

For calendar year 2015, or tax year beginning 07-01-2015 , and ending 06-30-2016

Name of foundation FOX FAMILY FOUNDATION		A Employer identification number 20-5854615	
Number and street (or P O box number if mail is not delivered to street address) 3033 E 1ST AVE STE 400		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code DENVER, CO 80206		B Telephone number (see instructions) (303) 468-0094	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 17,536,321		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	22,723	22,723		
	4 Dividends and interest from securities	111,134	111,134		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10  _____	2,173,385			
	b Gross sales price for all assets on line 6a 3,436,761				
	7 Capital gain net income (from Part IV, line 2)		208,974		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 -2,169,668	-204,491		
	12 Total. Add lines 1 through 11	137,574	138,340		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	 5,805	5,805		
	c Other professional fees (attach schedule)	 52,053	10,153		41,900
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).	 3,782	162		3,620
	24 Total operating and administrative expenses. Add lines 13 through 23	61,640	16,120		45,520
	25 Contributions, gifts, grants paid	1,098,000			1,098,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,159,640	16,120		1,143,520
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,022,066			
	b Net investment income (if negative, enter -0-)		122,220		
	c Adjusted net income (if negative, enter -0-)				

Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	270,301	1,719,473	1,719,473	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).				
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)				
	b	Investments—corporate stock (attach schedule)	2,193,670	2,193,670	5,281,125	
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	4,239,715	1,059,577	10,535,723	
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)	3,216	1,994			
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)			6,706,902	4,974,714	17,536,321
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule).				
	22	Other liabilities (describe ▶ _____)		409,637		
	23	Total liabilities(add lines 17 through 22)				409,637
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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	6,706,902	4,565,077		
	30	Total net assets or fund balances(see instructions)			6,706,902	4,565,077
31	Total liabilities and net assets/fund balances(see instructions)			6,706,902	4,974,714	

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	6,706,902
2	Enter amount from Part I, line 27a	2	-1,022,066
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	5,684,836
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,119,759
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,565,077

Part IV Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	30 CALL MARKWEST ENERGY PTN 67 5 EX	P	2015-06-02	2015-07-17
b	3000 UTS MARKWEST ENERGY PARTNERS LP	D	2006-12-07	2015-07-17
c	14784 UTS BREITBURN ENERGY PRTNRS LP	P	2012-12-11	2015-12-31
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 4,478			4,478
b 202,490		1,622	200,868
c 3,628			3,628
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			4,478
b			200,868
c			3,628
d			
e			

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	208,974
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	4,478

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 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	1,113,559	23,103,951	0 048198
2013	856,581	22,231,567	0 038530
2012	655,568	17,123,277	0 038285
2011	423,739	13,434,160	0 031542
2010	382,328	10,482,753	0 036472

2	Total of line 1, column (d).	2	0 193027
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 038605
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	18,209,208
5	Multiply line 4 by line 3.	5	702,966
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,222
7	Add lines 5 and 6.	7	704,188
8	Enter qualifying distributions from Part XII, line 4.	8	1,143,520

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 VII

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,222
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2.		3	1,222
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,222
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	3,216	
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	3,216
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ▶		10	1,994
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ 1,994 Refunded ▶		11	

Part VII-A

Statements Regarding Activities

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	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
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? <i>If "No," attach explanation</i> .	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ NONE	13	Yes	
14	The books are in care of ▶ GINA CLINE Telephone no ▶ (303) 468-0094 Located at ▶ 3033 E 1ST AVE STE 400 DENVER CO ZIP+4 ▶ 80206			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	15		
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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes No	No No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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 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).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? ☐ Yes ☒ No **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** **No**

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? ☐ Yes ☒ No **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Total. Add lines 1 through 3 ▶

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	16,963,226
b	Average of monthly cash balances.	1b	1,523,280
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	18,486,506
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	18,486,506
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	277,298
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,209,208
6	Minimum investment return. Enter 5% of line 5.	6	910,460

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	910,460
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	1,222
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,222
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	909,238
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	909,238
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	909,238

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,143,520
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,143,520
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	1,222
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,142,298

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				909,238
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			1,093,300	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 1,143,520				
a Applied to 2014, but not more than line 2a			1,093,300	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2015 distributable amount.				50,220
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				859,018
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

Part XIV

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

1a

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

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

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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 organization 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 Additional Data Table

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

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 email address of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Form 990-PF (2015)

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)				
<div>a Paid during the year</div> <div>See Additional Data Table</div>				
<div>Total</div>			<div>3a</div>	1,098,000
<div>b Approved for future payment</div>				
<div>Total</div>			<div>3b</div>	

Enter gross amounts unless otherwise indicated

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

[illegible]

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?

(1) Cash.

(2) Other assets.

(1)	Sales of assets to a noncharitable exempt organization.	
(2)	Purchases of assets from a noncharitable exempt organization.	
(3)	Rental of facilities, equipment, or other assets.	
(4)	Reimbursement arrangements.	
(5)	Loans or loan guarantees.	
(6)	Performance of services or membership or fundraising solicitations.	

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.

[illegible]

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

2016-12-05

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below

(see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name DAVID L MARFITANO	Preparer's Signature	Date 2016-12-05	Check if self-employed <input checked="" type="checkbox"/>	PTIN P01203578
	Firm's name <input type="checkbox"/> DAVID L MARFITANO CPA			Firm's EIN <input type="checkbox"/> 84-1040995	
	Firm's address <input type="checkbox"/> 3650 S YOSEMITE ST 210 DENVER, CO 80237			Phone no (303) 290-9460	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JOHN M FOX 2116 E 4TH AVE DENVER, CO 80206	PRESIDENT 2 00	0	0	0
MARCELLA F FOX 2800 E 2ND AVE 301 DENVER, CO 80206	VICE PRES 1 00	0	0	0
JOHN M FOX JR 1239 1ST ST NEW ORLEANS, LA 70130	SECRETARY 1 00	0	0	0
KELLEY P FOX 110 FRANKLIN ST DENVER, CO 80218	DIRECTOR 1 00	0	0	0
ANNE FOX MOUNSEY 2155 E HAWTHORNE PL DENVER, CO 80206	DIRECTOR 1 00	0	0	0
RICK SIMMS 20 DUTCH CREEK DR LITTLETON, CO 80123	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 1a - 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).

JOHN M FOX
MARCELLA F FOX
JOHN M FOX JR
ANNE E FOX MOUNSEY
KELLEY P FOX

Form 990PF Part XV Line 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				
ARTS COUNCIL NEW ORLEANS 935 GRAVIER ST 850 NEW ORLEANS,LA 70112	NONE	501(C)3 ORG	ARTS ORGANIZATION	15,000
AURORA ACADEMY 10251 E 1ST AVE AURORA,CO 80010	NONE	501(C)3 ORG	YOUTH SERVICES	3,000
BAYAUD ENTERPRISES INC 333 W BAYAUD AVE DENVER,CO 80223	NONE	501(C)3 ORG	EMPLOYMENT SERVICES - DISABLED	20,000
BIG BROTHERS BIG SISTERS 1391 N SPEER BLVD SUITE 4 DENVER,CO 80204	NONE	501(C)3 ORG	YOUTH SERVICES	20,000
BRADLEY INTL ELEMENTARY SCHOOL 3051 S ELM ST DENVER,CO 80222	NONE	501(C)3 ORG	YOUTH SERVICES	6,000
BREAKTHROUGH KENT DENVER 4000 E QUINCY AVE ENGLEWOOD,CO 80113	NONE	501(C)3 ORG	YOUTH SERVICES	30,000
BROWN INTERNATIONAL ACADEMY 2550 LOWELL BLVD DENVER,CO 80211	NONE	501(C)3 ORG	YOUTH SERVICES	5,000
CEC MIDDLE COLLEGE 2650 ELIOT ST DENVER,CO 80211	NONE	501(C)3 ORG	YOUTH SERVICES	8,000
CENTER FOR WORK EDUC EMPL 1175 OSAGE ST SUITE 300 DENVER,CO 80204	NONE	501(C)3 ORG	JOB SERVICES - LOW INCOME	20,000
CIMARRON ELEMENTARY SCHOOL 17373 E LEHIGH PL AURORA,CO 80013	NONE	501(C)3 ORG	YOUTH SERVICES	5,000
CITYWILD PO BOX 883 DENVER,CO 802010833	NONE	501(C)3 ORG	YOUTH SERVICES	20,000
COLORADO LEAGUE OF CHARTER SCHOOLS 2696 S COLORADO BLVD 250 DENVER,CO 80222	NONE	501(C)3 ORG	YOUTH SERVICES	30,000
COLORADO YOUTH FOR A CHANGE 2490 W 26TH AVE SUITE 110 DENVER,CO 80211	NONE	501(C)3 ORG	YOUTH SERVICES	20,000
COVENANT HOUSE 611 N RAMPART ST NEW ORLEANS,LA 70115	NONE	501(C)3 ORG	YOUTH SERVICES	25,000
DENVER CHILDREN'S HOME 1501 ALBION ST DENVER,CO 80220	NONE	501(C)3 ORG	YOUTH SERVICES	25,000
Total ▶ 3a				1,098,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
DENVER INNER CITY PARISH 1212 MARIPOSA ST DENVER, CO 80204	NONE	501(C)3 ORG	YOUTH SERVICES	30,000
DENVER KIDS INC 1860 LINCOLN ST 9TH FL DENVER, CO 80203	NONE	501(C)3 ORG	YOUTH SERVICES	25,000
DENVER SCHOOL OF SCIENCE TECH 2000 VALENTIA ST DENVER, CO 80238	NONE	501(C)3 ORG	YOUTH SERVICES	15,000
DENVER URBAN SCHOLARS 3532 FRANKLIN ST SUITE T DENVER, CO 80205	NONE	501(C)3 ORG	YOUTH SERVICES	50,000
EMILY GRIFFITH FOUNDATION 1860 LINCOLN ST SUITE 605 DENVER, CO 80203	NONE	501(C)3 ORG	YOUTH SERVICES	25,000
FAMILY RESOURCE CENTER ASSOC 1888 SHERMAN ST SUITE 100 DENVER, CO 80203	NONE	501(C)3 ORG	FAMILY SERVICES	26,000
FLORENCE CRITTENTON SCHOOL 96 S ZUNI ST DENVER, CO 80223	NONE	501(C)3 ORG	YOUTH SERVICES	25,000
GIRLS ATHLETIC LEADERSHIP SCHOOL 750 GALAPAGO ST DENVER, CO 80204	NONE	501(C)3 ORG	YOUTH SERVICES	7,000
GIRLS INC OF METRO DENVER 1499 JULIAN ST DENVER, CO 80204	NONE	501(C)3 ORG	YOUTH SERVICES	25,000
GOLD CROWN FOUNDATION 7400 E CRESTLINE CIR SUIT GREENWOOD VILLAGE, CO 80111	NONE	501(C)3 ORG	YOUTH SERVICES	60,000
GROW DAT YOUTH FARM 1 PALM DR NEW ORLEANS, LA 70124	NONE	501(C)3 ORG	YOUTH SERVICES	25,000
GUST ELEMENTARY SCHOOL 3440 WYALE AVE DENVER, CO 80219	NONE	501(C)3 ORG	YOUTH SERVICES	6,000
HAMILTON MIDDLE SCHOOL 8600 E DARTMOUTH AVE DENVER, CO 80231	NONE	501(C)3 ORG	YOUTH SERVICES	7,000
INVEST IN KIDS 1775 SHERMAN ST SUITE 207 DENVER, CO 80203	NONE	501(C)3 ORG	YOUTH SERVICES	60,000
KINGSLEY HOUSE 1600 CONSTANCE ST NEW ORLEANS, LA 70130	NONE	501(C)3 ORG	CHILDREN & FAMILY SERVICES	25,000
Total ▶ 3a				1,098,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
KIPP COLORADO SCHOOLS 1390 LAWRENCE ST SUITE 20 DENVER, CO 80204	NONE	501(C)3 ORG	YOUTH SERVICES	12,000
LIBERTY'S KITCHEN PO BOX 19293 NEW ORLEANS, LA 70179	NONE	501(C)3 ORG	YOUTH SERVICES	30,000
MI CASA RESOURCE CENTER 360 ACOMA ST DENVER, CO 80223	NONE	501(C)3 ORG	FAMILY SERVICES	60,000
NURSE-FAMILY PARTNERSHIP 1900 GRANT ST SUITE 400 DENVER, CO 802034304	NONE	501(C)3 ORG	COMMUNITY HEALTH SERVICES	40,000
RECONCILE NEW ORLEANS 1631 ORETHA CASTLE HALEY NEW ORLEANS, LA 70113	NONE	501(C)3 ORG	YOUTH SERVICES	20,000
RELAY GRADUATE SCHOOL OF EDUC 4130 NAVAJO ST DENVER, CO 80211	NONE	501(C)3 ORG	FAMILY SERVICES	30,000
ROCKY MOUNTAIN PREP CHARTER SCHOOL 7808 E CHERRY CREEK S DR DENVER, CO 80231	NONE	501(C)3 ORG	YOUTH SERVICES	6,000
SAFEHOUSE DENVER 1649 DOWNING ST DENVER, CO 80218	NONE	501(C)3 ORG	FAMILY SERVICES	25,000
TEACH FOR AMERICA COLORADO 1391 SPEER BLVD SUITE 710 DENVER, CO 80204	NONE	501(C)3 ORG	YOUTH SERVICES	40,000
URBAN PEAK 730 21ST ST DENVER, CO 80205	NONE	501(C)3 ORG	YOUTH SERVICES	30,000
UNIVERSITY PREPARATORY SCHOOL 2409 ARAPAHOE ST DENVER, CO 80205	NONE	501(C)3 ORG	YOUTH SERVICES	6,000
VALDEZ ELEMENTARY SCHOOL 2525 W 29TH AVE DENVER, CO 80211	NONE	501(C)3 ORG	YOUTH SERVICES	6,000
WARREN VILLAGE 1323 GILPIN ST DENVER, CO 80218	NONE	501(C)3 ORG	FAMILY SERVICES	25,000
WE DON'T WASTE 3560 WALNUT ST UNIT B DENVER, CO 80205	NONE	501(C)3 ORG	FAMILY SERVICES	20,000
WORK OPTIONS FOR WOMEN 1200 FEDERAL BLVD DENVER, CO 80204	NONE	501(C)3 ORG	WOMEN'S SERVICES	25,000
Total ▶ 3a				1,098,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WOMEN'S BEAN PROJECT 3201 CURTIS ST DENVER,CO 80205	NONE	501(C)3 ORG	WOMEN'S SERVICES	52,000
YORK INTL SCHOOL 9200 YORK ST DENVER,CO 80229	NONE	501(C)3 ORG	YOUTH SERVICES	8,000
Total ▶ 3a				1,098,000

TY 2015 Accounting Fees Schedule

Name: FOX FAMILY FOUNDATION

EIN: 20-5854615

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	5,805	5,805		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Gain/Loss from Sale of Other Assets Schedule

Name: FOX FAMILY FOUNDATION

EIN: 20-5854615

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
248540 UTS MARKWEST ENERGY PARTNERS	2006-12	DONATION	2015-12		1,602,948	37,990			1,564,958	
0 6 UTS MPLX LP	2006-12	DONATION	2015-12		16	1			15	
248540 SH MARKWEST ENERGY PARTNERS L	2006-12	DONATION	2015-12		1,623,201	1,222,997			400,204	

TY 2015 Investments Corporate Stock Schedule**Name:** FOX FAMILY FOUNDATION**EIN:** 20-5854615

Name of Stock	End of Year Book Value	End of Year Fair Market Value
480 SH APPLE INC	253,926	321,216
10000 SH BANK OF AMERICA CORP	160,696	132,700
15000 SH NEW GOLD INC	160,275	65,700
15475 SH O'REILLY AUTOMOTIVE INC	1,363,906	4,195,273
6800 SH WALGREEN COMPANY	254,867	566,236

TY 2015 Investments - Other Schedule**Name:** FOX FAMILY FOUNDATION**EIN:** 20-5854615

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MPLX LP	AT COST		9,477,203
VANGUARD S/T INVT GRADE	AT COST	1,059,577	1,058,520

TY 2015 Other Assets Schedule**Name:** FOX FAMILY FOUNDATION**EIN:** 20-5854615

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID FEDERAL EXCISE TAX	3,216	1,994	

TY 2015 Other Decreases Schedule**Name:** FOX FAMILY FOUNDATION**EIN:** 20-5854615

Description	Amount
EXCISE TAX FYE 6/30/16	1,222
DECREASE IN TRUST PRINCIPAL-MWE/MPLX MERGER	1,118,532
NONDEDUCTIBLE ITEMS-BBEP	5

TY 2015 Other Expenses Schedule**Name:** FOX FAMILY FOUNDATION**EIN:** 20-5854615

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BRANDING & WEBSITE	-880			-880
MGT FEE - COLO FORUM LLC	4,500			4,500
SUPPLIES	162	162		

TY 2015 Other Income Schedule**Name:** FOX FAMILY FOUNDATION**EIN:** 20-5854615

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BBEP LOSS - PTP	-3,623	-3,623	
MWE LOSS - PTP	-200,868	-200,868	
MWE/MPLX MERGER PTP LOSSES	-3,188,174		
MWE/MPLX ORD INC FROM K-1	1,222,997		

TY 2015 Other Liabilities Schedule**Name:** FOX FAMILY FOUNDATION**EIN:** 20-5854615

Description	Beginning of Year - Book Value	End of Year - Book Value
MPLX LP		409,637

TY 2015 Other Professional Fees Schedule**Name:** FOX FAMILY FOUNDATION**EIN:** 20-5854615

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES	52,053	10,153		41,900