EXTENDED TO NOVEMBER 15, 2016

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation THE GREENLEE FAMILY FOUNDATION	A Employer identification number 84-1354541
Number and street (or P O box number if mail is not delivered to street address) 1369 FOREST PARK CIRCLE — Room/suite 206	B Telephone number (303) 666-8720
City or town, state or province, country, and ZIP or foreign postal code LAFAYETTE, CO 80026-3485	C If exemption application is pending, check here ▶ [ ]
G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change	D 1 Foreign organizations, check here ▶ [ ] 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
H Check type of organization [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 1,430,594. J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	42,228.	42,228.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	38,468.			
	b Gross sales price for all assets on line 6a 404,930.				
	7 Capital gain net income (from Part IV, line 2)		38,468.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	6,038.	6,038.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	86,734.	86,734.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	45,000.	4,500.		40,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	3,766.	377.		3,389.
	16a Legal fees				
	b Accounting fees STMT 3	8,539.	854.		7,685.
	c Other professional fees STMT 4	9,811.	9,811.		0.
	17 Interest	2,092.	2,080.		0.
	18 Taxes STMT 5	5,404.	399.		0.
	19 Depreciation and depletion				
	20 Occupancy	13,493.	1,349.		12,144.
	21 Travel, conferences, and meetings	77.	8.		69.
	22 Printing and publications				
	23 Other expenses STMT 6	12,807.	11,319.		564.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	100,989.	30,697.		64,351.
	25 Contributions, gifts, grants paid	18,000.			18,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	118,989.	30,697.		82,351.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<32,255.>			
	b **Net investment income** (if negative, enter -0-)		56,037.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED NOV 22 2016

9 20 19

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	20,563.	34,146.	34,146.
	2 Savings and temporary cash investments	40,811.	36,713.	36,713.
	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 STMT 7	2,149.	1,512.	1,512.
	b Investments - corporate stock STMT 8	1,257,485.	1,153,347.	1,153,347.
	c Investments - corporate bonds STMT 9	11,674.	10,943.	10,943.
	11 Investments land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	204,368.	193,273.	193,273.
	14 Land, buildings, and equipment basis ▶ 3,403.			
	Less accumulated depreciation STMT 11 ▶ 3,403.			
	15 Other assets (describe ▶ SECURITY DEPOSIT)	660.	660.	660.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,537,710.	1,430,594.	1,430,594.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	4,281.	3,432.	
	23 Total liabilities (add lines 17 through 22)	4,281.	3,432.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,533,429.	1,427,162.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	1,533,429.	1,427,162.	
	31 Total liabilities and net assets/fund balances	1,537,710.	1,430,594.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,533,429.
2 Enter amount from Part I, line 27a	2	<32,255.>
3 Other increases not included in line 2 (itemize) ▶ NONTAXABLE DISTRIBUTIONS	3	6.
4 Add lines 1, 2, and 3	4	1,501,180.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	74,018.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,427,162.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	404,930.		366,462.	38,468.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				38,468.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	38,468.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	68,019.	1,547,243.	.043961
2013	80,917.	1,159,522.	.069785
2012	86,884.	1,172,337.	.074112
2011	57,876.	735,762.	.078661
2010	78,829.	740,425.	.106465

2 Total of line 1, column (d)	2	.372984
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.074597
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,477,148.
5 Multiply line 4 by line 3	5	110,191.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	560.
7 Add lines 5 and 6	7	110,751.
8 Enter qualifying distributions from Part XII, line 4	8	82,351.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,121.
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	1,121.
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	1,121.
6 Credits/Payments				
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	4,240.		
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	4,240.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	9.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,110.
11 Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 3,110. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ WWW.GREENLEEFAMILYFOUNDATION.ORG

14 The books are in care of ▶ ROBERT C. GREENLEE, EXEC. DIRECTOR Telephone no ▶(303) 666-8720

Located at ▶1369 FOREST PARK CIRCLE, SUITE 206, LAFAYETTE, CO ZIP+4 ▶80026-3485

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015.)*	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 2015?		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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT C. GREENLEE 1369 FOREST PARK CIRCLE, SUITE 206 LAFAYETTE, CO 80026-3485	EXECUTIVE DIRECTOR 40.00	45,000.	0.	0.
DIANE M. GREENLEE 1369 FOREST PARK CIRCLE, SUITE 206 LAFAYETTE, CO 80026-3485	PRESIDENT 2.00	0.	0.	0.
ROBERT D. GREENLEE 1369 FOREST PARK CIRCLE, SUITE 206 LAFAYETTE, CO 80026-3485	SECRETARY 2.00	0.	0.	0.
ANNE KEMP 1369 FOREST PARK CIRCLE, SUITE 206 LAFAYETTE, CO 80026-3485	TRUSTEE 2.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

523561
11-24-15

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes			
a	Average monthly fair market value of securities		1a	1,445,558.
b	Average of monthly cash balances		1b	53,425.
c	Fair market value of all other assets		1c	660.
d	**Total** (add lines 1a, b, and c)		1d	1,499,643.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	1,499,643.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	22,495.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,477,148.
6	**Minimum investment return.** Enter 5% of line 5		6	73,857.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	73,857.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 1,121.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,121.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	72,736.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	72,736.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	72,736.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	82,351.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	82,351.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	82,351.

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

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

		(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					72,736.
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2015					
a From 2010	42,620.				
b From 2011	21,412.				
c From 2012	28,667.				
d From 2013	24,259.				
e From 2014					
f **Total** of lines 3a through e		116,958.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $	82,351.				
a Applied to 2014, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2015 distributable amount					72,736.
e Remaining amount distributed out of corpus		9,615.			
5 Excess distributions carryover applied to 2015 (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		126,573.			
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 2014 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016					0.
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 2010 not applied on line 5 or line 7		42,620.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		83,953.			
10 Analysis of line 9					
a Excess from 2011	21,412.				
b Excess from 2012	28,667.				
c Excess from 2013	24,259.				
d Excess from 2014					
e Excess from 2015	9,615.				

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 2015, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 13

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 15

SEE STATEMENT 14

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
COLORADO ASSOCIATION OF FUNDERS 600 S. CHERRY STREET, SUITE 1200 DENVER, CO 80246	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
FRIENDS OF NURSING P.O. BOX 735 ENGLEWOOD, CO 80151	N/A	PUBLIC CHARITY	VIOLA BAUDENDISTEL SCHOLARSHIP	3,000.
METRO VOLUNTEERS 789 SHERMAN STREET DENVER, CO 80203	N/A	PUBLIC CHARITY	SCHOLARSHIP	2,500.
ROCKY MOUNTAIN ADVENTIST HEALTHCARE FOUNDATION 7995 E. PRENTICE AVENUE, SUITE 204 ENGLEWOOD, CO 80111	N/A	PUBLIC CHARITY	GLOBAL HEALTH INITIATIVES	11,500.
Total			▶ 3a	18,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	42,228.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	6,038.	
8 Gain or (loss) from sales of assets other than inventory			18	38,468.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		86,734.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 86,734.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date: 11-15-16 | Title: Executive Director

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ARIC T HILMAS CPA	ARIC T HILMAS CPA	11/15/16		P00075447

Firm's name ▶ HILMAS & ASSOCIATES, LLC — Firm's EIN ▶ 84-1565922

Firm's address ▶ 1371 HECLA DRIVE, SUITE D110
LOUISVILLE, CO 80027-2329 — Phone no (303) 604-2191

523622
11-24-15

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	342.727 SHS EATON VANCE ATLANTA SMID CAP FUND	P	03/04/09	08/05/15
b	699.301 SHS HENDERSON INTL OPPTY FUND	P	09/01/09	07/22/15
c	1,211.402 SHS HENDERSON INTL OPPTY FUND	P	VARIOUS	08/05/15
d	177.148 SHS LOOMIS SAYLES INVT GRADE BOND FUND	P	07/16/09	08/05/15
e	579.275 SHS RS GLOBAL NATURAL RESOURCES FUND	P	VARIOUS	10/06/15
f	3,972.469 SHS VANGUARD S/T INVESTMENT GRADE FUND	P	VARIOUS	08/05/15
g	30.920 SHS VANGUARD 500 INDEX FUND	P	01/15/13	08/05/15
h	37 SHS ACE LIMITED	P	VARIOUS	02/02/15
i	14 SHS AMAZON.COM INC	P	VARIOUS	02/02/15
j	420.302 SHS ASTON RIVER ROAD LONG SHORT FUND	P	VARIOUS	01/26/15
k	37 SHS CVS HEALTH CORPORATION	P	VARIOUS	02/02/15
l	73 SHS CANADIAN NATL RY CO	P	VARIOUS	02/02/15
m	64 SHS CHICAGO BRIDGE & IRON	P	VARIOUS	01/23/15
n	49 SHS CHURCH & DWIGHT CO INC	P	VARIOUS	02/02/15
o	22 SHS CIGNA CORP	P	VARIOUS	09/15/15

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	9,000.		2,413.	6,587.
b	19,975.		13,282.	6,693.
c	34,464.		26,048.	8,416.
d	1,975.		1,910.	65.
e	11,340.		21,932.	<10,592.>
f	42,242.		43,000.	<758.>
g	5,975.		4,198.	1,777.
h	3,997.		2,627.	1,370.
i	5,059.		2,618.	2,441.
j	4,766.		4,938.	<172.>
k	3,622.		3,056.	566.
l	4,892.		3,124.	1,768.
m	2,462.		3,818.	<1,356.>
n	3,960.		2,612.	1,348.
o	3,078.		2,030.	1,048.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				6,587.
b				6,693.
c				8,416.
d				65.
e				<10,592.>
f				<758.>
g				1,777.
h				1,370.
i				2,441.
j				<172.>
k				566.
l				1,768.
m				<1,356.>
n				1,348.
o				1,048.

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	237.207 SHS COLUMBIA CONTRARIAN CORE FUND	P	VARIOUS	09/15/15
b	40 SHS CONTINENTAL RESOURCES	P	VARIOUS	03/18/15
c	19 SHS CUMMINS INC	P	VARIOUS	02/25/15
d	29 SHS DEVON ENERGY CORP	P	VARIOUS	02/02/15
e	56 SHS EXPRESS SCRIPTS HLDG CO	P	VARIOUS	02/02/15
f	43 SHS FLOWSERVE CORPORATION	P	VARIOUS	01/23/15
g	184.787 SHS GOLDMAN SACHS INCOME BUILDER FUND	P	VARIOUS	02/02/15
h	336.557 SHS GOLDMAN SACHS MLP ENERGY INFRASTRUC	P	VARIOUS	02/02/15
i	577.207 SHS GOLDMAN SACHS STRATEGIC INCOME FUND	P	VARIOUS	02/02/15
j	107.600 SHS HARBOR INTERNATIONAL FUND	P	VARIOUS	01/20/15
k	100 SHS ISHARES CORE CONSERVATIVE ALLOC ETF	P	VARIOUS	09/15/15
l	15 SHS ISHARES CORE CONSERVATIVE ALLOC ETF	P	VARIOUS	09/15/15
m	90 SHS ISHARES CORE AGGREGATE BOND ETF	P	VARIOUS	02/25/15
n	117 SHS ISHARES MSCI EAFE ETF	P	VARIOUS	09/15/15
o	31 SHS ISHARES TIPS BOND ETF	P	VARIOUS	09/15/15

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,158.		5,401.	<243.>
b	1,616.		1,561.	55.
c	2,683.		2,032.	651.
d	1,786.		1,537.	249.
e	4,519.		2,871.	1,648.
f	2,370.		1,540.	830.
g	4,186.		4,225.	<39.>
h	3,802.		3,937.	<135.>
i	5,782.		6,122.	<340.>
j	6,928.		6,430.	498.
k	3,145.		3,279.	<134.>
l	472.		492.	<20.>
m	9,993.		9,957.	36.
n	6,917.		7,964.	<1,047.>
o	3,393.		3,604.	<211.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<243.>
b				55.
c				651.
d				249.
e				1,648.
f				830.
g				<39.>
h				<135.>
i				<340.>
j				498.
k				<134.>
l				<20.>
m				36.
n				<1,047.>
o				<211.>

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	2,210.130 SHS METROPOLITAN WEST TOTAL RETURN BOND	P	VARIOUS	09/15/15
b	47 SHS MYLAN INC	P	VARIOUS	03/02/15
c	23 SHS ONEOK INC	P	VARIOUS	02/02/15
d	31 SHS PERRIGO CO PLC	P	VARIOUS	02/02/15
e	503.487 SHS PIMCO ALL ASSET FUND	P	VARIOUS	07/23/15
f	184 SHS PIMCO TOTAL RETURN ETF	P	VARIOUS	02/02/15
g	583.109 SHS PIONEER GLOBAL HIGH YIELD FUND	P	VARIOUS	01/26/15
h	14 SHS POLARIS INDUSTRIES	P	VARIOUS	07/30/15
i	372.262 SHS PRIMECAP ODYSSEY AGGR GROWTH FUND	P	VARIOUS	02/02/15
j	168 SHS SECTOR SPDR TECH SELECT	P	VARIOUS	02/02/15
k	37 SHS SPDR S&P 500 ETF	P	VARIOUS	05/05/15
l	171 SHS SPDR S&P 500 ETF	P	VARIOUS	09/15/15
m	52 SHS STARBUCKS CORP	P	VARIOUS	02/02/15
n	346.509 SHS TEMPLETON GLOBAL BOND FUND	P	VARIOUS	02/02/15
o	110.058 SHS TEMPLETON GLOBAL BOND FUND	P	VARIOUS	08/27/15

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	23,783.		24,087.	<304.>
b	2,712.		998.	1,714.
c	1,013.		928.	85.
d	4,685.		5,168.	<483.>
e	5,695.		6,360.	<665.>
f	20,296.		19,964.	332.
g	5,200.		5,985.	<785.>
h	1,900.		1,361.	539.
i	12,047.		9,197.	2,850.
j	6,710.		4,788.	1,922.
k	7,794.		7,338.	456.
l	33,918.		34,319.	<401.>
m	4,531.		2,602.	1,929.
n	4,247.		4,559.	<312.>
o	1,257.		1,427.	<170.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<304.>
b				1,714.
c				85.
d				<483.>
e				<665.>
f				332.
g				<785.>
h				539.
i				2,850.
j				1,922.
k				456.
l				<401.>
m				1,929.
n				<312.>
o				<170.>

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	1 SHS THE PRICELINE GROUP	P	VARIOUS	02/02/15
b	73 SHS VANGUARD RUSSELL 2000 ETF	P	VARIOUS	02/24/15
c	33 SHS VERISK ANALYTICS INC	P	VARIOUS	12/14/15
d	67 SHS VERISK ANALYTICS INC	P	VARIOUS	02/02/15
e	78 SHS VERIZON COMMUNICATIONS	P	VARIOUS	02/24/15
f	1,172 SHS VULCAN VALUE PARTNERS SMALL CAP FD	P	VARIOUS	02/02/15
g	OVATION ALTERNATIVE INCOME FUND, LP ST CAP LOSS	P	VARIOUS	12/31/15
h	OVATION ALTERNATIVE INCOME FUND, LP LT CAP LOSS	P	VARIOUS	12/31/15
i	OVATION ALTERNATIVE INCOME FUND, LP 1231 GAIN	P	VARIOUS	12/31/15
j	JWH SPECIAL CIRCUMSTANCE LLC INTEREST	P	VARIOUS	06/15/15
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	986.		1,219.	<233.>
b	7,119.		6,782.	337.
c	2,492.		1,327.	1,165.
d	4,302.		2,693.	1,609.
e	3,819.		3,918.	<99.>
f	20,393.		20,940.	<547.>
g			287.	<287.>
h			66.	<66.>
i	71.			71.
j			1,591.	<1,591.>
k	10,403.			10,403.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<233.>
b				337.
c				1,165.
d				1,609.
e				<99.>
f				<547.>
g				<287.>
h				<66.>
i				71.
j				<1,591.>
k				10,403.
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	38,468.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB & CO., INC.	20,949.	8,461.	12,488.	12,488.	
CHARLES SCHWAB & CO., INC.	11,014.	1,942.	9,072.	9,072.	
OVATION ALTERNATIVE INCOME FUND, LP	20,668.	0.	20,668.	20,668.	
TO PART I, LINE 4	52,631.	10,403.	42,228.	42,228.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OVATION ALTERNATIVE INCOME FUND, LP - ORDINARY INCOME	6,038.	6,038.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,038.	6,038.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,539.	854.		7,685.
TO FORM 990-PF, PG 1, LN 16B	8,539.	854.		7,685.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	9,811.	9,811.		0.
TO FORM 990-PF, PG 1, LN 16C	9,811.	9,811.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	399.	399.		0.
2014 FORM 990-PF BALANCE DUE	765.	0.		0.
2015 FORM 990-PF TAX DEPOSITS	4,240.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,404.	399.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	594.	59.		535.
FEES AND LICENSES	10.	1.		9.
INVESTMENT EXPENSES	11,257.	11,257.		0.
PENALTIES	924.	0.		0.
POSTAGE AND DELIVERY	22.	2.		20.
TO FORM 990-PF, PG 1, LN 23	12,807.	11,319.		564.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
10,000 FHLMC NTS 2.060%	X		1,512.	1,512.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,512.	1,512.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,512.	1,512.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
5,146 SHS LOOMIS SAYLES INVT GRADE BOND FUND	55,833.	55,833.
4,857 SHS TEMPLETON GLOBAL BOND FUND	56,003.	56,003.
1,076 SHS COLUMBIA ACORN INTL FUND	42,056.	42,056.
1,919 SHS EATON VANCE ATLANTA SMID CAP FUND	45,653.	45,653.
3,347 SHS VOYA GLOBAL REAL ESTATE FUND	65,426.	65,426.
681 SHS OPPENHEIMER DEVELOPING MKTS FUND	20,431.	20,431.
2,528 SHS TFS MARKET NEUTRAL FUND	35,825.	35,825.
1,390 SHS IQ HEDGE MULTI STRATEGY TRACKER ETF	39,559.	39,559.
10,386 SHS BAIRD CORE PLUS BOND FUND	112,686.	112,686.
4,145 SHS WASATCH EMRG MKT SMALL CAP FUND	10,032.	10,032.
27 SHS ACCENTURE PLC	2,821.	2,821.
19 SHS ACE LIMITED	2,220.	2,220.
2 SHS AMAZON.COM INC	1,352.	1,352.
41 SHS ANADARKO PETROLEUM CORP	1,992.	1,992.
32 SHS APPLE INC	3,368.	3,368.
21 SHS CANADIAN NATL RY CO	1,173.	1,173.
26 SHS CHURCH & DWIGHT CO INC	2,207.	2,207.
27 SHS ECOLAB INC	3,088.	3,088.
22 SHS EXPRESS SCRIPTS HLDG CO	1,923.	1,923.
59 SHS JPMORGAN CHASE & CO	3,896.	3,896.
47 SHS MYLAN INC	2,541.	2,541.
32 SHS STARBUCKS CORP	1,921.	1,921.
31 SHS VF CORPORATION	1,930.	1,930.
840 SHS ABERDEEN EMERGING MKTS FUND	9,543.	9,543.
481 SHS INVESCO BALANCED RISK ALLOC FUND	4,993.	4,993.
123 SHS GUGGENHEIM BULLETSHARES 2017 ETF	3,070.	3,070.
143 SHS SCHWAB INTL EQUITY ETF	3,941.	3,941.
235 SHS TECHNOLOGY SELECT SECTO SPDR ETF	10,065.	10,065.
303 SHS VANGUARD EXTENDED MKT ETF	25,391.	25,391.
186 SHS VANGUARD FTSE ALL WORLD EX US ETF	8,074.	8,074.
614 SHS VANGUARD 500 INDEX FUND	115,811.	115,811.

25 SHS COSTCO WHOLESALE CORP	4,037.	4,037.
26 SHS SCHLUMBERGER LTD	1,814.	1,814.
2,649 SHS METROPOLITAN WEST TOTAL RET BOND FUND	28,128.	28,128.
445 SHS PIMCO INCOME FUND	5,223.	5,223.
482 SHS PIONEER STRATEGIC INCOME FUND	4,919.	4,919.
526 SHS PRIMECAP ODYSSEY AGGR GROWTH FUND	17,037.	17,037.
149 SHS POWERSHARES S&P 500 ETF	5,747.	5,747.
172 SHS VANGUARD FTSE DEVELOPED MKTS ETF	6,316.	6,316.
2,312 SHS ARTISAN INTL FUND	66,307.	66,307.
26 SHS BERKSHIRE HATHAWAY	3,433.	3,433.
21 SHS CVS HEALTH CORPORATION	2,053.	2,053.
52 SHS CERNER CORP	3,129.	3,129.
11 SHS CIGNA CORP	1,610.	1,610.
53 SHS ENBRIDGE INC	1,759.	1,759.
19 SHS FACEBOOK INC	1,988.	1,988.
34 SHS GILEAD SCIENCES INC	3,440.	3,440.
5 SHS PERRIGO CO PLC	724.	724.
32 SHS TJX COMPANIES INC	2,269.	2,269.
505 SHS ASTON DOUBLELINE CORE PLUS FIX INC FD	5,259.	5,259.
627 SHS BARON EMERGING MARKETS FUND	6,640.	6,640.
1,086 SHS BARON FIFTH AVENUE GROWTH FUND	20,319.	20,319.
608 SHS COLUMBIA CONTRARIAN CORE FUND	12,995.	12,995.
73 SHS ISHARES MSCI EAFE ETF	4,287.	4,287.
167 SHS SPDR S&P 500 ETF	34,046.	34,046.
2,350 SHS BOSTON PARTNERS LONG SHORT RESEARCH	35,035.	35,035.
1,518 SHS INVESCO INTL GROWTH FUND	47,135.	47,135.
6 SHS ALPHABET INC	4,668.	4,668.
8 SHS BIOGEN INC	2,451.	2,451.
41 SHS DELPHI AUTOMOTIVE PLC	3,515.	3,515.
574 SHS PIMCO FOREIGN BOND FUND	5,688.	5,688.
119 SHS JOHN HANCOCK GLOBAL ABSOLUTE RET FUND	1,237.	1,237.
388 SHS JOHCM INTL SELECT FUND	6,902.	6,902.
401 SHS OAKMARK INTL FUND	8,560.	8,560.
98 SHS ISHARES CORE CONSERVATIVE ALLOC ETF	3,101.	3,101.
778 SHS ISHARES CORE US AGGREGATE BOND ETF	84,032.	84,032.
141 SHS VANGUARD RUSSELL 2000 ETF	12,720.	12,720.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,153,347.	1,153,347.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
10,000 JPMORGAN CHASE BANK NTS	10,943.	10,943.
TOTAL TO FORM 990-PF, PART II, LINE 10C	10,943.	10,943.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OVATION ALTERNATIVE INCOME FUND, LP	FMV	193,273.	193,273.
TOTAL TO FORM 990-PF, PART II, LINE 13		193,273.	193,273.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	520.	520.	0.
LAPTOP COMPUTER	2,883.	2,883.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,403.	3,403.	0.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARD PAYABLE	269.	20.
PAYROLL TAXES WITHHELD - EMPLOYEE	4,012.	3,412.
TOTAL TO FORM 990-PF, PART II, LINE 22	4,281.	3,432.

FORM 990-PF PART XV - LINE 1A STATEMENT 13
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

DIANE M. GREENLEE
ROBERT D. GREENLEE

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROB GREENLEE, EXEC. DIRECTOR WEBSITE: WWW.GREENLEEFAMILYFOUNDATION.ORG
1369 FOREST PARK CIRCLE, SUITE 206
LAFAYETTE, CO 80026

TELEPHONE NUMBER

(303) 666-8720

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION DOES NOT ACCEPT UNSOLICITED PROPOSALS. TO BE CONSIDERED FOR A GRANT YOU MUST FIRST SUBMIT A ONE-PAGE LETTER OF INQUIRY. THIS LETTER SHOULD INCLUDE OR ADDRESS THE FOLLOWING:

1.) ORGANIZATION'S NAME AND ADDRESS
2.) CONTACT PERSON AND TELEPHONE NUMBER
3.) HISTORY AND MISSION STATEMENT
4.) PURPOSE AND AMOUNT OF GRANT REQUEST
5.) HOW PROPOSAL MEETS FUNDING FOCUS

ORGANIZATIONS THAT THE FOUNDATION IS INTERESTED IN WILL THEN BE CONTACTED TO SET UP A SITE VISIT AND TO COMPLETE A FULL PROPOSAL. WE ACCEPT THE COLORADO COMMON GRANT APPLICATION FORM. TERMS AND CONDITIONS APPLY TO ALL

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS, GOVERNMENTS, OR POLITICAL OR RELIGIOUS GROUPS, BUT DOES PROVIDE FUNDING IN A WIDE SPECTRUM OF AREAS TO 501(C)(3) ORGANIZATIONS. THE FOUNDATION GIVES GEOGRAPHIC PREFERENCE TO COLORADO CHARITIES, PARTICULARLY IN THE DENVER METRO AREA, INCLUDING BOULDER AND BROOMFIELD COUNTIES. THE GREENLEE FAMILY FOUNDATION IS INTERESTED IN PROGRAMS/PROJECTS THAT FOCUS ON THE FOLLOWING FUNDING AREAS WITH AN EMPHASIS TO PROMOTE INDIVIDUAL SELF SUFFICIENCY: 1.) DIRECT SERVICE PROGRAMS, 2.) LIFE SKILLS TRAINING, 3.) LEADERSHIP PROGRAMS, 4.) INDIVIDUAL DEVELOPMENT ACCOUNTS, 5.) EMPLOYMENT PROGRAMS, 6.) VOCATIONAL TRAINING, AND 7.) TECHNICAL ASSISTANCE. PLEASE CHECK OUT OUR WEBSITE AT WWW.GREENLEEFAMILYFOUNDATION.ORG FOR ADDITIONAL INFORMATION.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A - 2D (CONTINUATION)

FORM AND CONTENT OF APPLICATIONS

GRANTS. ACCEPTANCE OF A PROPOSAL DOES NOT GUARANTEE FUNDING. PLEASE SEE OUR WEBSITE AT WWW.GREENLEEFAMILYFOUNDATION.ORG FOR ADDITIONAL INFORMATION.

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE FURNITURE	09/10/99	200DB	7.00	HY	17	520.				520.	520.		0.	520.
2	LAPTOP COMPUTER	08/23/04	200DB	5.00	HY	17	2,883.			1,442.	1,441.	1,441.		0.	1,441.
	* TOTAL 990-PF PG 1 DEPR						3,403.			1,442.	1,961.	1,961.		0.	1,961.

528111
04-01-15

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone