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Extended to October 16, 2017

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 or tax year beginning

DEC 1, 2015

, and ending

NOV 30, 2016

Name of foundation

Anschutz Family Foundation

Number and street (or P O box number if mail is not delivered to street address)

555 17th Street

Room/suite

2400

City or town, state or province, country, and ZIP or foreign postal code

Denver, CO 80202-3941

A Employer identification number

74-2132676

B Telephone number

(303) 293-2338

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

\$ 54,502,900.

J Accounting method:

☒ Cash☐ Accrual☐ 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).)

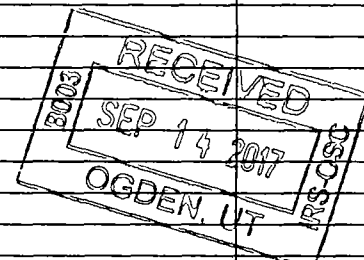
(a) Revenue and expenses per books

(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
	3	Interest on savings and temporary cash investments	2,606.	2,606.			Statement 1
	4	Dividends and interest from securities	672,596.	672,596.			Statement 2
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10	2,973,104.				
	b	Gross sales price for all assets on line 6a	4,605,464.				
	7	Capital gain net income (from Part IV, line 2)		2,973,104.			
	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)					
	11	Other income	49,644.	59,157.			Statement 3
	12	Total Add lines 1 through 11	3,697,950.	3,707,463.			
	13	Compensation of officers, directors, trustees, etc	0.	0.			0.
	14	Other employee salaries and wages	367,507.	0.			367,507.
	15	Pension plans, employee benefits	72,099.	0.			72,099.
	16a	Legal fees Stmt 4	222.	0.			222.
	b	Accounting fees					
	c	Other professional fees Stmt 5	50,982.	30,000.			20,982.
	17	Interest	2,027.	2,027.			0.
	18	Taxes Stmt 6	57,900.	42,900.			0.
	19	Depreciation and depletion	4,232.	2,348.			
	20	Occupancy	1,000.	0.			1,000.
	21	Travel, conferences, and meetings	85,355.	0.			85,355.
	22	Printing and publications	2,400.	0.			2,400.
	23	Other expenses Stmt 7	269,529.	226,310.			42,881.
	24	Total operating and administrative expenses. Add lines 13 through 23	913,253.	303,585.			592,446.
	25	Contributions, gifts, grants paid	2,468,384.				2,468,384.
	26	Total expenses and disbursements. Add lines 24 and 25	3,381,637.	303,585.			3,060,830.
	27	Subtract line 26 from line 12:					
	a	Excess of revenue over expenses and disbursements	316,313.				
	b	Net investment income (if negative, enter -0-)		3,403,878.			
	c	Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2015)

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2015.05080 Anschutz Family Foundation

AFF 1

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	388,635.	281,162.	281,162.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 8	6,794,943.	6,160,052.	24,234,682.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	23,777,044.	24,837,631.	29,983,470.
	14 Land, buildings, and equipment: basis ▶ 27,844.			
	Less: accumulated depreciation ▶ 24,258.	2,500.	3,586.	3,586.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	30,963,122.	31,282,431.	54,502,900.
	17 Accounts payable and accrued expenses	1,619.	4,615.	
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	1,619.	4,615.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	40,464,786.	40,464,786.	
	29 Retained earnings, accumulated income, endowment, or other funds	<9,503,283.>	<9,186,970.>	
	30 Total net assets or fund balances	30,961,503.	31,277,816.	
	31 Total liabilities and net assets/fund balances	30,963,122.	31,282,431.	

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	30,961,503.
2 Enter amount from Part I, line 27a	2	316,313.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	31,277,816.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,277,816.

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 4,605,464.		1,632,360.	2,973,104.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,973,104.

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	2,973,104.
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	3,106,022.	57,608,495.	.053916
2013	3,051,549.	56,908,295.	.053622
2012	2,800,408.	52,998,354.	.052840
2011	2,581,012.	48,634,555.	.053070
2010	2,631,258.	49,729,917.	.052911

2 Total of line 1, column (d)	2	.266359
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	.053272
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	54,199,466.
5 Multiply line 4 by line 3	5	2,887,314.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34,039.
7 Add lines 5 and 6	7	2,921,353.
8 Enter qualifying distributions from Part XII, line 4	8	3,060,830.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	34,039.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	34,039.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	34,039.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	37,926.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	10,000.
a 2015 estimated tax payments and 2014 overpayment credited to 2015		6d	
b Exempt foreign organizations - tax withheld at source		7	47,926.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	13,887.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 13,887. Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

	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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.anschutzfamilyfoundation.org	X	
14 The books are in care of Robert S. Rich Telephone no. 303-293-2338 Located at 555 17th St., Suite 2400, Denver, CO ZIP+4 80202-3941		
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		N/A
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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**

If "Yes" to 6b, file Form 8870.

X**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
See Statement 10		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
Debra Jessup - 555 17th Street, Suite 2400, Denver, CO 80202	Executive Director 40.00	169,667.	10,180.	0.
Kumella Aiu - 555 17th Street, Suite 2400, Denver, CO 80202	Program Officer 40.00	84,583.	5,075.	0.
Abel Wurmnest - 555 17th Street, Suite 2400, Denver, CO 80202	Program Officer 40.00	84,583.	5,075.	0.

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	54,341,956.
b	Average of monthly cash balances	1b	682,883.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	55,024,839.
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	55,024,839.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	825,373.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,199,466.
6	Minimum investment return. Enter 5% of line 5	6	2,709,973.

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	2,709,973.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	34,039.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	34,039.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,675,934.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,675,934.
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	2,675,934.

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	3,060,830.
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	3,060,830.
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	34,039.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,026,791.

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				2,675,934.
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	162,530.			
b From 2011	194,902.			
c From 2012	200,757.			
d From 2013	246,118.			
e From 2014	295,051.			
f Total of lines 3a through e	1,099,358.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 3,060,830.				
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				2,675,934.
e Remaining amount distributed out of corpus	384,896.			
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	1,484,254.			
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	162,530.			
9 Excess distributions carryover to 2016 Subtract lines 7 and 8 from line 6a	1,321,724.			
10 Analysis of line 9:				
a Excess from 2011	194,902.			
b Excess from 2012	200,757.			
c Excess from 2013	246,118.			
d Excess from 2014	295,051.			
e Excess from 2015	384,896.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- b 85% of line 2a**

- 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.**

- a "Assets" alternative test - enter:
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(i)(3)(B)(i)**

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income

[illegible]

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).)

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

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:

555 17th Street, Suite 2400, Denver, CO 80202

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

See schedule 2

- c Any submission deadlines:

See schedule 2

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

See schedule 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See Schedule 3				2,468,384.
Total			3a	2,468,384.
b Approved for future payment				
None				
Total			3b	0.

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|---|--------------|------------|-----------|
| 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? | | Yes | No |
| 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. | | | |

[illegible]

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

- b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

9/11/17
Date

▶ Vice President

May the IRS discuss this return with the preparer shown below (see inslr)?

☐ Yes ☒ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Colleen E. Miller

Preparer's signature

Collier Mills

Date _____

9/8/17

Check ☐ if self-employed

PTIN

P00288331

Firm's name ▶ Deloitte Tax LLP

Firm's EIN ► 86-1065772

Firm's address ► 1601 Wewatta St, Suite 400
Denver, CO 80202-3942

Phone no. 3033124191

Anschutz Family Foundation

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Alpha One Micro Cap - 52,182 shares	P	01/03/12	05/19/16
b	Convexity Capital Offshore	P	02/10/06	10/21/16
c	Maverick Fund - 316 shares	P	06/01/99	10/06/16
d	Pimco Short Term - 56,408 shares	P	03/25/03	05/19/16
e	Alpha One Micro Cap Equity	P		
f	Longleaf Partners Small Cap	P		
g	Newport Asia	P		
h	Semper Vic Partners	P		
i	Silchester Intl Val Equity	P		
j	TIFF III	P		
k	TIFF IV	P		
l	TIFF V - Intl	P		
m	TIFF US - Intl	P		
n	TIFF PEP 2006	P		
o	TIFF PEP 2008	P		

(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 550,000.		444,404.	105,596.
b 1,299,382.		499,988.	799,394.
c 500,000.		134,903.	365,097.
d 550,000.		553,065.	<3,065.>
e 124,576.			124,576.
f 490,315.			490,315.
g 31,119.			31,119.
h 61,266.			61,266.
i 473,876.			473,876.
j 9,616.			9,616.
k 13,335.			13,335.
l 31,867.			31,867.
m 9,484.			9,484.
n 164,398.			164,398.
o 295,798.			295,798.

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			105,596.
b			799,394.
c			365,097.
d			<3,065.>
e			124,576.
f			490,315.
g			31,119.
h			61,266.
i			473,876.
j			9,616.
k			13,335.
l			31,867.
m			9,484.
n			164,398.
o			295,798.

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

Anschutz Family Foundation

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	TIFF PEP 2014	P		
b	TIFF PEP 2015	P		
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a <326.>			<326.>
b 758.			758.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<326.>
b			758.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,973,104.
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 Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Citibank Checking	47.	47.	
Citibank Money Market	2,557.	2,557.	
JP Morgan	2.	2.	
Total to Part I, line 3	2,606.	2,606.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Alpha One Micro Cap Equity	96,239.	0.	96,239.	96,239.	
JP Morgan Dividends	26,285.	0.	26,285.	26,285.	
Longleaf Partners Small Cap	18,173.	0.	18,173.	18,173.	
Newport Asia	43,969.	0.	43,969.	43,969.	
Pimco Short Term Inst'l Fund Dividends	28,706.	0.	28,706.	28,706.	
Semper Vic Partners	175,496.	0.	175,496.	175,496.	
Silchester Intl Val Eq Trust	237,314.	0.	237,314.	237,314.	
TIFF Partners III, LLC	666.	0.	666.	666.	
TIFF Partners IV LLC	2,587.	0.	2,587.	2,587.	
TIFF Partners V-Int'l, LLC	9,567.	0.	9,567.	9,567.	
TIFF Partners V-US, LLC	8,468.	0.	8,468.	8,468.	
TIFF PEP 2014	1,250.	0.	1,250.	1,250.	
TIFF PEP 2015	75.	0.	75.	75.	
TIFF Private Equity Partners 2006, LLC	15,851.	0.	15,851.	15,851.	
TIFF Private Equity Partners 2008, LLC	7,870.	0.	7,870.	7,870.	
Western Asset Institutional Liquid Reserves	80.				

		0.	80.	80.
To Part I, line 4	672,596.	0.	672,596.	672,596.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Newport Asia Institutional Fund, LP	<1,213.>	<1,213.>	
Silchester Int'l Investors	43,275.	43,275.	
TIFF Partners III, LLC	<175.>	<175.>	
TIFF Partners III, LLC	0.	56.	
TIFF Partners IV, LLC	6,343.	2,000.	
TIFF Partners IV, LLC	5.	5.	
TIFF Partners V-Intl	16,554.	16,554.	
TIFF Partners V - Intl	0.	11.	
TIFF Partners V-US, LLC	0.	2,420.	
TIFF Partners V-US, LLC	6.	6.	
TIFF Partners V-US, LLC	612.	612.	
TIFF PEP 2006	<4,673.>	<4,673.>	
TIFF PEP 2006	346.	346.	
TIFF PEP 2006	0.	1,900.	
TIFF PEP 2008	623.	623.	
TIFF PEP 2008	<11,674.>	<11,674.>	
TIFF PEP 2008	0.	8,912.	
TIFF PEP 2014	<373.>	<373.>	
TIFF PEP 2014	0.	545.	
TIFF PEP 2015	<12.>	<12.>	
TIFF PEP 2015	0.	12.	
Total to Form 990-PF, Part I, line 11	49,644.	59,157.	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	222.	0.		222.
To Fm 990-PF, Pg 1, ln 16a	222.	0.		222.

Form 990-PF	Other Professional Fees			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Asset Mgmt Consulting	30,000.	30,000.		0.
Computer Consulting	20,982.	0.		20,982.
To Form 990-PF, Pg 1, ln 16c	50,982.	30,000.		20,982.

Form 990-PF	Taxes			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes Withheld	42,900.	42,900.		0.
990PF Excise Taxes	15,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	57,900.	42,900.		0.

Form 990-PF	Other Expenses			Statement 7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office and Computer Supplies	28,171.	0.		28,171.
Workers' Compensation	1,934.	0.		1,934.
Dues & Subscriptions	12,776.	0.		12,776.
Nondeductible Expenses	338.	0.		0.
Section 179 Deduction	1.	1.		0.
Portfolio Deductions	146,261.	146,261.		0.
Silchester Advisory Fees	72,859.	72,859.		0.
Cash Contributions	25.	25.		0.
Other Deductions	6,870.	6,870.		0.
Royalty Deductions	294.	294.		0.
To Form 990-PF, Pg 1, ln 23	269,529.	226,310.		42,881.

Form 990-PF	Corporate Stock	Statement	8
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Description	Book Value	Fair Market Value
BankAmerica Corp - 116,824 shares	1,228,796.	2,467,323.
Maverick Fund, Ltd - 2,950.3219 shares	1,123,335.	4,131,093.
TIFF Absolute Return Pool - 2,188.881 shares	2,300,000.	9,816,885.
Viking Global Equities III Ltd - 1,863.9669 shares	507,944.	5,704,297.
Convexity Capital Offshore L.P. - 2,001,467.31 shares	999,977.	2,115,084.
Total to Form 990-PF, Part II, line 10b	6,160,052.	24,234,682.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
Mutual Fund Investments	COST	6,661,467.	7,530,382.
Limited Partnerships	COST	18,176,164.	22,453,088.
Total to Form 990-PF, Part II, line 13		24,837,631.	29,983,470.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
Sue Anschutz-Rodgers 555 17th Street, Suite 2400 Denver, CO 80202	Chair, President 3.00	0.	0. 0.
Robert S. Rich 555 17th Street, Suite 2400 Denver, CO 80202	VP, Sec/Asst Treas, Dir 1.00	0.	0. 0.
Susan A. Spindler 555 17th Street, Suite 2400 Denver, CO 80202	Treasurer 1.00	0.	0. 0.
Susan Rodgers Drumm 555 17th Street, Suite 2400 Denver, CO 80202	Trustee 0.08	0.	0. 0.
Melinda Rodgers Couzens 555 17th Street, Suite 2400 Denver, CO 80202	Trustee 0.08	0.	0. 0.
Melissa Rodgers Padgett 555 17th Street, Suite 2400 Denver, CO 80202	Trustee 0.08	0.	0. 0.
Sarah Anschutz Hunt 555 17th Street, Suite 2400 Denver, CO 80202	Trustee 0.08	0.	0. 0.
John Manning Couzens, Jr. 555 17th Street, Suite 2400 Denver, CO 80202	Trustee 0.08	0.	0. 0.
Henry Porter Couzens 555 17th Street, Suite 2400 Denver, CO 80202	Trustee 0.08	0.	0. 0.
Totals included on 990-PF, Page 6, Part VIII		0.	0. 0.

ANSCHUTZ FAMILY FOUNDATION
NOVEMBER 30, 2016

DATE PURCHASED	DESCRIPTION	COST BASIS				ACCUMULATED DEPRECIATION			
		BALANCE 12/01/15	ADDITIONS	RETIRE- MENTS	BALANCE 11/30/16	METHOD/ LIFE	BALANCE 12/01/15	ADDITIONS	RETIRE- MENTS
Office Equipment - 16801- -GA-CO-AFF									
11/16/82	IBM TYPEWRITER	900.00			900.00		900.00		900.00
5/05	2 Desks/Cabinets/Drawers (Whit/Deb)	6,743.55			6,743.55	SL5	6,743.55		6,743.55
8/05	Lat File/Overhead Cabinet/Light/Board (Whit/Deb)	2,924.01			2,924.01	SL5	2,924.01		2,924.01
3/12	Projector	1,111.99			1,111.99	SL5	778.40	222.40	1,000.80
		11,679.55	0.00	0.00	11,679.55		11,345.96	222.40	11,568.36
Computers - 16802- -GA-CO-AFF									
8/08	Dell Latitude D630 Notebook/19IN 1908 Flat Panel (Debbie)	1,889.00			1,889.00	SL5	1,889.00		1,889.00
10/09	Latitude E6400 Dell Laptop (Elaine for Board)	1,380.12			1,380.12	SL5	1,380.12		1,380.12
11/11	Dell OptiPlex 990 Minitor/23IN Flat Panel (Elaine)	1,637.98			1,637.98	SL5	1,474.20	163.78	1,637.98
12/11	Latitude E6420 Dell Laptop/23in Wide Screen (Abel)	1,817.15			1,817.15	SL5	1,272.01	363.43	1,635.44
12/11	Latitude E6420 Dell Laptop/23in Wide Screen (Kumella)	1,817.15			1,817.15	SL5	1,272.01	363.43	1,635.44
3/12	4-23in Wide Screens (Abel/Kumella/Whitney/Elaine)	907.78			907.78	SL5	635.46	181.56	817.02
7/12	2-23in Wide Screens (Debbie)	458.55			458.55	SL5	320.99	91.71	412.70
3/13	OptiPlex 7010 Minitor (Debbie)	1,005.30			1,005.30	SL5	502.65	201.06	703.71
6/16	EB Folio Laptop/Dock(Whit)		2,138.95		2,138.95		0.00	213.90	213.90
		10,913.03	2,138.95	0.00	13,051.98		8,746.44	1,578.87	10,325.31
Printers - 16803- -GA-CO-AFF									
1/05	HP Laserjet 2300 Printer (Abel)	647.79			647.79	SL5	647.79		647.79
5/05	HP Laserjet 1320 Printer (Kumella)	441.83			441.83	SL5	441.83		441.83
3/06	HP Laserjet 4250 Printer (Elaine)	1,191.44			1,191.44	SL5	1,191.44		1,191.44
3/16	HP LaserJet P3015DN Printer (Debbie)		831.44		831.44	SL5	0.00	83.14	83.14
		2,281.06	831.44	0.00	3,112.50		2,281.06	83.14	2,364.20
		24,873.64	2,970.39	0.00	27,844.03		22,373.46	1,884.41	24,257.87
									0.00
									157.03

NOTE: Straight line method of depreciation is used for the purpose of computing net investment income.

NOTE: Additions treated as Qualifying Distribution - amounts paid to acquire assets used directly in carrying out charitable purpose in 990PF for respective year.

SCHEDULE 1

◆ BOARD OF TRUSTEES AND STAFF

Trustees

Sue Anschutz-Rodgers	Henry Porter Couzens
Sarah Anschutz Hunt	Melissa Rodgers Padgett
Melinda Rodgers Couzens	Susan Rodgers Drumm
John Manning Couzens, Jr.	Robert S. Rich, Esq.

Staff

Sue Anschutz-Rodgers, Chair and President
Debbie Jessup, Executive Director
Kumella Aiu, Program Officer
Abel Wurmnest, Program Officer
Elaine England, Grants Manager

◆ INFORMATION FOR GRANT SEEKERS

MISSION

The Anschutz Family Foundation supports Colorado nonprofit organizations that assist people to help themselves while nurturing and preserving their self-respect. The Foundation encourages endeavors that strengthen families and communities and advance individuals to become productive and responsible citizens. There is a special interest in self-sufficiency, community development, and programs aimed at the economically disadvantaged, the young, the elderly, and the disabled. The Foundation is also dedicated to funding efforts in rural Colorado.

AREAS OF INTEREST

The Foundation's mission is purposely broad, allowing it to support the work of many nonprofits that focus on improving the quality of life for individuals and communities. The bulk of the Foundation's grants are made in categories most directly related to the stated goals of the Foundation: *improving the lives of individuals, promoting self-sufficiency, and community development.*

TYPES OF GRANTS

Recognizing that organizational infrastructure is a necessity, the Foundation welcomes requests for general operating support. The Foundation also accepts requests for specific program, and occasionally issues a challenge grant instead of an outright grant. This is done when the Foundation sees both a need and an opportunity for the organization to expand its funding base. See the "Resources" section of our website, www.anschutzfamilyfoundation.org, for additional information on challenge grants.

GEOGRAPHIC FOCUS

The Foundation aims for an even distribution of grants between organizations serving in Colorado's rural and urban communities.

GRANT SIZE

Grants are typically in the \$5,000 to \$10,000 range, but generally no greater than ten percent of an organization's annual budget.

WHAT WE DON'T FUND

Generally, the foundation does not support:

- Grants to individuals
- Programs outside of Colorado
- Graduate and post-graduate research
- Education in general
- Religious organizations for religious purposes
- Special events, promotions, or conferences
- Candidates for political office
- Endowments
- Debt reduction
- Multi-year grants
- Health specific issues
- Arts and culture
- Policy, advocacy, or research
- Start-up organizations
- Organizations that are in transition with their leadership
- Capital campaigns
(On rare occasions, the Foundation will fund capital campaigns for organizations located in rural Colorado whose mission closely aligns with the Foundation's interest. Applicants are advised to submit a one-page letter of inquiry prior to the submission of a grant for this purpose.)
- Type III Supporting Organizations under IRS Section 509(a)(3)

◆ GUIDELINES FOR SUBMITTING A PROPOSAL

DEADLINES

Proposal deadlines: January 15 and August 1

These deadlines refer to when your proposal must be physically received in our office or via our online portal (prior to 5:00 p.m.). If the deadline falls on a weekend, proposals are due the preceding Friday.

Any proposals received after the stated deadlines will be rolled into the next funding cycle.

The Foundation acknowledges receipt of all proposals, typically within four weeks upon having received them. If you do not receive an acknowledgment, please contact us as this may indicate that we did not receive your proposal.

Proposal review schedule: Proposals received in time for the January 15 deadline will be decided upon at the mid-May Foundation board of directors meeting. Proposals received in time for the August 1 deadline will be decided upon at a late November Foundation board of directors meeting.

Two-year rule: When an organization receives funding from the Foundation for two years in a row, we request that they take the third year off. Please check your records prior to submitting a grant application.

The Foundation can only accept one grant application per calendar year from an organization.

SCHEDULE 2

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PROPOSAL FORMAT

We require applicants to use the Colorado Common Grant Application (CGA), which can be submitted electronically (preferred) through the online portal accessed from our website, www.anschutzfamilyfoundation.org. If you send your application through the mail, you can access the form and its accompanying User's Guide through the Foundation's website.



WHAT WE LOOK FOR WHEN REVIEWING PROPOSALS

- Alignment with the mission and interests of the Foundation.
- Clearly presented organization mission, goals, plans and financials.
- A solid financial sustainability plan. We promote diversified funding streams and believe our funding should be no more than ten percent of an organization's annual budget.
- A committed board of directors with 100 percent making a contribution to the organization. This requirement is not designed to promote wealth as criteria for board membership, but we are interested in full participation by the board rather than dollar amount.
- Strong volunteer participation.
- Community buy-in (evident through donations, volunteer engagement, existing partnerships, and collaborative efforts).
- Solid effort to engage the community and/or participants in program development.
- Ongoing efforts to evaluate organizational and program effectiveness and commitment to making adjustments as needed.
- Effective and inspired leadership.
- An eye on the future that reflects recognition of potential impacts on and opportunities for the organization.
- Applicants must be recognized by the Internal Revenue Service as a 501(c)(3) organization or be operating under the umbrella of another 501(c)(3) organization or a tax-supported institution such as a school or government agency.

FREQUENTLY ASKED QUESTIONS

How do I submit my grant online?

Log on to the Foundation's website at www.anschutzfamilyfoundation.org, click on "Apply for a Grant," and that will lead you to the instructions page. You will need to create an account and pass an eligibility quiz in order to upload your grant application. You will be able to access the system for uploading a grant application two months prior to the grant deadline dates.

Can I submit my Common Grant Report online as well?

Yes, you can do that at any time. However, the first time you submit your report online you will need to call the office so that you can be connected to the portal using the email that your account was created with.

SCHEDULE 2
PAGE 3 OF 4

What is the process for submitting a hard copy grant application?

We require the use of the Colorado Common Grant Application, which can be found through our website at www.anschutzfamilyfoundation.org or www.coloradocommongrantforms.org, as well as the accompanying CGA User's Guide.

Please make sure that you have reviewed the checklist that accompanies the CGA when completing your proposal to ascertain that all required attachments are included. An incomplete proposal delays its review.

When completed, mail **ONE** copy only to:

Ms. Sue Anschutz-Rodgers
Chair and President
Anschutz Family Foundation
555 17th Street, Suite 2400
Denver, CO 80202

Please note that faxes and emails are not acceptable for transmitting a proposal to the Foundation; however, a proposal can be hand delivered as long as it arrives by 5:00 p.m. on the deadline date.

♦ GRANT REPORTING REQUIREMENTS

All grantees receiving a grant of at least \$5,000 are expected to submit the Colorado Common Grant Report (CGR). The CGR is due either:

- One year after receipt of a grant, or
- With a new proposal, if the proposal is being submitted before a full year has transpired on your previous grant period.

CGRs can be submitted online through the account you created to upload your grant application. However, the first time you submit your report online you will need to call the office so that you can be connected to the portal using the email that your account was created with.



Grantees receiving grants of less than \$5,000 are asked to submit a letter updating the Foundation on their activities.

SCHEDULE 2
PAGE 4 OF 4

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
CIVIC, COMMUNITY AND CAPACITY BUILDING		
Church Of The Brethren Elgin IL To support the expansion of the Arriba community center to make it ADA accessible and to add a kitchen, bathrooms, meeting rooms, and a storage room.	\$5,000.00	PC
Colorado Association of Funders Denver CO General operating support for capacity building to connect and inform funders and to raise awareness about philanthropy in Colorado.	\$10,000.00	PC
Colorado Construction Institute Denver CO General operating support to provide at risk youth with a pathway to construction jobs.	\$5,000.00	PC
Colorado Nonprofit Association Denver CO General operating support to continue improving the leadership capacity of Colorado's nonprofit sector.	\$10,000.00	PC
Colorado Nonprofit Social Enterprise Exchange Denver CO General operating support to provide capacity building services to nonprofits to develop social enterprises that increase employment opportunities for low-income individuals and to foster economic self-sufficiency.	\$10,000.00	PC
Community Resource Center Denver CO To provide 12 scholarships for the 2017 Colorado Nonprofit Leadership & Management Program.	\$57,000.00	PC
Crestone Music Festival Crestone CO General operating support to help facilitate the production of the 18th Annual Crestone Music Festival.	\$5,000.00	PC
Downtown Colorado, Inc. Denver CO To support southeast and central Colorado by providing programs to assist low-income, rural communities in leveraging assets and cultivating capacity for economically viable and sustainable commercial districts.	\$5,000.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Extreme Community Makeover Denver CO General operating support to partner with underserved people to improve their homes and neighborhoods.	\$7,500.00	PC
Galloping Goose Historical Society of Dolores, Inc. Dolores CO General operating support to increase the museum's engagement with the community and to establish itself as an anchor along the San Juan Scenic Byway.	\$2,500.00	PC
Grassroots Foundation, Inc. Joes CO General operating support to increase access to the community center by providing social, recreational, and educational opportunities.	\$7,500.00	PC
Institute for Leaders in Development Denver CO To support scholarships and incidental costs for rural participants the 2016-2017 professional advancement program dedicated to creating a sustainable pipeline of nonprofit leaders.	\$2,500.00	PC
La Veta Fire Protection District La Veta CO To support the purchase of a firefighter bunker gear extractor, a heavy-duty industrial washing machine to wash firefighters' special protective jackets and pants.	\$8,484.00	GOV
Leadership Pikes Peak Colorado Springs CO To support the Women's Community Leadership Initiative, a training program that empowers low-to-moderate-income women with the knowledge and tools to become involved in the community.	\$7,500.00	PC
Mancos Public Library Mancos CO General operating support to provide a wide range of services and programs that benefit the community.	\$7,500.00	PC
Mancos Valley Chorus Mancos CO General operating support to provide the community and surrounding areas with concerts, local activities, and arts education.	\$2,500.00	PC
Philanthropy Southwest Dallas TX To support the 2016 annual conference in Colorado providing opportunities to exchange ideas, build relationships, and advance philanthropic excellence.	\$5,000.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Rocky Mountain PBS Denver CO To support the costs associated with the production and broadcast of a new investigative news program that will launch in October 2016.	\$20,000.00	PC
Saguache Works Saguache CO General operating support to build capacity and expand services to a low-income, rural San Luis Valley community through various projects that stimulate economic development.	\$7,500.00	PC
San Luis Valley Local Foods Coalition Alamosa CO General operating support to connect family farms, ranches, and their products with the schools, restaurants, retail outlets, and institutions in the San Luis Valley.	\$10,000.00	PC
ScSEED Salida CO General operating support for programs to strengthen the economy, protect the environment, and meet pressing community needs in Saguache County.	\$7,500.00	PC
Third Street Center Carbondale CO General operating support to sustain a multi-tenant nonprofit center serving the entire region.	\$5,000.00	PC
Two Peaks Fitness, Inc. La Veta CO To support a matching funds USDA grant that would allow residents to take full advantage of the benefits of physical fitness equipment in an impoverished rural county.	\$5,000.00	PC
Urban Land Conservancy Denver CO General operating support to acquire, develop, and preserve community real estate assets in urban areas for nonprofits.	\$7,500.00	PC
Volunteers for Outdoor Colorado Denver CO General operating support to increase volunteer stewardship capacity throughout the state and reach new populations of volunteers, especial low-income and minority youth.	\$5,000.00	PC
Washington Street Community Center Denver CO General operating support for a neighborhood facility with programs serving seniors, preschoolers, children, and the neighborhood at large.	\$7,500.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
CRISIS INTERVENTION		
Advocate Safehouse Project Glenwood Springs CO General operating support to provide comprehensive and confidential services to survivors of domestic and sexual violence and their children.	\$7,500.00	PC
Advocates Building Peaceful Communities Steamboat Springs CO General operating support to provide services to families experiencing domestic violence and sexual assault in Routt County.	\$7,000.00	PC
Advocates for Victims of Assault, Inc. Frisco CO To support expenses associated with the Safe House Program providing services for victims of domestic violence, sexual assault and trauma.	\$7,000.00	PC
Alpine Legal Services, Inc. Glenwood Springs CO General operating support to provide and coordinate legal services for low-income people, victims of crime, including domestic violence victims, senior citizens and at-risk youth.	\$5,000.00	PC
Alternatives to Violence, Inc. Loveland CO General operating support to provide intervention, transition and counseling services to victims of domestic violence, sexual assault and other violent crimes.	\$7,500.00	PC
Archuleta County Victim Assistance Program Pagosa Springs CO General operating support to assist victims of domestic violence, sexual assault and/or other types of victimization caused by crimes of violence in Archuleta County and the southern portions of Hinsdale and Mineral Counties.	\$5,000.00	PC
Aspen Hope Center Basalt CO General operating support to assist the mobile crisis team which mans the 24-hour Hope Line.	\$5,000.00	PC
Baby Bear Hugs Yuma CO General operating support for ongoing home visitations offering parenting education and support to new parents.	\$7,500.00	PC
CASA of Pueblo Pueblo CO General operating support to provide volunteer advocates for children in abuse and neglect cases in the 10th and 11th Judicial Districts.	\$7,500.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
CASA of the Continental Divide	\$7,500.00	PC
Dillon CO		
General operating support to provide volunteer advocates for children in dependency and neglect cases in the Fifth Judicial District.		
CASA of the Ninth	\$5,000.00	PC
Glenwood Springs CO		
General operating support to provide court-appointed volunteer advocates for abused and neglected children in the Ninth Judicial District.		
CASA of the Seventh Judicial District, Inc.	\$7,500.00	PC
Montrose CO		
General operating support to provide volunteer advocates in child abuse and neglect cases in Colorado's Seventh Judicial District.		
Child Advocates - Denver CASA	\$7,500.00	PC
Denver CO		
General operating support to recruit, train and supervise volunteers to provide advocacy services to abused and neglected children through Denver Juvenile Court.		
Crossroads Safehouse, Inc.	\$7,500.00	PC
Fort Collins CO		
General operating support for an emergency shelter to assist victims and their families to rebuild their lives free from violence and abuse.		
Domestic Violence Initiative for Women with Disabilities	\$7,500.00	PC
Denver CO		
General operating support to provide services to people with disabilities who have been victims of domestic violence, sexual assault, or caregiver abuse.		
Families First, Inc.	\$7,500.00	PC
Denver CO		
General operating support for family support programs and a residential Children's Treatment Center for abused and neglected children.		
Four Corners Child Advocacy Center	\$7,500.00	PC
Cortez CO		
General operating support to provide a variety of services for children and their families experiencing the trauma of child abuse.		
Friends of the Haven	\$7,500.00	PC
Denver CO		
To support scholarships for a behavioral health treatment program that facilitates recovery and self-sufficiency from substance addiction and mental health disorders for pregnant and parenting women.		

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Gateway Battered Women's Services	\$7,500.00	PC
Aurora CO General operating support to provide services for women and children suffering from domestic violence.		
Judi's House	\$7,500.00	PC
Denver CO General operating support to help children and families who are grieving the death of a loved one find hope and healing.		
Open Door Youth Gang Alternatives	\$7,500.00	PC
Denver CO General operating support to provide gang prevention and intervention services.		
PeaceWorks, Inc.	\$7,500.00	PC
Bailey CO General operating support to provide shelter to rural women and children, a 24-hour hotline, pet foster care, and community outreach and education services.		
Project Hope of Gunnison Valley	\$7,500.00	PC
Gunnison CO General operating support to assist victims of violence by providing shelter, counseling, and a 24-hour hotline.		
Ralston House	\$7,500.00	PC
Arvada CO General operating support to provide a child-friendly place for investigations pertaining to allegations of child sexual abuse.		
Rocky Mountain Children's Law Center	\$7,500.00	PC
Denver CO General operating support for legal representation and advocacy for abused and neglected children in various negative family situations.		
Rocky Mountain Immigrant Advocacy Network	\$5,000.00	PC
Westminster CO To support the Children's Program providing free legal services to immigrant children who are victims of abuse, neglect, abandonment, or violence.		
Rural Communities Resource Center	\$10,000.00	PC
Yuma CO To support basic needs assistance and crisis intervention for those accessing services through the homeless Prevention/Emergency Assistance Program.		
S.A.R.A., Inc.	\$6,000.00	PC
Fort Morgan CO General operating support to provide coordinated, child-friendly investigations and services for child victims of sexual abuse.		

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Sexual Assault Services Organization Durango CO General operating support to provide advocacy to victims of sexual assault as well as education and prevention programs aimed at increasing public awareness and safety within an anti-oppression framework.	\$7,500.00	PC
TESSA Colorado Springs CO General operating support for domestic violence and sexual assault crisis intervention, safety, education and prevention programs.	\$7,500.00	PC
The Center for Trauma & Resilience Denver CO General operating support to provide a 24-hour crisis hotline for victims of crimes in the city and county of Denver.	\$7,500.00	PC
The Conflict Center Denver CO General operating support to reduce levels of physical, verbal, and emotional violence by teaching skills to youth, families, and individuals in a variety of settings.	\$7,000.00	PC
The Dolphin House Montrose CO General operating support to provide coordinated and professional assessment and investigation of child abuse and crisis support services to child victims of sexual abuse in the 7th Judicial District.	\$7,500.00	PC
Voices Carry Child Advocacy Center Fort Collins CO General operating support to provide forensic interviews and supportive services to child victims of sexual abuse and their non-offending parent or guardian.	\$5,000.00	PC
DISABLED		
Adam's Camp Centennial CO General operating support to provide therapeutic programs for children with developmental disabilities and supportive services for their families.	\$7,500.00	PC
Adaptive Adventures Lakewood CO General operating support for sports and recreation programs for disabled individuals and their families.	\$7,500.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Adaptive Sports Association, Inc. Durango CO General operating support to assist with low income participant financial assistance, outfitter fees, licenses, permits, instructor training and general program support for the disabled.	\$7,500.00	PC
Adaptive Sports Center of Crested Butte, Inc. Crested Butte CO General operating support to provide year-round adaptive recreation for people with disabilities.	\$7,500.00	PC
Audio Information Network of Colorado, Inc. Boulder CO General operating support to provide audio information services to blind and visually impaired Coloradans.	\$5,500.00	PC
Blue Star Recyclers Colorado Springs CO General operating support to provide jobs to disabled individuals by recycling electronic equipment.	\$7,500.00	PC
Breckenridge Outdoor Education Center Breckenridge CO General operating support for accessible and affordable outdoor programs for low-income individuals with disabilities and special needs.	\$7,500.00	PC
Colorado Center for the Blind Littleton CO General operating support for programs designed to assist blind people of any age to achieve independence and live the lives they want.	\$7,500.00	PC
Colorado Cross-Disability Coalition Denver CO To support training for people with disabilities living in southwest Colorado in the areas of changes to Medicaid and other health care programs and access to employment forums for the leaders of the Southwest Ute and Mountain Ute Tribes.	\$7,500.00	PC
Colorado Discover Ability Grand Junction CO General operating support to help provide outdoor opportunities for people with disabilities.	\$5,000.00	PC
Colorado Springs Conservatory Foundation Colorado Springs CO To support a music program for youth and adults with special needs and dealing with disabilities.	\$5,000.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Dental Lifeline Network Colorado	\$7,500.00	PC
Denver CO		
To support the Colorado Donated Dental Services program that provides free dental care to elderly, disabled, and medically compromised individuals in need.		
Denver Botanic Gardens	\$5,000.00	PC
Denver CO		
To support the Horticultural Therapy program allowing participants to enjoy the garden experience and nature all 12 months of the year.		
Disability Law Colorado	\$10,000.00	PC
Denver CO		
General operating support to provide advocacy support and legal services for persons with disabilities and older people.		
Freedom Service Dogs of America	\$7,500.00	PC
Englewood CO		
General operating support to provide custom-trained, shelter-rescued dogs to Coloradans with mobility impairments.		
FRIENDS Unlimited	\$5,000.00	PC
Broomfield CO		
General operating support to provide dignified and person-centered services to the disabled so they may be participating members of the community.		
Ignite Adaptive Sports	\$5,000.00	PC
Boulder CO		
General operating support to provide outdoor recreational experiences for people with disabilities.		
International Hearing Dog, Inc.	\$7,500.00	PC
Henderson CO		
General operating support to train and place service dogs with deaf or hearing impaired individuals.		
Kids Mobility Network, Inc.	\$7,500.00	PC
Centennial CO		
General operating support to provide wheelchairs, walkers, and other durable medical equipment to children with disabilities.		
Magic Moments, Inc.	\$5,000.00	PC
Littleton CO		
General operating support to provide opportunities for people with disabilities to participate in the performing arts as part of that embraces all levels of skill and talent.		

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
National Sports Center for the Disabled Denver CO To provide scholarships to people with disabilities from low-income and disadvantaged families for sporting activities.	\$10,000.00	PC
Steamboat Adaptive Recreational Sports Steamboat Springs CO To support scholarships, program fees, and instructor costs for five summer camps designed for at-risk youth with disabilities.	\$7,500.00	PC
The Chanda Plan Foundation Lakewood CO General operating support to improve the quality of life for individuals with physical disabilities through education and access to integrative alternative treatments.	\$7,500.00	PC
WindWalkers Carbondale Co To support scholarships to low-income, disabled clients for equine assisted learning and therapy.	\$5,000.00	PC
Yampa Valley Autism Program Steamboat Springs CO To support the Community Cultivation Program providing therapeutic, vocational, and work-ready programs for individuals with autism and developmental disabilities.	\$5,000.00	PC

FOOD/SHELTER/HOMELESS

Angel Baskets, Inc. Telluride CO General operating support to provide food, clothing and necessities to those who are struggling financially.	\$5,000.00	PC
Arvada Community Food Bank Arvada CO General operating support to provide low-income households with emergency food.	\$10,000.00	PC
Ascending to Health Respite Care, Inc. Colorado Springs CO General operating support to assist the homeless by providing access to quality healthcare, shelter, and case management programs.	\$5,000.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Attention Homes		
Boulder CO		
General operating support to provide emergency shelter and therapeutic services in a group home setting for abused, neglected, runaway, troubled, and homeless youth in Boulder County.	\$7,500.00	PC
Boulder Food Rescue		
Boulder CO		
General operating support to redistribute perishable food waste from businesses to charities and agencies that serve hungry, homeless and at-risk individuals in Boulder.	\$5,000.00	PC
Boulder Shelter for the Homeless		
Boulder CO		
General operating support for emergency shelter and transition programs for the homeless.	\$7,500.00	PC
Care and Share Food Bank for Southern Colorado		
Colorado Springs CO		
General operating support for the acquisition and distribution of emergency and supplemental food for the hungry in southern Colorado.	\$10,000.00	PC
Colorado Farm To Table, Inc.		
Salida CO		
General operating support to grow and distribute fresh produce free of charge to food banks, soup kitchens, and food pantries across Colorado.	\$7,500.00	PC
Colorado Friendship		
Longmont CO		
To support a partnership with Longmont elementary schools to provide backpacks and bags of nonperishable food to low-income students on the weekends.	\$7,500.00	PC
Community Food Share		
Louisville CO		
General operating support for food collection and distribution efforts in Boulder and Broomfield Counties.	\$7,500.00	PC
Community Ministry		
Denver CO		
General operating support to provide emergency assistance to low-income individuals and families.	\$7,500.00	PC
Community Services of Broomfield, Inc.		
Broomfield CO		
General operating support to assist those in poverty with food, rental, utility, and transportation assistance, and mentoring support.	\$5,000.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Covenant Cupboard Food Pantry Greenwood Village CO General operating support to address the food security needs of seniors, disabled individuals, and the unemployed or underemployed households.	\$5,000.00	PC
Douglas/Elbert Task Force Castle Rock CO General operating support to assist residents of Douglas and Elbert counties who are in financial distress and at risk of becoming homeless.	\$7,500.00	PC
Eastern Plains Community Pantry Foundation Calhan CO To provide emergency food supplies to community children in need.	\$5,000.00	PC
Emergency Family Assistance Association Boulder CO General operating support to provide basic necessities to people who need help.	\$10,000.00	PC
Evergreen Christian Outreach Evergreen CO General operating support to alleviate hunger and to meet basic, urgent, and essential human needs among low-income and vulnerable residents in Evergreen and surrounding rural mountains.	\$7,500.00	PC
Faith Family Hospitality Fort Collins CO General operating support to serve families experiencing homelessness in the emergency shelter and day center programs, and to provide transitional housing next fiscal year.	\$10,000.00	PC
Family HomeStead Denver CO General operating support to provide case management services for homeless families in the emergency and transitional housing program.	\$7,500.00	PC
Food Bank for Larimer County Fort Collins CO General operating support to provide food distribution and other services to individuals and agencies in Larimer County.	\$10,000.00	PC
Greeley Transitional House Greeley CO General operating support to provide emergency shelter and follow-up services for homeless families as they make progress towards self-sufficiency.	\$7,500.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Growing Gardens Boulder CO To support programs that give greater access and choice of affordable produce for low-income families and provide skills to increase their self-reliance in meeting their food needs.	\$7,500.00	PC
Haven House of Montrose Montrose CO General operating support to assist homeless families by providing shelter, food, guidance, counseling and other support programs.	\$7,500.00	PC
Loaves and Fishes Idaho Springs CO General operating support to purchase food for weekly distribution to the unemployed, under-employed, disabled, and elderly residing in Clear Creek and Gilpin Counties.	\$5,000.00	PC
Manna Soup Kitchen Durango CO General operating support to provide hot meals five days a week and linkages to services for individuals and families in need.	\$10,000.00	PC
Metro Caring Denver CO General operating support to alleviate hunger for low-income families and individuals through comprehensive programming in healthy-foods access, healthy living/nutrition education, and self-sufficiency.	\$10,000.00	PC
One Nation Walking Together Colorado Springs CO To support a matching grant from El Pomar Foundation that provide emergency services to local Natives who are in need of immediate housing, food, clothing or transportation.	\$7,500.00	PC
Parker Task Force Parker CO General operating support to provide food and financial aid to prevent homelessness.	\$7,500.00	PC
Project Angel Heart Denver CO General operating support to provide home-delivered, nutritionally appropriate meals for people living with a life-threatening disease.	\$7,500.00	PC
SAME Café Denver CO General operating support to provide nutritional healthy meals and job readiness training to the Denver metro area.	\$7,500.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Seeds Community Café Colorado Springs CO General operating support to provide access to healthy, fresh, local food regardless of anyone's ability to pay, and job placement and training for individuals in the community.	\$5,000.00	PC
Sister Mary Alice Murphy Center for Hope Fort Collins CO General operating support to facilitate collaboration among independent agencies serving individuals and families who are homeless or at risk of becoming homeless in Larimer County.	\$10,000.00	PC
Sprout City Farms Denver CO General operating support to cultivate innovative urban farms on underutilized land, rooting farmers in the city and bringing food to neighborhoods.	\$7,500.00	PC
The Abraham Connection Delta CO General operating support to provide emergency food and temporary overnight shelter to those in need in Delta County.	\$10,000.00	PC
The Action Center Lakewood CO General operating support for emergency services, basic needs, and programs serving the homeless and working poor of Jefferson County.	\$10,000.00	PC
The Bridge Emergency Shelter Cortez CO General operating support to provide emergency shelter and hot meals for homeless adults from Montezuma and Dolores Counties.	\$7,500.00	PC
The Delores Project Denver CO General operating support for a shelter serving homeless adult single women.	\$7,500.00	PC
The Learning Council Paonia CO General operating support to promote lifelong learning and education as a resource for everyone by providing educational options, celebrating the arts and agriculture, stimulating creativity, and enriching local culture.	\$5,000.00	PC
Volunteers of America Colorado Branch Denver CO To support the Durango Community Shelter, a comprehensive residential shelter for homeless families, women and men.	\$7,500.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
West End Family Link Center Nucla CO General operating support to assist in the additional expenses of distributing food and commodities to clients in the community.	\$5,000.00	PC
Westside CARES Colorado Springs CO General operating support to meet basic needs and provide emergency assistance to low-income families and individuals on the west side of Colorado Springs.	\$7,500.00	PC
HEALTH & HOSPICE		
Aspen To Parachute Dental Health Alliance Glenwood Springs CO General operating support to promote dental education, prevention, and access for all residents.	\$5,000.00	PC
Boulder County AIDS Project Boulder CO General operating support for prevention efforts, HIV testing, and case management services for people living with HIV/AIDS in Boulder, Broomfield, Gilpin and Clear Creek Counties.	\$5,000.00	PC
Children's Hospital Colorado Foundation Aurora CO To support the replacement of three pediatric high-fidelity patient simulators for the Emergency Medical Services Outreach Education program.	\$10,000.00	PC
Gabby Krause Foundation Centennial CO To support the Bags of Fun project for children suffering from long-term, terminal illness to focus on other things such as education, interactive and silly toys that takes their minds away from their illness.	\$7,500.00	PC
Grand County Rural Health Network, Inc. Hot Sulphur Springs CO General operating support to coordinate and develop a comprehensive health care delivery system in Grand County.	\$9,729.00	PC
Hospice of the Valley, Inc. Glenwood Springs CO General operating support for in-home hospice care for seniors in Garfield County as well as hospice care for the uninsured or underinsured population in Garfield County.	\$7,500.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Kelsey's Kids Glenwood Springs CO General operating support for a program that provides a positive intervention for children living with life threatening diseases.	\$3,500.00	PC
Rocky Mountain Rural Health Fairplay CO General operating support to connect Park County residents to the healthcare services they need.	\$7,500.00	PC
Sense of Security Denver CO General operating support to provide non-medical financial assistance to breast cancer patients in treatment.	\$7,500.00	PC
Summit Medical Center Health Foundation Frisco CO To support Bristlecone Health Services expanded access to high quality home health care and hospices services to patients in Lake and Park Counties.	\$7,500.00	PC
VALI Residence and VALI Home Care Silver Cliff CO To support the purchase of a replacement backup generator for Valley Assisted Living.	\$10,000.00	PC
Wapiyapi Denver CO General operating support for a free, week-long summer camp for children with cancer and their cancer-free siblings.	\$7,500.00	PC
HUMANE ANIMAL SERVICES		
Colorado Horse Rescue Longmont CO To support the Horse Care Fund that provides food, medicine, farrier services, and veterinary care for abused, neglected, abandoned, and unwanted horses.	\$5,000.00	PC
Fort Collins Cat Rescue & Spay - Neuter Clinic Fort Collins CO General operating support for pet retention efforts and assistance programs for low-income, at-risk family pet owners to receive basic care for their cats and dogs preventing them from having to surrender their animals.	\$5,000.00	PC
Longmont Humane Society Longmont CO To support a program offering low-income individuals who qualify an additional discount reducing costs of veterinary care.	\$5,000.00	PC

LOW INCOME HOUSING

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Blue Spruce Habitat for Humanity Evergreen CO General operating support to build homes for low-income and at-risk families and to provide them counseling services to be able to maintain their homes.	\$5,000.00	PC
Cloud City Conservation Center Leadville CO To support a low-income housing initiative providing lower energy costs and increased home health and safety for 20 homes.	\$7,874.00	PC
Energy Resource Center Colorado Springs CO To support low-income seniors, families, veterans, and disabled individuals struggling to have a safe and warm home.	\$10,000.00	PC
Habitat for Humanity of Gunnison Valley, Inc. Gunnison CO To support the construction costs of a two-bedroom, single family affordable home.	\$5,000.00	PC
Habitat for Humanity of Montezuma County Cortez CO General operating support to complete a fourth rehab home with a partner family, to acquire lots and prepare to build our first new home with a partner family.	\$7,000.00	PC
Habitat for Humanity of St. Vrain Valley Longmont CO General operating support to provide the economically poor with housing resources to fulfill basic human need.	\$7,500.00	PC
HomeAid Colorado Centennial CO General operating support to partner with local homebuilders and nonprofit homeless service providers to build and renovate transitional housing units.	\$7,500.00	PC
La Plata Homes Fund Durango CO To the Homebuyer Assistance Program that creates homeownership opportunities for low-and-moderate income households by providing programs promoting self-sufficiency.	\$7,500.00	PC
Rebuilding Together Metro Denver Lakewood CO General operating support to provide critical repairs for low-income homeowners.	\$5,000.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
San Luis Valley Habitat for Humanity Alamosa CO To support the Rite of Passage, a carpentry apprentice project for at-risk youth, ages 15-18, to teach construction skills while building walls for a Habitat home.	\$7,500.00	PC
SELF SUFFICIENCY		
African Community Center Denver CO General operating support to help refugees rebuild safe, sustainable lives in Denver through supportive networks of people, services, and community activities.	\$7,500.00	PC
Book Trust Denver CO To support expanding a literacy program for children from low-income families living in Alamosa and the San Luis Valley.	\$10,000.00	PC
Booktrails, Inc. Steamboat Springs CO To support Reading on Ranches Camp, a program for low-income students to receive literacy education during the summer months.	\$5,000.00	PC
Canon Literacy Center, Inc. Canon City CO General operating support to assist children in Fremont County to become life-long learners through literacy.	\$5,000.00	PC
Centro de la Familia Colorado Springs CO General operating support for programs designed to strengthen Hispanic families.	\$7,500.00	PC
Centro Humanitario Para Los Trabajadores Denver CO To support an employment program for day laborers and domestic workers by providing life and job skills training programs and access to employment opportunities.	\$7,500.00	PC
Children's Speech & Reading Center Fort Collins CO General operating support to provide speech and language therapy to children from low-income families.	\$5,000.00	PC
Clothes to Kids of Denver, Inc. Denver CO General operating support to provide new and quality used clothing to low income, school-aged children in Denver County, free of charge.	\$10,000.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Colfax Community Network, Inc. Denver CO General operating support to serve families and children residing in low-income transient housing along East Colfax Avenue.	\$7,500.00	PC
Colorado East Community Action Agency Limon CO General operating support to stabilize families living in rural communities by moving them out of poverty by promoting and advocating self-sufficiency, personal responsibility, and asset building.	\$10,000.00	PC
Colorado Homeless Families, Inc. Arvada CO General operating support to provide transitional housing and supportive services for homeless families with children.	\$5,000.00	PC
Colorado Humanities Greenwood Village CO To support early childhood and family literacy services in southwestern Colorado for Southern Ute families in partnership with other local organizations.	\$7,500.00	PC
Colorado Mission of Mercy, Inc. Pueblo CO To support low-income individuals in northeast Colorado with no-cost dental services during the 2016 dental clinic in Brush.	\$10,000.00	PC
Colorado Peoples Alliance Denver CO To support programs to help immigrants overcome their barriers by providing citizenship and English as a Second Language classes.	\$5,000.00	PC
Conejos County Clean Water, Inc. Antonito CO To support the development of a program serving the Antonito School and Community Garden by engaging the community in dialogues and activities that promote healthy lifestyles.	\$5,000.00	PC
Cooking Matters Colorado Denver CO General operating support to address hunger in Colorado through nutrition education and teaching families how to prepare healthy, tasty meals on a limited budget.	\$7,500 00	PC
Delta County School District #50 Delta CO To support the Backpack Program, for children ages three to five in Delta County, providing books and other materials for children to assist in their learning skills.	\$5,000.00	GOV

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Denver Asset Building Coalition	\$5,000.00	PC
Denver CO		
General operating support for tax education programs for low-income taxpayers, particularly those who are self-employed.		
Denver Indian Family Resource Center	\$5,000.00	PC
Lakewood CO		
General operating support to strengthen American Indian/Alaska Native children and families through collaborative and culturally responsive services.		
DenverWorks, Inc.	\$10,000.00	PC
Denver CO		
General operating support to assist and prepare job seekers in obtaining secure meaningful employment.		
Earth Mountain Education Farm	\$8,000.00	PC
Weston CO		
General operating support for sustainable community development projects, including community gardens and healthy living education in the schools and broader community.		
EarthLinks, Inc.	\$7,500.00	PC
Denver CO		
General operating support to engage homeless persons with the natural world and each other, creating opportunities for healing and progress towards self-sufficiency.		
Ekar	\$5,000.00	PC
Denver CO		
General operating support to provide experiential and environmental education and grow sustainably produced fruits and vegetables, expanding access to those in need.		
English in Action	\$5,000.00	PC
Basalt CO		
General operating support to provide immigrant adults in the Roaring Fork Valley with individualized English language tutoring and opportunities for leadership development.		
Families Forward Resource Center	\$7,500.00	PC
Denver CO		
General operating support to strengthen the capacity of families in the community for self-reliance and healthy inter-dependence with other community families.		

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Family & Intercultural Resource Center Silverthorne CO To support the Community Support Program helping residents through comprehensive and quality assistance, resources, referral and educational services.	\$7,500.00	PC
Family Promise of Greater Denver Denver CO General operating support to provide continued case management services for up to two years to families placed from the shelter into affordable housing units.	\$7,500.00	PC
Family Resource Center of the Roaring Fork School District Carbondale CO General operating support to provide supportive services to low-income students and families in the Roaring Fork Valley School District to improve student health, well-being and academic achievement.	\$7,500.00	PC
Family Visitor Programs Glenwood Springs CO General operating support for the Home Visitor Program providing home visitation services starting prenatally and continuing until the child reaches one year.	\$7,500.00	PC
Florence Crittenton Services of Colorado Denver CO General operating support for an evidence-based program that helps teen mothers graduate high school, raise healthy children, and achieve self-sufficiency.	\$5,000.00	PC
Foothills United Way, Inc. Lafayette CO To support the Personal Investment Enterprise program that provides Individual Development Accounts (matched savings accounts) for low-income individuals saving for home ownership, post-secondary education or small business capitalization.	\$5,000.00	PC
Greccio Housing Colorado Springs CO To support the Resource & Opportunity Center for low-income families needing training to assist them to become self-sufficient.	\$7,500.00	PC
Growing Home Westminster CO General operating support to provide emergency housing, food, and supportive services to families in Adams County experiencing or at risk of homelessness.	\$7,500.00	PC
Gunnison County Library District Gunnison CO To support an Adult and Family Literacy program in Gunnison County.	\$5,000.00	GOV

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Hands of the Carpenter Lakewood CO General operating support to provide automobile repair, maintenance and related education for low-income single mothers and widows in need so that they become or remain self-sufficient.	\$10,000.00	PC
Integrated Family Community Services Englewood CO General operating support to provide food, clothing, transitional housing, and supportive services to families at the lowest income level.	\$7,500.00	PC
Integrated Nutrition Education Program Aurora CO To support programs for enhancing parent education around nutrition and health in five elementary schools in the San Luis Valley.	\$7,431.92	PC
Intercambio Uniting Communities Boulder CO General operating support to provide English language, life skills, computer literacy and citizenship to immigrant adults.	\$7,500.00	PC
Kidsight Colorado Centennial CO To support the purchase of a mobile vision screener for use in screening children six months through six years of age in southwest Colorado.	\$5,800.00	PC
Marion Downs Center Denver CO To support expanding the early literacy program that provides educational opportunities for children living in Denver's public housing.	\$5,000.00	PC
Mi Casa Resource Center Denver CO General operating support for programs that empower low-income Latino families and youth to move toward self-sufficiency through job training, financial literacy, and leadership development.	\$7,500.00	PC
Morgan County Family Center Fort Morgan CO General operating support to provide services that link families to needed resources for successful living.	\$7,500.00	PC
Mountain Family Center Granby CO General operating support to assist in the expansion of hunger relief programs and services that address food insecurities in Grand and Jackson Counties.	\$10,000.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Mountain Resource Center	\$7,500.00	PC
Conifer CO		
General operating support for integrated services for economically disadvantaged residents helping them move toward self-sufficiency.		
Mpowered	\$5,000.00	PC
Lakewood CO		
General operating support to provide one-on-one financial coaching to low-income families to help them become self-sufficient.		
Partners in Housing	\$7,500.00	PC
Colorado Springs CO		
To provide transitional housing and supportive services to homeless families to help them achieve self-sufficiency.		
PCs for People	\$7,500.00	PC
Denver CO		
To support a program in Alamosa that provides personal computers and education to people who have limited experience with technology due to social, physical and/or economic circumstance.		
Phillips County Family Education Services, Inc.	\$5,000.00	PC
Holyoke CO		
General operating support for English as a Second Language and GED instruction, family literacy, and early childhood programs.		
Prairie Family Center, Inc.	\$10,000.00	PC
Burlington CO		
General operating support to provide intense family development and direct services to those families underserved in Kit Carson County.		
Project Self-Sufficiency	\$10,000.00	PC
Loveland CO		
General operating support to provide comprehensive assistance to low-income single parents in their efforts to achieve self-sufficiency.		
Revision International	\$7,500.00	PC
Denver CO		
General operating support to empower low-income residents in the Westwood neighborhood to grow their own food and increase residents access to fresh produce through backyard and community gardens.		
Rocky Mountain Farmers Union Educational & Charitable Foundation	\$7,500.00	PC
Denver CO		
To support start-up cooperatives in low-income metro Denver communities.		

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Rocky Mountain MicroFinance Institute Denver CO General operating support to provide access to microloans and affordable business development services to nontraditional community entrepreneurs.	\$7,500.00	PC
Second Chance Center, Inc. Aurora CO General operating support to help formerly incarcerated men and women transition to lives of success and fulfillment.	\$7,500.00	PC
Spring Institute for Intercultural Learning Denver CO To support GED and adult education programs that assist families to become self-sufficient through education, career navigation, and on-the-job-training.	\$10,000.00	PC
Sun Valley Youth Center, Inc. Denver CO To support afterschool enrichment and literacy programs designed to support inner-city youth with resources encouraging them to remain in school.	\$5,000.00	PC
The Family Center - La Familia Fort Collins CO General operating support for programs that support and strengthen families.	\$7,500.00	PC
The Family Resource Center Sterling CO General operating support for youth development programs and the expansion of the family support program.	\$5,000.00	PC
The Matthews House Fort Collins CO General operating support to reach more youth and families as they navigate difficulties, helping them to become healthy self-sufficient family units and affording children and youth the opportunity to reach their highest potential.	\$7,500.00	PC
THRIVE Pagosa Springs CO To support the Earn While You Learn program, a prenatal and parenting education program for underserved families and individuals.	\$5,000.00	PC
Tri-County Family Care Center, Inc. Rocky Ford CO General operating support to provide assistance, referrals, resources, and support to families, childcare providers, and other community agencies.	\$10,000.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Whiz Kids Tutoring, Inc. Denver CO To support one-on-one tutoring, mentoring, and academic assistance to high-risk students at sites throughout metro Denver and beyond.	\$7,500.00	PC
Women's Bean Project Denver CO General operating support to provide transitional employment services for low-income women.	\$7,500.00	PC
Women's Resource Agency, Inc. Colorado Springs CO General operating support to fund programs that assist low-income and entry-level women looking for work through professional development services.	\$7,500.00	PC
Women's Resource Center in Durango, Inc. Durango CO To support the Resource & Referral program that helps women and families attain the resources they need for self-sufficiency.	\$5,000.00	PC
Work Options for Women Denver CO General operating support to provide job training, life skills, and job placement in the food service industry for poor and marginalized women.	\$10,000.00	PC
YWCA of Pueblo Pueblo CO General operating support for programs that help families, strengthen communities, empower women and help eliminate racism.	\$7,500.00	PC
SENIOR PROGRAMS		
A Little Help Denver CO General operating support to expand delivery and coordination of non-medical services to moderate- and low-income seniors that promote independence and active lifestyles.	\$5,000.00	PC
Aspen Mine Center Cripple Creek CO To support free hot meals twice a week to senior citizens and other Teller County citizens needing assistance.	\$5,000.00	PC
Boulder County CareConnect Boulder CO General operating support to engage seniors in meaningful community volunteer service and provide safety net services for seniors and the disabled.	\$7,500.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Brothers Redevelopment, Inc. Denver CO To support the Home Maintenance and Repair Program for low-income senior and disabled homeowners.	\$10,000.00	PC
Coal Creek Meals on Wheels Lafayette CO General operating support to help provide nutritious meals for homebound residents in East Boulder County and Southwest Weld County.	\$7,500.00	PC
Daybreak - An Adult Day Program Woodland Park CO General operating support to provide a safe and secure environment for seniors, often with Alzheimer's or similar conditions, as their caregivers are provided respite.	\$5,000.00	PC
Denver Inner City Parish Denver CO To support the Parish Seniors' Program, helping meet the health, nutritional, and social needs of low-income seniors.	\$10,000.00	PC
Elderhaus Adult Day Programs, Inc. Fort Collins CO General operating support for programs for seniors and adults with special needs that support their well-being and independence, as well as respite for their caregivers.	\$10,000.00	PC
Grand County Council on Aging, Inc. Granby CO General operating support for transportation and other services to help seniors maintain their independence.	\$8,000.00	PC
Longmont Meals on Wheels, Inc. Longmont CO General operating support to help frail elderly and people with disabilities to stay independent in their own homes through good nutrition and a daily visit.	\$8,000.00	PC
Meals on Wheels, Inc. for Loveland and Berthoud Loveland CO General operating support to provide meals to homebound seniors and disabled people living in Loveland, Berthoud and rural areas.	\$7,500.00	PC
Mount Carmel Health Wellness And Community Center Colorado Springs CO General operating support for senior wellness programs in Trinidad, CO.	\$10,000.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Otero County Department of Human Services	\$7,500.00	GOV
La Junta CO To support the Retired and Senior Volunteer Program (RSVP) providing medical transportation reimbursement to volunteers in Otero, Bent and Crowley Counties.		
Senior Services Solutions Plus	\$5,000.00	PC
Canon City CO General operating support to provide supportive volunteer services to transport the elderly, disabled, and ill to medical and dental appointments.		
TLC Meals on Wheels	\$10,000.00	PC
Centennial CO General operating support to provide hot nutritious noontime meals five days a week to the homebound elderly and disabled.		
Weld County RSVP	\$7,500.00	PC
Greeley CO General operating support to improve programs and to continue work with volunteers so they can use their life experience and skills to help their neighbors in need.		
Wish of a Lifetime	\$7,500.00	PC
Denver CO General operating support to shift the way society views and values our oldest generations by becoming attuned to fulfilling the needs of the senior population.		
TRUSTEES' DISCRETIONARY GRANTS		
Bishop Seabury Academy Lawrence	\$10,000.00	PC
Lawrence KS General operating support to promote individual academic growth and character development through an excellent education rooted in moral principles.		
Blue Sky Bridge	\$10,000.00	PC
Boulder CO General operating support to provide services to victims of child sexual abuse and education to professionals and the public.		
Children of Fallen Patriots Foundation	\$5,000.00	PC
Reston VA To support providing financial assistance for undergraduate degrees for children who have lost a parent in the line of military duty.		
Comitis Crisis Center	\$10,000.00	PC
Aurora CO General operating support to provide emergency and short-term shelter and services for homeless individuals and families.		

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Escuela de Guadalupe Denver CO To provide tuition assistance to children of low-income families.	\$20,000.00	PC
Graland Country Day School Denver CO To support in-house trainings for faculty with the Public Education and Business Coalition.	\$10,000.00	PC
Pararescue Foundation Penn Valley CA General operating support to preserve and support the Pararescue community of service members, veterans, and their families.	\$5,000.00	PC
Salisbury School Salisbury CT General operating support to educate young men of character and promise who are prepared to meet the challenges of college and adulthood and to make a difference in an entrepreneurial, technological and cosmopolitan world.	\$30,000.00	PC
There With Care Boulder CO General operating support to provide families facing critical illness of a child with program services to ease the burden of daily obligations while they are battling critical illness.	\$10,000.00	PC
University of Kansas Spencer Museum of Art Lawrence KS To support Phase I renovation of the Spencer Museum of Art's most heavily-used spaces, which include the teaching gallery, a new object study center, and increased storage for works of art on paper.	\$10,000.00	PC

YOUTH DEVELOPMENT

Amp the Cause Denver CO To support a holiday party for children who are from low-income families in the Denver and Aurora Public School Districts.	\$7,500.00	PC
Anchor Center for Blind Children Denver CO General operating support for educational, therapeutic, and family services for blind or visually impaired children from birth to age five.	\$10,000.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Articipate Salida CO General operating support (\$3,000) and at-risk youth scholarship assistance for afterschool enrichment programs (\$2,000).	\$5,000.00	PC
Assistance League of Pueblo Pueblo CO To support Operation School Bell, a program that provides new school clothes for underprivileged children in Pueblo.	\$7,500.00	PC
Bent County Early Learning Center Las Animas CO General operating support to promote the growth and development of all children and families through supportive education in a safe, nurturing and accepting environment.	\$7,500.00	GOV
Big Brothers Big Sisters of Southwest Colorado Durango CO General operating support for a mentoring program matching adults with local at-risk youth.	\$7,500.00	PC
Boys & Girls Clubs of Larimer County Fort Collins CO General operating support for youth programs in Fort Collins, Loveland, Wellington, and Estes Park.	\$7,500.00	PC
Boys and Girls Club of Fremont County, Inc. Canon City CO General operating support for programs to help youth reach their full potential as productive, caring and responsible citizens.	\$7,500.00	PC
Boys and Girls Clubs of Chaffee County Salida CO General operating support to provide comprehensive and high-quality, year-round after-school and summer enrichment opportunities for youth in Salida and Buena Vista.	\$7,500.00	PC
Boys and Girls Clubs of Northwest Colorado Craig CO General operating support for youth development programs in Craig and Steamboat Springs.	\$7,500.00	PC
Bright Futures Telluride CO To support a program that provides early childhood teachers with the tools to teach and model pro-social emotional behavior, friendship skills and problem solving abilities to young children.	\$5,000.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Catholic Charities, Diocese of Pueblo, Inc. Pueblo CO To support the Home Instruction for Parents of Preschool Youngsters Program (HIPPY) in Pueblo County.	\$10,000.00	PC
Children's Outreach Project Therapeutic Day Care Center Denver CO General operating support to continue to offer a high quality early childhood education program to an at-risk population.	\$7,500.00	PC
Club America WMV Westcliffe CO General operating support for a community owned and operated recreation and fitness center, and to support the after-school child development program, "Kids Zone," which needs new equipment.	\$7,500.00	PC
Colorado Future Farmers of America Foundation Greeley CO To support high school FFA members to explore a supervised agricultural experience and become entrepreneurs of any area of agriculture.	\$7,500.00	PC
Colorado Mountain Club Golden CO To support the Youth Education Program, bringing mountain-related topics into the school curriculum and engaging at-risk youth in mountaineering experiences.	\$10,000.00	PC
Creede Repertory Theatre, Inc. Creede CO To support a safe, creative, after-school, summer environment and unique in-school arts opportunities for the underserved youth of rural San Luis Valley.	\$7,500.00	PC
Cubs Den Idalia CO General operating support for the only child care center in the area.	\$7,500.00	PC
Deer Creek Preschool Bailey CO General operating support to assist in the daily operations of Deer Creek Preschool.	\$5,000.00	GOV
Denver Santa Claus Shop Denver CO To help provide Christmas toys to disadvantaged children.	\$2,500.00	PC
Denver Waldorf School Association Denver CO To support scholarships for low-and-middle income students to attend Denver Waldorf School's early childhood education program.	\$5,000.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Early Childhood Council for Yuma, Washington and Kit Carson Counties Yuma CO General operating support to provide professional development opportunities to early childhood programs in Yuma, Washington, and Kit Carson Counties.	\$5,000.00	PC
Early Childhood Partners Avon CO To support the use of evidence-based social and emotional teaching strategies and teacher interaction assessments in preschool programs serving low-income and at-risk children.	\$7,500.00	PC
ECCLPS Sterling CO To support a program for qualified trained professionals to provide trainings for early childhood champions licensing requirements.	\$7,500.00	PC
El Centro Su Teatro Denver CO To support an after-school theatre program for low-income youth in the Westside neighborhood and to support the 2017 internship program.	\$5,000.00	PC
Environmental Learning for Kids Denver CO General operating support for hands-on classroom and experiential field activities engaging culturally diverse at-risk youth in leadership, science, natural resources, and related careers.	\$7,500.00	PC
Four Corners School of Outdoor Education Monticello UT To support the Canyon Country Youth Corps, a youth employment, education, and leadership program for primarily at-risk Navajo youth.	\$7,500.00	PC
Friends of Lamar Hope Center, Inc. Lamar CO General operating support to provide health, opportunity, prevention, and academic support to youth through programs in school.	\$7,500.00	PC
Full Circle of Lake County, Inc. Leadville CO General operating support for at-risk youth and family support programs.	\$8,000.00	PC
Girls Inc. of Metro Denver Denver CO General operating support for empowerment and prevention programs that prepare girls to succeed and work towards a future not pre-determined by risk factors associated with their social and economic standings.	\$5,000.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Gold Crown Foundation	\$7,500.00	PC
Greenwood Village CO To support enrichment and engagement programs for low-income youth exposing them to awareness of career and educational opportunities, including the after-school Computer Clubhouse.		
Grand Beginnings	\$10,000.00	PC
Hot Sulphur Springs CO To support a county-wide tuition scholarship program to assist working families living in poverty by offsetting the basic cost of child care.		
Grand Kids	\$7,500.00	PC
Fraser CO To support a scholarship program providing tuition assistance for low-income families.		
GreenLeaf	\$5,000.00	PC
Denver CO General operating support to provide youth opportunities through urban gardening.		
Groundwork Denver	\$7,500.00	PC
Denver CO To support an employment program for youth where they can improve their own communities while being trained and mentored.		
Gunnison Valley Mentors	\$7,500.00	PC
Gunnison CO General operating support for youth mentoring programs and other supporting services.		
Heart & Hand Center	\$7,500.00	PC
Denver CO General operating support to replicate and expand programming for at-risk youth and their families in Northeast Denver.		
Higher Ground Youth Challenge	\$5,000.00	PC
Denver CO General operating support for the summer experiential education for at-risk youth and the year-round group mentoring program held in conjunction with Denver Kids.		
History Colorado	\$5,000.00	PC
Denver CO To support free educational youth programs of the Fort Garland Museum, including Fun Fridays and summer camp.		

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Keystone Science School	\$7,500.00	PC
Keystone CO To support the Campership Program providing need-based scholarships for youth to attend a summer camp offering hands-on programming that blends science, adventure, fun and the opportunity to expand their education.		
Kids at their Best	\$7,500.00	PC
Fort Morgan CO General operating support to provide enrichment activities for at-risk and disadvantaged children in Morgan County.		
Limon Child Development Center	\$8,000.00	PC
Limon CO General operating support for preschool programs with wrap-around childcare for working parents.		
Little Sprouts Community Preschool	\$7,500.00	PC
Cedaredge CO General operating support to provide tuition assistance and resources for professional development.		
Make-A-Wish Foundation of Colorado	\$7,500.00	PC
Greenwood Village CO To support the cost of a wish for one Colorado child suffering from a life-threatening illness.		
Maslow Academy Of Applied Learning Inc.	\$10,000.00	PC
Montrose CO To support the Tuition Subsidy program offering financial assistance, and to offset the losses taken by accepting the Colorado Child Care Assistance program.		
MCA Denver	\$5,000.00	PC
Denver CO To support and expand programs for at-risk youth in the metro Denver area.		
Metro Denver Partners	\$5,000.00	PC
Denver CO General operating support to provide programs and services for high-risk youth in the metropolitan Denver area.		
Mile High Youth Corps	\$7,500.00	PC
Denver CO General operating support for programs that provide urban youth with work experience, education, career preparation and life-skills training, while completing projects that benefit low-income communities.		

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Montezuma School to Farm Project Mancos CO General operating support to design and implement agriculturally based curriculums including classes, field trips, summer camps and school gardens for Montezuma County students.	\$7,500.00	PC
Montrose Recreation Foundation Montrose CO To support scholarships for youth from low-income families to have access to entrance passes and programs to the Montrose Community Recreation Center.	\$7,500.00	PC
Mosquito Range Heritage Initiative Alma CO To support and expand the youth summer environmental science program for rural low-income children and youth.	\$5,000.00	PC
National Museum Of World War II Aviation Colorado Springs CO To provide free transportation to low-income and rural qualifying schools, home schools, and youth groups that visit the museum and participate in its educational programs.	\$10,000.00	PC
National Western Stock Show Denver CO To support the 2016-2017 Catch-A-Calf program for youth.	\$1,100 00	PC
One to One Telluride CO General operating support to provide mentoring experiences for children and youth.	\$7,500.00	PC
Partners in Routt County Steamboat Springs CO General operating support to provide mentoring services to at-risk youth in Routt County.	\$7,500.00	PC
Partners Mentoring Youth Fort Collins CO General operating support for a school-based and community one-to-one mentoring program.	\$7,500.00	PC
Partners of Delta, Montrose and Ouray Montrose CO General operating support for youth mentoring programs and other supporting services in rural Delta, Montrose and Ouray Counties.	\$7,500.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
PlatteForum Denver CO General operating support to use the arts to promote academic, personal, and workforce skills for at-risk and underserved youth.	\$8,000.00	PC
Prodigy Coffeehouse Denver CO General operating support to provide professional development and hands-on learning for youth from low-income communities in Denver.	\$5,000.00	PC
Project VOYCE Denver CO General operating support to engage youth in peer-driven action leading to improved school outcomes and education reform.	\$7,500.00	PC
Riverhouse Children's Center, Inc. Durango CO To provide tuition assistance to children from families in need to attend an early childhood education center.	\$5,000.00	PC
Roaring Fork Outdoor Volunteers Basalt CO To support the Young Stewards Initiative to increase youth participation on conservation projects.	\$5,000.00	PC
Rocky Mountain Conservancy Estes Park CO To support transportation for a diverse range of students for field trip and service learning projects for the 2016-2017 school year.	\$7,500.00	PC
Rocky Mountain Youth Corps Steamboat Springs CO General operating support to provide training in essential life skills and leadership to youth and young adults.	\$9,965.00	PC
Sangre de Cristo Center for Youth Walsenburg CO General operating support for the youth service and the at-risk youth mentoring programs.	\$7,500.00	PC
School Community Youth Collaborative Cortez CO General operating support to provide youth development programs and community outreach activities.	\$7,500.00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Sedgwick County Economic Development Corp. Julesburg CO To support a youth leadership development project engaging high school students with adult mentors through community improvement projects.	\$5,000.00	PC
Silverton Family Learning Center, Inc. Silverton CO General operating support to serve the youngest learners (ages 0-6) of Silverton's disadvantaged and small population by providing assistance with tuition costs.	\$7,500.00	PC
SOS Outreach Avon CO To support a program for underserved rural Colorado youth to engage in values-based leadership through adult mentors, service learning and access to outdoor recreational activities.	\$7,500.00	PC
Southern Colorado Repertory Theatre, Ltd. Trinidad CO To support the Youth Internship and Mentoring program for at-risk youth and unemployed or underemployed young veterans interested in pursuing extensive training in theatre.	\$10,000.00	PC
St. Elizabeth's School Denver CO To support tuition assistance for underprivileged students and for those from low-income families.	\$7,500.00	PC
Summit County Youth and Family Services Frisco CO To support the Summit County mountain mentors Program providing one-on-one mentoring programs for school-aged children.	\$7,500.00	GOV
Summit Preschool Divide CO To support providing assistance with preschool tuition for low-income students.	\$7,500.00	GOV
TEENS, Inc. Nederland CO General operating support to provide constructive recreational opportunities, youth employment and training, educational programs, support services and a safe, drug free environment to socialize.	\$5,000.00	PC
Telluride Early Childhood Center Telluride CO General operating support for a dual-immersion preschool experience in a safe, stimulating environment.	\$5,000.00	GOV

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
The Acorn School for Early Childhood Development Boulder CO To support the Family Financial Assistance Program for children from low-to-moderate income backgrounds who would not otherwise have access to early childhood services.	\$5,000.00	PC
The Buddy Program Carbondale CO To support youth mentoring, leadership and empowerment programs in Carbondale.	\$7,500.00	PC
The Dragon's Wagon Holyoke CO General operating support to provide child care services in the community.	\$7,500.00	PC
The Growing Project Fort Collins CO General operating support to provide a local agricultural food system to residents of northern Colorado.	\$7,500.00	PC
The Urban Farm Denver CO General operating support to provide urban youth with hands-on, participatory educational experiences in farming, gardening, and animal and plant sciences.	\$5,000.00	PC
Thompson Valley Preschool, Inc. Loveland CO General operating support to provide an affordable, quality pre-school education, with an emphasis on children who are at risk and those from low-income families.	\$5,000.00	PC
Trips For Kids-Denver Metro Denver CO To support the Earn-a-Bike program providing disadvantaged and at-risk youth the opportunity to earn a bike of their own.	\$5,000.00	PC
Ute Springs Experiential Learning Center, Inc. Eagle CO General operating support for an adventure-based experiential curriculum that promotes self-awareness, self-management, responsible decision making and leadership skills for youth.	\$5,000.00	PC
Westcliffe Center for the Performing Arts Westcliffe CO To support the children and youth programs by replacing equipment, fund interns, and provide scholarships for children from low-income families to attend Creative Camp.	\$5,000 00	PC

2016 GRANTS DISBURSED BY CATEGORY

	<u>Amount</u>	<u>Code</u>
Yampatika Steamboat Springs CO General operating support to inspire youth towards environmental stewardship through outdoor educational opportunities.	\$5,000.00	PC
YESS Institute Denver CO General operating support for a structured peer mentoring program addressing academic achievement, leadership, and social-emotional intelligence.	\$7,500.00	PC
YouthRoots Denver CO General operating support to engage high school students in personal development, community partnerships, and innovative ventures to foster leadership, integrity and association action.	\$5,000.00	PC
YouthZone Glenwood Springs CO General operating support for prevention, intervention, and advocacy programs for at-risk youth and families in the Roaring Fork Valley.	\$10,000.00	PC
Yuma Children's Academy Yuma CO General operating support to provide quality child care in a stable, secure, enriching environment and to serve as a valuable resource for the community.	\$10,000.00	PC
GRAND TOTAL	<u><u>\$2,463,383.92</u></u>	



Document must be filed electronically.
Paper documents are not accepted.
Fees & forms are subject to change.
For more information or to print copies
of filed documents, visit www.sos.state.co.us.

Colorado Secretary of State
Date and Time: 11/21/2016 10:01 AM
ID Number: 19871388156
Document number: 20161781200
Amount Paid: \$25.00

ABOVE SPACE FOR OFFICE USE ONLY

Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 19871388156

1. Entity name: THE ANSCHUTZ FAMILY FOUNDATION
(If changing the name of the corporation, indicate name before the name change)

2. New Entity name:
(if applicable) _____

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box)*

- ☐ "bank" or "trust" or any derivative thereof
☐ "credit union" ☐ "savings and loan"
☐ "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:
_____ *(mm/dd/yyyy)*

or

If the corporation's period of duration as amended is perpetual, mark this box: ☐

5. The amended and restated constituent filed document is attached.

6. The amendment to the articles of incorporation was in the manner indicated below:
(make the applicable selection)

- ☒ The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.
☐ The amendment and restatement was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box ☐ and include an attachment stating the date and manner of adoption)

7. (Optional) Delayed effective date: _____ *(mm/dd/yyyy)*

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic

statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Moll	Marilyn	R.	
(Last)	(First)	(Middle)	(Suffix)
555 17th Street, Suite 3200			
(Street name and number or Post Office Box number)			
c/o Holland & Hart LLP			
Denver	CO	80202	
(City)	(State)	(Postal/Zip Code)	
United States			
(Province – if applicable)		(Country – if not US)	

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ANSCHUTZ FAMILY FOUNDATION

Pursuant to the Colorado Revised Nonprofit Corporation Act, The Anschutz Family Foundation, a Colorado nonprofit corporation, hereby amends and restates in their entirety its articles of incorporation. These amended and restated articles of incorporation include amendments to the articles of incorporation adopted as provided in Colorado Revised Statutes ("C.R.S.") Section 7-130-102 by the board of directors of the corporation, upon receiving the affirmative vote of a majority of the directors then in office. Member action was not required to approve these amended and restated articles of incorporation, because there are no voting or nonvoting members of the corporation. No approval of these amended and restated articles of incorporation by any person or body other than the board of directors is required. These amended and restated articles of incorporation (1) correctly set forth the provisions of the articles of incorporation, as amended, (2) have been duly adopted as required by law, and (3) supersede the original articles of incorporation and all amendments thereto.

ARTICLE I.

NAME

The name of the corporation is The Anschutz Family Foundation.

ARTICLE II.

DURATION

The corporation shall have perpetual existence.

ARTICLE III.

PURPOSE AND POWER

3.1 Purposes. The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of grants and distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

3.2 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section 3.3 of this article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

3.3 Restrictions of Powers.

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation, or any other private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation and reimbursement may be made for any reasonable expenses incurred for the corporation by any officer, director, agent or employee, or any person or corporation), and no director or officer of the corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section

501(h) or the imposition of tax under section 4911 or section 4945 of the Internal Revenue Code. The corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) No part of the assets of the corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation (except to the extent that such activities by such an organization which is then an exempt organization described in section 501(c)(3) of the Internal Revenue Code will not result in loss of its exemption under section 501(h) of the Internal Revenue Code or imposition of tax under section 4911 or section 4945 of the Internal Revenue Code).

(d) On dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the board of directors.

(e) Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, during any period of time in which the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

(i) The corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code;

(ii) The corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income by section 4942(a) of the Internal Revenue Code;

(iii) The corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;

(iv) The corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and

(v) The corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

(f) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provision of the Internal Revenue Code of 1954, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

OFFICES

The address of the principal office of the corporation is 555 17th Street, Suite 2400, Denver, Colorado 80202.

ARTICLE V

MEMBERS

The corporation shall have no members. The corporation shall have no capital stock.

ARTICLE VI

BOARD OF DIRECTORS

6.1 General

The management of the affairs of the corporation shall be vested in a board of directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, these articles of incorporation or the bylaws of the corporation. The number of directors, their classification, if any, their terms of office and the manner of their election or appointment shall be provided from time to time in the bylaws of the corporation.

6.2 Liability of Directors.

No director shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the corporation for monetary damages for the following: (a) any breach of the director's duty of loyalty to the corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. Section 7-128-403 or C.R.S. Section 7-128-501 as they now exist or hereafter may be amended, or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of this section 6.2 shall be prospective only and shall not adversely affect any right to protection of a director of the corporation existing at the time of such repeal or modification.

This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. This provision shall not diminish the provisions of Section 13-21-115.7, Colorado Revised Statutes (concerning no liability of uncompensated directors except for wanton and willful acts or omissions), any amendment or successor provision to such Section, or another law limiting or eliminating liabilities.

ARTICLE VII

BYLAWS

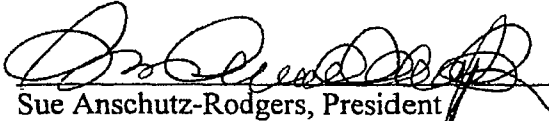
The initial bylaws of the corporation shall be as adopted by the Board of Directors. Such board shall have power to alter, amend or repeal the bylaws from time to time in force and to adopt new bylaws. Such bylaws may contain any provisions for the regulation or management of the affairs of the corporation which are not inconsistent with law or these articles of incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any director or officer of this corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

ARTICLE VIII

AMENDMENTS

The board of directors shall have the exclusive power and authority at any time and from time to time to amend these articles of incorporation by a majority of the directors then in office.

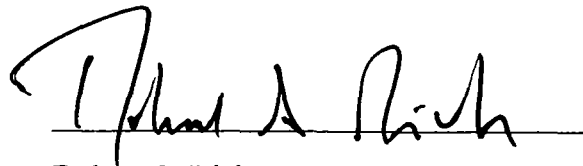
EXECUTED this 18th day of November, 2016.


Sue Anschutz-Rodgers, President


Robert S. Rich, Secretary

Certificate of the Anschutz Family Foundation

The undersigned, as Vice President and Secretary of the Anschutz Family Foundation, does hereby certify that the attached hereto is a true, correct and complete copy of Amended and Restated Bylaws of the Anschutz Family Foundation.

A handwritten signature in black ink, appearing to read "Robert S. Rich", written over a horizontal line.

Robert S. Rich
Vice President, Secretary

**AMENDED AND RESTATED
BYLAWS
OF
THE ANSCHUTZ FAMILY FOUNDATION**

November 17, 2016

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BYLAWS
OF
THE ANSCHUTZ FAMILY FOUNDATION

Offices

Section 1.1 Business Offices. The principal office of the corporation shall be 555 Seventeenth Street, Suite 2400, Denver, CO 80202. The address of the principal office may be changed from time to time by the board of directors. The corporation may have such other offices, either within or outside Colorado, as the board of directors may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the corporation is 555 Seventeenth Street, Suite 2400, Denver, CO 80202. The address of the registered office may be changed from time to time by the board of directors.

Members

Section 2.1 No Members. The corporation shall have no members.

Board of Directors

Section 3.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by, its board of directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, the articles of incorporation or these bylaws.

Section 3.2 Number, Tenure and Qualifications. The number of directors of the corporation shall be from three to fifteen, as determined by the board of directors from time to time. Any action of

the board of directors to increase or decrease the number of directors, whether expressly by resolution or impliedly by the election of additional directors, shall constitute an amendment of these bylaws effecting such increase or decrease. Each director shall hold office until the next annual meeting of the board of directors and thereafter until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal. Directors must be at least twenty-five years of age and must have a degree from an accredited university. A director need not be a resident of Colorado. The directors shall also appoint one of the directors as chair of the board. The chair shall conduct the board meetings and take such other actions which are necessary or appropriate to facilitate the procedures for board meetings which are set forth in these bylaws.

Section 3.3 Resignation, Removal, Vacancies. Any director may resign at any time by giving written notice to the president or to the secretary of the corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office, and a director so chosen shall hold office until the next election of directors and thereafter until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal. Any director may be removed at any time for any or no reason by the board of directors acting in accordance with Sections 3.7, 3.8, 3.12 and/or 3.13, as appropriate.

Section 3.4 Regular Meetings. A regular annual meeting of the board of directors shall be held during the month of May in each year (or such other month as determined by the chairman of the board or by the board), at the time and place, either within or outside Colorado, as determined by the board, for the purpose of electing directors and officers and for the transaction of such other business as

may come before the meeting. The board of directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 3.5 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place as the place within Colorado for holding any special meeting of the board called by them.

Section 3.6 Notice of Meetings. Notice of each meeting of the board of directors stating the place, day and hour of the meeting shall be given to each director at his or her address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by written notice, personal delivery or private carrier, or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same to each director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. If transmitted by facsimile, electronic transmission or by other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete. A director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. A director's attendance and participation in a meeting waives any required notice to that director of the meeting except as otherwise provided in the Act. Each director shall provide the corporation with his or her correct address and shall promptly notify the corporation of any changes in such address.

Section 3.7 Quorum and Voting. A majority of the directors in office immediately before a meeting begins and who are present in person shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a

meeting at which a quorum is present shall be the act of the board of directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 3.8 Voting by Proxy. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section 3.8 and as permitted by Section 3.13, directors may not vote or otherwise act by proxy.

Section 3.9 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors for attendance at board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 3.10 Executive and Other Committees. By one or more resolutions adopted by the vote of a majority of the directors present at a meeting at which a quorum is present, the board of directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have any may exercise all of the authority of the board of directors, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the board of directors or any member of the board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the board shall be as established by the committee, or in the absence thereof, by the board of directors.

Section 3.11 Advisory Boards. The board of directors may from time to time form one or more advisory boards, committees or other bodies. Advisory board members may, but are not required

to be, members of the board of directors. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the board of directors. An advisory board may provide such advice, service and assistance to the corporation, and carry out such duties and responsibilities for the corporation as may be specified by the board of directors; except that, such advisory board may not exercise any power or authority reserved to the board of directors by the Act, the articles of incorporation or these bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the board of directors or the president of the corporation.

Section 3.12 Meetings by Telephone. Members of the board of directors or any committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.13 Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the board of directors or any committee thereof may be taken without a meeting if notice is transmitted in writing to each member of the board and each member of the board by the time stated in the notice either: (i) votes for such action; or (ii) (x) votes against such action, abstains in writing from voting, or fails to respond or vote, and (y) fails to demand in writing that the action not be taken without a meeting. Each director or committee member who delivers a writing described in this Section 3.13 (a) to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting or committee of the board by the time stated in the notice. The notice required by this Section 3.13(a) shall state; (i) the action to be taken; (ii) the time by which a director must respond; (iii) that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and (iv) any other matters the corporation determines to include.

(b) Action is taken under this Section 3.13 only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors, then in office were present and voted and the corporation has not received a written demand by a director that such action not be taken without a meeting other than a demand that has been revoked pursuant to Section 3.13(d).

(c) No action taken pursuant to this Section 3.13 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 3.13(a), signed by not less than that number of directors specified in Section 3.13(b) and not revoked pursuant to Section 3.13(d) are received by the corporation. Any such writing may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 3.13 shall be effective when the last writing necessary to effect the action is received by the corporation unless the writings describing the action taken set forth a different effective date.

(d) Any director who has signed a writing pursuant to this Section 3.13 may revoke such writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect thereto is revoked, if such writing is received by the corporation before the last writing necessary to effect the action is received by the corporation.

(e) Action taken pursuant to this Section 3.13 has the same effect as action taken at a meeting of directors and may be described as such in any document.

(f) All signed written instruments necessary for any action taken pursuant to this Section 3.13 shall be filed with the minutes of the meetings of the board of directors.

ARTICLE IV

Officers and Agents

Section 4.1 Designation and Qualifications. The officers of the corporation shall be a president, one or more vice-presidents, a secretary and a treasurer. The board of directors may also elect

or appoint such other officers, assistant officers and agents, an executive director, a controller, assistant secretaries and assistant treasurers, as they may consider necessary. One person may hold any two offices.

Section 4.2 Election and Term of Office. The elected officers of the corporation shall be elected by the board of directors at each regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal.

Section 4.3 Compensation. The compensation of the officers shall be as determined from time to time by the board of directors, and no officer shall be prevented from receiving a salary by reason of the fact that he or she is also a director of the corporation. However, during any period in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 4.4 Removal. Any officer or agent may be removed by the board of directors for any or no reason, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 4.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect at the time specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

Section 4.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

(a) President. The president shall, subject to the direction and supervision of the board of directors, (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) unless there is a chairman of the board, preside at all meetings of the board of directors; (iii) see that all orders and resolutions of the board of directors are carried into effect; and (iv) perform all other duties incident to the office of president and as from time to time may be assigned to him or her by the board of directors.

(b) Vice-Presidents. The vice-president or vice-presidents shall assist the president and shall perform such duties as may be assigned to them by the president or by the board of directors. The vice-president (or if there is more than one then the vice-president designated by the board of directors, or if there be no such designation then the vice-presidents in order of their election) shall, at the request of the president, or in his or her absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president.

(c) Secretary. The secretary shall: (i) keep the minutes of the proceedings of the board of directors and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(d) Treasurer. The treasurer shall: (i) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal

property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquaintances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations; (iv) upon request of the board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the officer of treasurer and such other duties as from time to time may be assigned to him or her by the board of directors or the president. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by the treasurer.

Section 4.7 Surety Bonds. The board of directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of his or her duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

ARTICLE V.

FIDUCIARY MATTERS

Section 5.1 Indemnification.

(a) Scope of Indemnification. Subject to Sections 5.2(c), 5.3, 5.4, 5.7 and 5.8 below, the corporation shall indemnify each director, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 5.1. The corporation shall have the right, but shall not be obligated, to

indemnify any agent of the corporation not otherwise covered by this Section 5.1 to the fullest extent permissible under the laws of the State of Colorado.

(b) Savings Clause: Limitation. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 5.2 General Standard of Conduct for Directors and Officers.

(a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the corporation.

(b) Reliance on Information, Reports, Etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if

the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this section 5.2(b) unwarranted.

(c) Liability to Corporation. A director or officer shall not be liable as such to the corporation for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 5.2. Nothing in these bylaws shall diminish the provisions of Section 13-21-115.7, Colorado Revised Statutes (concerning liability of uncompensated directors except for wanton and willful acts or omissions), any amendment or successor provision to such Section, or any other law limiting or eliminating liabilities.

(d) Director Not Deemed to Be a Trustee. A director, regardless of title, shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 5.3. Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 5.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 5.4. Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, bylaw (including without limitation any other or further Section or provision of this Article), vote of the disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 5.5 Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred on or after the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a director, officer, employee or agent of the corporation and shall inure to the benefit of the heirs and personal representative of such indemnified party. The repeal or amendment of this Article or of any Section or provision hereof which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 5.6 Insurance. By action of the board of directors, notwithstanding any interest of the directors in such action, the corporation may, subject to Section 5.8, purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him or her and incurred by him or her in his or her capacity of or arising out of his or her status as an agent of the corporation, whether or not the corporation would have the power to indemnify him or her against such liability under applicable provisions of law. The corporation may also purchase and maintain insurance, in such amounts as the board may deem appropriate, to insure the corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 5.7 Right to Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as to the board of directors may appear appropriate in each specific case and circumstances, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel mutually agreeable to the person to be indemnified and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement

of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assume such rights of subrogation to the corporation.

Section 5.8 Limitation on Indemnification. Notwithstanding any other provisions of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent which would jeopardize or be inconsistent with qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

Section 5.9 Conflicts of Interest

(a) Definition. A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has "an interest adverse to the corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, directors and officers of the corporation. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director or officer has a financial interest. "An interest adverse to the corporation" includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interest may be impaired by the best interest of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.

(b) Disclosure. If a responsible person is aware that the corporation is about to enter into any transaction or make any decision involving a conflict of interest (a "conflicting interest transaction"), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person's knowledge that bear on the advisability of the corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

(c) Approval of Conflicting Interest Transactions. The corporation may enter into a conflicting interest transaction provided either:

(i) The material facts as to the responsible person's relationship or interest as to the conflicting interest transaction are disclosed or are known to the board of directors or to a committee of the board of directors that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the board or committee, even though the disinterested directors are less than a quorum; or

(ii) The conflicting interest transaction is fair as to the corporation.

Notwithstanding anything to the contrary in this Section 5.9, the corporation shall not enter into any transaction that violates the articles of incorporation or these bylaws of the corporation as in effect at the time of such transaction or other action.

Section 5.10. Liability of Directors for Unlawful Distributions.

(a) Liability to Corporation. A director who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the articles of incorporation if it is established that the director did not

perform the director's duties in compliance with the general standards of conduct for directors set forth in Section 5.2.

(b) Contribution. A director who is liable under Section 5.10(a) for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under Section 5.10(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the articles of incorporation.

Section 5.11 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

ARTICLE VI.

Miscellaneous

Section 6.1 Account Books, Minutes, Etc. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees. All books and records of the corporation may be inspected by any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time.

Section 6.2 Fiscal Year. The fiscal year of the corporation shall be as established by the board of directors.

Section 6.3 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other

disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 6.4 Designated Contributions. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designation generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the corporation shall retain complete control over all donated funds (including designated contributions) and shall exercise unlimited discretion as to their use so as to insure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 6.5 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1954, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 6.6 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the board of directors.

Section 6.7 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

(END)