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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	2,453,090	3,870,666	3,871,049		
	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	11,442	30,936	30,936		
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	6,470,079	6,068,164	7,100,871		
	c	Investments—corporate bonds (attach schedule)	1,513,258	1,513,258	1,473,632		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	2,513,829	2,513,829	4,200,521		
	14	Land, buildings, and equipment basis ▶ _____ 79,450 Less accumulated depreciation (attach schedule) ▶ 79,450					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	12,961,698	13,996,853	16,677,009			
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 ▶ _____)					
	23	Total liabilities (add lines 17 through 22)		0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	39,000,305	39,214,610			
	29	Retained earnings, accumulated income, endowment, or other funds	-26,038,607	-25,217,757			
	30	Total net assets or fund balances (see instructions)	12,961,698	13,996,853			
31	Total liabilities and net assets/fund balances (see instructions) .	12,961,698	13,996,853				

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	12,961,698
2	Enter amount from Part I, line 27a	2	583,607
3	Other increases not included in line 2 (itemize) ▶ _____	3	451,548
4	Add lines 1, 2, and 3	4	13,996,853
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	13,996,853

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 Class Action Lawsuit	P	2010-01-01	2016-07-01
b			
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 1,183			1,183
b			
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			1,183
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,183
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	492,886	14,554,414	0 03387
2014	14,561,399	15,745,610	0 92479
2013	2,855,405	26,982,829	0 10582
2012	1,527,556	25,549,225	0 05979
2011	1,454,152	24,494,443	0 05937

2 Total of line 1, column (d)	2	1 183635
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 236727
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	15,815,888
5 Multiply line 4 by line 3	5	3,744,048
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,909
7 Add lines 5 and 6	7	3,755,957
8 Enter qualifying distributions from Part XII, line 4	8	576,240

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	23,817
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	23,817
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	23,817
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	30,936
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	30,936
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ▶	10	7,119
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 7,119 Refunded ▶	11	

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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
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) ▶ WY _____		
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 ► N/A	13	Yes	
14	The books are in care of ► Tyson Dines III Telephone no ► (303) 778-1406			

Located at **►** 1325 East 7th Avenue Denver CO ZIP+4 **►** 80218

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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). <input type="checkbox"/>	3b		No
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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d)	5b	No
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870	6b	No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	No

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
Tyson Dines III PO Box 484 Rye Beach, NH 03871	Dir/Treasurer 0 00	10,000		
Joan Bell 2552 E Alameda Avenue 69 Denver, CO 80209	Dir/Secretary 0 00	10,000		
David Cohen 5401 E Sixth Avenue Denver, CO 80220	Director 0 00	18,035		
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	8,502,681
b	Average of monthly cash balances.	1b	3,332,348
c	Fair market value of all other assets (see instructions).	1c	4,221,710
d	Total (add lines 1a, b, and c).	1d	16,056,739
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	
3	Subtract line 2 from line 1d.	3	16,056,739
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	240,851
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	15,815,888
6	Minimum investment return. Enter 5% of line 5.	6	790,794

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	790,794
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	23,817
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	23,817
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	766,977
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	766,977
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	766,977

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	576,240
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	576,240
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	576,240

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				766,977
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.				46,334
b From 2012.				272,351
c From 2013.				1,528,242
d From 2014.				13,794,446
e From 2015.				
f Total of lines 3a through e.	15,641,373			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 576,240				
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).	0			
d Applied to 2016 distributable amount.				576,240
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	190,737			190,737
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,450,636			
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	15,450,636			
10 Analysis of line 9				
a Excess from 2012.				127,948
b Excess from 2013.				1,528,242
c Excess from 2014.				13,794,446
d Excess from 2015.				
e Excess from 2016.				

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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))

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	545,000
b <i>Approved for future payment</i>				
Total			▶ 3b	

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			14	84,879	
4 Dividends and interest from securities.			14	698,110	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	336,954	
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	137,808	
8 Gain or (loss) from sales of assets other than inventory			18	1,183	
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).				1,258,934	
13 Total. Add line 12, columns (b), (d), and (e).			13		1,258,934

(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

**Sign
Here**

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

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

**Paid
Preparer
Use Only**

Print/Type preparer's name James L Weist	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00047247
Firm's name ▶ Trimble Weist Dye & Ezra CPAs				Firm's EIN ▶
Firm's address ▶ 5990 Greenwood Plaza Blvd Suite 203 Greenwood Village, CO 80111				Phone no (303) 220-8899

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 Nature Conservancy 4245 N Fairfax Drive Suite 100 Arlington, VA 22203	none	501c3	General needs	115,000
Denver Rescue Mission 3501 E 46th Avenue Denver, CO 80216	none	501c3	Capital project to create a new shelter at 5725 E 39th Avenue	100,000
The Park People 1510 S Grant Street Denver, CO 80210	none	501c3	Save our Sundial Fund	150,000
The Denver Hospice 501 South Cherry Street Suite 700 Denver, CO 80246	none	501c3	Endowment	5,000
National Trust for Historic Preserv 2600 Virginia Ave NW Suite 1000 Washington, DC 20037	none	501c3	Farnsworth House feasibility and design costs	100,000
ARCS Foundation Inc PO Box 460874 Denver, CO 80246	none	501c3	Scholarships	65,000
Wyoming Agriculture in the Classroo PO Box 347 Cheyenne, WY 82003	none	501c3	Endowment	10,000
Total ► 3a				545,000

TY 2016 Accounting Fees Schedule**Name:** The Patten-Davis Foundation**EIN:** 83-0300897**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax prep	6,500	3,250	0	3,250

TY 2016 Investments Corporate Bonds Schedule**Name:** The Patten-Davis Foundation**EIN:** 83-0300897**Software ID:** 16000303**Software Version:** 2016v3.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Bonds & Fixed income Securities	1,513,258	1,473,632

TY 2016 Investments Corporate Stock Schedule**Name:** The Patten-Davis Foundation**EIN:** 83-0300897**Software ID:** 16000303**Software Version:** 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Stocks & Equity Securities	6,068,164	7,100,871

TY 2016 Investments - Other Schedule**Name:** The Patten-Davis Foundation**EIN:** 83-0300897**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Cline Avenue Property - Land	FMV	2,838	3,521
Welton Street Parking Lot	FMV	2,510,991	4,197,000

**TY 2016 Land, Etc.
Schedule****Name:** The Patten-Davis Foundation**EIN:** 83-0300897**Software ID:** 16000303**Software Version:** 2016v3.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Improvements	79,450	79,450		

TY 2016 Legal Fees Schedule**Name:** The Patten-Davis Foundation**EIN:** 83-0300897**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Other legal	8,216	4,108	0	4,108

TY 2016 Other Expenses Schedule**Name:** The Patten-Davis Foundation**EIN:** 83-0300897**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment management	4,017	4,017		
Rental Expenses	106,479	106,479		

TY 2016 Other Income Schedule**Name:** The Patten-Davis Foundation**EIN:** 83-0300897**Software ID:** 16000303**Software Version:** 2016v3.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	137,808	137,808	137,808

TY 2016 Other Increases Schedule**Name:** The Patten-Davis Foundation**EIN:** 83-0300897**Software ID:** 16000303**Software Version:** 2016v3.0

Description	Amount
Excess of 2016 distrib from Amy Davis Estate over cash amt	1
received	210,734
Tax-Exempt interest from Amy Davis Estate K-1	240,813

TY 2016 Other Professional Fees Schedule**Name:** The Patten-Davis Foundation**EIN:** 83-0300897**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Officer's insurance expense	1,694	847	0	847

TY 2016 Taxes Schedule**Name:** The Patten-Davis Foundation**EIN:** 83-0300897**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign tax	5,292	5,292		
Foundation tax	30,632			
Penalties	374			
Real Estate Tax-Cline Ave Ppty	990	990		



Account Statement

December 1, 2016 - December 31, 2016

Account Number 03-02853
DAVIS FOUNDATION

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
ABBVIE INC COM USD0.01 (ABBV)	\$62.620	3,000.00	\$187,860.00	\$129,600.00	\$58,260.00		\$7,680.00	4.1%	2.7%
ALTRIA GROUP INC COM (MO)	67.620	12,000.00	811,440.00	195,200.00	616,240.00	7,320.00	29,280.00	3.6%	%
AT&T INC COM (T)	42.530	8,000.00	340,240.00	221,733.88	118,506.12		15,680.00	4.6%	4.8%
CHEVRON CORP COM (CVX)	117.700	1,730.00	203,621.00	160,727.46	42,893.54		7,473.60	3.7%	2.9%
CONOCOPHILLIPS COM (COP)	50.140	5,000.00	250,700.00	91,764.95	158,935.05		5,000.00	2.0%	3.5%
ELI LILLY & CO COM (LLY)	73.550	9,000.00	661,950.00	348,800.00	313,150.00		18,720.00	2.8%	9.3%
EXELON CORP COM (EXC)	35.490	6,000.00	212,940.00	251,940.00	(39,000.00)		7,632.00	3.6%	3.0%
INTEL CORP COM (INTC)	36.270	9,000.00	326,430.00	191,903.70	134,526.30		9,360.00	2.9%	4.6%
MERCK & CO INC NEW COM (MRK)	58.870	5,500.00	323,785.00	292,236.91	31,548.09	2,585.00	10,340.00	3.2%	4.6%
PFIZER INC COM (PFE)	32.480	14,000.00	454,720.00	329,708.12	125,011.88		16,800.00	3.7%	6.4%
PHILIP MORRIS INTL COM STK NPV (PM)	91.490	3,000.00	274,470.00	144,300.00	130,170.00	3,120.00	12,480.00	4.5%	3.9%
REYNOLDS AMERICAN INC COM (RAI)	56.040	4,654.00	260,810.16	167,893.05	92,917.11	2,140.84	8,563.36	3.3%	7%
SOUTHERN CO., COMMON STOCK, \$5 PAR (SO)	49.190	10,000.00	491,900.00	300,930.00	190,970.00		22,400.00	4.6%	6.9%
VERIZON COMMUNICATIONS COM (VZ)	53.380	4,000.00	213,520.00	138,177.53	75,342.47		9,040.00	4.2%	3.0%
WASTE MGMT INC. DEL COM STK (WM)	70.910	3,000.00	212,730.00	107,580.00	105,150.00		4,920.00	2.3%	3.0%
Total Large Cap			\$5,227,116.16	\$3,072,495.60	\$2,154,620.56	\$15,165.84	\$185,368.96	3.5%	73.8%

Continued on next page.

Account Statement

December 1, 2016 - December 31, 2016

Account Number 03-02853
DAVIS FOUNDATION

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Mid Cap									
ARES CAP CORP COM (ARCC)	\$16.490	1,950.00	\$32,155.50	\$150,222.00	(\$118,066.50)		\$2,964.00	9.2%	0.5%
Total Mid Cap			\$32,155.50	\$150,222.00	(\$118,066.50)		\$2,964.00	9.2%	%
Equity Securities - Small Cap									
BP PRUDHOE BAY ROYALTY TRUST, UNITS OF BENEFICIAL INTEREST (BPT)	\$23.750	8,000.00	\$190,000.00	\$647,579.48	(\$457,579.48)		\$16,304.00	8.6%	2.7%
GOVERNMENT PPTYS INCOME TR COM SHS BEN INT COM SHS BEN INT (GOV)	19.065	3,000.00	57,195.00	64,540.98	(7,345.98)		5,160.00	9.0%	0.8%
HUGOTON RTY TR TEX UNIT BEN INT HUGOTON ROYALTY TRUST UNITS (HGT)	2.125	12,000.00	25,500.00	308,913.70	(283,413.70)	77.28	1,200.00	4.7%	0.4%
Total Small Cap			\$272,695.00	\$1,021,034.16	(\$748,339.16)	\$77.28	\$22,664.00	8.3%	3.9%
Equity Securities - International Developed									
MFC ISHARES INC MSCI AUSTRALIA ETF (EWA)	\$20.230	4,000.00	\$80,920.00	\$91,496.78	(\$10,576.78)		\$3,264.00	4.0%	1.1%
Total Australia - USD			\$80,920.00	\$91,496.78	(\$10,576.78)		\$3,264.00	4.0%	%
ENERPLUS CORP COM (ERF)	9.480	4,000.00	37,920.00	104,800.00	(66,880.00)	29.96	1,080.00	2.8%	0.5%
PEMBINA PIPELINE CORPORATION COMMON STOCK (PBA)	31.320	4,019.00	125,875.08	93,968.00 *		484.29	7,716.48	6.1%	1.8%
Total Canada - USD			\$163,795.08	\$198,768.00	(\$36,880.00)	\$514.25	\$8,796.48	5.4%	2.3%
BP P L C SPONSORED ADR (BP)	37.380	6,135.00	229,326.30	258,434.47	(29,108.17)		14,601.30	6.4%	3.2%

Continued on next page

Account Statement

December 1, 2016 - December 31, 2016

Account Number 03-02853
DAVIS FOUNDATION

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
GLAXOSMITHKLINE PLC SPONSORED ADR (GSK)	38.510	7,000.00	269,570.00	304,650.00	(35,080.00)	3,214.68	14,469.00	5.4%	3.8%
NATIONAL GRID TRANSO PLC SPONSORED ADR NEW (NGG)	58.330	3,000.00	174,990.00	138,600.00	36,390.00		8,871.00	5.1%	2.5%
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS (RDSA)	54.380	9,134.00	496,706.92	560,831.40	(64,124.48)		29,192.26	5.9%	0%
Total United Kingdom - USD			\$1,170,593.22	\$1,262,515.87	(\$91,922.65)	\$3,214.68	\$67,133.56	5.7%	16.5%
Total International Developed			\$1,415,308.30	\$1,552,780.65	(\$169,379.43)	\$3,728.93	\$79,194.04	5.6%	20.0%
Equity Securities - International Emerging									
MFC ISHARES INC MSCI BRAZIL CAPPED ETF (EWZ)	\$33.340	4,000.00	\$133,360.00	\$271,631.17	(\$138,271.17)		\$2,416.00	1.8%	1.9%
Total Brazil - USD			\$133,360.00	\$271,631.17	(\$138,271.17)		\$2,416.00	1.8%	1.9%
Total International Emerging			\$133,360.00	\$271,631.17	(\$138,271.17)		\$2,416.00	1.8%	1.9%
Equity Securities - Other Equity									
RMR GROUP INC CL A CL A (RMR)	\$39.500	32.00	\$1,264.00	\$0.00 *			\$32.00	2.5%	0.0%
Total Other Equity			\$1,264.00	\$0.00	\$0.00		\$32.00	2.5%	-0.0%
Total Equity Securities			\$7,081,898.96	\$6,068,163.58	\$980,564.30	\$18,972.05	\$292,639.00	4.1%	100.0%

Continued on next page

Portfolio Details (continued)

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Fixed Income Securities - Corporate/ Government									
2032									
VERIZON NEW YORK INC 7.375% DUE 04-01-2032/03-31-2032 BEC	\$118.337	346,000.00 NR	\$409,446.02	\$399,708.03	\$9,737.99	\$6,379.37	\$25,517.50	6.2% 5.6%	%
2047									
NORTHERN PACIFIC RAILWAY, GENERAL LIEN RAILWAY AND LAND GRANT, 3.00% BOND DUE 1-1-2047	74.250	30,000.00 A1	22,275.00	13,550.00	8,725.00	150.00	900.00	4.0% 4.6%	1.5%
Funds									
MFB NORTHERN HIGH YIELD FIXED INCOME FUND (NHFX)	6.790	137,741.05	935,261.73	1,000,000.00	(64,738.27)		56,473.83	6.0%	63.7%
Total Corporate/ Government			\$1,366,982.75	\$1,413,258.03	(\$46,275.28)	\$6,529.37	\$82,891.33	6.1%	93.2%
Fixed Income Securities - High Yield									
2017									
SLM CORP 5.525% DUE 03-15-2017 BEC (OSM)	\$25.030	4,000.00 Ba3	\$100,120.00	\$100,000.00	\$120.00				6.8%
Total High Yield			\$100,120.00	\$100,000.00	\$120.00				%
Total Fixed Income Securities			\$1,467,102.75	\$1,513,258.03	(\$46,155.28)	\$6,529.37	\$82,891.33	5.7%	100.0%

Continued on next page



Account Statement

December 1, 2016 - December 31, 2016

Account Number 03-02853
DAVIS FOUNDATION

Portfolio Details (continued)

	Market Price	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/YTM	% of Assets
Cash and Short Term Investments - Cash								
Available cash balances are invested daily in MFB NORTHERN FUNDS US GOVERNMENT MONEY MARKET FUND I								
PRINCIPAL CASH	\$1,000	2,000,818.51	\$2,000,818.51	\$0.00				
INCOME CASH	1,000	1,181,213.03	1,181,213.03	0.00				
Total Cash		\$3,182,031.54	\$3,182,031.54	\$0.00	\$382.41	\$6,271.96	0.2%	
Total Cash and Short Term Investments		\$3,182,031.54	\$3,182,031.54	\$0.00	\$382.41	\$6,271.96	0.2%	
Total Portfolio		\$11,731,033.25	\$10,763,453.15	\$934,409.02	\$25,883.83	\$381,802.29	3.3%	
Total Accrual		\$25,883.83						
Total Value		\$11,756,917.08						
* Complete cost information not available								