

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 05-01-2016, and ending 04-30-2017

Name of foundation HARRY L WILLETT FOUNDATION CO RYAN WILLETT		A Employer identification number 27-1868389	
% KATHY ANDERSEN			
Number and street (or P O box number if mail is not delivered to street address) 518 17TH STREET Suite ST 250	Room/suite	B Telephone number (see instructions) (303) 623-0809	
City or town, state or province, country, and ZIP or foreign postal code DENVER, CO 80202		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16)▶\$ 1,004,225	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	4,775,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	86	86		
	4 Dividends and interest from securities . . .	20,500	20,500		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	943			
	b Gross sales price for all assets on line 6a _____ 561,763				
	7 Capital gain net income (from Part IV, line 2) . . .		943		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,000			
	12 Total. Add lines 1 through 11	4,799,529	21,529		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	1,500,000			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,042	8,042		
	24 Total operating and administrative expenses. Add lines 13 through 23	1,508,042	8,042		0
	25 Contributions, gifts, grants paid	3,576,315			3,576,315
	26 Total expenses and disbursements. Add lines 24 and 25	5,084,357	8,042		3,576,315
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-284,828			
	b Net investment income (if negative, enter -0-)		13,487		
c Adjusted net income(if negative, enter -0-) . . .					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	406,827	111,554	111,554
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	832,536	842,981	892,671
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,239,363	954,535	1,004,225	
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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	1,239,363	954,535	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input 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			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,239,363	954,535	
	31	Total liabilities and net assets/fund balances (see instructions) .	1,239,363	954,535	

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	1,239,363
2	Enter amount from Part I, line 27a	2	-284,828
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	954,535
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	954,535

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 SCHWAB #3107 - SHORT-TERM	P		
b SCHWAB #3107 - LONG-TERM	P		
c SCHWAB #2421 - SHORT-TERM	P		
d SCHWAB #2421 - LONG-TERM	P		
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 95,059		93,493	1,566
b 196,710		198,403	-1,693
c 88,108		87,261	847
d 181,886		181,663	223
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			1,566
b			-1,693
c			847
d			223
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	943
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	3,032,150	1,453,189	2 086549
2014	3,817,667	1,125,018	3 393427
2013	2,137,168	1,120,522	1 907297
2012	1,473,334	638,639	2 30699
2011	765,000	416,095	1 838522

2 Total of line 1, column (d)	2	11 532785
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	2 306557
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,363,742
5 Multiply line 4 by line 3	5	3,145,549
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	135
7 Add lines 5 and 6	7	3,145,684
8 Enter qualifying distributions from Part XII, line 4	8	3,576,315

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	135
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	135
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	135
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	18,821
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	18,821
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	18,686
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 18,686 Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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) <input type="checkbox"/> 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? <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	Yes

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 ►	13	Yes	
14	The books are in care of ► <u>KATHY ANDERSEN</u> Telephone no ► <u>(303) 623-0809</u>			

Located at ► 518 17TH STREET SUITE 250 DENVER CO ZIP+4 ► 802024103

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?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)?		1b	
	Organizations relying on a current notice regarding disaster assistance check here.	► <input type="checkbox"/>		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<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).		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).		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b	No

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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)?			5b	
Organizations relying on a current notice regarding disaster assistance check here.		<input type="checkbox"/>		
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 type="checkbox"/> 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?		<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?			6b	No
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<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?			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
BOYD RYAN WILLETT JR 518 17TH STREET ST 250 DENVER, CO 80202	PRESIDENT 0	0	0	0
LOUISE WILLETT CURTIS 518 17TH STREET ST 250 DENVER, CO 80202	SECRETARY/TREASURER 0	0	0	0
BOYD WILLETT CURTIS 518 17TH STREET ST 250 DENVER, CO 80202	VICE PRESIDENT 0	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
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
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	838,060
b	Average of monthly cash balances.	1b	546,450
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,384,510
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,384,510
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	20,768
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,363,742
6	Minimum investment return. Enter 5% of line 5.	6	68,187

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	68,187
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	135
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	135
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	68,052
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	68,052
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	68,052

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	3,576,315
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,576,315
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	135
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,576,180

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				68,052
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 2014, 2013, 2012		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	744,196			
b From 2012.	1,441,606			
c From 2013.	2,081,568			
d From 2014.	3,761,970			
e From 2015.	2,959,690			
f Total of lines 3a through e.	10,989,030			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>3,576,315</u>				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				68,052
e Remaining amount distributed out of corpus	3,508,263			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,497,293			
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	744,196			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	13,753,097			
10 Analysis of line 9				
a Excess from 2012.	1,441,606			
b Excess from 2013.	2,081,568			
c Excess from 2014.	3,761,970			
d Excess from 2015.	2,959,690			
e Excess from 2016.	3,508,263			

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)Form **990-PF** (2016)

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	3,576,315
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

(See worksheet in line 13 instructions to verify calculations)

[illegible]

Part XVII

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

[illegible]


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

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Print/Type preparer's name BRAD RHODES	Preparer's Signature	Date	Check if self-employed ► <input type="checkbox"/>	PTIN P00289923
Firm's name ► BRAD RHODES & ASSOC PC				Firm's EIN ►
Firm's address ► 5105 DTC PARKWAY STE 450 GREENWOOD VILLAGE, CO 801112624				Phone no (303) 741-3535

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>				
YELLOWSTONE RIVER PARKS ASSOCIATION PO BOX 1201 BILLINGS, MT 59103	NONE		GENERAL PROGRAM SUPPORT	80,000
MONTANA AUDUBON PO BOX 595 HELENA, MT 59624	NONE		FUNDING OF 501(C)(3) EXEMPT PURPOSE AUDUBON CENTER, BILLINGS	95,000
BRIDGES TO LIFE PO BOX 19039 HOUSTON, TX 772570895	NONE		GENERAL PROGRAM SUPPORT	50,000
CAL FARLEY'S BOYS RANCH PO BOX 1890 AMARILLO, TX 791740001	NONE		GENERAL PROGRAM SUPPORT	6,000
CHILDREN'S ASSOCIATION FOR MAXIMUM POTENTIAL PO BOX 27086 SAN ANTONIO, TX 78227	NONE		FUNDING FOR EXEMPT PURPOSE	65,000
Total 				3,576,315
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ROGUE VALLEY FARM TO SCHOOL PO BOX 898 ASHLAND, OR 97520	NONE		FUNDING FOR EXEMPT PURPOSE FARM TO SCHOOL PROGRAM NUTRITION AND EDUCATION PROGRAMS	10,000
WIMBERLEY VALLEY WATERSHED PO BOX 2534 WIMBERLEY, TX 78676	NONE		GENERAL PROGRAM SUPPORT	300,000
FORGOTTEN DISEASES RESEARCH FOUNDATION 604 MALARIN AVE SANTA CLARA, CA 950506942	NONE		GENERAL PROGRAM SUPPORT	30,000
ATHLETES PLUS FOUNDATION 3801 E FLORIDA AVE DENVER, CO 80210	NONE		GENERAL PROGRAM SUPPORT	25,000
BRIDGES TO PROSPERITY 5007 C-126 VICTORY BLVD YORKTOWN, VA 23693	NONE		GENERAL PROGRAM SUPPORT	23,000
Total ▶ 3a				3,576,315

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>				
DIRECT AID INTERNATIONAL PO BOX 394 NORTHFIELD, VT 05663	NONE		GENERAL PROGRAM SUPPORT	35,000
WIMBERLEY INSTITUTE OF CULTURES PO BOX 167 WIMBERLEY, TX 78676	NONE		GENERAL PROGRAM SUPPORT	21,000
MUSIC MAKER RELIEF FOUNDATION PO BOX 1358 HILLSBOROUGH, NC 27278	NONE		FUNDING FOR TRADITIONAL MUSIC PRESERVATION	2,000
INNOCENCE PROJECT OF TEXAS 1511 TEXAS AVENUE LUBBOCK, TX 79401	NONE		GENERAL PROGRAM SUPPORT	24,000
FIVE VALLEYS LAND TRUST PO BOX 8953 MISSOULA, MT 59107	NONE		FUNDING FOR EXEMPT PURPOSE	18,000
Total ► 3a				3,576,315


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>				
AMERICAN PRAIRIE FOUNDATION PO BOX 908 BOZEMAN, MT 59771	NONE		FUNDING FOR THE AMERICAN PRAIRIE RESERVE	25,000
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA, MT 598077159	NONE		FUNDING FOR THE MARGERY BROWN LAW FUND	4,000
NATIONAL MUSEUM OF FOREST SERVICE HISTORY PO BOX 2772 MISSOULA, MT 59806	NONE		FUNDIG FOR THE ROCK CREEK HISTORICAL PRESERVATION	25,000
DENVER ART MUSEUM PO BOX 17765 DENVER, CO 802179858	NONE		EDUCATION PROJECTS	21,000
WARREN VILLAGE 1323 GILPIN ST DENVER, CO 80218	NONE		FUNDING FOR EXEMPT PURPOSE	3,000
Total ▶ 3a				3,576,315


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>				
DIAN FOSSEY GORILLA FUND 800 CHEROKEE AVENUE ATLANTA, GA 30315	NONE		GENERAL PROGRAM SUPPORT	5,000
KUT RADIO PO BOX 7600 AUSTIN, TX 78713	NONE		GENERAL PROGRAM SUPPORT	2,000
THAI CHRISTIAN FOUNDATION 6116 NORTH CENTRAL EXPRESSWAY DALLAS, TX 75206	NONE		FUNDING FOR EXEMPT PURPOSE	120,000
OUR MONTANA INC PO BOX 699 BILLINGS, MT 591030699	NONE		GENERAL PROGRAM SUPPORT	20,000
LONE STAR PARALYSIS FOUNDATION 1215 RED RIVER STE 421 AUSTIN, TX 78701	NONE		TEXAS REGIONAL PARALYMPIC SPORT	120,000
Total ▶ 3a				3,576,315

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 ARCHEOLOGICAL CONSERVANCY 5301 CENTRAL AVENUE NE STE 902 ALBUQUERQUE, NM 87108	NONE		GENERAL PROGRAM SUPPORT	7,000
GOOD SAMARITAN CENTER OF SAN ANTONIO 1600 SALTILLO STREET SAN ANTONIO, TX 782076842	NONE		WIMBERLEY TEXAS PROGRAM SUPPORT	25,000
HAYS COUNTY HISTORICAL COMMISSION 111 E SAN ANTONIO ST 100 SAN MARCOS, TX 78666	NONE		GENERAL PROGRAM SUPPORT	55,000
ARCS COLORADO CHAPTER PO BOX 460874 DENVER, CO 80246	NONE		GENERAL PROGRAM SUPPORT	45,000
NATCHITOCHE HOPE FOR PAWS PO BOX 2552 NATCHITOCHE, LA 71457	NONE		GENERAL PROGRAM SUPPORT	2,000
Total ▶ 3a				3,576,315

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DENVER ACADEMY 4400 E ILIFF AVE DENVER, CO 802226019	NONE		GENERAL PROGRAM SUPPORT	9,000
AURORA ARAPAHOE BATTERED WOMEN'S SHELTER PO BOX 914 AURORA, CO 800400914	NONE		GENERAL PROGRAM SUPPORT	7,000
WIMBERLEY EMS PO BOX 33 WIMBERLEY, TX 78676	NONE		GENERAL PROGRAM SUPPORT	65,000
EARTH MISSION PO BOX 6411 SILOAM SPRINGS, AR 73761	NONE		SE ASIA MEDICAL PROGRAMS	216,000
LITTLE BIG HORN COLLEGE 8645 SOUTH WEAVER DRIVE CROW AGENCY, MT 59022	NONE		GENERAL PROGRAM SUPPORT	4,000
Total 				3,576,315
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VISION TRUST INTERNATIONAL PO BOX 50524 COLORADO SPRINGS, CO 809490524	NONE		GENERAL PROGRAM SUPPORT	54,000
YOUNG LIFE 420 N CASCADE AVE COLORADO SPRINGS, CO 80903	NONE		GENERAL PROGRAM SUPPORT	25,000
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT STREET BOULDER, CO 80301	NONE		LIVING ROOF PROJECT AT CU DENVER	20,000
CALVARY CHAPEL OF EAST ANAHEIM 5605 E LA PALMA AVE ANAHEIM, CA 928072109	NONE		MISSIONARY EXPENSES	35,000
BOULDER CLIMBING COMMUNITY 825 17TH STREET BOULDER, CO 80302	NONE		FRONT RANGE TRAIL STEWARDS PROGRAM	6,000
Total ▶ 3a				3,576,315

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>				
ALPHA-OMEGA PROJECT PO BOX 2692 WIMBERLEY, TX 786767592	NONE		WIMBERLEY FLOOD REBUILDING/EUBANK OPERATIONS THAILAND/REV RICARDO CHURCH BUILDING	462,000
AGENTS FOR CHRIST PO BOX 220359 MILWAUKIE, OR 97269	NONE		JAMES MISSION IN UGANDA	50,000
TEXAS A&M FOUNDATION 401 GEORGE BUSH DR COLLEGE STATION, TX 77840	NONE		HAMER LAB CHAGAS RESEARCH	30,000
UNIVERSITY OF TEXAS - DELL MEDICAL SCHOOL BOX 7458 AUSTIN, TX 78713	NONE		HEALTH SCIENCE ACADEMY	20,000
WIMBERLEY EDUCATION FOUNDATION 14401 RR 12 WIMBERLEY, TX 78676	NONE		WIMBERLEY PUBLIC SCHOOLS	25,000
Total 				3,576,315
3a				


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DEED AND TRUTH MINISTRIES PO BOX 2 RUSSELLVILLE, OH 45168	NONE		MEDICAL SERVICES - THAILAND	25,000
COMMUNITY BIBLE STUDY 790 STOUT RD COLORADO SPRINGS, CO 80291	NONE		GENERAL PROGRAM SUPPORT	9,000
FRIENDS OF PAWS IN PRISON 206 S AUSTIN ST SEGUIN, TX 781336102	NONE		LOCKHART FACILITY PROGRAM	10,000
GREENWOOD POLICE FOUNDATION 6060 SOUTH QUEBEC STREET GREENWOOD VILLAGE, CO 80111	NONE		GENERAL PROGRAM SUPPORT	3,000
BENNIE L WILLIAMS SPIRITUAL VOICES PO BOX 100391 DENVER, CO 80250	NONE		GENERAL PROGRAM SUPPORT	8,000
Total ▶ 3a				3,576,315

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>				
NETHERLANDS AMERICAN FOUNDATION 505 8TH AVENUE SUITE 12A-05 NEW YORK, NY 10018	NONE		OCEAN CLEANUP PROJECT	4,000
CHIEF DULL KNIFE COLLEGE PO BOX 98 LAME DEER, MT 59043	NONE		GENERAL PROGRAM SUPPORT	7,000
US FUND FOR UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE		K I N D FUND - SCHOOL DESKS IN AFRICA	4,000
DR DAVID W BAKER FOUNDATION BOX 6747 GREAT FALLS, MT 59405	NONE		GENERAL PROGRAM SUPPORT	20,000
RIVERSIDE EDUCATIONAL CENTER 552 W MAIN ST GRAND JUNCTION, CO 59022	NONE		GENERAL PROGRAM SUPPORT	2,000
Total ▶ 3a				3,576,315

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>				
SOUTHEASTERN PENNSYLVANIA SYMPHONY PO BOX 694 LANSDALE, PA 19446	NONE		GENERAL PROGRAM SUPPORT	15,000
UNIVERSITY OF DELAWARE 413 ACADEMY STREET ROOM 250 NEWARK, DE 197165304	NONE		GOBABYGO PROGRAM/EWN-MALAWI POTABLE WATER I POTABLE WATER	6,000
CYPRESS CREEK CHURCH 211 STILLWATER RD WIMBERLEY, TX 78676	NONE		GENERAL PROGRAM SUPPORT	320,000
ARBITRARY HILL FOUNDATION 210 LEE BARTON DRIVE UNIT 508 AUSTIN, TX 78704	NONE		SCHOLARSHIPS	100,000
COLORADO NONPROFIT DEVELOPMENT CENTER 789 SHERMAN STREET DENVER, CO 80203	NONE		GENERAL SUPPORT	15,000
Total ▶ 3a				3,576,315

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>				
COLORADO TROUT UNLIMITED 1536 WYNKOOP STREET DENVER, CO 80202	NONE		GENERAL SUPPORT	6,000
COMMITTEE FOR SKEPTICAL INQUIRY PO BOX 741 AMHERST, NY 14226	NONE		GENERAL SUPPORT	9,000
DENVER ZOOLOGICAL FOUNDATION 2300 STEELE STREET DENVER, CO 80205	NONE		GENERAL SUPPORT	21,000
DOCTORS WITHOUT BORDERS 40 RECTOR STREET 16TH FLOOR NEW YORK, NY 10006	NONE		GENERAL SUPPORT	3,500
DUMB FRIENDS LEAGUE 2080 S QUEBEC ST DENVER, CO 80231	NONE		GENERAL SUPPORT	6,000
Total 				3,576,315
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HUMANE SOCIETY OF THE US 1255 23RD STREET NW SUITE RT0 WASHINGTON, DC 20037	NONE		GENERAL SUPPORT	6,000
MEDICAL TEAMS INTERNATIONAL PO BOX 10 PORTLAND, OR 97207	NONE		GENERAL SUPPORT	3,000
NATIONAL WILDLIFE FEDERATION 303 E 17TH STREET 15 denver, CO 80203	NONE		GENERAL SUPPORT	6,000
POSNER CENTER FOR INTERNATIONAL DEVELOPMENT 1031 33RD STREET DENVER, CO 80205	NONE		GENERAL SUPPORT	3,000
THE SKEPTICS SOCIETY PO BOX 338 ALTADENA, CA 91001	NONE		GENERAL SUPPORT	9,000
Total ▶ 3a				3,576,315

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>				
ST JUDE CHILDREN'S RESEARCH 1660 S ALBION STREET 916 DENVER, CO 80222	NONE		GENERAL SUPPORT	6,000
STANFORD UNIVERSITY 450 SERRA MALL STANFORD, CA 94305	NONE		GENERAL SUPPORT	3,000
CROSSWAYS INTERNATIONAL 7930 COMPUTER AVENUE MINNEAPOLIS, MN 55435	NONE		GENERAL SUPPORT	25,000
CENTRAL TEXAS RETURNING HEROES PO BOX 841 WIMBERLEY, TX 78676	NONE		GENERAL SUPPORT	25,000
THE BELIEVING FOR BRYLEIGH FOUNDATION 301 MAIN PLAZA PMB 213 BRAUNFELS, TX 78130	NONE		GENERAL SUPPORT	15,000
Total ► 3a				3,576,315

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>				
CRISIS BREAD BASKET 14092 RANCH ROAD 12 WIMBERLEY, TX 78676	NONE		GENERAL SUPPORT	5,000
TREATMENT ADVOCACY CENTER 200 NORTH GLEBE ROAD SUITE 801 ARLINGTON, VA 22203	NONE		GENERAL SUPPORT	20,000
AUSTIN PETS ALIVE 1156 W CESAR CHAVEZ ST AUSTIN, TX 78703	NONE		GENERAL SUPPORT	200,000
FREE THE OPPRESSED 90 SW 3RD STREET APT 1612 MIAMI, FL 33130	NONE		GENERAL SUPPORT	45,000
UNIVERSITY OF TEXAS HEALTH SCIENCES 7000 FANNIN HOUSETON, TX 77030	NONE		GENERAL SUPPORT	150,000
Total ▶ 3a				3,576,315

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 Paid during the year				
HISTORIC BRIDGE FOUNDATION PO BOX 66245 AUSTIN, TX 78766	NONE		GENERAL SUPPORT	10,000
HAYS-CALDWELL WOMEN'S CENTER PO BOX 234 SAN MARCOS, TX 78667	NONE		GENERAL SUPPORT	5,000
CASA OF CENTRAL TEXAS 1619 EAST COMMON ST SUITE 301 NEW BRAUNFELS, TX 78130	NONE		GENERAL SUPPORT	5,000
RED ARENA 1601 BELL SPRINGS ROAD DRIPPING SPRINGS, TX 78620	NONE		GENERAL SUPPORT	25,000
WAG DONT KNOW DENVER, CO 80203	NONE		GENERAL SUPPORT	30,000
Total ▶ 3a				3,576,315

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>				
WISH OF A LIFETIME 110 16TH STREET 406 DENVER, CO 80202	NONE		GENERAL SUPPORT	815
EMILY ANN THEATER 1101 RANCH ROAD 2325 WIMBERLEY, TX 78676	NONE		GENERAL SUPPORT	50,000
WYOLA SCHOOL 1 MONDELL STREET WYOLA, MT 59089	NONE		GENERAL SUPPORT	30,000
AMERICAN CIVIL LIBERTIES UNION 303 E 17TH STREET DENVER, CO 80203	NONE		GENERAL SUPPORT	5,000
PLANNED PARENTHOOD 123 WILLIAM STREET 10TH FLOOR NEW YORK, NY 10038	NONE		GENERAL SUPPORT	10,000
Total ▶ 3a				3,576,315

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

TY 2016 Depreciation Schedule

Name: HARRY L WILLETT FOUNDATION CO RYAN WILLETT

EIN: 27-1868389

TY 2016 Investments - Other Schedule**Name:** HARRY L WILLETT FOUNDATION CO RYAN WILLETT**EIN:** 27-1868389

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SCHWAB #3107	AT COST	425,229	463,846
SCHWAB #2421	AT COST	417,752	428,825

TY 2016 Other Expenses Schedule**Name:** HARRY L WILLETT FOUNDATION CO RYAN WILLETT**EIN:** 27-1868389**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHWAB FEES (#2421)	3,873	3,873		
SCHWAB FEES (#3107)	4,169	4,169		

TY 2016 Other Income Schedule

Name: HARRY L WILLETT FOUNDATION CO RYAN WILLETT

EIN: 27-1868389

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
VOID CHECK FROM PREVIOUS YEAR	3,000		

TY 2016 Taxes Schedule**Name:** HARRY L WILLETT FOUNDATION CO RYAN WILLETT**EIN:** 27-1868389

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INCOME TAXES - IRS (2015 990T)	1,500,000			

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2016
	Name of the organization HARRY L WILLETT FOUNDATION CO RYAN WILLETT	Employer identification number 27-1868389

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization HARRY L WILLETT FOUNDATION CO RYAN WILLETT	Employer identification number 27-1868389
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF HARRY L WILLETT 518 17TH STREET SUITE 250 DENVER, CO80202	\$ 4,775,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

27-1868389

Part II	Noncash Property
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Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization HARRY L WILLETT FOUNDATION CO RYAN WILLETT	Employer identification number 27-1868389
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	