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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation PEMA FOUNDATION INC		A Employer identification number 30-0202608	
Number and street (or P O box number if mail is not delivered to street address) 770 HIGH STREET		B Telephone number (see instructions) (303) 694-2190	
City or town, state or province, country, and ZIP or foreign postal code DENVER, CO 80218		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) \$ 16,393,393	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	3,214,882			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	211,997	211,997		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,013			
	b Gross sales price for all assets on line 6a	1,270,843			
	7 Capital gain net income (from Part IV, line 2)		9,013		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	3,435,892	221,010			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,995	2,498		2,497
	c Other professional fees (attach schedule)	64,508	64,508		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	62	62		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	344,485	229		229
	24 Total operating and administrative expenses. Add lines 13 through 23	414,050	67,297		2,726
	25 Contributions, gifts, grants paid	1,109,083			1,109,083
26 Total expenses and disbursements. Add lines 24 and 25	1,523,133	67,297		1,111,809	
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,912,759			
	b Net investment income (if negative, enter -0-)		153,713		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

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	2,365,603	3,380,392	3,380,392
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ <u>2,000</u>			
		Less allowance for doubtful accounts ▶ _____	219	2,000	2,000
	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)	7,734,888	8,770,305	12,541,764
	c	Investments—corporate bonds (attach schedule)			
	Liabilities	11	Investments—land, buildings, and equipment basis ▶ _____		
		Less accumulated depreciation (attach schedule) ▶ _____			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)	252,693	608,865	469,237
14		Land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
15		Other assets (describe ▶ _____)	500,000	0	0
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,853,403	12,761,562	16,393,393
17		Accounts payable and accrued expenses	7,850	3,250	
18		Grants payable.			
Net Assets or Fund Balances	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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	7,850	3,250	
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	3,845,434	3,845,434		
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
29	Retained earnings, accumulated income, endowment, or other funds	7,000,119	8,912,878		
30	Total net assets or fund balances (see instructions)	10,845,553	12,758,312		
31	Total liabilities and net assets/fund balances (see instructions) .	10,853,403	12,761,562		

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	10,845,553
2	Enter amount from Part I, line 27a	2	1,912,759
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	12,758,312
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	12,758,312

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 AMG NATIONAL TRUST-PUBLICLY TRADED SECURITIES SHORT TERM	P		
b AMG NATIONAL TRUST-PUBLICLY TRADED SECURITIES LONG TERM	P		
c CAPITAL GAINS DIVIDENDS	P		
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 2,955		2,492	464
b 1,244,715		1,259,339	-14,624
c 23,173			23,173
d			
e			

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			464
b			-14,624
c			23,173
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	9,013
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	749,657	9,677,505	0 077464
2014	1,325,697	6,553,240	0 202296
2013	1,519,267	4,618,466	0 328955
2012	1,005,054	4,223,828	0 237949
2011	283,385	3,970,147	0 071379
2 Total of line 1, column (d)			2 0 918043
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 183609
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 13,859,818
5 Multiply line 4 by line 3			5 2,544,787
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,537
7 Add lines 5 and 6			7 2,546,324
8 Enter qualifying distributions from Part XII, line 4			8 1,111,809

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	3,074
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	3,074
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,074
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	18,599
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	18,599
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	15,525
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 15,525 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>AMG NATIONAL TRUST BANK</u> Telephone no ► <u>(303) 694-2190</u>			

Located at ► 6295 GREENWOOD PLAZA BLVD GREENWOOD VILLAGE CO ZIP+4 ► 801114908

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	☐		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
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?	16	Yes	No
	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 ►			

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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		No
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 ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	5b		
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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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 <i>If "Yes" to 6b, file Form 8870</i>	6b		No
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
PETER H COORS 770 HIGH STREET DENVER, CO 80218	DIRECTOR 0 50	0	0	0
MARILYN E COORS 770 HIGH STREET DENVER, CO 80218	DIRECTOR 0 50	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.				0

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

3 Five highest-paid independent contractors for professional services (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.		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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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	11,184,084
b	Average of monthly cash balances.	1b	2,324,237
c	Fair market value of all other assets (see instructions).	1c	562,560
d	Total (add lines 1a, b, and c).	1d	14,070,881
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	14,070,881
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	211,063
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,859,818
6	Minimum investment return. Enter 5% of line 5.	6	692,991

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	692,991
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	3,074
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,074
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	689,917
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	689,917
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	689,917

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,111,809
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	1,111,809
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,111,809

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				689,917
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				88,088
b From 2012.				798,051
c From 2013.				1,289,946
d From 2014.				1,038,119
e From 2015.				267,811
f Total of lines 3a through e.	3,482,015			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ <u>1,111,809</u>				
a Applied to 2015, 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 2016 distributable amount.				689,917
e Remaining amount distributed out of corpus	421,892			
5 Excess distributions carryover applied to 2016 (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	3,903,907			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
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).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	88,088			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	3,815,819			
10 Analysis of line 9				
a Excess from 2012.				798,051
b Excess from 2013.				1,289,946
c Excess from 2014.				1,038,119
d Excess from 2015.				267,811
e Excess from 2016.				421,892

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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	1,109,083
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	211,997	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	9,013	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). . .		0		221,010	0
13 Total. Add line 12, columns (b), (d), and (e).			13		221,010

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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 MARY KAYE JOHNSTON CPA	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00359771
Firm's name ▶ AMG NATIONAL TRUST BANK				Firm's EIN ▶ 84-1595367
Firm's address ▶ 6295 GREENWOOD PLAZA BLVD GREENWOOD VILLAGE, CO 801114908				Phone no (303) 694-2190

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

PETER H COORS
MARILYN E COORS

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>				
ACE SCHOLARSHIPS 1201 E COLFAX AVE DENVER, CO 80218	NONE	EXEMPT	EDUCATION	10,000
AIR FORCE ACADEMY FOUNDATION 10 LAKE CIRCLE COLORADO SPRINGS, CO 80906	NONE	EXEMPT	EDUCATION	500
ALZHEIMER'S ASSOCIATION 455 N SHERMAN ST STE 500 DENVER, CO 80203	NONE	EXEMPT	MEDICAL	1,250
AMERICAN ENTERPRISE INSTITUTE 1150 17TH ST NW WASHINGTON, DC 20036	NONE	EXEMPT	COMMUNITY SERVICE	100,000
AMERICAN RED CROSS 444 N SHERMAN ST DENVER, CO 80203	NONE	EXEMPT	COMMUNITY SERVICE	5,000
Total ► 3a				1,109,083

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>				
ARCHDIOCESE OF DENVER 1300 S STEELE ST DENVER, CO 80210	NONE	EXEMPT	RELIGIOUS	75,000
ARRUPE JESUIT HIGH SCHOOL 4343 UTICA STREET DENVER, CO 80212	NONE	EXEMPT	EDUCATION	50,000
AUDUBON CONNECTICUT 613 RIVERSVILLE ROAD GREENWICH, CT 06831	NONE	EXEMPT	COMMUNITY SERVICE	1,000
AUGUSTINE INSTITUTE 6160 S SYRACUSE WAY SUITE 310 GREENWOOD VILLAGE, CO 80111	NONE	EXEMPT	RELIGIOUS	50,000
BELLA 180 E HAMPTON AVE STE 100 ENGLEWOOD, CO 80113	NONE	EXEMPT	MEDICAL	1,000
Total ▶ 3a				1,109,083

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>				
BOY SCOUTS OF AMERICA-DENVER AREA COUNCIL 10455 W 6TH AVE LAKEWOOD, CO 80215	NONE	EXEMPT	COMMUNITY SERVICE	63,000
CANCER LEAGUE OF COLORADO 7731 S URAVAN CT AURORA, CO 80016	NONE	EXEMPT	MEDICAL	5,000
CASTLE PINES SCHOLARSHIP FOUNDATION 100 HUMMINGBIRD DR CASTLE ROCK, CO 801089003	NONE	EXEMPT	EDUCATIONAL	200
CATHOLIC CHARITIES 4045 PECOS STREET DENVER, CO 80211	NONE	EXEMPT	COMMUNITY SERVICE	10,000
CATHOLIC RADIO NETWORK 1576 W 1ST STREET LOVELAND, CO 80537	NONE	EXEMPT	RELIGIOUS	5,000
Total ► 3a				1,109,083

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>				
CENTENNIAL INSTITUTE 8787 W ALAMEDA AVENUE LAKEWOOD, CO 80226	NONE	EXEMPT	EDUCATION	30,000
COLORADO AGRICULTURAL LEADERSHIP FOUNDATION 2330 S I-25 CASTLE ROCK, CO 80104	NONE	EXEMPT	COMMUNITY SERVICE	500
COLORADO DOMINICAN VOCATION FOUNDATION 3005 W 29TH AVENUE DENVER, CO 80211	NONE	EXEMPT	RELIGIOUS	10,000
CORNELL UNIVERSITY 410 THURSTON AVE ITHACA, NY 14853	NONE	EXEMPT	EDUCATION	5,000
CYSTIC FIBROSIS FOUNDATION 400 S COLORADO BLVD STE 840 DENVER, CO 80246	NONE	EXEMPT	COMMUNITY SERVICE	500
Total ► 3a				1,109,083

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DENVER ART MUSEUM 100 W 14TH AVE PKWY DENVER, CO 802042788	NONE	EXEMPT	COMMUNITY SERVICE	5,000
DENVER POLICE FOUNDATION 1700 LINCOLN STREET STE 4100 DENVER, CO 80203	NONE	EXEMPT	COMMUNITY SERVICE	20,000
DENVER RESCUE MISSION PO BOX 5206 DENVER, CO 80217	NONE	EXEMPT	COMMUNITY SERVICE	2,000
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 381202351	NONE	EXEMPT	COMMUNITY SERVICE	1,933
FINE ARTS FOUNDATION PO BOX 3049 ENGLEWOOD, CO 801553049	NONE	EXEMPT	COMMUNITY SERVICE	1,000
Total ▶ 3a				1,109,083

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>				
GLOBAL DOWN SYNDROME FOUNDATION 3300 E FIRST AVENUE STE 390 DENVER, CO 80206	NONE	EXEMPT	MEDICAL	2,500
GOLDEN BACKPACK PROGRAM INC PO BOX 19056 GOLDEN, CO 80402	NONE	EXEMPT	COMMUNITY SERVICE	500
GOLDEN CIVIC FOUNDATION 1317 WASHINGTON AVE 10 GOLDEN, CO 80401	NONE	EXEMPT	COMMUNITY SERVICE	500
HERITAGE CHRISTIAN SCHOOL 27285 BRANDON CIR STEAMBOAT SPRINGS, CO 80487	NONE	EXEMPT	EDUCATION	2,500
HONOR BELL FOUNDATION PO BOX 12400 DENVER, CO 80212	NONE	EXEMPT	MILITARY SUPPORT	1,000
Total 				1,109,083
3a				

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>				
INDEPENDENCE INSTITUTE 727 E 16TH AVE DENVER, CO 80203	NONE	EXEMPT	COMMUNITY SERVICE	13,500
INSTITUTE FOR HUMANE STUDIES 3434 WASHINGTON BLVD ARLINGTON, VA 22201	NONE	EXEMPT	MEDICAL	10,000
JDRF 1801 LIBBIE AVE STE 106 RICHMOND, VA 23226	NONE	EXEMPT	MEDICAL	500
LABOURE SOCIETY 1365 CORPORATE CENTER CURV STE 104 EAGAN, MN 55121	NONE	EXEMPT	RELIGIOUS	1,000
MARINE CORPS SCHOLARSHIP FOUNDATION 909 N WASHINGTON ST STE 400 ALEXANDRIA, VA 22314	NONE	EXEMPT	MILITARY SUPPORT	1,000
Total ▶ 3a				1,109,083

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>				
MIZEL INSTITUTE 400 S CARNEY STREET DENVER, CO 80224	NONE	EXEMPT	CULTURAL	10,000
NATIONAL CATHOLIC BIOETHICS CENTER 6399 DREXEL ROAD PHILADELPHIA, PA 19151	NONE	EXEMPT	RELIGIOUS	50,000
NATIONAL FLAG FOUNDATION PO BOX 55 WAUBEKA, WI 53021	NONE	EXEMPT	COMMUNITY SERVICE	500
NATIONAL JEWISH HEALTH 1400 JACKSON ST DENVER, CO 802062461	NONE	EXEMPT	MEDICAL	5,000
NATIONAL ROWING FOUNDATION 67 MYSTIC ROAD NORTH STONINGTON, CT 06359	NONE	EXEMPT	COMMUNITY SERVICE	500
Total ► 3a				1,109,083

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>				
NATIONAL WESTERN STOCK SHOW 4655 HUMBOLDT STREET DALLAS, CO 802162818	NONE	EXEMPT	COMMUNITY SERVICE	1,500
NON PROFIT LEADERSHIP ALLIANCE 1801 MAIN STREET STE 200 KANSAS CITY, MO 64108	NONE	EXEMPT	COMMUNITY SERVICE	500
PEYBACK FOUNDATION 6325 GUILFORD AVE INDIANAPOLIS, IN 46220	NONE	EXEMPT	COMMUNITY SERVICE	1,000
PHILIP EXETER ACADEMY 20 MAIN STREET EXETER, NH 03833	NONE	EXEMPT	EDUCATION	10,000
REGIS UNIVERSITY 3333 REGIS BLVD B-16 DENVER, CO 802211099	NONE	EXEMPT	EDUCATION	15,000
Total ▶ 3a				1,109,083

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>				
RELIGIOUS SISTERS OF MERCY 1300 S STEELE ST DENVER, CO 802102526	NONE	EXEMPT	RELIGIOUS	25,000
SOPHIA INSTITUTE BOX 5284 MANCHESTER, NH 03108	NONE	EXEMPT	EDUCATIONAL	20,000
SPHINX HEAD SOCIETY INC 80 BEACON ST BOSTON, MA 021083425	NONE	EXEMPT	COMMUNITY SERVICE	500
ST BALDRICK'S FOUNDATION 1333 S MAYFLOWER AVENUE STE 400 MONROVIA, CA 91016	NONE	EXEMPT	MEDICAL	500
ST JUDE HOSPITAL INC 262 DANNY THOMAS PL MSC 512 MEMPHIS, TN 381053678	NONE	EXEMPT	MEDICAL	13,500
Total ▶ 3a				1,109,083

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>				
TAPS 3033 WILSON BLVD SUITE 630 ARLINGTON, VA 22201	NONE	EXEMPT	COMMUNITY SERVICE	10,000
THE BOYS & GIRLS CLUB OF METRO DENVER 2017 W 9TH AVE DENVER, CO 80204	NONE	EXEMPT	COMMUNITY SERVICE	500
THE CATHOLIC FOUNDATION 3801 E FLORIDA AVENUE STE 909 DENVER, CO 80210	NONE	EXEMPT	RELIGIOUS	200,000
THE CATHOLIC UNIVERSITY OF AMERICA 620 MICHIGAN AVE NE WASHINGTON, DC 20064	NONE	EXEMPT	EDUCATIONAL	10,000
THE CHOSEN AND DEARLY LOVED FOUNDATION 1400 WEWATTA STREET SUITE 900 DENVER, CO 80202	NONE	EXEMPT	COMMUNITY SERVICE	15,000
Total ► 3a				1,109,083

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>				
THE COLORADO GOLF FOUNDATION 5990 GREENWOOD PLAZA BLVD BLDG 2 STE 102 GREENWOOD VILLAGE, CO 80111	NONE	EXEMPT	COMMUNITY SERVICE	500
THE FIRST TEE OF GREEN VALLEY RANCH 20309 E 48TH PL DENVER, CO 80249	NONE	EXEMPT	COMMUNITY SERVICE	500
THE SALVATION ARMY 3900 E ARAPAHOE RD LITTLETON, CO 80122	NONE	EXEMPT	COMMUNITY SERVICE	1,000
THE STEAMBOAT INSTITUTE PO BOX 883037 STEAMBOAT SPRINGS, CO 80488	NONE	EXEMPT	EDUCATIONAL	5,200
THE SWEDE & STELLA JOHNSON ALUMNI ENDOWMENT THE UNIVERSITY OF ARIZONA TUCSON, AZ 85721	NONE	EXEMPT	EDUCATIONAL	1,000
Total ► 3a				1,109,083

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>				
THE WOLF FAMILY FOUNDATION 501 SILVERSIDE ROAD STE 123 WILMINGTON, DE 198091377	NONE	EXEMPT	COMMUNITY SERVICE	5,000
UNIVERSITY OF COLORADO FOUNDATION 1800 N GRANT ST STE 725 DENVER, CO 80203	NONE	EXEMPT	MEDICAL	15,000
US LACROSSE FOUNDATION 113 W UNIVERSITY PARKWAY BALTIMORE, MD 21210	NONE	EXEMPT	COMMUNITY SERVICE	1,000
VOLUNTEERS OF AMERICA 2660 LARIMER STREET DENVER, CO 80205	NONE	EXEMPT	COMMUNITY SERVICE	5,000
WESTERN STOCK SHOW ASSOCIATION 4655 HUMBOLDT STREET DENVER, CO 802162818	NONE	EXEMPT	COMMUNITY SERVICE	200,000
Total ▶ 3a				1,109,083

TY 2016 Accounting Fees Schedule**Name:** PEMA FOUNDATION INC**EIN:** 30-0202608

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2015 TAX PREPARATION & ACCOUNTING FEES	4,995	2,498		2,497

TY 2016 Investments Corporate Stock Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHAMPLAIN SMALL CO FD	154,520	157,031
CAUSEWAY INTERNATIONAL VALUE FUND INST #1271	47,313	46,674
GOLDMAN SACHS FS FEDERAL INST #520	1,298,648	1,298,647
GRAPHIC PACKAGING HOLDING CO	1	368,160
HARBOR MID CAP VALUE FUND #023	48,039	118,010
HARDING LOEVNER EMERGING MKTS	99,378	88,260
ISHARES MSCI EMU	1,173,719	1,099,415
ISHARES MSCI EAFE INDEX FUND	193,821	184,909
ISHARES RUSSELL MIDCAP INDEX	1,393,415	1,656,065
ISHARES RUSSELL 2000 VALUE	634,898	714,435
ISHARES COHEN & STEERS RLTY	331,350	335,388
JENSEN PORTFOLIO	265,320	257,753
MOLSON COORS BREWING CO -B	632,213	2,232,681
OAKMARK INTERNATIONAL FUND (HARRIS)	227,660	227,055
SPDR S&P 500 ETF TRUST	1,445,026	1,711,346
T ROWE PRICE MID-CAP GROWTH #64	227,784	273,209
US BANKCORP DEL COM NEW	1	1,130,140
VANGUARD ENERG FUND	300,119	304,747
WEITZ VALUE FUND	177,880	219,430
WILLIAM BLAIR INTL GROWTH-I	119,200	118,409

TY 2016 Investments - Other Schedule**Name:** PEMA FOUNDATION INC**EIN:** 30-0202608

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ANCHORAGE VENTURE FUND V LLLP	AT COST	26,863	34,069
ECA MARCELLUS TRUST I	AT COST	206,819	59,985
7899 LEXINGTON LLC	AT COST	375,183	375,183

TY 2016 Other Assets Schedule

Name: PEMA FOUNDATION INC

EIN: 30-0202608

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ESCROWED FUNDS FOR 7899 LEXINGTON LLC INVESTMENT	500,000	0	0

TY 2016 Other Expenses Schedule**Name:** PEMA FOUNDATION INC**EIN:** 30-0202608**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DELAWARE ANNUAL FEE	296	148		148
BANK CHARGES	162	81		81
NET LOSS FROM PARTNERSHIP INVESTMENTS	344,027	0		0

TY 2016 Other Professional Fees Schedule**Name:** PEMA FOUNDATION INC**EIN:** 30-0202608

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	64,508	64,508		0

TY 2016 Taxes Schedule**Name:** PEMA FOUNDATION INC**EIN:** 30-0202608

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	62	62		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization PEMA FOUNDATION INC	Employer identification number 30-0202608

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization PEMA FOUNDATION INC	Employer identification number 30-0202608
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Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HOLLAND H COORS CHARITABLE TRUST TWO 6295 GREENWOOD PLAZA BLVD GREENWOOD VILLAGE, CO80111	\$ 280,963	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	PETER H AND MARILYN E COORS 770 HIGH STREET DENVER, CO80218	\$ 2,933,919	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

30-0202608

Part II	Noncash Property
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[illegible]

Name of organization
PEMA FOUNDATION INC

Employer identification number

30-0202608

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	