any plan for the distribution of the assets of AAF; (h) amend, alter, or repeal any resolution of the Board which by its terms does not expressly provide that it may be amended, altered, or repealed by such committee; or (i) take any other action prohibited by law

## SECTION 5 RECORD KEEPING.

All committees of the Board shall keep regular minutes of their respective meetings and shall report their actions to the Board at the meeting of the Board next following such actions

## **ARTICLE V. INDEMNIFICATION OF CERTAIN PERSONS**

### SECTION 1 AUTHORITY FOR INDEMNIFICATION

A Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of AAF or is or was serving at the request of AAF as a director, officer, partner, trustee, employee, or agent of any foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan ("Any Proper Person") shall be indemnified by AAF against expenses (including attorneys' fees), judgments, penalties, fines, (including an excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement reasonably incurred by him in connection with such action, suit or proceeding if it is determined by the groups set forth in Section 4 of this Article that he conducted himself in good faith and that he:

- (1) reasonably believed, in the case of conduct in his official capacity with AAF, that his conduct was in the AAF's best interest; or
- (2) in all other cases (except criminal cases) believed that his conduct was at least not opposed to AAF's best interest; or
- (3) with respect to criminal proceedings had no reasonable cause to believe his conduct was unlawful

B. A person will be deemed to be acting in his official capacity while acting as a director, officer, employee or agent of AAF and not when he is acting on AAF's behalf for some other entity. No indemnification shall be made under this Section to a director with respect to any claim, issue or matter in connection with proceeding by or in the right of a corporation in which the director was adjudged liable to AAF or in connection with any proceeding charging improper personal benefit to the director, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. Further, indemnification under this Section in connection with a proceeding brought by or in the right of AAF shall be limited to reasonable expenses, including attorneys' fees, incurred in connection with the proceeding. These limitations shall apply to directors only and not to officers, employees, fiduciaries or agents of AAF, except that director shall include, unless the context otherwise requires, the estate of personal representative of a director.

### SECTION 2 RIGHT TO INDEMNIFICATION

AAF shall indemnify Any Proper Person who has been wholly successful on the merits or otherwise, in defense of any action, suit, or proceeding referred to in Section 1 of this Article against expenses (including attorneys' fees) reasonably incurred by him in connection with the proceeding without the necessity of any action by AAF other than the determination in good faith that the defense has been wholly successful

### SECTION 3. EFFECT OF TERMINATION OF ACTION

The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described in Section 1 of this Article. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.

### SECTION 4. GROUPS AUTHORIZED TO MAKE INDEMNIFICATION DETERMINATION

In all cases except where there is a right to indemnification as set forth in Section 2 of this Article or where indemnification is ordered by a court, any indemnification shall be made by AAF only as authorized in the specific case upon a determination by a proper group that indemnification of the Proper Person is permissible under the circumstances because he has met the applicable standards of conduct set forth in Section 1 of this Article. This determination shall be made by the board by a majority vote of a quorum, which quorum shall consist of directors not parties to the proceeding ("quorum"). If a quorum cannot be obtained, the determination shall be made by a majority vote of a committee of the board designated by the board, which committee shall consist of two or more directors not parties to the proceeding except that directors who are parties to the proceeding may participate in the designation of directors for the committee. If a quorum of the board cannot be obtained or the committee cannot be established but such quorum or committee so directs, the determination shall be made by independent legal counsel selected by a vote of a quorum of the board or a committee in the manner specified in this Section or, if a quorum of the full board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board, (including directors who are parties to the action)

### SECTION 5 COURT ORDERED INDEMNIFICATION

Any Proper Person may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction for mandatory indemnification under Section 2 of this Article, including indemnification for reasonable expenses incurred to obtain court-ordered indemnification. If the court determines that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he met the standards of conduct set forth in Section 1 of this Article or was adjudged liable in the proceeding, the court may order such indemnification as the court deems proper except that if the individual has been adjudged liable, indemnification shall be limited to reasonable expenses incurred.

## SECTION 6 ADVANCE OF EXPENSES

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by AAF to Any Proper Person in advance of the final disposition of such action, suit or proceeding upon receipt of.

A. a written affirmation of such Proper Person's good faith belief that he has met the standards of conduct prescribed by Section 1 of this Article,

B. a written undertaking, executed personally or on his behalf, to repay such advances if it is ultimately determined that he did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment), and

C. a determination is made by the proper group (as described in Section 4 of this Article) that the facts as then known to the group would not preclude indemnification. Determination and authorization of payments shall be made in the same manner specified in Section 4 of this Article

## **ARTICLE VI. PROVISION OF INSURANCE**

By action of the board, notwithstanding any interest of the directors in the action, AAF may purchase and maintain insurance in such scope and amounts as the board deems appropriate, on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of AAF, is or was serving at the request of AAF as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan, against any liability asserted against, or incurred by, him in any such capacity or arising out of his status as such, whether or not AAF would have the power to indemnify him against such liability under the provisions of Article V or applicable law. Any such insurance may be procured from any insurance company designated by the board of AAF, whether such insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere, including any insurance company in which AAF has an equity interest or any other interest, through stock ownership or otherwise

## **ARTICLE VII. CONTRACTS, LOANS, AND DEPOSITS**

### SECTION 1 CONTRACTS

The board may authorize any officer or officers, agent or agents to enter into any contracts or execute and deliver any instrument in the name of and on behalf of AAF and such authority may be general or confined to specific instances.

### SECTION 2. LOANS

No loans shall be contracted for on behalf of AAF and no evidence of indebtedness shall be issued in the name of AAF unless authorized by a resolution by the board. Such authority may be general or confined to specific instances.

### SECTION 3 CHECKS, DRAFTS, AND NOTES

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of AAF shall be signed by such officer or officers, agent or agents of AAF in such manner as shall from time to time be determined by resolution of the board.

### SECTION 4. DEPOSITS

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of AAF in such banks, trust companies, or other depositories as the board may select.

## **ARTICLE VIII. FISCAL YEAR**

The fiscal year of AAF shall begin on the first day of August and end on the 31st day of July in the next year.

## **ARTICLE IX. SEAL**

The board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of AAF, the State of incorporation and the word "Seal."

## **ARTICLE X. RULES OF ORDER**

The rules contained in *Robert's Rules of Order, Newly Revised* shall govern meetings of AAF in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order AAF may adopt

## **ARTICLE XI. AMENDMENT TO BYLAWS**

These Bylaws may be amended, altered, or repealed and new bylaws may be adopted by the board of AAF by a two-thirds vote of the directors then in office at any meeting of the Board, provided that the full text of the proposed amendment or repeal shall have been set

forth in the notice calling the meeting and delivered to each director of AAF at least three days prior to the meeting at which the proposed amendment or repeal will be presented to the board for action

#### **ARTICLE XII. DISSOLUTION**

Upon dissolution or other termination of AAF, any assets remaining after all debts of AAF have been paid shall be distributed as provided in the Articles of Incorporation.

#### **ARTICLE XIV. PURPOSE**

These Bylaws are adopted for the sole purpose of facilitating the discharge in an orderly manner of the purposes of AAF. These Bylaws shall never be construed in any such way as to impair the efficient operation of AAF.