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Return of Private Foundation

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

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

2016

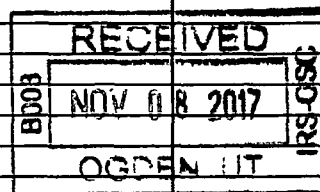
Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation The Anna and John J. Sie Foundation		A Employer identification number 83-6058353
Number and street (or P.O. box number if mail is not delivered to street address) 3300 East First Avenue	Room/suite 390	B Telephone number 303-468-6060
City or town, state or province, country, and ZIP or foreign postal code Denver, CO 80206		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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) \$ 57,107,500	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	102,107.	102,107.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,943,143.			
	b Gross sales price for all assets on line 6a	18,641,596.			
	7 Capital gain net income (from Part IV, line 2)		8,123,455.		
	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)					
11 Other income	412,636.	405,814.		See Statement 1	
12 Total. Add lines 1 through 11	6,457,886.	8,631,376.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	73,327.	120.		73,207.
	14 Other employee salaries and wages	57,571.	0.		57,571.
	15 Pension plans, employee benefits	47,990.	0.		47,990.
	16a Legal fees Stmt 2	12,589.	0.		12,589.
	b Accounting fees Stmt 3	3,777.	1,750.		2,027.
	c Other professional fees Stmt 4	155,354.	75,000.		80,354.
	17 Interest				
	18 Taxes Stmt 5	111,660.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	96.	0.		96.
	22 Printing and publications				
	23 Other expenses Stmt 6	38,063.	20,549.		17,514.
	24 Total operating and administrative expenses. Add lines 13 through 23	500,427.	97,419.		291,348.
	25 Contributions, gifts, grants paid	11,561,532.			11,561,532.
26 Total expenses and disbursements. Add lines 24 and 25	12,061,959.	97,419.		11,852,880.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-5,604,073.				
b Net investment income (if negative, enter -0-)		8,533,957.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,947,946.	13,118,815.	13,118,815.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 1,000,000.			
	Less: allowance for doubtful accounts ▶ 0.	1,000,000.	1,000,000.	1,000,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 7	16,201,095.	8,659,319.	13,356,599.
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 8	32,748,558.	23,513,267.	29,628,961.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ See Statement 9)	1,000.	3,125.	3,125.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	51,898,599.	46,294,526.	57,107,500.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	51,898,599.	46,294,526.	
30 Total net assets or fund balances	51,898,599.	46,294,526.		
31 Total liabilities and net assets/fund balances	51,898,599.	46,294,526.		

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	51,898,599.
2 Enter amount from Part I, line 27a	2	-5,604,073.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	46,294,526.
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	46,294,526.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b See Attached Statement				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 18,641,596.		11,004,207.	8,123,455.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
b				
c				
d				
e			8,123,455.	
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	8,123,455.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	17,367,399.	75,197,675.	.230957
2014	5,755,166.	86,270,634.	.066711
2013	13,521,815.	84,474,994.	.160069
2012	7,281,001.	80,825,946.	.090082
2011	6,306,074.	82,185,625.	.076730
2 Total of line 1, column (d)			2 .624549
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 .124910
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 59,185,426.
5 Multiply line 4 by line 3			5 7,392,852.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 85,340.
7 Add lines 5 and 6			7 7,478,192.
8 Enter qualifying distributions from Part XII, line 4 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.			8 11,852,880.

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)		1	85,340.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	85,340.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	85,340.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 160,000.	7	160,000.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	74,660.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 74,660. Refunded ☒			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of Mary Beth Wallingford Telephone no. 303-468-6060 Located at 3300 East First Avenue, No. 390, Denver, CO ZIP+4 80206		
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 N/A	
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

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

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

See Statement 10

☒ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Anna M. Sie	Trustee			
3300 East First Avenue #390				
Denver, CO 80206	6.80	0.	0.	0.
John J. Sie	Trustee			
3300 East First Avenue #390				
Denver, CO 80206	28.90	12,000.	27,945.	0.
Michelle S. Whitten	Executive Director			
3300 East First Avenue #390				
Denver, CO 80206	12.00	61,327.	4,570.	0.

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

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

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

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	46,696,524.
b	Average of monthly cash balances	1b	13,390,203.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	60,086,727.
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	60,086,727.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	901,301.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,185,426.
6	Minimum investment return. Enter 5% of line 5	6	2,959,271.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,959,271.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	85,340.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	473.
c	Add lines 2a and 2b	2c	85,813.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,873,458.
4	Recoveries of amounts treated as qualifying distributions	4	12,500.
5	Add lines 3 and 4	5	2,885,958.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,885,958.

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	11,852,880.
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	11,852,880.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	85,340.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,767,540.

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				2,885,958.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	2,216,049.			
b From 2012	3,383,461.			
c From 2013	9,518,083.			
d From 2014	1,510,490.			
e From 2015	13,724,341.			
f Total of lines 3a through e	30,352,424.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$	11,852,880.			
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				2,885,958.
e Remaining amount distributed out of corpus	8,966,922.			
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	39,319,346.			
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 instr.			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	2,216,049.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	37,103,297.			
10 Analysis of line 9:				
a Excess from 2012	3,383,461.			
b Excess from 2013	9,518,083.			
c Excess from 2014	1,510,490.			
d Excess from 2015	13,724,341.			
e Excess from 2016	8,966,922.			

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

N/A

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

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

4942(1)(3) c

4942(1)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

- 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(i)(3)(B)(i)

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

c "Support" alternative test - enter:

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV	Supplementary Information (Complete this part only if the foundation 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 Statement 11

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

None

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 e-mail 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 Paid during the year				
Ability Connection Colorado 801 Yosemite Street Denver, CO 80230		PC	Support the Cross-Disability Coalition Voter Engagement Initiative	1,000.
Adam's Camp 6767 South Spruce Street Suite 102 Centennial, CO 80112		PC	Sponsorship and scholarship support for camp for children with special needs	5,000.
Adam's Camp 6767 South Spruce Street Suite 102 Centennial, CO 80112		PC	Sponsorship and scholarship support for camp for children with special needs	5,000.
Alzheimers Association 225 N. Michigan Ave. Floor 17 Chicago, IL 60601		PC	For advancement of research on Alzheimer's disease and down syndrome	200,000.
Alzheimers Association 225 N. Michigan Ave. Floor 17 Chicago, IL 60601		PC	For advancement of research on Alzheimer's disease and down syndrome	10,000.
Total See continuation sheet(s) ▶ 3a				11,561,532.
b Approved for future payment				
Denver Art Museum 100 West 14th Avenue Parkway Denver, CO 80204		PC	Sie Welcome Center	9,600,000.
The Children's Hospital Foundation 13123 E. 16th Ave B045 Aurora, CO 80045		PC	Education specialist	85,000.
University of Colorado Foundation 1800 Grant Street Ste 725 Denver, CO 80203		PC	LCI funding of annual operating deficit	4,696,055.
Total See continuation sheet(s) ▶ 3b				17,281,055.

Form 990-PF (2016)

Part XVI-A Analysis of Income-Producing Activities

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
		(a) Business code	(b) Amount	(c) Exclu- sion 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	102,107.	
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	523000	6,822.	14	405,814.	
8	Gain or (loss) from sales of assets other than inventory			18	5,943,143.	
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)		6,822.		6,451,064.	0.
13	Total. Add line 12, columns (b), (d), and (e)				13	6,457,886.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FORTRESS CREDIT OPPORTUNITIES FUND (B) LP	P		
b	HIGHCLERE INTERNATIONAL INVESTORS SMALLER COMPANIES FUND	P		
c	NEWPORT ASIA INSTITUTIONAL FUND, LP	P		
d	CTF RESEARCH EQUITY PORFOLIO	P		
e	FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	P		
f	CONVEXITY CAPITAL OFFSORE	P		
g	CAMCAP ENERGY	P		
h	INDUS STRUCTURED FINANCE FUND	P		
i	MARKETABLE SECURITIES	D		
j	Capital Gains Dividends			
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			-805.
b			94,382.
c			61,553.
d			324,435.
e			6,501.
f	3,000,000.	1,841,028.	1,158,972.
g	2,105,850.	2,834,996.	-729,146.
h	103,166.	363,986.	-260,820.
i	12,841,532.	5,964,197.	6,877,335.
j	591,048.		591,048.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-805.
b			94,382.
c			61,553.
d			324,435.
e			6,501.
f			1,158,972.
g			-729,146.
h			-260,820.
i			6,877,335.
j			591,048.
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	8,123,455.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Anti-Defamation League 1120 Lincoln Street Suite 1301 Denver, CO 80203		PC	Support International Affairs and interfaith programs - 75th Annual Dinner	10,000.
Arapahoe/Douglas Mental Health Network 155 Inverness Drive West Suite 200 Englewood, CO 80112		PC	To provide excellent, accessible healthcare as Behavioral health is health	2,500.
Arc Thrift/Metropolitan Assoc for RC 12345 W Alameda Pkwy Ste# 111 Lakewood, CO 80228		PC	Advocating for the rights of children and adults with intellectual and dev. disabilities.	1,000.
Arc Thrift/Metropolitan Assoc for RC 12345 W Alameda Pkwy Ste# 111 Lakewood, CO 80228		PC	Advocating for the rights of children and adults with intellectual and dev. disabilities.	10,000.
Atlantis Community, Inc. 201 S. Cherokee Street Denver, CO 80223		PC	Support the Colorado Cross-Disability Coalition Voter Engagement Initiative	1,000.
Cancer League of Colorado PO Box 5373 Englewood, CO 80155-5373		PC	Funds research and service programs in Colorado. 2016 Hope Ball Sponsorship	50,000.
Cancer League of Colorado PO Box 5373 Englewood, CO 80155-5373		PC	Funds research and service programs in Colorado.	5,000.
Center for Legal Advocacy 455 Sherman Street Ste 130 Denver, CO 80203		PC	Support Center for Legal Advocacy 2016 Voter Engagement Initiative	1,000.
CESAC 1750 Fulton Ave Monterey Park, CA 91755		PC	Endowment for scholarship to students of Chinese descent to continue their American college	2,500.
Chalkbeat Inc. 1250 Broadway 30th Floor New York, NY 10001		PC	To support coverage of the effort to improve schools for all children.	5,000.
Total from continuation sheets				11,340,532.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Children's Diabetes Foundation 4380 S Syracuse St #430 Denver, CO 80237		PC	To support research in childhood diabetes and provide clinical and educational programs	22,500.
Children's Hospital Colorado Foundation 13123 E. 16th Ave B045 Aurora, CO 80045		PC	Sponsorship benefiting pediatric health care.	10,000.
Children's Hospital Colorado Foundation 13123 E. 16th Ave B045 Aurora, CO 80045		PC	Sponsorship benefiting pediatric health care.	25,000.
Children's Hospital Colorado Foundation 13123 E. 16th Ave B045 Aurora, CO 80045		PC	Sponsorship benefiting pediatric health care.	89,250.
Children's Hospital Colorado Foundation 13123 E. 16th Ave B045 Aurora, CO 80045		PC	Sponsorship benefiting pediatric health care.	5,000.
Children's Hospital Colorado Foundation 13123 E. 16th Ave B045 Aurora, CO 80045		PC	Sponsorship benefiting pediatric health care.	33,521.
Children's Hospital Colorado Foundation 13123 E. 16th Ave B045 Aurora, CO 80045		PC	Sponsorship benefiting pediatric health care.	170,000.
Colorado Ballet 1075 Santa Fe Drive Denver, CO 80204		PC	To present quality classical ballet and innovative dance	16,000.
Colorado Christian University 8787 W. Alameda Lakewood, CO 80226		PC	To support Centennial Institute	2,500.
Colorado Cross-Disability Coalition 655 Broadway Suite 775 Denver, CO 80203		PC	Supporting Asian American Pacific Islander cultural events in the Rocky Mountain Region	30,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Colorado Symphony Association 1245 Champa Street 4th Floor Denver, CO 80202		PC	To support cultural enterprise and operating strategies	5,000.
Colorado Symphony Association 1245 Champa Street 4th Floor Denver, CO 80202		PC	To support cultural enterprise and operating strategies	5,000.
Craig Hospital Foundation 3425 S Clarkson St Englewood, CO 80113-2811		PC	Funding for support and rehabilitation for patients affected by spinal cord and traumatic brain injury	2,000.
Denver Academy 4400 East Iliff Avenue Denver, CO 80222		PC	Assist future generations of children with learning differences	1,500.
Denver Art Museum 100 West 14th Avenue Parkway Denver, CO 80204		PC	Support for cultural exhibitions and adult and family programs	10,000.
Denver Art Museum 100 West 14th Avenue Parkway Denver, CO 80204		PC	Support for cultural exhibitions and adult and family programs	100,000.
Denver Art Museum 100 West 14th Avenue Parkway Denver, CO 80204		PC	Support for cultural exhibitions and adult and family programs	10,000.
Denver Art Museum 100 West 14th Avenue Parkway Denver, CO 80204		PC	Support for cultural exhibitions and adult and family programs	2,400,000.
Denver Film Society 1510 York St 3rd Floor Denver, CO 80206		PC	To develop opportunities for audiences to discover film through creative experiences.	20,000.
Denver Film Society 1510 York St 3rd Floor Denver, CO 80206		PC	To develop opportunities for audiences to discover film through creative experiences	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Denver Film Society 1510 York St 3rd Floor Denver, CO 80206		PC	To develop opportunities for audiences to discover film through creative experiences	1,000.
Denver Health and Hospitals Foundation 655 Broadway Suite 750 Denver, CO 80203		PC	Sponsor of 2015 Night Shine gala for the Child and Adolescent Behavioral Health Endowment.	25,000.
Denver Options, Inc 9900 East Iliff Avenue Denver, CO 80231		PC	Responding to the needs of individuals with developmental and intellectual disabilities	5,000.
Denver Public Library Friends Foundation 10 W. 14th Ave Parkway Denver, CO 80204		PC	Build support and raise money to enhance the library's programs and services.	2,500.
Denver School of Science and Technology 3401 Quebec St Suite 7200 Denver, CO 80207		PC	Support the 2016 Slice of Pi - Xenon event benefitting the education for students with special needs	25,000.
Denver School of Science and Technology 3401 Quebec St Suite 7200 Denver, CO 80207		PC	Support the 2016 Slice of Pi - Xenon event benefitting the education for students with special needs	25,000.
Friends of the Haven P. O. Box 102375 Denver, CO 80250		PC	To improve the quality of life and productivity of individuals and families affected by	5,000.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	75,000.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	100,000.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	25,000.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	50,000.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	20,000.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	3,600.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	140,000.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	500,000.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	75.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	28,783.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	14,000.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	6,565.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	6,530.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	2,501.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	748.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	3,148.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	3,165.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	255.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	7,500.
Global Down Syndrome Foundation 3300 E. 1st Avenue Suite 390 Denver, CO 80206		PC	Improve the lives of people with Down Syndrome through research and clinical care	721,845.
Global Livingston Institute 3001 Brighton Blvd Suite 2662 Denver, CO 80216		PC	To educate students and community leaders on innovative approaches to international	35,000.
Global Livingston Institute 3001 Brighton Blvd Suite 2662 Denver, CO 80216		PC	To educate students and community leaders on innovative approaches to international	200.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Great Education Colorado Fund 99 Inca Street Denver, CO 80223		PC	To ensure all Colorado children graduate prepared to lead their best lives.	14,500.
Hyde Park Jewelers-Diamonds in the Rough 3000 East 1st Ave. Suite # 243 Denver, CO 80206		PF	Programs for at-risk youth and wellness for children.	12,500.
I CON Foundation 3600 S Beeler St. Suite 100 Denver, CO 80237		PC	To improve the lives of neglected children and disadvantaged people in remote communities all over	11,400.
In-Colorado Initiative for IHE 1805 Kipling Street Suite 111 Lakewood, CO 80215		PC	To provide Colorado students with intellectual disabilities (ID/D) the opportunity to attend	10,000.
John Lynch Foundation P. O. Box 172247 Tampa, FL 33672		PC	Develop leaders by providing programs that assist and motivate	5,000.
John Lynch Foundation P. O. Box 172247 Tampa, FL 33672		PC	Develop leaders by providing programs that assist and motivate	20,000.
Judaism Your Way 600 N. Grant St. Suite 308 Denver, CO 80203		PC	To offer innovative opportunities to connect Jewishly for all Jews and loved ones.	50,000.
Judi's House 1741 Gaylord St Denver, CO 80206		PC	Provide long-term, clinically proven efforts to help children and caregivers in their	9,000.
Judi's House 1741 Gaylord St Denver, CO 80206		PC	Provide long-term, clinically proven efforts to help children and caregivers in their	5,000.
Judi's House 1741 Gaylord St Denver, CO 80206		PC	Provide long-term, clinically proven efforts to help children and caregivers in their	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Kroenke Sports Charities, Inc. 1000 Chopper Circle Denver, CO 80204-5805		PC	Improve lives through the spirit and power of sports.	2,250.
Kroenke Sports Charities, Inc. 1000 Chopper Circle Denver, CO 80204-5805		PC	Improve lives through the spirit and power of sports.	1,500.
Kroenke Sports Charities, Inc. 1000 Chopper Circle Denver, CO 80204-5805		PC	Improve lives through the spirit and power of sports.	150.
Kroenke Sports Charities, Inc. 1000 Chopper Circle Denver, CO 80204-5805		PC	Improve lives through the spirit and power of sports.	100.
Leukemia & Lymphoma Society, Inc 720 S Colorado Blvd #500-S Denver, CO 80246		PC	To cure leukemia, lymphoma, Hodgkin's disease and myeloma, and to improve the quality of life for	5,000.
Make a Wish Foundation 7951 E Maplewood Ave Ste. 126 Greenwood Village, CO 80111		PC	Granting the wishes of children with life-threatening medical conditions	9,688.
Mayo Clinic 200 1st St. SW Rochester, MN 55905		PC	To provide care to every patient through integrated clinical practice, education and research.	10,000.
Memorial Sloan Kettering Cancer Center P.O. Box 27106 New York, NY 10087		PC	Provide patient care and more effective strategies to prevent, control, and cure cancer.	10,000.
Mile High Montessori Early Learning Cnts 1780 Marion Street Denver, CO 80218		PC	Provide low income children the chance to learn, grow and develop.	5,000.
Mile High Montessori Early Learning Cnts 1780 Marion Street Denver, CO 80218		PC	Provide low income children the chance to learn, grow and develop.	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Mizel Institute Lion Global Foundation 4350 S. Monaco Street 5th Floor Denver, CO 80237		PC	To bring global security and political experts to the city of Denver.	25,000.
The CELL 1625 S. Broadway Ste. 780 Denver, CO 80202		PC	To bring global security and political experts to the city of Denver.	25,000.
Museum of Contemporary Art 1485 Delgany Street Denver, CO 80202		PC	General operating support.	10,000.
My Lifeline.org Cancer Foundation 1355 S. Colorado Blvd. Bldg. C-601 Denver, CO 80222		PC	To support cancer patients and caregivers and provide them the opportunity to create free,	5,000.
National Down Syndrome Congress 30 Mansell Ct Suite 108 Roswell, GA 30076		PC	Provide information, advocacy and support for individuals with Down Syndrome	25,000.
Northwest Colorado Center for Independence P.O. Box 771475 Steamboat Springs, CO 80477		PC	Support the Colorado Cross-Disability Coalition 2016 Voter Engagement Initiative	1,000.
Parent Project for Muscular Dystrophy 401 Hackensack Ave 9th Floor Hackensack, NJ 07601		PC	Improve the treatment, quality of life and long term outlook for all individuals affected by Duchenne	5,000.
RAFT Colorado 3827 Steel Street Unit C Denver, CO 80205		PC	To provide teachers with pragmatic professional development and repurposed materials	5,000.
Rocky Mountain Children's Law Center 1325 S Colorado Blvd Ste 701 Denver, CO 80222		PC	Provide legal aid for abused children	5,000.
Rocky Mountain Down Syndrome Association 3515 S Tamarac Drive Suite 320 Denver, CO 80237		PC	To support children and families with Down Syndrome	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Sewall Child Development Center, Inc 940 Fillmore Street Denver, CO 80206		PC	To help children with special needs associated with disabilities, developmental delays,	10,000.
Southwest Center for Independence 3473 Main Avenue #23 Durango, CO 81301		PC	Support the Colorado Cross-Disability Coalition 2016 Voter Engagement Initiative	1,000.
Special Olympics, Inc 1133 19th St NW Suite 1200 Washington, DC 20036		PC	Providing sports training and athletic competition for children and adults with intellectual	5,000.
Stanley British Primary School 350 Quebec Street Denver, CO 80230-6809		PC	To support the Inclusion School Study benefiting children's education & 2016 Teacher support	65,201.
Stanley British Primary School 350 Quebec Street Denver, CO 80230-6809		PC	To support the Inclusion School Study benefiting children's education & the Curious Minds Campaign	25,000.
The 1990 Institute P. O. Box 383 San Francisco, CA 94104-0383		PC	China's Green Student Forum which promotes solidarity of the youth to save China's environment	5,000.
The Adoption Exchange 14232 E. Evans Avenue Aurora, CO 80014-1432		PC	General operating support	25,000.
The Arc of Adams County 641 East 112th Avenue Northglenn, CO 80233		PC	Support the Colorado Cross-Disability Coalition 2016 Voter Engagement Initiative	1,000.
The Arc of Aurora 1342 South Chambers Road Aurora, CO 80017		PC	Support the Colorado Cross-Disability Coalition 2016 Voter Engagement Initiative	1,000.
The Arc of Weld County 5312 West 9th St. Dr. Ste 150 Greeley, CO 80634		PC	Support the Colorado Cross-Disability Coalition 2016 Voter Engagement Initiative	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
The Chosen & Dearly Loved Founder 1400 Wewatta Street Suite #900 Denver, CO 80202		PC	Provide special needs children with life-saving and life-enhancing care, and a permanent family	10,000.
The Joshua School dba Joshua Inc. 2303 E. Dartmouth Avenue Englewood, CO 80113		PC	Educational and therapeutic day treatment center for individuals and families challenged by	5,000.
The Kempe Foundation Anschutz Medical Campus 13123 E. 16th Ave B390 Aurora, CO 80045		PC	Topartner with policy makers, human service agencies, child advocacy groups and nonprofits locally and	25,000.
The Library Project 2509 E Ridge Creek Rd Phoenix, AZ 85024		PC	To provide educational opportunities for children in developing countries.	50,000.
The Potter's Wheel Inc. 333 Jefferson Avenue Evansville, IN 47713		PC	Provides food, shelter, clothing and spiritual support to the indigent.	5,000.
The Rise School of Denver 4901 E. Eastman Avenue Denver, CO 80222		PC	Provide early childhood education to all children	5,000.
The University of Texas Foundation P.O. Box 250 Austin, TX 78767-0250		PC	Support MD Anderson Cancer Center's academic, research, and public service efforts	50,000.
The Western Stock Show Association 4655 Humboldt Street Denver, CO 80216		PC	Scholarship Trust and higher education in agribusiness, rural medicine and large animal veterinary	23,800.
Third Sector New England Inc 89 South Street Suite 700 Boston, MA 02111		PC	To support Early Childhood Philanthropist Group in an effort to increase the quality,	5,000.
Third Way Center P. O. Box 61385 Denver, CO 80206		PC	Providing a continuum of services in a home-like environment where high-risk, homeless, mentally ill	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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)				
THRIVE Center 2600 S. Parker Road #3-332 Aurora, CO 80014		PC	Support the Colorado Cross-Disability Coalition 2016 Voter Engagement Initiative	1,000.
Tufts Medical Center, Inc 800 Washington Street #231 Boston, MA 02111		PC	Improve neurocognition in children with Down syndrome who were diagnosed prenatally by providing a	50,000.
UJA-Federation of New York 130 E. 59th Street New York, NY 10022		PC	Ross Circle Sponsorship-Leadership Awards Dinner.	100,000.
Univ Denver - Fisher Early Learning Cntr 1899 E. Evans Ave. Denver, CO 80208		PC	Fisher Early Learning Center; To Assist Student Population w/Special Needs	5,000.
University of Colorado Foundation 1800 Grant Street Ste 725 Denver, CO 80203		PC	Linda Crnic Institute Flexible Endowment Research Fund to support basic science research in Down	500,000.
University of Colorado Foundation 1800 Grant Street Ste 725 Denver, CO 80203		PC	Linda Crnic Institute Flexible Endowment Research Fund to support basic science research in Down	150,000.
University of Colorado Foundation 1800 Grant Street Ste 725 Denver, CO 80203		PC	Linda Crnic Institute Flexible Endowment Research Fund to support basic science research in Down	5,000.
University of Colorado Foundation 1800 Grant Street Ste 725 Denver, CO 80203		PC	Linda Crnic Institute Flexible Endowment Research Fund to support basic science research in Down	250,000.
University of Colorado Foundation - EWing 1800 Grant Street Ste 725 Denver, CO 80203		PC	To support Quasi Endowment Fund for the BioFrontiers Institute; To support research that is	1,000,000.
University of Colorado Foundation Boulder 10901 W 120th Avenue #200 Broomfield, CO 80021		PC	Daniel and Boyce Sher Distinguished Musicians Scholarship to provide distinguished	500,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
University of Denver - Rizzuto Chair 2101 S. University Blvd Denver, CO 80208		PC	The Ron Rizzuto Chair of Excellence in the International Executive Education to support ASCEND: The	500,000.
University of Denver.. 2190 E. Asbury Ave Denver, CO 80208		PC	Sie Complex Capital Campaign fund to support ASCEND: The campaign for the University of Denver	1,641,816.
University of Denver.. 2190 E. Asbury Ave Denver, CO 80208		PC	Sie Complex Capital Campaign Fund to support ASCEND: The campaign for the University of Denver	906,691.
University of Denver..... 2190 E. Asbury Ave Denver, CO 80208		PC	Joseph Korbel School of Intl. Studies Korbel Dinner Fund to support ASCEND: The campaign for the University of	25,000.
University of Denver..... 2190 E. Asbury Ave Denver, CO 80208		PC	Joseph Korbel School of Intl. Studies Korbel Dinner Fund to support ASCEND: The campaign for the University of	27,250.
University of Denver..... 2190 E. Asbury Ave Denver, CO 80208		PC	Ritchie Tribute Gift Fund to support ASCEND: The campaign for the University of Denver that	100,000.
University of Washington Foundation Box 357925 Seattle, WA 98198-7925		PC	Funding for Experimental Education Unit (EEU), the Applied Research Unit, and the Professional	15,000.
Volunteers of America 2660 Larimer Street Denver, CO 80205		PC	To support Volunteers of America who give critical services to families, women and children	25,000.
WICT - Rocky Mtn Chapter P. O. Box 101146 Denver, CO 80250-1146		PC	Women in Cable Telecommunications - Tech It Out Sponsorship event	5,000.
Total from continuation sheets				

Part XV **Supplementary Information****3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

Name of Recipient - CESAC

Endowment for scholarship to students of Chinese descent to continue
their American college education.

Name of Recipient - Friends of the Haven

To improve the quality of life and productivity of individuals and
families affected by substance abuse, dependence and co-occurring
mental health disorders.

Name of Recipient - Global Livingston Institute

To educate students and community leaders on innovative approaches to
international development and empower awareness, collaboration,
conversations and personal growth.

Name of Recipient - Global Livingston Institute

To educate students and community leaders on innovative approaches to
international development and empower awareness, collaboration,
conversations and personal growth.

Name of Recipient - I CON Foundation

To improve the lives of neglected children and disadvantaged people in
remote communities all over the world, whose lives have been made
vulnerable through war, disease, and circumstances beyond their
control.

Name of Recipient - In-Colorado Initiative for IHE

To provide Colorado students with intellectual disabilities (ID/D) the
opportunity to attend college.

Part XV **Supplementary Information****3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

Name of Recipient - Judi's House

Provide long-term, clinically proven efforts to help children and caregivers in their processing of grief through in-house programs, as well as partnerships with schools, workplaces, and community agencies.

Name of Recipient - Judi's House

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Name of Recipient - Judi's House

Provide long-term, clinically proven efforts to help children and caregivers in their processing of grief through in-house programs, as well as partnerships with schools, workplaces, and community agencies.

Name of Recipient - Leukemia & Lymphoma Society, Inc

To cure leukemia, lymphoma, Hodgkin's disease and myeloma, and to improve the quality of life for patients and their families.

Name of Recipient - My Lifeline.org Cancer Foundation

To support cancer patients and caregivers and provide them the opportunity to create free, customized websites to empower patients to build an online support community of family and friends.

Name of Recipient - Parent Project for Muscular Dystrophy

Improve the treatment, quality of life and long term outlook for all individuals affected by Duchenne and Becker muscular dystrophy

Part XV **Supplementary Information****3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

Name of Recipient - RAFT Colorado

To provide teachers with pragmatic professional development and repurposed materials that break down barriers to hands-on learning and replace them with easy on-ramps for teachers at every skill level to bring meaningful experiences to their young students.

Name of Recipient - Sewall Child Development Center, Inc

To help children with special needs associated with disabilities, developmental delays, and economic disadvantages

Name of Recipient - Special Olympics, Inc

Providing sports training and athletic competition for children and adults with intellectual disabilities

Name of Recipient - The Joshua School dba Joshua Inc.

Educational and therapeutic day treatment center for individuals and families challenged by autism spectrum disorders and developmental disabilities

Name of Recipient - The Kempe Foundation

Topartner with policy makers, human service agencies, child advocacy groups and nonprofits locally and around the nation and globe to prevent child abuse and neglect and to treat victims of abuse and neglect

Name of Recipient - The Western Stock Show Association

Scholarship Trust and higher education in agribusiness, rural medicine

Part XV Supplementary Information**3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

and large animal veterinary medicine.

Name of Recipient - Third Sector New England Inc

To support Early Childhood Philmathropist Group in an effort to
increase the quality, coordination, creativity and impacts in
Colorado's ECD system

Name of Recipient - Third Way Center

Providing a continuum of services in a home-like environment where
high-risk, homeless, mentally ill and disadvantage youth can work
through their problems, learn to take responsibility for their actions
and become productive members of society

Name of Recipient - Tufts Medical Center, Inc

Improve neurocognition in children with Down syndrome who were
diagnosed prenatally by providing a prenatal treatment option to their
mothers.

Name of Recipient - University of Colorado Foundation

Linda Crnic Institute Flexible Endowment Research Fund to support basic
science research in Down Syndrome at the Linda Crnic Institute at the
University of Colorado Anschutz Medical Campus

Name of Recipient - University of Colorado Foundation

Linda Crnic Institute Flexible Endowment Research Fund to support basic
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Part XV **Supplementary Information****3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

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science research in Down Syndrome at the Linda Crnic Institute at the

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Name of Recipient - University of Colorado Foundation

Linda Crnic Institute Flexible Endowment Research Fund to support basic

science research in Down Syndrome at the Linda Crnic Institute at the

University of Colorado Anschutz Medical Campus

Name of Recipient - University of Colorado Foundation - EWing

To support Quasi Endowment Fund for the BioFrontiers Institute: To

support research that is directly relevant toward the eradication of

the ill effects of the extra Chromosome 21 for people with Down

syndrome.

Name of Recipient - University of Colorado Foundation Boulder

Daniel and Boyce Sher Distinguished Musicians Scholarship to provide

distinguished scholarship support for the College of Music at the

University of Colorado Boulder

Name of Recipient - University of Denver - Rizzuto Chair

The Ron Rizzuto Chair of Excellence in the International Executive

Education to support ASCEND: The campaign for the University of Denver

that strengthens people and programs of the university

Name of Recipient - University of Denver..

Sie Complex Capital Campaign fund to support ASCEND: The campaign for

Part XV **Supplementary Information****3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

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university

Name of Recipient - University of Denver.....

Joseph Korbel School of Intl. Studies Korbel Dinner Fund to support
ASCEND: The campaign for the University of Denver that strengthens
people and programs of the university

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Joseph Korbel School of Intl. Studies Korbel Dinner Fund to support
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Name of Recipient - University of Denver.....

Ritchie Tribute Gift Fund to support ASCEND: The campaign for the
University of Denver that strengthens people and programs of the
university

Name of Recipient - University of Washington Foundation

Funding for Experimental Education Unit (EEU), the Applied Research
Unit, and the Professional Development Unit where individuals with
disabilities learn how to learn and families are supported.

Form 990-PF	Other Income	Statement	1
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Farallon Capital Institutional Partners, LP	26,737.	26,737.	
Wellington Equity Research	168,762.	168,762.	
Newport Asia Institutional Fund	3,982.	3,982.	
Highclere Investment Fund	76,230.	76,230.	
Fortress Credit Opportunities Fund	130,103.	130,103.	
Fortress Credit Opportunities Fund	6,822.	0.	
Total to Form 990-PF, Part I, line 11	412,636.	405,814.	

Form 990-PF	Legal Fees	Statement	2
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ireland Stapleton Pryor & Pascoe, PC	12,589.	0.		12,589.
To Fm 990-PF, Pg 1, ln 16a	12,589.	0.		12,589.

Form 990-PF	Accounting Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kundinger, Corder & Engle, P.C.	3,500.	1,750.		1,750.
Hanson & Co. CPAs	277.	0.		277.
To Form 990-PF, Pg 1, ln 16b	3,777.	1,750.		2,027.

Form 990-PF	Other Professional Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Byrn Gelaro	26,062.	0.		26,062.
Dennis McGuire	32,625.	0.		32,625.
Monticello Associates	75,000.	75,000.		0.
Paul Comstock Partners	21,667.	0.		21,667.
To Form 990-PF, Pg 1, ln 16c	155,354.	75,000.		80,354.

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2015 excise tax paid in 2016	14,000.	0.		0.
2016 excise tax , net of refunds totaling \$62,340	97,660.	0.		0.
To Form 990-PF, Pg 1, ln 18	111,660.	0.		0.

Form 990-PF	Other Expenses	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office supplies	9,363.	0.		9,363.
Telephone	1,908.	0.		1,908.
Postage	143.	0.		143.
Payroll processing fee	4,125.	0.		4,125.
Subscriptions	826.	0.		826.
Public relations and promotion	1,149.	0.		1,149.
Investment expense	20,549.	20,549.		0.
To Form 990-PF, Pg 1, ln 23	38,063.	20,549.		17,514.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
Longleaf Small Cap Fund	3,452,630.	3,254,410.
Dodge & Cox International Equity Fund	2,700,284.	2,975,061.
AT&T	553,361.	1,123,430.
Liberty Media Corporation	60,252.	220,390.
Liberty Media Corporation - LMCK	116,250.	440,500.
Liberty Broadband Corporation	135,944.	509,321.
Liberty Broadband Corporation - LBRDK	269,691.	1,041,424.
Liberty Broadband Corporation - LSXMA	323,342.	970,702.
Liberty Broadband Corporation - LSXMK	625,702.	1,907,661.
Liberty Broadband Corporation - BATRA	29,094.	57,618.
Liberty Broadband Corporation - BATRK	46,185.	115,798.
Liberty Broadband Corporation - LGF.B	346,584.	740,284.
Total to Form 990-PF, Part II, line 10b	8,659,319.	13,356,599.

Form 990-PF	Other Investments	Statement	8
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Description	Valuation Method	Book Value	Fair Market Value
Wellington Trust Company, CTF	COST		
Research Equity Fund		8,141,343.	7,873,933.
Newport Asia Institutional Fund	COST	1,441,023.	1,773,532.
Highclere Investment Fund	COST	2,302,192.	2,150,413.
Viking Global Equities	COST	2,000,000.	5,321,209.
Maverick Fund LDC	COST	2,000,000.	2,509,072.
Highfields Capital	COST	1,709,152.	3,024,570.
Indus Structured Finance	COST	47,840.	6,449.
Fortress Credit Opportunities Fund	COST	570,541.	710,433.
CamCap Energy Offshore Fund	COST	442,711.	296,771.
Convexity Capital Offshore LP	COST	1,662,594.	2,707,858.
Sowood Alpha Fund	COST	74,511.	7,129.
Eaton Park Overseas Fund	COST	88,122.	81,481.
Farallon	COST	3,033,238.	3,166,111.
Total to Form 990-PF, Part II, line 13		23,513,267.	29,628,961.

Form 990-PF	Other Assets		Statement 9
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Public service videos	1,000.	1,000.	1,000.
Deposits	0.	2,125.	2,125.
To Form 990-PF, Part II, line 15	1,000.	3,125.	3,125.

Form 990-PF	Expenditure Responsibility Statement	Statement 10
	Part VII-B, Line 5c	

Grantee's Name

Diamonds in the Rough Foundation

Grantee's Address3000 East 1st Ave., Ste. 243
Denver, CO 80206

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>	<u>Verification Date</u>
12,500.	04/07/16	12,500.	10/23/17

Purpose of Grant

To support programs that deal with at-risk youth in the community and children's wellness.

Dates of Reports by Grantee

October 23, 2017

Any Diversion by Grantee

The Foundation is not aware of a diversion of funds by the grantee.

Results of Verification

Funds were expended in accordance with the terms of the sponsorship agreement.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 11

Name of Manager

Anna M. Sie
John J. Sie