

For calendar year 2016, or tax year beginning 07-01-2016, and ending 06-30-2017

Name of foundation Total Community Options Foundation Inc DBA Nextfifty Initiative		A Employer identification number 26-2700185	
Number and street (or P O box number if mail is not delivered to street address) 950 S Cherry Street No 510		Room/suite	B Telephone number (see instructions) (303) 547-1800
City or town, state or province, country, and ZIP or foreign postal code Denver, CO 80246		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☒ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 212,107,232	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	363,371	363,371		
	4 Dividends and interest from securities	450,058	450,058		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	689,365			
	b Gross sales price for all assets on line 6a	6,249,685			
	7 Capital gain net income (from Part IV, line 2)		689,365		
	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)				
	12 Total. Add lines 1 through 11	1,502,794	1,502,794		
	13 Compensation of officers, directors, trustees, etc	262,526	0		262,526
	14 Other employee salaries and wages	36,656	0		30,791
	15 Pension plans, employee benefits	62,314	0		62,313
	16a Legal fees (attach schedule)	270,597	0		270,597
	b Accounting fees (attach schedule)	36,675	0		36,675
	c Other professional fees (attach schedule)	161,923	18,475		143,448
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	50,913	0		51,580
	21 Travel, conferences, and meetings	43,512	0		43,512
	22 Printing and publications	18,303	0		10,091
	23 Other expenses (attach schedule)	3,194,002	3,994		176,534
	24 Total operating and administrative expenses. Add lines 13 through 23	4,137,421	22,469		1,088,067
	25 Contributions, gifts, grants paid	128,394			128,341
	26 Total expenses and disbursements. Add lines 24 and 25	4,265,815	22,469		1,216,408
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,763,021			
	b Net investment income (if negative, enter -0-)		1,480,325		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	5,598,176	865,562	865,562
	2 Savings and temporary cash investments	185,562,267	115,276,914	115,276,914
	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) ▶ _____ 313,750 Less allowance for doubtful accounts ▶ _____ 0	0	313,750	313,750
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	56,086	6,093	6,093
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	5,556,999	31,502,836	31,502,836
	c Investments—corporate bonds (attach schedule)	0	48,720,084	48,720,084
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ 30,112 Less accumulated depreciation (attach schedule) ▶ _____	4,373	30,112	30,112
15 Other assets (describe ▶ _____)	17,895,181	15,391,881	15,391,881	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	214,673,082	212,107,232	212,107,232	
Liabilities	17 Accounts payable and accrued expenses	1,522,217	74,800	
	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 ▶ _____)	108,159	3,043,577	
	23 Total liabilities (add lines 17 through 22)	1,630,376	3,118,377	
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	212,986,520	208,988,855	
	25 Temporarily restricted	56,186	0	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	213,042,706	208,988,855	
31 Total liabilities and net assets/fund balances (see instructions) .	214,673,082	212,107,232		

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	213,042,706
2 Enter amount from Part I, line 27a	2	-2,763,021
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	210,279,685
5 Decreases not included in line 2 (itemize) ▶ _____	5	1,290,830
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	208,988,855

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 Sale of Publicly Traded Stock		2017-01-30	2017-06-30
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,249,685		5,560,320	689,365
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			689,365
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	689,365
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			
2014			
2013			
2012			
2011			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	29,607
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	29,607
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	29,607
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
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	0
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	548
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	30,155
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.nextfiftyinitiative.org</u>	13	Yes	
14	The books are in care of <u>Mark Hockenberg</u> Telephone no <u>(303) 547-1800</u>			

Located at 950 S Cherry Street Ste 510 Denver CO ZIP+4 80246

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country <u></u>	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

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

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
See Additional Data Table				

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Polsinelli PC PO BOX 878681 Kansas City, MO 64187	Legal Services	270,597
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	62,657,123
b	Average of monthly cash balances.	1b	133,721,680
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	196,378,803
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	196,378,803
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,945,682
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	193,433,121
6	Minimum investment return. Enter 5% of line 5.	6	9,671,656

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	9,671,656
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	29,607
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	29,607
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	9,642,049
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	9,642,049
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	9,642,049

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,216,408
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	30,112
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,246,520
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,246,520

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				9,642,049
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,246,520</u>				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				1,246,520
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				8,395,529
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

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

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed All grant applications should be su 950 South Cherry Street Suite 510 Denver, CO 80246 (303) 547-1800 WWW.NextFiftyInitiative.Org	
b The form in which applications should be submitted and information and materials they should include Please see www.nextfiftyinitiative.org for details	
c Any submission deadlines Total Community Options Foundation DBA NextFifty Initiative will have two grant application cycles	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors Please see www.nextfiftyinitiative.org for details	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Colorado Department of Human Services 1575 Sherman St 8th Floor Denver, CO 80203	NA	GOV	The mission of the PACE Ombudsman Program is to protect the rights of participants and ensure quality of care and services	128,341
Total				128,341
b Approved for future payment Colorado Department of Human Services 1575 Sherman St 8th Floor Denver, CO 80203	NA	GOV	The mission of the PACE Ombudsman Program is to protect the rights of participants and ensure quality of care and services	606,479
Total				606,479

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	363,371	
4 Dividends and interest from securities. . . .			14	450,058	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	689,365	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .		0		1,502,794	0
13 Total. Add line 12, columns (b), (d), and (e).			13		1,502,794

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

[illegible]

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

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

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

**Sign
Here**

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

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name Kimberly A Ryan	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00829977
Firm's name ▶ RubinBrown LLP				Firm's EIN ▶ 43-0765316
Firm's address ▶ 1900 16th Street Suite 300 Denver, CO 80202				Phone no (303) 698-1883

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(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
Greg Ibsen	Director 1 00	0	0	0
950 S Cherry Street STE 510 Denver, CO 80246				
Randy McCall	director 1 00	0	0	0
950 S Cherry Street STE 510 Denver, CO 80246				
Tim Owen	director 1 00	0	0	0
950 S Cherry Street STE 510 Denver, CO 80246				
Jeremy Schupbach	Director 1 00	0	0	0
950 S Cherry Street STE 510 Denver, CO 80246				
Joie Glenn	Director 1 00	0	0	0
950 S Cherry Street STE 510 Denver, CO 80246				
Parrish Boren	Board Treasurer 4 00	0	0	0
950 S Cherry Street STE 510 Denver, CO 80246				
Marco Chayet	Board Chairman 4 00	0	0	0
950 S Cherry Street STE 510 Denver, CO 80246				
Maureen Hanrahan	Director 1 00	0	0	0
950 S Cherry Street STE 510 Denver, CO 80246				
Bo Ortiz	Director 1 00	0	0	0
950 S Cherry Street STE 510 Denver, CO 80246				
Lynn Taussig	Director 1 00	0	0	0
950 S Cherry Street STE 510 Denver, CO 80246				
Eric Kuhn	Director 1 00	0	0	0
950 S Cherry Street STE 510 Denver, CO 80246				
Jill Higham	Director 1 00	0	0	0
950 S Cherry Street STE 510 Denver, CO 80246				
Ben Moultrie	Director 1 00	0	0	0
950 S Cherry Street STE 510 Denver, CO 80246				
Leslie Karotkin	Executive Director 40 00	0	0	0
950 S Cherry Street STE 510 Denver, CO 80246				
Diana McFail	Chief Operating officer 40 00	88,258	2,648	5,909
950 S Cherry Street STE 510 Denver, CO 80246				

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
Lisa Sullivan 950 S Cherry Street STE 510 Denver, CO 80246	Program Officer 40 00	65,537	1,966	1,754
MARGARET FRANCKHAUSER 950 S Cherry Street STE 510 Denver, CO 80246				
MARGARET FRANCKHAUSER 950 S Cherry Street STE 510 Denver, CO 80246	PRESIDENT & CEO 40 00	108,731	3,262	18,938

TY 2016 Accounting Fees Schedule

Name: Total Community Options Foundation Inc
DBA Nextfifty Initiative

EIN: 26-2700185

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	36,675	0		36,675

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

TY 2016 Expenditure Responsibility Statement

Name: Total Community Options Foundation Inc
 DBA Nextfifty Initiative

EIN: 26-2700185

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
State PACE Ombudsman Program	455 Sherman Street Denver, CO 80203	2016-10-13	128,341	The mission of the PACE Ombudsman Program is to protect the rights of participants and ensure quality of care and services	128,341	N/A	Quarterly reports at the end of each calendar quarter		Reports are in compliance with the requirements of exercising expenditure responsibility

TY 2016 Investments Corporate Bonds Schedule**Name:** Total Community Options Foundation Inc

DBA Nextfifty Initiative

EIN: 26-2700185

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Anhueser-Busch	277,163	277,163
Biogen Inc	308,553	308,553
Celgene Corporation	312,062	312,062
Citibank	1,500,000	1,500,000
Citizens Bank	376,455	376,455
Clorox Company	207,174	207,174
Coca-Cola	242,506	242,506
Deutsche Telekom Intl	293,317	293,317
Dexia Credit	1,201,123	1,201,123
DZ Bank	1,250,208	1,250,208
Eaton Vance	4,300,000	4,300,000
Jea FLA Wtr & Swr	1,100,705	1,100,705
Loudoun Cnty VA	2,211,411	2,211,411
Mass St Comwlth	2,951,805	2,951,805
Met Transn Auth	2,501,562	2,501,562
Met Wash DC Arpts	2,501,569	2,501,569
Mitsubishi UFJ	901,877	901,877
Mizuho Bank	601,015	601,015
North Carolina Edl	1,000,000	1,000,000
Ohio St Univ	1,000,610	1,000,610

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Private Collgs & Univ	800,500	800,500
Rabobank Nederland	1,633,395	1,633,395
Skandinaviska	1,503,926	1,503,926
Standard Chartered Bk	1,501,676	1,501,676
Sumitomo Mitsui Banking	1,002,156	1,002,156
Sumitomo Mitsui Trust	1,202,532	1,202,532
University Of TX Univ	950,572	950,572
USII Infl 04/15/2018	790,608	790,608
USII Infl 04/15/2019	783,140	783,140
USII Infl 04/15/2020	784,459	784,459
USII Infl 04/15/2021	798,494	798,494
USII Infl 04/15/2022	775,643	775,643
Versailles	1,500,000	1,500,000
Voya Floating Rate	1,546,567	1,546,567
Vrdn Ind Fin	2,501,282	2,501,282
Vrdn Mississippi	800,507	800,507
Vrdn NYC	800,497	800,497
Vrdn San Bernardino	2,504,007	2,504,007
Vrdn Texas St	1,501,008	1,501,008

TY 2016 Investments Corporate Stock Schedule

Name: Total Community Options Foundation Inc
DBA Nextfifty Initiative

EIN: 26-2700185

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DFA Intl RE	1,279,762	1,279,762
DFA RE	1,267,214	1,267,214
GS Tactical Tilt	4,915,015	4,915,015
iShares S&P 500 K	12,494,911	12,494,911
Multi-Manager Intl	3,908,247	3,908,247
Multi-Manager US Sm Cap	2,226,742	2,226,742
State Street Emerging K	1,531,630	1,531,630
State Street Hedged Intl K	3,879,315	3,879,315

TY 2016 Legal Fees Schedule

Name: Total Community Options Foundation Inc
DBA Nextfifty Initiative

EIN: 26-2700185

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	270,597	0		270,597

TY 2016 Other Assets Schedule

Name: Total Community Options Foundation Inc
DBA Nextfifty Initiative

EIN: 26-2700185

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Escrow	17,895,181	15,387,283	15,387,283
Deposits		4,598	4,598

TY 2016 Other Decreases Schedule

Name: Total Community Options Foundation Inc
DBA Nextfifty Initiative

EIN: 26-2700185

Description	Amount
PRIOR PERIOD ADJUSTMENT	1,219,495
Unrealized Gains and Losses	71,335

TY 2016 Other Expenses Schedule

Name: Total Community Options Foundation Inc
DBA Nextfifty Initiative

EIN: 26-2700185

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	6,526	0		15,016
Advertising	38,530	0		38,529
Payroll Taxes	25,170	0		25,170
IT Expense	22,016	0		22,016
Office Expense	42,272	0		41,095
Dues & Subscriptions	3,983	0		8,640
Bank Fees	8,510	3,994		0
Licenses	25,119	0		25,192
Recruiting Expense	550	0		550
Professional Development	249	0		249

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Storage	77	0		77
Loss on Escrow Account Settlement	3,021,000	0		0

TY 2016 Other Liabilities Schedule

Name: Total Community Options Foundation Inc
DBA Nextfifty Initiative

EIN: 26-2700185

Description	Beginning of Year - Book Value	End of Year - Book Value
Due to Affiliates	108,159	0
Accrued PTO	0	22,577
Accrued Escrow Disbursements	0	3,021,000

TY 2016 Other Professional Fees Schedule

Name: Total Community Options Foundation Inc
DBA Nextfifty Initiative

EIN: 26-2700185

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
I T Expense	15,100	0		15,100
Consulting	128,348	0		128,348
Investment Fees	18,475	18,475		0