

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation THE HERBERT & JUDY PAIGE FAMILY FOUNDATION		A Employer identification number 26-0480425	
Number and street (or P O box number if mail is not delivered to street address) C/O ANDREA JUSTICE 4 GARDEN CTR 200		Room/suite	B Telephone number (see instructions) (303) 469-7367
City or town, state or province, country, and ZIP or foreign postal code BROOMFIELD, CO 80020		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,565,851		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,500			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,258	5,258		
	4 Dividends and interest from securities	116,317	116,317		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-200,284			
	b Gross sales price for all assets on line 6a 5,701,609				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-331	110		
	12 Total. Add lines 1 through 11	-76,540	121,685		
	13 Compensation of officers, directors, trustees, etc	84,000	8,400		75,600
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	6,426	643		5,783
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,768	5,768		
	c Other professional fees (attach schedule)	40,569	38,398		2,171
	17 Interest	3,541	3,541		
	18 Taxes (attach schedule) (see instructions)	644	644		
	19 Depreciation (attach schedule) and depletion	256	256		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,759	3,551		208
	24 Total operating and administrative expenses. Add lines 13 through 23	144,963	61,201		83,762
	25 Contributions, gifts, grants paid	192,859			192,859
	26 Total expenses and disbursements. Add lines 24 and 25	337,822	61,201		276,621
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-414,362			
	b Net investment income (if negative, enter -0-)		60,484		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	349,808	515,456	515,456
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,992,954	5,242,281	5,484,011
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 1,602 Less accumulated depreciation (attach schedule) ▶ _____ 1,218	641	384	384
15	Other assets (describe ▶ _____)	80,000	566,000	566,000	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	6,423,403	6,324,121	6,565,851	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	80,918	395,459	
	23	Total liabilities (add lines 17 through 22)	80,918	395,459	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	6,342,485	5,928,662	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	6,342,485	5,928,662		
31	Total liabilities and net assets/fund balances (see instructions) .	6,423,403	6,324,121		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,342,485
2	Enter amount from Part I, line 27a	2	-414,362
3	Other increases not included in line 2 (itemize) ▶ _____	3	833
4	Add lines 1, 2, and 3	4	5,928,956
5	Decreases not included in line 2 (itemize) ▶ _____	5	294
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	5,928,662

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)
1 a ST SALES - SEE ATTACHED	P	2016-06-30	2016-12-31
b LT SALES - SEE ATTACHED	P	2015-12-31	2016-12-31
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 4,630,632		4,879,141	-248,509
b 1,051,503		1,022,752	28,751
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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			-248,509
b			28,751
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-200,284
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	324,812	6,264,810	0 051847
2014	216,779	6,152,084	0 035237
2013	2,116,441	3,828,938	0 552749
2012	194,430	2,320,639	0 083783
2011	50,450	510,210	0 098881

2 Total of line 1, column (d)	2	0 822497
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 164499
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	5,845,001
5 Multiply line 4 by line 3	5	961,497
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	605
7 Add lines 5 and 6	7	962,102
8 Enter qualifying distributions from Part XII, line 4	8	762,621

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	1,210
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	1,210
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,210
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	6,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	6,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ▶	10	4,790
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 1,600 Refunded ▶	11	3,190

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>HTTP //PAIGEFDN.ORG/</u>	13	Yes	
14	The books are in care of ▶ <u>THE ORGANIZATION</u> Telephone no ▶ <u>(303) 469-7367</u>			

Located at **▶** 4 GARDEN CTR SUITE 200 BROOMFIELD CO ZIP+4 **▶** 80020

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 ▶ <u>15</u>			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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 2016? ☐	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		☐	5b	
Organizations relying on a current notice regarding disaster assistance check here.		☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		☐ Yes ☒ No	6b	No
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		☐ Yes ☒ No	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
TIMOTHY J SCHAFER SCHAFFER THOMAS MAEZ PC 4 GARDEN CTR SUITE 200 BROOMFIELD, CO 80020	DIRECTOR 2 00	36,000	0	0
ANDREA JUSTICE SHAEFER THOMAS MAEZ PC 4 GARDEN CTR SUITE 200 BROOMFIELD, CO 80020	EXEC DIR 40 00	48,000	0	0
DAN RICH SCHAFFER THOMAS MAEZ PC 4 GARDEN CTR SUITE 200 BROOMFIELD, CO 80020	DIRECTOR 1 00	0	0	0
AMIR HODA SCHAFFER THOMAS MAEZ PC 4 GARDEN CTR SUITE 200 BROOMFIELD, CO 80020	DIRECTOR 1 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000.				

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 LOW INTEREST LOAN TO TRU COMMUNITY CARE A 501(C)(3) ORGANIZATION THAT PROVIDES HOSPICE CARE, HOME HEALTH AND GRIEF SUPPORT	486,000
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ►	486,000

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	5,298,528
b	Average of monthly cash balances.	1b	635,483
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,934,011
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	5,934,011
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	89,010
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,845,001
6	Minimum investment return. Enter 5% of line 5.	6	292,250

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	292,250
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,210
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,210
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	291,040
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	291,040
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	291,040

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	276,621
b	Program-related investments—total from Part IX-B.	1b	486,000
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	762,621
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	762,621

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				291,040
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				29,003
c From 2013.				1,926,339
d From 2014.				
e From 2015.				17,533
f Total of lines 3a through e.	1,972,875			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 762,621				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				291,040
e Remaining amount distributed out of corpus	471,581			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,444,456			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	2,444,456			
10 Analysis of line 9				
a Excess from 2012.				29,003
b Excess from 2013.				1,926,339
c Excess from 2014.				
d Excess from 2015.				17,533
e Excess from 2016.				471,581

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling.

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

		Prior 3 years				(e) Total
Tax year		(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or email address of the person to whom applications should be addressed
-
- b The form in which applications should be submitted and information and materials they should include
-
- c Any submission deadlines

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

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	192,859
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

13 Total. Add line 12, columns (b), (d), and (e). **13** -79,040
(See worksheet in line 13 instructions to verify calculations)

Form **990-PF** (2016)

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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

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

Print/Type preparer's name LORI B BAUER CPA	Preparer's Signature	Date 2017-04-24	Check if self-employed ☐	PTIN P01260252
Firm's name ▶ JDS PROFESSIONAL GROUP				Firm's EIN ▶ 20-8019714
Firm's address ▶ 10303 E DRY CREEK RD STE 400 ENGLEWOOD, CO 80112				Phone no (303) 771-0123

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CO SCHOOL OF MINES FOUNDATION INC PO BOX 4005 GOLDEN, CO 80402	NONE	PC	SCHOLARSHIP	4,836
CCAC EDUCATION FOUNDATION 808 RIDGE AVE SUITE 103 PITTSBURGH, PA 15212	NONE	PC	SCHOLARSHIP	5,287
CAMPANILE FOUNDATION 5500 CAMPINILE DR SAN DIEGO, CA 92182	NONE	PC	SCHOLARSHIPS	4,541
SAN DIEGO COLLEGE 1475 SIXTH AVE SAN DIEGO, CA 92101	NONE	PC	SCHOLARSHIPS	2,220
CCD 800 CURTIS ST DENVER, CO 80204	NONE	PC	SCHOLARSHIPS	27,345
PROJECT ANGEL HEART 4950 WASHINGTON ST DENVER, CO 80216	NONE	PC	CONTRIBUTION	8,750
VOLUNTEERS OF AMERICA 2660 LARIMER ST DENVER, CO 80205	NONE	PC	CONTRIBUTION	8,750
TLC MEALS ON WHEELS 7300 S CLERMONT DR CENTENNIAL, CO 80122	NONE	PC	CONTRIBUTION	8,750
LONGMONT MEALS ON WHEELS 910 LONGS PEAK AVE LONGMONT, CO 80501	NONE	PC	CONTRIBUTION	8,750
RED ROCKS COMMUNITY COLL FDTN 13300 W 6TH AVE LAKEWOOD, CO 80228	NONE	PC	SCHOLARSHIPS	1,739
ACE SCHOLARSHIPS 1201 E COLFAX AVE 302 DENVER, CO 80218	NONE	PC	SCHOLARSHIPS	50,000
I HAVE A DREAM BOULDER 5390 MANHATTAN CR 200 BOULDER, CO 80303	NONE	PC	SCHOLARSHIP	12,500
CSU 1062 CAMPUS DELIVERY FORT COLLINS, CO 80523	NONE	PC	SCHOLARSHIPS	5,037
METRO STATE UNIVERSITY 890 AURARIA PKWY 410 DENVER, CO 80204	NONE	PC	SCHOLARSHIPS	1,643
UNIVERSITY OF COLORADO CAMPUS BOX 77 UCB BOULDER, CO 80309	NONE	PC	SCHOLARSHIPS	2,711
Total ► 3a				192,859

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TRU COMMUNITY 2594 TRAILRIDGE DR E LAFAYETTE, CO 80026	NONE	PC	CONTRIBUTION	40,000
Total 				192,859
3a				

TY 2016 Accounting Fees Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	5,768	5,768		

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

TY 2016 Depreciation Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAPTOP COMPUTER	2015-01-31	1,602	961	200DB	5 0000	256	256		

TY 2016 Investments Corporate Stock Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
 FOUNDATION
EIN: 26-0480425

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACE LTD		
MYLAN N V SHS EURO		
ABBVIE INC COM	7,981	8,892
AETNA INC	2,940	8,805
AIR LEASE CORP	4,966	5,870
AKORN INC		
ALPHABET INC CAP STK	7,702	11,094
AMAZON.COM INC.	6,955	8,998
APPLE INC	5,985	9,730
ASTON/DBLLINE CORE PLUS FIXED		
ASTON/LAKE PARTNERS LASSO ALTERNATIV		
ATWOOD OCEANICS INC		
AQR MANAGED FUTURES FUND CL N	77,148	71,490
BAXALTA INC COM		
BAXTER INTERNATIONAL INC		
BLACKSTONE GROUP LP		
BROADCOM CORPORATION	543	707
CARNIVAL CORP PAIRED	3,931	4,425
CISCO SYS INC COM	7,944	7,827
CORNING INC	4,917	8,956
CVS HEALTH CORP COM	7,774	6,155
DELTA AIR LINES INC	7,957	9,002
DEUSCHE STRATEGIC GOVNT SEC		
EATON CORP PLC COM	5,889	6,239
ENERGY TRANSFER PARTNERS LP UT LTD		
EXXON MOBIL CORP	8,124	7,943
FIDELITY ADVISOR REAL ESTATE INC	89,465	89,263
GATEWAY FUND CLASS A	76,110	79,985
GUGGENHEIM S&P MIDCAP 400 PURE GROWT		
HALLIBURTON COMPANY	5,035	8,654

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HOST HOTELS & RESORTS INC	4,856	5,068
ILLINOIS TOOL WORKS	3,686	8,082
INTEL CORP	6,493	8,705
ISHARES CORE S&P 500 ETF	147,022	167,393
ISHARES RUSSELL 1000 GROWTH ETF	176,276	193,588
ISHARES RUSSELL 2000 GROWTH ETF	277,981	319,887
ISHARES TR US PFD STK ETF		
JOHNSON & JOHNSON	7,660	13,825
JP MORGAN CHASE & CO	5,229	12,426
JP MORGAN MULIT MNGR ALTERNATIVES		
LABORATORY CORP AMER HLDGS	7,997	8,473
LAM RESEARCH CORP	7,669	10,573
LITMAN GREGORY MSTRS ALT STRAT	80,152	81,488
LOOMIS SAYLES CORE PLUS	271,366	280,740
LYONDELLBASELL INDUSTRIES	5,695	6,090
MADDEN STEVEN LTD		
METROPOLITAN WEST LOW DURATION	370,087	353,274
MICRON TECHNOLOGY	4,969	7,672
MYLAN INC	7,559	4,998
NORDSTROM INC COM	8,897	5,847
OAKMARK INTERNATIONAL FUND	181,878	171,177
PACCAR INC	7,770	7,924
PEPSICO INC	5,571	8,683
PJT PARTNERS INC COM	160	216
POWERSHARES EXCHANGE TRADED FD TR		
PPL CORPORATION	8,344	10,010
PROCTER GAMBLE CO	7,341	9,669
RAYTHEON CO		
SCOUT MID CAP	301,182	321,223
SPDR SERIES TRUST S&P AEROSPACE	8,211	8,048

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPDR SER TR S&P HOMEBUILDERS ETF		
SPDR SER TR S&P INS	8,160	8,129
SELECT SECTOR SPDR TR HEALTH CARE		
SELECT SECTOR SPDR TR CONSUMER		
SECTOR SPDR TR SHS BEN INT CONSUMER	127,985	127,554
SECTOR SPDR TR SHS BEN INT TECH	71,304	74,053
TALEN ENERGY CORP COM		
TEMPLETON GLOBAL TOTAL RETURN CL A	126,994	116,259
THERMO FISHER SCIENTIFIC INC	7,554	7,902
UNDISCOVERED MANAGER BEHAVIORAL		
UNITED PARCEL SERVICE	6,850	10,318
VANGUARD SCOTTSDALE FDS ST CORP		
VANGUARD BD INDEX FD INC INTERMED	260,950	256,437
VANGUARD SECTOR INDEX FDS	144,106	163,966
VANGUARD INDEX FDS SMALL CAP		
WALT DISNEY HOLDINGS CO	2,987	6,879
WASATCH EMERGING MARKETS SMALL CAP		
WELLS FARGO & CO	7,765	7,826
DUKE ENERGY CORP NEW	19,520	19,560
AMG MANAGERS DOUBLE CORE PLUS	270,025	269,599
ALPS ETF TR ALERIAN MLP	11,854	11,781
CAMDEN PPTY TR SH BEN INT	17,286	18,916
CAPITAL ONE FINANCIAL	9,693	8,390
CATALYST MILLBURN HEDGE	85,322	83,817
CITIGROUP INC.	15,076	14,812
DIGITAL RLTY TR	17,204	16,579
DOW CHEMICAL CO	5,613	5,722
FIDELITY DIVIDEDN ETF FOR RISING	7,429	7,338
FIFTH THIRD BANCORP	5,988	7,929
GOLDMAN SACHS GROUP	11,134	11,412

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES EDGE MSCI USA MOMENTUM	180,254	185,933
ISHARES TR GLB INFRASTR ETF	11,368	11,126
ISHARES NASDAQ BIOTECH	5,501	5,042
ISHARES NORTH AMERICAN TECH	8,216	7,946
ISHARES 7-10 YR TREAS BOND	230,319	221,694
JP MORGAN SMALL CAP EQUITY	251,279	319,602
JP MORGAN CHASE & CO PFD	17,260	17,042
MORGAN STANLEY	16,905	16,725
NEXTERRA ENERGY	17,435	16,375
NUVEEN QUALITY PFD INCOME FD	17,018	17,475
PFIZER INC	14,808	16,565
PUBLIC STORAGE	17,321	15,973
RENAISSANCERE HOLDINGS	17,532	15,563
SCE TR II	17,262	15,335
SCHWAB STRATEGIC TR US DIV EQUI	181,524	197,372
SECTOR SPDR TR SHS BEN INT FIN	63,603	75,237
SECTOR SPDR TR SHS BEN INT INDUST	133,780	150,510
SHIRE PLC SPONSORED ADR	2,851	2,556
SIERRA STRATEGIC INCOME	79,831	78,344
SOUTHERN CO	19,348	19,037
STARBUCKS CORP	5,643	5,163
UNDER ARMOUR INC.	6,008	4,125
US BANCORP	17,381	16,247
VANGUARD INTL EQUITY INDEX FDS	5,694	5,849
VANGUARD INDEX FDS LARGE CAP	202,366	199,417
VANGUARD INDEX FDS VANGUARD REIT	178,681	177,192
VERIZON COMMUNICATIONS	19,419	20,391
WELLS FARGO & CO NEW DEP	17,458	15,883

**TY 2016 Land, Etc.
Schedule**

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	1,602	1,218	384	384

TY 2016 Other Assets Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
NOTE REC-TRU CARE COMM - PRI	80,000	566,000	566,000

TY 2016 Other Decreases Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Description	Amount
BOOK /TAX DIFFERENCE	294

TY 2016 Other Expenses Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INSURANCE - LIABILITY	2,244	2,244		
SUPPLIES	1,261	1,261		
BLACKSTONE ROYALTY EXP	1	1		
BLACKSTONE OTHER EXPENSES	11	11		
BANK CHARGES	42			42
ETP EXPENSES	19	19		
ETP 1231 LOSSES	15	15		
BUSINESS REGISTRATION FEES	166			166

TY 2016 Other Income Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BLACKSTONE K-1 1231 GAIN	32	32	
BLACKSTONE K-1 OTHER INCOME	77	77	
BLACKSTONE K-1	1	1	
ETP K-1	-456		
BLACKSTONE GROUP LP	15		

TY 2016 Other Increases Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Description	Amount
RETURN OF CAPITAL	833

TY 2016 Other Liabilities Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Description	Beginning of Year - Book Value	End of Year - Book Value
NOTE PAYBLE-FIDELITY	80,918	395,459

TY 2016 Other Professional Fees Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATION				
INVESTMENT ADVISOR FEES	38,398	38,398		
PAYROLL SERVICE				
LOGO, WEB DESIGN	1,750			1,750
OTHER	421			421

TY 2016 Taxes Schedule

Name: THE HERBERT & JUDY PAIGE FAMILY
FOUNDATION

EIN: 26-0480425

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	644	644		
FEDERAL TAXES EXCISE PAID- PY				
FEDERAL EXCISE TAX ESTIMATES				
FEDERAL EXCISE TAX EXT PY				