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

Do not ensecurity numbers on this form as it may be made public.

Intern	nal Revenue Service Information abou	t Form 990-PF and its separate			Open to Public Inspection
Ford	calendar year 2016 or tax year beginning J	UL 1, 2016	, and ending	JUN 30, 2017	
Nan	me of foundation			A Employer identification	number
Вс	onfils-Stanton Foundation			84-6029014	
Мил	mber and street (or P O box number if mail is not delivered to	street address)	Room/suite	B Telephone number	
_16	601 Arapahoe Street		500	303-825-3774	
City	y or town, state or province, country, and ZIP or fore	eign postal code		C If exemption application is p	ending, check here
De	enver, CO 80202				
G C	Check all that apply Initial return	Initial return of a f	ormer public charity	D 1. Foreign organizations	s, check here
	Final return	Amended return		2 Foreign organizations me	eeting the 85% test
	Address change	Name change		2. Foreign organizations me check here and attach co	omputation
H C	Check type of organization: X Section 501(c)	(3) exempt private foundation		E If private foundation sta	tus was terminated
<u>L</u>	Section 4947(a)(1) nonexempt charitable trust	Other taxable private found		under section 507(b)(1)	(A), check here
I Fa	air market value of all assets at end of year J Acc	ounting method: X Cash	Accrual	F If the foundation is in a	
•	rom Part II, col (c), line 16)	Other (specify)	, - ,	under section 507(b)(1))(B), check here
		column (d) must be on cash	Dasis)		1 (4)-
Pa	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check X If the foundation is not required to attach Sch	В			
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	421,098.	421,098.		
	5a Gross rents				
	b Net rental income or (loss)			Pr	A
. · •	6a Net gain or (loss) from sale of assets not on line 10	12,869,129.			CEIVED
Ø ₹	b Gross sales price for all assets on line 6a			3	
CANNEDS: Revenue	7 Capital gain net income (from Part IV line 2)		12,865,374.	ואן עני	01/012 0
2	6 Net Short-term capital gain			- -	2017 6
<u> </u>	9 Income modifications Gross sales less returns			1 000	
4	10a and allowances			UGD	N, UT
	Less Cost of goods sold				101
2 2 2 2	c Gross profit or (loss)	292,591.	316,892.		See Statement 1
	11 Other income	13,582,818.	13,603,364.		Dec Deacomone 1
≃1	12 Total Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc.	327,120.	42,451.		284,669.
>	13 Compensation of officers, directors, trustees, etc. 14 Other employee salaries and wages	141,343,	2,712		138,631.
3) A1	15 Pension plans, employee benefits	129,782,	11,799		117,983.
e E		654	0.		654.
ت Expenses	b Accounting fees Stmt 3	19,600	3,920.		15,680.
읈	c Other professional fees Stmt 4	271,671.	114,168.		157,503.
Φ	17 Interest	· · ·			
īa ti	18 Taxes Stmt 5	105,400.	. 0.		0.
ıst	19 Depreciation and depletion	39,622	. 0.		
Ē	20 Occupancy	4,996.	. 0.		4,996.
Ą	21 Travel, conferences, and meetings				
PLE	22 Printing and publications				
ĝ	23 Other expenses Stmt 6	223,175	. 0,		223,175.
Operating and Administrativ	24 Total operating and administrative				
) De	expenses Add lines 13 through 23	1,263,363		·	943,291.
O	25 Contributions, girts, grants paid	3,176,498			3,189,607.
	26 Total expenses and disbursements.				
	Add lines 24 and 25	4,439,861	. 175,050		4,132,898.
	27 Subtract line 26 from line 12.				
	8 Excess of revenue over expenses and disbursements	9,142,957			
	b Net investment income (if negative, enter -0-)		13,428,314	7/2	
	c Adjusted net income (if negative, enter -0-)		<u>i </u>	N/A	<u> </u>

623501 11-23-18 LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2016)

Б	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End of	<u></u>
ட	ait	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	200.	200.	200.
	2	Savings and temporary cash investments	91,642.	4,100,818.	4,100,818.
	3	Accounts receivable			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less, allowance for doubtful accounts ▶			
	5	Grants receivable			
	1	Receivables due from officers, directors, trustees, and other			
	-	disqualified persons	!		
	7	Other notes and loans receivable 1,000,000.			
	l .	Less: allowance for doubtful accounts	1,000,000.	1,000,000.	1,000,000.
LO.	R	Inventories for sale or use			· · · · · · · · · · · · · · · · · · ·
Assets	ı	Prepaid expenses and deferred charges			
As		Investments - U.S. and state government obligations			
	ĺ	Investments - corporate stock Stmt 7	13,635,507.	9,011,485.	14,004,860.
	ı	Investments - corporate bonds Stmt 8	4,238,105.	3,985,676.	4,114,423.
	١		-,250,250.		1,111,100,
	''	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation			
	ı	Investments - mortgage loans Investments - other Stmt 9	38,921,883.	48,960,776.	59,880,902.
	ı	THE CANONIC CA	30,321,003.	40,300,170.	33,000,302.
	'*	Land, buildings, and equipment basis 1,199,662. Less accumulated degrecation Stmt 10 540,911.	695,857.	658,751.	658,751.
	4.		56,353.	79,517.	79,517.
	ı		50,333.	79,517.	
	ם ו	Total assets (to be completed by all filers - see the	E9 630 E47	67 707 222	02 020 471
_	4-	instructions. Also, see page 1, item I)	58,639,547.	67,797,223.	83,839,471.
	ı	Accounts payable and accrued expenses	- 723.		ĺ
		Grants payable			1
ies	19	Deferred revenue			!
Liabilities	J	Loans from officers, directors, trustees, and other disqualified persons			
į	21	· · · · · · · · · · · · · · · · · · ·	51 500		
_	22	Other liabilities (describe See Statement 12	51,588.	67,232.	
			50 543	c= 000	'
_	23	Total liabilities (add lines 17 through 22)	52,513.	67,232.	
		Foundations that follow SFAS 117, check here			
s		and complete lines 24 through 26 and lines 30 and 31			
ည္ရ	1	Unrestricted			
alai	1	Temporarily restricted			
Ö	26	Permanently restricted	-		
Fund Balances		Foundations that do not follow SFAS 117, check here			ı
P		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
Net Assets	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
ţ	29	Retained earnings, accumulated income, endowment, or other funds	58,587,034.	67,729,991.	
ž	30	Total net assets or fund balances	58,587,034.	67,729,991.	
	ł				
_	31	Total liabilities and net assets/fund balances	58,639,547.	67,797,223.	
P	art	III Analysis of Changes in Net Assets or Fund B	alances		
1	Tota	net assets or fund balances at beginning of year - Part II, column (a), line	30		
-		st agree with end-of-year figure reported on prior year's return)		1	58,587,034.
2	•	r amount from Part I, line 27a		2	9,142,957.
		r increases not included in line 2 (itemize)		3	0.
		fines 1, 2, and 3		<u> </u>	67,729,991.
		eases not included in line 2 (itemize)		5	0.
		I net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	lumn (b), line 30	6	67,729,991.
			7=7,		- 000 55

Form 990-PF (2016) 84-6029014 Page 3 Bonfils-Stanton Foundation Part IV Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (c) Date acquired (mo., day, yr.) (a) List and describe the kind(s) of property sold (e.g., real estate, (d) Date sold (mo., day, yr.) 2-story brick warehouse; or common stock, 200 shs MLC Co.) 1a b See Attached Statements C d e (g) Cost or other basis (f) Depreciation allowed (h) Gain or (loss) (e) Gross sales price (e) plus (f) minus (g) (or allowable) plus expense of sale 12,865,374. (I) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h)) Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (j) Adjusted basis (k) Excess of col. (i) (i) F.M V. as of 12/31/69 as of 12/31/69 over col. (j), if any b 12,865,374. е If gain, also enter in Part I, line 7 2 12,865,374. 2 Capital gain net income or (net capital loss) If (loss), enter -0- in Part I, line 7 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). N/A If (loss), enter -0- in Part I, line 8 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. Yes X No Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part. 1 Enter the appropriate amount in each column for each year, see the instructions before making any entries. Distribution ratio (a) Base period years (b) (c)

	Calendar year (or tax year beginning in) Adjusted qualifying distributions Net value of noncharitable-use assets		(col (b) divided by col. (c))		
_	2015 3,809,638. 77,218,584.			.049336	
	2014 4,521,468. 81,441,116.			.055518	
_	2013	3,209,085.	80,268,352.		.039979
_	2012	4,094,256.	74,295,847.		.055107
_	2011	2,886,314.	70,933,750.		.040690
2	Total of line 1, column (d)	co pared duude the total on line 2 by 5	or by the gymber of years	2	.240630
3	Average distribution ratio for the 5-year ba the foundation has been in existence if less		or by the number of years	3	.048126
4	Enter the net value of noncharitable-use as	4	78,376,800.		
5	Multiply line 4 by line 3	5	3,771,962.		
6	Enter 1% of net investment income (1% of	6	134,283.		
7	Add lines 5 and 6			7	3,906,245.
8	Enter qualifying distributions from Part XII	, line 4		8	4,135,413.
	If line 8 is equal to or greater than line 7 ic	heck the hox in Part VI, line th, and come	olete that part using a 1% tax rate		

See the Part VI instructions.

623521 11-23-16

	t VI Excise Tax Based on Investment Income (Section 4940			e), or 4	948	- see ir	ISTru	cuo	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here 🕨 🔛 and en)	Í	l			
	Date of ruling or determination letter (attach copy of letter if nec			(-
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here of Part I, line 27b	· [X] a	nd enter 1%		1			134	,283.
С	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4%	of Part I	line 12, col. (b).	J	ŀ	1			
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Other				2	1	-		õ.
3	Add lines 1 and 2		•		3			134	,283.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Of	hers ent	er -0-)		4				0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-				5			134	,283.
6	Credits/Payments.								
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1:	L8,640.	ł	1			
þ	Exempt foreign organizations - tax withheld at source	6b			}	1			
C	Tax paid with application for extension of time to file (Form 8868)	6c							
þ	Backup withholding erroneously withheld	6d			1	Ì.			
7	Total credits and payments. Add lines 6a through 6d				7_	l		118	,640.
8	Enter any penalty for underpayment of estimated tax. Check here 🗷 if Form 2220 is attac	ched			8				
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			>	9			15	,643.
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		Refu	nded 📂	11				
	rt VII-A Statements Regarding Activities								
1a	During the tax year, did the foundation attempt to influence any national, state, or local legisl	ation or i	did it participate or	ıntervene	ın			Yes	No
	any political campaign?					ļ	1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purpos	es (see i	nstructions for the	definition)?	ļ	16		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities ar	nd copie	s of any materia	is publis	hed oi	-	•		
	distributed by the foundation in connection with the activities					ĺ			
	Did the foundation file Form 1120-POL for this year?					į.	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the					1			
	(1) On the foundation. \blacktriangleright \$ 0. (2) On foundation managers.			0.	_				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expendi	ture tax ı	mposed on founda	tion					
	managers. > \$0.								
2	Has the foundation engaged in any activities that have not previously been reported to the IF	IS?				ĺ	2		X
	If "Yes," attach a detailed description of the activities					ĺ		ĺ	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing in		it, articles of incor	poration,	or	ĺ			
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the change	_					3	X	↓
	Did the foundation have unrelated business gross income of \$1,000 or more during the year	7					4a	X	}
	If "Yes," has it filed a tax return on Form 990-T for this year?						4b	X	 _
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?						5		X
_	If "Yes," attach the statement required by General Instruction T	ut					,		,
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied en	mer.					, ,		
	By language in the governing instrument, or		+	6 4L4-4	. (, 1		1
	By state legislation that effectively amends the governing instrument so that no mandatory	/ airecuo	ns that conflict wit	n the stat	e iaw		ا ما	x	j
_	remain in the governing instrument?	1-4- 6			,		<u>6</u> 7	X	} -
1	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," con	npiete P	art II, coi (c), an	a Part XI	,			<u> </u>	┼──
8a	Enter the states to which the foundation reports or with which it is registered (see instruction co	ns) 🕨 _							
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the A	ttorney G	eneral (or designa	te)			ĺ	1	
	of each state as required by General Instruction G? If "No," attach explanation	-		•			8b	х	1
9	is the foundation claiming status as a private operating foundation within the meaning of se	ction 494	(ر)(3) or 4942	5) for cal	endar				T
	year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," c						9	L	х
10	Did any persons become substantial contributors during the tax year? # "Yes," attach a schedu	-		SS6S_			10		х
_							-00	- 65	/2016

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P	art VII-A Statements Regarding Activities (continued)			
			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of	1 1		
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		x
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
	If "Yes," attach statement (see instructions)	12		х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	х	
	Website address bonfils-stanton.org			
14	The books are in care of ▶ Ann Hovland Telephone no. ▶ 303-825-3	774		
	Located at ▶ 1601 Arapahoe Street, Denver, CO ZIP+4 ▶802	02		
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	N/	'A	
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		x
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the			
	foreign country			;
P	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
ن-نا	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1.	a During the year did the foundation (either directly or indirectly):			
•	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(1, 1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1		1	
	(1) (2) companies in pay of formbaroo and expension of a disquarmore person			1
	(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 X 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 X No			
	, , , , , , , , , , , , , , , , , , , ,			1
	b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	~		
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		×
	Organizations relying on a current notice regarding disaster assistance check here	!		
	c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected			
	before the first day of the tax year beginning in 2016?	1c	L	×
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	'	[1	'
	before 2016? Yes X No	,	!	
	If "Yes," list the years • , , ,			
	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			
		2b	~	
	statement - see instructions) 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		 -
,	th the provisions of section 4342(a)(2) are being applied to any or the years listed in 2a, list the years here.	•	,	
3	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			ĺ
	during the year? Yes X 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		1	1
	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		1	ļ
	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	j	
4	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		x
	b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that			
	had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	[]	x

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Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be R	lequired (contin	ued)			
5a During the year did the foundation pay or incur any amount to:					- 1	
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	Y6	s X No		1	1
(2) Influence the outcome of any specific public election (see section 4955); o	r to carry on, directly or indire	ctly,		- 1	1)
any voter registration drive?		Ye	s X No	- 1	1	í
(3) Provide a grant to an individual for travel, study, or other similar purposes	7	X Ye	s 🔲 No			i
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section		}	- 1	1	ì
4945(d)(4)(A)? (see instructions)		X Ye	s 🔲 No	- 1		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or fo	or	\	- 1		
the prevention of cruelty to children or animals?			s X No	[!
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify unit	ter the exceptions described i	n Regulations		1	- 1	
section 53 4945 or in a current notice regarding disaster assistance (see instru		·	ľ	5b		X
Organizations relying on a current notice regarding disaster assistance check h			▶[] [
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fi		ned	_	- [.		1
	Statement 14	<u>x</u> Ye	s No	1	- 1	i
If "Yes," attach the statement required by Regulations section 53 494.	-	٠٠ نـــــا		1	- 1	1
6a Did the foundation, during the year, receive any funds, directly or indirectly, to				1	- 1	1
a personal benefit contract?	pay promisims on	[] v	es X No	- 1	1	1
	Orennal hanafit contract?	<u></u>	**	6b		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	erzonai Denemi Comiaci.		<u> </u>		\dashv	 -
If "Yes" to 6b, file Form 8870	halter transaction?		es X No	ł	- 1	,
7a At any time during the tax year, was the foundation a party to a prohibited tax s			N/A	7b		 '
b If "Yes," did the foundation receive any proceeds or have any net income attributed in the foundation About Officers. Directors. Trust		nogoro Highly		<u>''' </u>		
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, roundation wa	nagers, nigni	y			
List all officers, directors, trustees, foundation managers and their	compensation					
Elst all Officers, alreadors, a disters, roundation managers and drei		(c) Compensation	(d) Contributions to	16) Exp	ense
(a) Name and address	(b) Title, and average hours per week devoted	(If not paid,	(d) Contributions to employee benefit plans and deferred compensation	acc) Expe count, llowan	other
	to position	enter -0-)	compensation	1 a	iowan	1003
		[1		
0.00		327 120	71 150	1		0.
See Statement 13		327,120.	71,159	┼		- "
		ł		1		
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		 	_	↓		
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		({	1		
			<u> </u>	┸		
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) Contributions to	, ,	\ Fun	
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	employee benefit plans and deferred	acc	e) Expo Count,	other
	devoted to position		compensation	a	llowar	nces
Gina Ferrari - 1601 Arapahoe St.,	Director, Grants Pr	gram	ļ	}		
Ste. 500, Denver, CO 80202	24.00	73,542.	15,134	<u></u>		0.
Monique M. Loseke - 1601 Arapahoe	Executive Assistant		[
St., Ste. 500, Denver, CO 80202	40.00	67,801.	14,335	<u> </u>		0.
			(
			L	L		
				T^{T}		
	_	J	L	L		_
Total number of other employees paid over \$50,000			•			0
			Forn	990	-PF	(2016)

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Part VIII Information About Officers, Directors, Trustees, Founda Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, enter	"NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Monticello Associates - 1800 Larimer Street,		
Suite 2100, Denver, CO 80202	Asset Management	75,000.
	_	
		
	_	
		
	-	
	 	+
	-	}
Total number of others receiving over \$50,000 for professional services		D
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statist number of organizations and other beneficiaries served, conferences convened, research papers prod	ucal information such as the luced, etc.	Expenses
1 N/A		
		0.
2		
		
3		
4		
"		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on	lines 1 and 2	Amount
1 N/A		
2		
		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

P	art X Minimum Investment Return (All domestic foundations must complete this part Foreign	foundations, se	e 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	76,372,881.
b	Average of monthly cash balances	1b	3,197,474.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	79,570,355.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)	0.	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	79,570,355.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,193,555.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	78,376,800.
6	Minimum investment return. Enter 5% of line 5	6	3,918,840.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundation foreign organizations check here implication and do not complete this part.)	s and certain	
1	Minimum investment return from Part X, line 6	1	3,918,840.
2a	Tax on investment income for 2016 from Part VI, line 5	33.	
b	Income tax for 2016. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	134,283.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,784,557.
4	Recoveries of amounts treated as qualifying distributions	4	13,109.
5	Add lines 3 and 4	5	3,797,666.
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	3,797,666.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		4 130 000
	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	4,132,898.
	Program-related investments - total from Part IX-B	1b 2	2,515.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		2,313.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	, ,,	3a 3b	
b	,	4	4,135,413.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4		4,133,413.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		134,283.
	Income. Enter 1% of Part I, line 27b	5	4,001,130,
6	Adjusted qualifying distributions. Subtract line 5 from line 4		
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundat 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,	Оограз	Tours prior to 2010	2010	2010
line 7				3,797,666.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years				
,,		0.		
3 Excess distributions carryover, if any, to 2016				ui
a From 2011				
b From 2012 409,953.				
c From 2013				
d From 2014 524,450.				
e From 2015	934,403.			
f Total of lines 3a through e	934,403.			
4 Qualifying distributions for 2016 from Part XII, line 4: ►\$ 4,135,413.				
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.			1
d Applied to 2016 distributable amount				3,797,666.
e Remaining amount distributed out of corpus	337,747.			
5 Excess distributions carryover applied to 2016	0.			0.
(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	1,272,150.			
b Prior years' undistributed income. Subtract				
line 4b from line 2b	i	0.		
c Enter the amount of prior years'				
undistributed income for which a notice of deficiency has been issued, or on which				
the section 4942(a) tax has been previously				
assessed		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2015 Subtract line				
4a from line 2a. Taxable amount - see instr			0,	
1 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			<u> </u>	
corpus to satisfy requirements imposed by	,		ļ	
section 170(b)(1)(F) or 4942(g)(3) (Election	ŀ			
may be required - see instructions)	0.			
8 Excess distributions carryover from 2011				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017.				
Subtract lines 7 and 8 from line 6a	1,272,150.			
10 Analysis of line 9				
a Excess from 2012 409,953.			1	
b Excess from 2013	[
c Excess from 2014 524,450.	j			
d Excess from 2015				
e Excess from 2016 337,747.	<u></u>		<u> </u>	Form 990-DF (2016)

Form 990-PF (2016)		nton Foundation			84-60290	14 Page 10
Part XIV. Priv	ate Operating F	oundations (see in:	structions and Part VI	I-A, question 9)	N/A	
1 a If the foundation	n has received a ruling or	determination letter that	it is a private operating			
-	•	2016, enter the date of t	•	▶		
b Check box to in-	dicate whether the found	ation is a private operatir	ng foundation described		4942(j)(3) or 494	12(1)(5)
2 a Enter the lesser	of the adjusted net	Tax year	41.500.45	Prior 3 years	T /# 0040	.
income from Pa	irt I or the minimum	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
investment retu	rn from Part X for					
each year listed	,			<u></u>	<u> </u>	
b 85% of line 2a				<u> </u>	<u> </u>	
c Qualifying distri	butions from Part XII,					
line 4 for each y	ear listed					
d Amounts includ	ed in line 2c not				İ	
used directly for	r active conduct of					
exempt activities	s					
e Qualifying distri	butions made directly					
for active condu	ict of exempt activities.					
Subtract line 2d			_			
3 Complete 3a, b,						
alternative test i a "Assets" alternat						
(1) Value of all					1 1	
(2) Value of as		_	_			
	on 4942(j)(3)(B)(i) ternative test - enter			 	 	
	investment return					
	t, line 6 for each year]	
listed						
c "Support" altern						
	ort other than gross income (interest,)			
	rents, payments on					
	oans (section				1	
	or royalties)	<u> </u>		 	 	
	om general public ore exempt					
organizatio	ns as provided in					
	12(j)(3)(B)(III)			<u> </u>	 	
• • •	ount of support from					
	organization			 -		
(4) Gross inves		motion /Comple	to this port only	if the foundation	n had \$5,000 or mo	ro in occoto
		he year-see inst		ii die louildadoi	11 11au \$5,000 01 1110	re iii assets
	Regarding Foundation					
		•	than 2% of the total con-	tributions received by the	e foundation before the clos	e of any tax
year (but only if	f they have contributed n	nore than \$5,000). (See s	section 507(d)(2).)	•		•
None						
b List any manag	ers of the foundation wh	o own 10% or more of th	ne stock of a corporation	(or an equally large port	ion of the ownership of a pa	rtnership or
other entity) of	which the foundation has	s a 10% or greater intere	st.			
None						
2 Information F	Regarding Contributi	on, Grant, Gift, Loan	Scholarship, etc., P	rograms:		
Check here	if the foundation of	nly makes contributions	to preselected charitable	organizations and does	not accept unsolicited reque	sts for funds If
the foundation i	makes gifts, grants, etc.	(see instructions) to indi	viduals or organizations i	under other conditions, c	complete items 2a, b, c, and	d
a The name, addr	ess, and telephone num	ber or e-mail address of t	the person to whom appl	ications should be addre	essed:	
See Statement :	15					
		e submitted and informa	tion and materials they s	hould include:		
e me tumi m wm	ιστι αμφιισατίστιο οπούια Ε	e suummeu anu mulliid	non and materials mey s	modu moduc.		
c Any submission	n deadlines:					
d Any restrictions	or limitations on award	s, such as by geographic	al areae chantable fields	kinds of institutions or	other factors:	
u Any restrictions	or miniauons on award	o, audii aa uy yeuyiapiiiC	oi aicas, ciiaillabic iiclus	, minus or mistilutions, Of	ound factors,	

84-6029014

Recipient Recipient If recipient is an individual, show any relationship to any foundation manager or substantial contributor Purpose of grant or contribution	Amount 10,000.
Show any relationship to any foundation manager or substantial contributor a Paid during the year Alliance of Artists Communities 144 Westminster Street, Suite 301 Providence, RI 02903 Americans for the Arts 1000 Vermont Avenue, NW Sixth Floor Show any relationship to any foundation status of recipient Foundation status of recipient Purpose of grant or contribution	
Name and address (home or business) any foundation manager or substantial contributor a Paid during the year Alliance of Artists Communities 144 Westminster Street, Suite 301 Providence, RI 02903 Americans for the Arts 1000 Vermont Avenue, NW Sixth Floor any foundation manager or status of recipient N/A PC to support the 2017 Alliance of Artists Communities' Annual Conference: Creating a Culture of Generosity	
Alliance of Artists Communities N/A PC to support the 2017 Alliance of Artists Communities' Annual Conference: Creating a Culture of Generosity Americans for the Arts N/A pc to support the 2018 Americans for the Arts Americans for the Arts	10,000
Alliance of Artists Communities' Annual Conference: Creating a Culture of Generosity Americans for the Arts 1000 Vermont Avenue, NW Sixth Floor	10,000
Communities' Annual Conference: Creating a Culture of Generosity Americans for the Arts N/A pc to support the 2018 Americans for the Avenue, NW Sixth Floor	10,000.
Conference: Creating a Culture of Generosity Americans for the Arts N/A pc to support the 2018 Americans for the Avenue, NW Sixth Floor	10,000
Americans for the Arts N/A pc to support the 2018 Americans Americans for the Arts	10,000.
Americans for the Arts N/A pc to support the 2018 1000 Vermont Avenue, NW Sixth Floor Americans for the Arts	10,000.
1000 Vermont Avenue, NW Sixth Floor Americans for the Arts	
1000 Vermont Avenue, NW Sixth Floor	
,	
Washington DC 20005	
manifesta, Se 2000	100,000.
Americas for Conservation and the N/A PC to support the 4th	
Arts Americas Latino Eco	
854 15th Street Festival	
Boulder, CO 80302	_20,000.
Art Students League of Denver N/A PC for general operating	
Art Students League of Denver N/A PC for general operating 200 Grant Street and project support	
Denver, CO 80203-4020	20,000.
ArtSpace N/A PC Predevelopment of	
250 Third Ave, Ste 400 Affordable Mixed-use	
Minneaplis, MN 55401 Arts Facility	125,000.
Total See continuation sheet(s) > 3a	3,189,607.
b Approved for future payment	
The Adoption Exchange N/A PC Livingston Fellowship	
14232 East Evans Avenue to support the	
Aurora, CO 80014 advanced professional	
development of Lauren	
Arnold	12,500.
Cleo Parker Robinson Dance Theatre N/A PC Livingston Fellowship	
119 Park Avenue West to support the	1
Denver, CO 80205 advanced professional	
development of Malik	i 1
Robinson	12,500.
Denver Youth Program N/A PC Livingston Fellowship	I
Denver, CO 80209 professional development of	
Prancisco Gallardo	12,500.
Total See continuation sheet(s)	87,500.

Part XVI-A Analysis of Income-Producing Activities

nter gross amounts unless otherwise indicated	Unrelated I	ousiness income		y section 512, 513, or 514	(e)
•	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	Related or exempt
1 Program service revenue:	code	Attiount	code	Airiount	
a	_		ļ ļ		
b	_		 -		
c			<u> </u>		
d	_				
e	_		 		
1	_		├ ─-├		
g Fees and contracts from government agencies	ļ———		├ ─├		
2 Membership dues and assessments	-		 		
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	445,399.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	<24,301.	> 14	292,591.	
8 Gain or (loss) from sales of assets other					
than inventory	523000	3,755.	18	12,865,374.	
9 Net income or (loss) from special events					
O Gross profit or (loss) from sales of inventory					
1 Other revenue.			1		
a	_		<u> </u>		
b	_		↓		
C	_		 		
d	_		├ ──		
e			 		
2 Subtotal Add columns (b), (d), and (e)		<20,546.	· <u>} </u>	13,603,364.	
3 Total. Add line 12, columns (b), (d), and (e)				13	13,582,81
See worksheet in line 13 instructions to verify calculations	· <u>/</u>				

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

orm 99			-Stanton Pound				84-602901		Pa	ge 13
Part	XVII	Information Re	egarding Tran	nsfers To a	and Transactions	and Relati	onships With Nonch	aritable		
		Exempt Organ								
					ig with any other organization	_	n section 501(c) of	1 1	res	No
	•	, ,			?7, relating to political organ	iizations?		- } - }	1)
		from the reporting found	ation to a noncharita	able exempt or	ganization of:					<u> </u>
	Cash							1a(1)		x
	Other	assets sactions:						1a(2)		
		of assets to a noncharita	bla avemnt prazniza	ation				1b(1)		×
		ases of assets from a no						1b(2)	\dashv	<u>x</u>
• •		l of facilities, equipment,	•	or yannzation				1b(3)		<u> </u>
• •		oursement arrangements						1b(4)	\dashv	<u>x</u>
•		or loan guarantees						1b(5)	\neg	х
		rmance of services or me	mbership or fundra	ising solicitatio	ns			1b(6)	\neg	х
c Sh	arıng of	facilities, equipment, ma	uling lists, other ass	ets, or paid em	ployees			1c		х
d If t	he ansv	ver to any of the above is	"Yes," complete the	following sche	dule. Column (b) should al	ways show the	fair market value of the goods,	, other asset	ts,	
or	services	s given by the reporting f	oundation. If the fou	ındatıon receive	ed less than fair market vali	ue in any trans	action or sharing arrangement,	show in		
CO) the value of the goods,								
(a)Line r	10	(b) Amount involved	(c) Name o	of noncharitable	e exempt organization	(d) Desc	cription of transfers, transactions, and	d sharing arrar	ngeme	nts
			<u> </u>	N/A		ļ				
										
	-									
	+		 							
			 							
	 		 			 				
	+-		 			 				
			 			 				
										
	+-		 							
	+		 			1	 			
	\neg		 				 			
2a Is	the four	idation directly or indirec	tly affiliated with, or	related to, one	or more tax-exempt organ	izations descri	bed			_
		501(c) of the Code (othe	•	c)(3)) or in sect	tion 527?		l	Yes	X	No
b If	Yes, co	mplete the following sch								
		(a) Name of org	janization		(b) Type of organization		(c) Description of relation	ship		
		N/A				 	 			
					 	 				
					 	 				
						 	 			
	Under	penalties of perjury, I declare	that I have examined th	his return, includir	ng accompanying schedules and	statements, and	to the best of my knowledge			
Sign	and be	ilief, it is tyle, correct, and cor	mplete Declaration of p	preparer (other tha	in taxpayer) is based on all inform	nation of which p Chief	reparer has any knowledge	lay the IRS dis	prepare	er
Here		// M H	Much		1/0/18/17		cer/Treasurer	X Yes	Ins	"No
	Sign	active of officer or trustee	SILVINO I		Date	Title	L			
		Print/Type preparer's na	ame	Preparer's s	ignature	Date	Check if PTIN			
				1	. /) ,		self- employed			
Paid		Laurie Anderson	1	dam	i Androm	10.18.1	/ P0:	1416697		
Prep		Firm's name > Kund	inger, Corder	& Engle,	P.C.		Firm's EIN ▶			
Use	Uniy	İ					•			

Phone no 303-534-5953

Firm's address ▶ 475 Lincoln Street, Suite 200

Denver, CO 80203

Page

1 of

2

		describe the kind(s) of property sold ick warehouse; or common stock, 20			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
12	Chilton				P		
_	Capital Guardian			- $+$	P		
_	Convexity				P		
	Dodge & Cox				P		
	OchZiff				P		
_					P		
	Spinnaker GSS					 	
	Vanguard				P	 	
_	Angelo Gordon				P		
	Cambrian Capital				P		
	Davison Kempner				P		
_k	Highclere Capital		. <u></u>		P		
_	Legg Mason				P	L	
m	Lexington Middle Mark	et			P		
n	Longleaf				P		
0	Newport Asia				P		
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale			Gain or (loss) lus (f) minus (g)	
a							1,290,651.
b							<39,359.>
c			 				6,411,699.
d		· · · · · · · · · · · · · · · · · · ·					400,804.
e							3,521,222.
1							29,141.
_							34,185.
<u>g</u>					-		30,930.
h		- 					150.
<u>_</u>			ļ	 			
÷				<u> </u>			301,591.
<u>k</u>				 			67,315.
1				ļ			46,338.
m				 -			45,864.
n				<u> </u>			175,364.
0				ļ			134,866.
_		g gain in column (h) and owned by (j) Adjusted basis	(k) Excess of col. (i)	{	Gains (excess i	ses (from col. (h)) of col. (h) gain over	col. (k),
_	(i) F M.V as of 12/31/69	as of 12/31/69	over col. (¡), if any	ļ		ot less than "-0-")	1 200 651
a L			 	├			1,290,651. <39,359.>
<u>b</u>				├			
c				├			6,411,699.
d				├			400,804.
e				 -			3,521,222.
f				-			29,141.
g		<u> </u>		L			34,185.
h		<u></u>					30,930.
							150.
1							301,591.
k							67,315.
$\overline{1}$							46,338.
m							45,864.
n			_				175,364.
0				Ī -			134,866.
	Capital gain net income or (net ca	ipital loss) { If gain, also enter If (loss), enter *-0	in Part I, line 7	2			
	•		`	 	 		
3	Net short-term capital gain or (los if gain, also enter in Part I, line 8, If (loss), enter "-0-" in Part I, line 8		nd (6):	3			

_	(a) List and	d describe the kind(s) of property sol- rick warehouse; or common stock, 2	d, e.g., real estate, 00 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
1a	Sanderson				P		
t	Vanguard				P		
_	Wellington Capital				P		
_	Miscellaneous				P		
_	Less UBTI gain report	ed on 990T			P	Various	Various
7							
- 0]		
7]		
_							
<u></u>					1		
$\overline{}$					1		
'n							
_						T	
_							
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	}	(h) (e) p	Gain or (loss) lus (f) minus (g)	
a		 		\vdash			<6,138,>
b	· · · · · · · · · · · · · · · · · · ·	 		t^-			138,491.
c		 		+			285,965.
d		 		+		~ ~ ~ ~ ~ ~	50.
e	 	 		+			<3,755.>
f				\vdash			
_		·		╁──			
g h				╁─			
"				┼─			
÷		 		+			
-k		 -		+-			
$\frac{}{1}$				+-			
m		 		 			
<u></u>		 		+-			
<u></u>		 		+			
Ť	Complete only for assets shown	ng gain in column (h) and owned by	the foundation on 12/31/69	1	(I)Los	ses (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	1	Gains (excess of	of col. (h) gain over ot less than "-0-")	r col. (k),
_			· · · · · · · · · · · · · · · · · · ·	+ -			<6,138.>
a b			 	+			138,491,
<u>c</u>		 	 	+			285,965.
4			 	+			50.
e				 			<3,755.>
Ť		 	 	+			
_				 			
g h				+			
7				_			
i		 	 	1-			
k		 	 	1			
Ť		 		1			
m		 		1			
'n		 	 	1			
0		 		1			
<u>-</u>		! 			 		
2	Capital gain net income or (net ca	apital loss) { If gain, also enter -(r in Part I, line 7 3-" in Part I, line 7	2			12,865,374.
3	Net short-term capital gain or (lo If gain, also enter in Part I, line 8, If (loss), enter "-0-" in Part I, line		d (6).	3		N/A	
_							

Part XV Supplementary Information	nton Foundation		84-602901	
				
3 Grants and Contributions Paid During the Y	If recipient is an individual,	T		
Recipient Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
	Or Substantial Contributor	1 Support	 	
Athena Project	N/A	PC	to support a Mini	
5761 S Youngfield Street		ĺ	Music Festival in	
Littleton, CO 80127	-	1	partnership with	
	<u> </u>	<u> </u>	Swallow Hill Music	5,147
Numerican Amba Tan	N/A	PC	to support the	
Augustana Arts Inc. 5000 East Alameda Avenue	N/A	FC	to support the 2016-2017 Stratus	
	1	1	Chamber Orchestra	
Denver, CO 80246			Annual Concert Series	15,000
	 			
Baroque Chamber Orchestra of Colorado	N/A	PC	general operating	
PO Box 200098	[ĺ	support	15 000
Denver, CO 80220	 	 		15,000
	1	}		
Buntport Theater Company	N/A	pc pc	for general operating	
717 Lipan	İ		support	
Denver, CO 80204		ļ		20,000
		}		
Central City Opera House Association	N/A	PC	for general operating	
400 South Colorado Blvd, Suite 530		Ì	support	
Denver, CO 80246-1255	1	1	1	75,000
Central City Opera House Association	N/A	PC	General operating	
400 South Colorado Blvd, Suite 530		1	support in honor of J.	
Denver, CO 80246-1255	J _I]	Landis Martin's board	
		1	service to the	
	 	 	Foundation.	150,000
Clayton Early Learning	N/A	pc	Livingston Fellowship	
3801 Martin Luther King Blvd		ſ	to support advanced	
Denver, CO 80205		}	professional	
•		}	development	12,500
Cleo Parker Robinson Dance Theatre	N/A	₽C	for continued support	
119 Park Avenue West	1		of capacity building	
Denver, CO 80205	1		efforts as part of the	
	1	1	Campaign for CPRD's	
	 	<u> </u>	Future	80,000
Clyfford Still Museum	N/A	PC	to support activities	
1250 Bannock Street			related to the	
Denver, CO 80204			establishment of the	
		<u> </u>	museum	550,000
Colorado Association of Funders	N/A	PC	for general operating	
PO Bos 48149		1	support	
Denver, CO 80204		1		2,500
Total from continuation sheets				2,914,607

	nton Foundation		84-602901	*
Part XV Supplementary Information	<u> </u>	 		
3 Grants and Contributions Paid During the				
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	
Name and address (home or business)	any foundation manager	status of	contribution	Amount
	or substantial contributor	recipient		
		į.	}	
Colorado Ballet	N/A	PC	for general operating	
1075 Santa Pe Dr	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	[]	support	
Denver, CO 80204		1		55,000.
	 	 	 	
		1		
Colorado Childrens Chorale	N/A	PC	for general operating	
2420 West 26th Ave, Suite 350-D		1	support	
Denver, CO 80211	 	 		40,000
Colorado Consorvatory for the Tagg	N/A	₽C	employee matching	
Colorado Conservatory for the Jazz	N/A	[grant	
Arts 4505 W 36th Ave		\	J'anc	
Denver, CO 80212		{	1	400.
	 	 		
Colorado Nonprofit Association	N/A	PC	for general operating	
789 Sherman Street, Suite 240)	support to strengthen	
Denver, CO 80203]	leadership capacity of	
]	the nonprofit sector	15,000.
Colorado Nonprofit Development Center	N/A	PC	as fiscal sponsor to	
789 Sherman Street, Suite 250			provide cash	
Denver, CO 80203			management of	
			Livingston Fellowship	
	<u> </u>	<u> </u>	Funds	23,724.
			1	
Colorado Nonprofit Development Center	N/A	pc	Employee matching	
789 Sherman Street, Suite 250	,,,,		grant for general	
Denver, CO 80203		,	operating support	250
Denver, co octos		 		
		1		
Colorado Photographic Arts Center	N/A	PC	for general operating	
1070 Bannock Street #75			and strategic plan	
Denver, CO 80204	 		implementation	20,000
Quality Mhashus Garages	1/2	₽C	to support setses	
Curious Theatre Company	N/A	PC	to support patron	
1080 Acoma Street		ł	cultivation,	
Denver, CO 80204-4035	1		development, and engagement efforts	50 000
			engagement efforts	50,000
Curious Theatre Company	N/A	pc	for general operating	
1080 Acoma Street	J	}	support	
Denver, CO 80204	<u> </u>	 	 	40,000
Denver Architectural Foundation	N/A	PC	to support the 2017	
303 East 17th Avenue, Suite 110	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		Doors Open Denver Arts	
Denver, CO 80203			E Culture Activities	15,000
Total from continuation sheets		- •		

Denver Biemnial of the Americas 1550 Wewatta Street Suite 950 Denver, CO 80202 Denver Botanic Gardens 909 York Street Denver, CO 80206 Denver Heatre District 1515 Arapahoe Street, Tower 2, Suite 400 Denver, CO 80202 Denver Young Artists Orchestra 1385 S Colorado Boulevard #A722 Denver, CO 80202 Priends of Chamber Music 191 University Blvd, Suite 974 Denver, CO 80206 Priends of the Denver School of the Arts 1711 Montview Blvd Denver, CO 80220 Golden Pirst Presbyterian Church 17707 W 16th Avenue Golden, CO 80200 Grantmakers in the Arts Denver, CO 80220 Grantmakers in the Arts Denver, CO 80220 N/A PC Bagift in honor of Mark G, Falcone for his Board service to the Foundation 90,6 Mark G, Falcone for his Board service to the Foundation 90,6 Mark G, Falcone for his Board service to the Foundation 90,6 Mark G, Falcone for his Board service to the Foundation 90,6 To support the Sonfile Stanton Lecture Series 50,6 To support Supernova: Dutdoor Digital Animation and Art Pestival 15,6 For general operating 15,6 Priends of Chamber Music 1707 W 16th Avenue 17707 W	3 Grants and Contributions Paid During the				
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191 University Blvd, Suite 974 Denver, CO 80206 Piano Series and Audience Development and Educational Outreach Programs 25, Control of the Denver School of the N/A PC Employee matching grant for general operating support 1, Control of the Avenue Golden, CO 80401 Graland Country Day School N/A PC Employee matching grant for general operating support 1, Control operating support 1, Contr		N/A	PC -	to support the 2016-17	20,000
Denver, CO 80206 Audience Development and Educational Dutreach Programs 25,6 Friends of the Denver School of the N/A PC Employee matching grant for general operating support 1,6 Golden First Presbyterian Church N/A PC Employee matching grant for general operating support 1,5 Graland Country Day School N/A PC Employee matching grant for general operating support 1,5 Graland Country Day School N/A PC Employee matching grant for general operating support 1,5 Grantmakers in the Arts N/A PC for general operating support 1,6 Grantmakers in the Arts N/A PC for general operating support 1,6		N/A		1 1	
and Educational Outreach Programs 25,0 Friends of the Denver School of the N/A PC Employee matching grant for general Operating support 1,1 Golden First Presbyterian Church N/A PC Employee matching grant for general Operating support 1,5 Graland Country Day School N/A PC Employee matching grant for general Operating support 1,5 Graland Country Day School N/A PC Employee matching grant for general Operating support 1,5 Grantmakers in the Arts N/A PC for general operating Support 1,6 Grantmakers in the Arts N/A PC for general operating Support Support 1,6	-		1	<u> </u>	
Dutreach Programs 25,0 Friends of the Denver School of the N/A PC Employee matching grant for general operating support 1,0 Golden First Presbyterian Church N/A PC Employee matching grant for general operating support 1,5 Graland Country Day School N/A PC Employee matching grant for general operating support 1,5 Graland Country Day School N/A PC Employee matching grant for general operating support 1,5 Grantmakers in the Arts N/A PC for general operating support 1,6 Grantmakers in the Arts N/A PC for general operating support 1,6	penver, es esaet	}		- I	
Arts 7111 Montview Blvd Denver, CO 80220 Colden First Presbyterian Church N/A Golden First Presbyterian Church N/A FC Employee matching grant for general operating support 1,5 Graland Country Day School N/A PC Employee matching grant for general operating support 1,5 Complete matching grant for general operating support 1,6 Complete matching grant for			<u> </u>	Outreach Programs	25,000
Arts 7111 Montview Blvd Denver, CO 80220 Colden First Presbyterian Church N/A FC Employee matching grant for general operating support 1,0 Employee matching grant for general operating support 1,5 Graland Country Day School N/A PC Employee matching grant for general operating support 1,5 Employee matching grant for general operating support 1,6 Grantmakers in the Arts N/A PC for general operating support 1,6 Grantmakers in the Arts N/A PC for general operating support					
7111 Montview Blvd Denver, CO 80220 Colden First Presbyterian Church 1,0 Golden First Presbyterian Church 17707 W 16th Avenue Golden, CO 80401 Coraland Country Day School 30 Birch Street Denver, CO 80220 Corantmakers in the Arts N/A PC Denver of or general operating support 1,0 Corantmakers in the Arts N/A PC Denver of or general operating support 1,0 Corantmakers in the Arts N/A PC Denver of or general operating support 1,0 Corantmakers in the Arts N/A PC Denver of or general operating support 1,0 Corantmakers in the Arts N/A PC Denver of or general operating support 2,0 Corantmakers in the Arts N/A PC Denver of or general operating support 2,0 Corantmakers operating support 3,0		N/A	PC	1 1	
Denver, CO 80220 Golden First Presbyterian Church 17707 W 16th Avenue Golden, CO 80401 Graland Country Day School 30 Birch Street Denver, CO 80220 Grantmakers in the Arts 4055 21St Ave W Ste 100 PC Employee matching grant for general perating support 1,0 FC for general operating support				- Y	
Golden First Presbyterian Church 17707 W 16th Avenue Golden, CO 80401 Graland Country Day School 30 Birch Street Denver, CO 80220 Grantmakers in the Arts 4055 21St Ave W Ste 100 PC Employee matching grant for general operating support 1,6 For general operating support 1,6		1		pperacring support	1,000
17707 W 16th Avenue Golden, CO 80401 Graland Country Day School N/A PC Employee matching grant for general grant for general operating support 1,5 Grantmakers in the Arts N/A PC for general operating support 1,6 Grantmakers in the Arts N/A PC for general operating support	benver, co vozzv		 	 	
17707 W 16th Avenue grant for general operating support 1,5 Graland Country Day School N/A PC Employee matching grant for general operating support 1,6 Grantmakers in the Arts N/A PC for general operating support 1,6 Grantmakers in the Arts N/A PC for general operating support 1,6			1	1	
Graland Country Day School N/A PC Employee matching grant for general Denver, CO 80220 Grantmakers in the Arts N/A PC for general operating support 1,0 4055 21St Ave W Ste 100	-	N/A	PC	1 1	
Graland Country Day School N/A PC Employee matching grant for general operating support 1,0 Grantmakers in the Arts N/A PC for general operating support support				T I	
30 Birch Street grant for general operating support 1,0 Grantmakers in the Arts N/A PC for general operating support 4055 21St Ave W Ste 100 support	Golden, CO 80401		 	pperating support	1,500
30 Birch Street grant for general operating support 1,0 Grantmakers in the Arts N/A PC for general operating support 4055 21St Ave W Ste 100 support			1		
Denver, CO 80220 operating support 1,0 Grantmakers in the Arts N/A PC for general operating support 4055 21St Ave W Ste 100 support		N/A	PC	1 1	
Grantmakers in the Arts N/A PC for general operating 4055 21St Ave W Ste 100 support				F	
4055 21St Ave W Ste 100 support	Denver, CO 80220		 	operating support	1,000
4055 21St Ave W Ste 100 support				1	
	Grantmakers in the Arts	N/A	₽C	for general operating	
	4055 21St Ave W Ste 100	1		support	
Seattle, WA 98199 10,0	Seattle, WA 98199	<u> </u>	<u> </u>		10,000

	nton Foundation		84-602901	<u></u>
Part XV Supplementary Informatio				
3 Grants and Contributions Paid During the				
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	
Name and address (home or business)	any foundation manager	status of	contribution	Amount
	or substantial contributor	recipient	- 	
			L	
Lighthouse Writers Workshop, Inc.	N/A	PC	Johnston R. Livingston	
1515 Race St		1	Fellowship for	
Denver, CO 80206		1	advanced professional	40.50
	 	 	development	12,500
		}	1	
Maria Mosina	N/A	Individual	2017 Artist Award	
7474 E Arkansas Ave, #1206		1"	Recipient	
Denver, CO 80231	 	 		35,000
Mexican Cultural Center	N/A	PC	for general operating	
5350 Leetsdale Drive, Suite 200W	1	1	support	
Denver, CO 80246		<u> </u>		20,000
		200	for manage) securities	
Museo de las Americas	N/A	PC	for general operating	
861 Santa Fe Drive	1	1	support and to	
Denver, CO 80204 ·		}	subsidize a leadership	25.54
	 	 	succession plan	35,000
		İ		
Museum of Contemporary Art ~ Denver	N/A	PC	Employee matching	
1485 Delgany Street		1	grant for general	
Denver, CO 80202	<u> </u>	<u> </u>	operating support	750
Museum of Contemporary Art - Denver	N/A	PC	for general operating	
	N/A		support	
1485 Delgany Street	}		Bupport	65,000
Denver, CO 80202		+	+	
National Sports Center for the	N/A	₽C	Johnston R. Livingston	
Disabled	1	1	Fellowship for	
1801 Mile High Stadium Cir Ste 1500			advanced professional	
Denver, CO 80204		Į	development	12,50
Opera Colorado	N/A	PC	support general	
695 S Colorado Blvd, Suite 20	}		operations and	
Denver, CO 80246	}		audience development	
, -			programming related to	
		1	production of AS ONE	65,00
			, ,	
Phamaly Theatre Company	N/A	PC	for general operating	
4061 South Eliot Street			support	
Englewood, CO 80110	1			20,000
PlatteForum	N/A	PC	for general operating	
2400 Curtis Street Suite 100	1		support to activate a	
Denver, CO 80205	1		dynamic hub for	
•		1	creative community	
		1	collaboration	15,00
Total from continuation sheets		<u> </u>		

	anton Foundation		84-6029014	
Part XV Supplementary Informatio				
3 Grants and Contributions Paid During the		,		
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
0.47.1	7/3	nc.	to support Podline's	
RedLine	N/A	PC	to support RedLine's 2017 exhibition and	
2350 Arapahoe Street	•	}		
Denver, CO 80205			program platform: (Dis)place	25,000
				· · · · · · · · · · · · · · · · · · ·
RedLine	N/A	pov	Johnston R. Livingston	
2350 Arapahoe Street	1		Fellowship for	
Denver, CO 80205			advanced professional development	12,500
				
RedLine	N/A	PC	a two-year pilot	
2350 Arapahoe Street		1	program to support the	
Denver, CO 80205		1	Arts in Society	
		 	initiative	200,000
Rocky Mountain Public Broadcasting	N/A	PC PC	to support Arts	
	\\\^A		District and arts	
Network, Inc. 1089 Bannock St	Į.		coverage across	
		1	multiple platforms	50,000
Denver, CO 80204 Springboard for the Arts	N/A	PC	to support IdeaLab 2.0	
308 Prince St Ste 270	\\\^A		and expanded coverage	
	1	1	of Denver artists	
Saint Paul, MN 55101	i	İ	through a national	
		}	platform	30,000
				 _
St. Martin's Chamber Choir	N/A	PC	for general operating	
2015 Glenarm Pl	N/A		support	
		1	Bupport	15 000
Denver, CO 80205		 		15,000
	1			
Stephen W. Seifert	N/A	Individual	2017 Community Service	
735 S Clayton St		,	in the Arts Award	25 000
Denver, CO 80209		 		35,000
Stories on Stage	N/A	pc	for general operating	
2590 Walnut St Ste 8		1	and program support	
Boulder, CO 80302		 		10,000
Street's Hope	N/A	pc	Johnston R. Livingston	
PO Box 19416	[.,	<u></u>	Fellowship for	
Denver, CO 80219		1	advanced professional	
2011-51, 60 00217		1	development	12,500
	 	1	 	
Su Teatro	N/A	pc	to support the San	
721 Santa Fe Drive	,	F	Arte expansion project	
Denver, CO 80204		1	The expansion project	85,000
2011701, 00 00204				

Part XV Supplementary Informati	on			
3 Grants and Contributions Paid During the				
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	
Su Teatro	N/A	PC	for general operating	
721 Santa Fe Drive		}	support	
Denver, CO 80204		 	 	30,000
Swallow Hill Music Association	N/A	₽C	for general operating	
71 East Yale Avenue	1	1	support	
Denver, CO 80210		 		25,000
The Adoption Exchange	N/A	PC	Johnston R. Livingston	
14232 East Evans Avenue		1	Fellowship for	
Aurora, CO 80014		1	advanced professional	
	- 	 	development	12,500
The Allied Arts, Inc.	N/A	PC	to support the financial aid program	
3712 Allison Street Wheat Ridge, CO 80033		1	for young artists	5,00
wheat Ridge, co 00033	+	 	tor found are race	
The Children's Museum of Denver	N/A	pc	to support Arts	
2121 Children's Museum Drive	.,		Engagement and	
Denver, CO 80211		ļ	Education Programming	30,000
The Delores Project	N/A	PC	Johnston R. Livingston	
P.O. Box 1406		1	Fellowship for	
Denver 80201		ł	advanced professional	
		 	development	12,500
The Denver Art Museum	N/A	PC	to support Vision	
100 West 14th Avenue Parkway Denver 80204			2021: North Building Renovation	350,00
Delivel 00504	- 	 	Kenovacion	330,00
The Denver Art Museum	N/A	₽C	Johnston R. Livingston	
100 West 14th Ave Parkway			Fellowship for	
Denver 80204			advanced professional	10.50
		 	development	12,50
The Denver Brass	7/2	PC PC	for general operating	
The Denver Brass 2253 N Downing Street	N/A		and project support	
Denver 80205			Project Support	15,000
The Denver Foundation	N/A	PC	to support Colorado	
55 Madison Street 8th Floor			Art Tank	46.5
Denver 80206 Total from continuation sheets		1		12,50

	tanton Foundation		84-602901	4
Part XV Supplementary Informati				
3 Grants and Contributions Paid During the		,		
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
University of Colorado Foundation	N/A	₽C	2017 Science,	
1800 Grant Street			Medicine, and the Arts	
Denver 80203		1	Award - Arts and	
		1	Humanities in	
		<u> </u>	Healthcare Program	35,000
Waining of Brown Galana				
University of Denver - Colorado	N/A	рc	to support the	
Seminary		ł	Institute for Leaders	
University of Denver - Colorado		l	in Development at	
Seminary Denver, CO 80208		 	University College	7,000
Viennes Williams			Employee matching	
Warren Village	n/A	pc 	Employee matching	
1323 Gilpin St	f	1	grant for general	F65
Denver, CO 80218			operating support	500
Viandaulaund	7/2	DC.	Employee matching	
Wonderbound	N/A	PC	Employee matching	
1075 Park Ave West		1	grant for general	F 0.0
Denver, CO 80205		-{	operating support	500
Wonderbound	N/A	PC	support general	
1075 Park Ave West			operations and	
Denver, CO 80205		1	participation in 2017	
		ł	Vail International	
			Dance Festival	100,000
Youth on Record	N/A	PC PC	to support Y.O.R.	
1301 West 10th Avenue]		Sessions and the	
Denver, CO 80204		 	Outdoor Concert Series	30,000
Youth on Record	N/A	PC	Johnston R. Livingston	
1301 West 10th Avenue	1		Fellowship for	
Denver, CO 80204			advanced professional	
<u> </u>			development	12,500
Black Cube	N/A	POF	to support the	
18 Inverness Place East		1	temporary exhibit	
Englewood, CO 80112		-	entitled Site Museum	10,000
P.J. D'Amico	n/A	Individual	Fellowship expense	
1414 East 8th Ave, Unit 4		1	reimbursement for	
Denver, CO 80218			advanced professional	
·			development	2,336
Association of Fundraising	N/A	₽C	Sponsor - National	
Professionals	77.0		Philanthropy Day in	
PO Box 24745		1	Colorado	
			Colorado	1 500
Denver, CO 80224				1,500
Total from continuation sheets			1	

Bonfils-Stanton Foundation

Part XV Supplementary Information 3 Grants and Contributions Paid During the Y				
Recipient	If recipient is an individual.	 		
Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
	[Ĺ_	2017	•
Colorado Business Committee for the	N/A	PC	Sponsor - 2017	
Arts			Business for the Arts	
789 Sherman St, Ste 280		Ì	Awards	2 500
Denver, CO 80203		 		2,500
	1	}	1	
Colorado Nonprofit Association	N/A	pC	Sponsor - Colorado	
789 Sherman St, Ste 240	, , , , , , , , , , , , , , , , , , ,		Nonprofit Week Awards	
Denver, CO 80203		1	Honprorre week iswards	1,500
Denver, CO 80203	 	 	- 	
Mile High United Way	N/A	PC	Sponsor - Take Note	
711 Park Avenue West	[· · ·	Ţ Î	Colorado Concert -	
Denver, CO 80205	}		Raising the Roof for	
Denter' CO 90503			Music Education	2,500
		 	Music Education	2,300
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Grants and Contributions Approved for Future Payment (Continuation) Rame and address (nome or business) Name and address (nome or business) ghthouse Writers Workshop, Inc. 15 Race Street nover, CO 80206 White High Stadium Cir Ste 1500 Alline Mile High Stadium Cir Ste 1500 Alline All Name Advanced professional Hevelogment of Louise Material States Alline Material States Alline Mile High Stadium Cir Ste 1500 Alline All Name Al		anton Foundation		84-602901	'
Ricopent show any relationship of southern or distinct of the state of					
Name and address home or business) Name and address home or business) ghthouse Writers Workshop, Inc. UNA 15 Race Street nover, CO 80206 N/A Livingston Fellowship to support the advanced professional development of Michael Renry 12,5 Livingston Fellowship to support the advanced professional development of Kim abhied OL Mile Righ Stadium Cir Ste 1500 mover, CO 80204 Amount N/A PC Livingston Fellowship to aupport the advanced professional development of Kim Reston 12,5 So Aregaboe Street mover, CO 80205 Reet's Rope box 19416 mover, CO 80219 N/A PC Livingston Fellowship to support the advanced professional development of Louise Martorano 12,5 Livingston Fellowship to support the advanced professional development of Louise Martorano 12,5 Livingston Fellowship to support the advanced professional development of Louise Martorano 12,5 Livingston Fellowship to support the advanced professional development of Nina Martinez 12,5 Livingston Fellowship to support the advanced professional development of Nina Martinez 12,5			'		
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15 Race Street myer, CO 80206	ighthouse Writers Workshop Inc.			Livingston Fellowship	
mver, CO 80206 Indian Ind	•	[","		1	
dional Sports Center for the sabled to Mile Right Stadium Cir Ste 1500 mer, CO 80204 mer, CO 80205 mer, CO 80205 mer, CO 80205 mer, CO 80205 mer, CO 80205 mer, CO 80205 mer, CO 80205 mer, CO 80205 mer, CO 80205 mer, CO 80205 mer, CO 80205 mer, CO 80205 mer, CO 80205 mer, CO 80205 mer, CO 80205 mer, CO 80209 mer, CO 80219 m			1	_	
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tional Sports Center for the sabled of MINE High Stadium Cir Ste 1500 nover, CO 80204 and Avanced professional levelopeant of Kim Reaton 12,5 dtline SO Arapahoe Street nover, CO 80205 and Avanced professional developeant of Louise Martorano 12,5 dtvingston Fellowship to support the advanced professional developeant of Louise Martorano 12,5 dtvingston Fellowship to support the advanced professional developeant of Louise Martorano 12,5 dtvingston Fellowship to support the advanced professional developeant of Nina Martinez 12,5 dtvingston Fellowship to support the advanced professional development of Nina Martinez 12,5 dtvingston Fellowship to support the advanced professional development of Nina Martinez 12,5 dtvingston Fellowship to Support the Advanced professional development of Nina Martinez 12,5 dtvingston Fellowship to Support the Advanced professional development of Nina Martinez 12,5 dtvingston Fellowship to Support the Advanced professional development of Nina Martinez 12,5 dtvingston Fellowship to Support the Advanced professional development of Nina Martinez 12,5 dtvingston Fellowship to Support the Advanced professional development of Nina Martinez 12,5 dtvingston Fellowship to Support the Advanced professional development of Nina Martinez 12,5 dtvingston Fellowship to Support the Advanced professional development of Nina Martinez 12,5 dtvingston Fellowship to Support the Advanced professional development of Nina Martinez 12,5 dtvingston Fellowship to Support the Advanced Professional development of Nina Martinez 12,5 dtvingston Fellowship to Support the Advanced Professional development of Nina Martinez 12,5 dtvingston Fellowship to Support the Advanced Professional development of Nina Martinez 12,5 dtvingston Fellowship to Support the Advanced Professional development of Nina Martinez 12,5 dtvingston Fellowship to Support the Advanced Professional development of Nina Martinez 12,5 dtvingston Fellowship to Support the Advanced Professional development of Nina Martinez 12,5 dtvingston Fellowship to Su				f "	12,500
asbled Of Mile High Stadium Cir Ste 1500 mer, CO 80204 diline 50 Arapahoe Street mver, CO 80205 reet's Hope box 19416 mver, CO 80219 Solutions MA FC Livingston Fellowship to support the advanced professional levelopaent of Kim Raston 12,5 Livingston Fellowship to support the advanced professional levelopaent of Louise Martorano 12,5 Livingston Fellowship to support the advanced professional levelopaent of Nina Martinez 12,5	Mational Sports Center for the	N/A	PC		
advanced professional Revelopment of Kim Reaston 12,5 ddine N/A PC Livingston Fellowship to support the advanced professional Revelopment of Louise Martorano 12,5 box 19416 mver, CO 80219 N/A PC Livingston Fellowship to support the advanced professional Revelopment of Louise Martorano 12,5 box 19416 mver, CO 80219 Livingston Fellowship to support the advanced professional Revelopment of Nina Martinez 12,5 12,5	Disabled		1	to support the	
mver, CO 80204 ddine N/A PC Livingston Fellowship to support the advanced professional development of Louise Martorano 12,5 reet's Rope box 19416 mver, CO 80219 N/A PC Livingston Fellowship to support the advanced professional development of Nina Nartinez 12,5 12,5 12,5				1	
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to support the advanced professional development of Louise Martorano 12,5 reet's Hope N/A C Livingston Pellowship to support the advanced professional development of Nina Martinez 12,5 12,5 12,5 12,5 12,5 12,5 12,5	RedLine	N/A	PC		
mver, Co 80205 advanced professional development of Louise Martorano 12,5 reet's Hope N/A PC Livingston Fellowship to support the advanced professional development of Nina Martinez 12,5 12,5 12,5 12,5 12,5 12,5 12,5				i i	
development of Louise Martorano 12,5 reet's Hope Dox 19416 niver, CO 80219 Dox 19416 niver, CO 8021			1	1 1	
reet's Hope) box 19416 miver, CO 80219 N/A PC Livingston Pellowship to support the advanced professional development of Nina Martinez 12,5	,		İ		
reet's Hope box 19416 to support the support the support the support the advanced professional development of Nina Martinez 12,5		1	1	·	12,500
box 19416 niver, co 80219 to support the advanced professional development of Nina Martinez 12,5	Street's Hope	N/A	PC		
advanced professional development of Nina sartinez 12,5	PO box 19416			7	
development of Nina Martinez 12,5		1		advanced professional	
	,	1) !	
				Martinez	12,500
Total from continuation cheets					
	Total from continuation sheets				50,00

Form 990-PF	Other I	ncome		Statement 1
Description		(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Income from pass-through enti	ities	292,591.	316,892	
Total to Form 990-PF, Part I	, line 11	292,591.	316,892	
Form 990-PF	Legal	Fees		Statement 2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tuthill & Hughes	654.	0		654.
To Fm 990-PF, Pg 1, ln 16a	654.	0	·	654.
Form 990-PF	Accounti	ng Fees		Statement 3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kundinger, Corder & Engle, P.C.	19,600.	3,920		15,680.
To Form 990-PF, Pg 1, ln 16b	19,600.	3,920		15,680.
Form 990-PF (Other Profes	sional Fees		Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Wellington Trust Fund Monticello and Associates Colorado Media Network Corona Insights Dr. Tom Noel Evan West	39,168, 75,000, 20,905, 14,000, 3,333, 3,000,	75,000 0 0		0. 0. 20,905. 14,000. 3,333. 3,000.

Bonfils-Stanton Foundation				84-6029	014
Fulcrum Advisors	34,000.	0.		34,	000.
KP Advisors	8,400.	0.		8,	400.
Launch Advertising	7,008.	0.		7,	008.
Blackbaud License Fee	13,528.	0.		13,	528.
Officiency, Inc.	8,906.	0.		8,	906.
Projection Digital	5,500.	0.		5,	500.
Sam Pike	16,495.	0.		· · · · · · · · · · · · · · · · · · ·	495.
Third Sector New England	11,000.				000.
TSP One, LLC	11,428.	0.		11,	428.
To Form 990-PF, Pg 1, ln 16c	271,671.	114,168.		157,	503.
Form 990-PF	Tax	es	S	tatement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charita Purpos	
Excise tax	105,400.	0.			0.
To Form 990-PF, Pg 1, ln 18	105,400.	0.			0.
Form 990-PF	Other E	xpenses	S	tatement	6
	(a)	(b)	(c)	(Ď)	
	Expenses	Net Invest-	Adjusted	Charita	ble
Description	Per Books		Net Income	Purpos	
Assessments and dues	42,803.	0.		42,	803.
Trustee expense	1,742.			1,	742.
Awards luncheon	37,597.	0.		37,	597.
Maintenance and repairs	5,542.			5,	542.
Insurance	10,349.	0.			349.
Livingston Fellows expenses Other direct program	21,073.	0.		21,	,073.
expenses	33,065.	0.		33,	,065.
Office expense and misc.	71,004.	0.		71,	,004.
To Form 990-PF, Pg 1, ln 23	223,175.	0.		223,	,175.

Form 990-PF Co	rporate Stock		Statement 7
Description		Book Value	Fair Market Value
Longleaf Small Cap Fund Vangard Dividend Growth Fund	-	1,111,482. 7,900,003.	1,232,184. 12,772,676.
Total to Form 990-PF, Part II, lin	e 10b	9,011,485.	14,004,860.
Form 990-PF Co	rporate Bonds		Statement 8
Description		Book Value	Fair Market Value
LeggMason Institutional Fund	-	3,985,676.	4,114,423.
Total to Form 990-PF, Part II, lin	e 10c	3,985,676.	4,114,423.
Form 990-PF Oth	er Investments		Statement 9
Description	Valuation Method	Book Value	Fair Market Value
Angelo Gordon Energy Credit Opp	COST		
Fund		219,070.	251,871.
Chilton International Fund	COST	850,008.	1,989,627.
Convexity Capital Offshore LP	COST	73,698.	0.
Davidson Kempner Institutional	COST		
Partners, LLC	GO GT	5,369,032.	5,790,127.
Highclere International Investors	COST	3,279,345.	3,788,813.
Incline Global Offshore Ltd Indus Asia Pacific Fund	COST COST	1,500,000.	1,732,962.
Maverick Fund		2,000,000. 3,500,000.	2,971,757. 4,801,624.
Newport Asia Institutional Fund	COST COST	3,436,968.	5,178,173.
OchZiff Overseas Fund	COST	418,126.	775,169.
Samlyn Offshore Ltd	COST	1,500,000.	1,630,767.
Select Equity Offshore Ltd	COST	1,800,000.	2,165,240.
Wellington Trust Fund	COST	6,969,767.	7,933,697.
Spinnaker Global Emerging Markets	COST	, ,	, ,
Fund		3,000,000.	4,017,019.
Canyon Value Realization Fund	COST	1,686,930.	2,514,762.
Spinnaker GSS Holdings	COST	189,343.	230,372.
Lexington Middle Market	COST	309,648.	423,669.
Canyon Distressed Opportunities	COST		
Fund		330,000.	384,853.

Bonfils-Stanton Foundation			84-6029014	
Farallon Capital Institutional	COST			
Partners		3,500,000.	3,542,418.	
Sanderson International Value Fund	l COST	6,528,841.	7,183,293.	
GQG	COST	2,500,000.	2,574,689.	
Total to Form 990-PF, Part II, lin	ne 13	48,960,776.	59,880,902.	
Form 990-PF Depreciation of Asse	ets Not Held for	Investment	Statement 10	
Description	Cost or Other Basis	Accumulated Depreciation	Book Value	
Office condos	055 853	211 500	544.150	
	955,757.	311,589.	644,168.	
Furniture and equipment	219,620.	208,770.	10,850.	
Computer equipment	24,285.	20,552.	3,733.	
Total To Fm 990-PF, Part II, ln 14	1,199,662.	540,911.	658,751.	
				
Form 990-PF	Other Assets		Statement 11	
Form 990-PF Description	Other Assets Beginning of Yr Book Value	End of Year Book Value	Statement 11 Fair Market Value	
Description	Beginning of Yr Book Value	Book Value	Fair Market Value	
Description Fine art and deposits	Beginning of		Fair Market	
Description	Beginning of Yr Book Value	Book Value	Fair Market Value	
Description Fine art and deposits Property development costs	Beginning of Yr Book Value	Book Value 21,590. 150.	Fair Market Value	
Description Fine art and deposits Property development costs Defferred compensation fund To Form 990-PF, Part II, line 15	Beginning of Yr Book Value 21,590. 150. 34,613.	Book Value 21,590. 150. 57,777.	Fair Market Value 21,590. 150. 57,777.	
Description Fine art and deposits Property development costs Defferred compensation fund To Form 990-PF, Part II, line 15	Beginning of Yr Book Value 21,590. 150. 34,613. 56,353.	Book Value 21,590. 150. 57,777.	Fair Market Value 21,590. 150. 57,777. 79,517.	
Description Fine art and deposits Property development costs Defferred compensation fund To Form 990-PF, Part II, line 15	Beginning of Yr Book Value 21,590. 150. 34,613. 56,353.	Book Value 21,590. 150. 57,777.	Fair Market Value 21,590. 150. 57,777. 79,517.	
Description Fine art and deposits Property development costs Defferred compensation fund To Form 990-PF, Part II, line 15 Form 990-PF Oth	Beginning of Yr Book Value 21,590. 150. 34,613. 56,353.	Book Value 21,590. 150. 57,777. 79,517.	Fair Market Value 21,590. 150. 57,777. 79,517.	
Description Fine art and deposits Property development costs Defferred compensation fund To Form 990-PF, Part II, line 15 Form 990-PF Oth Description	Beginning of Yr Book Value 21,590. 150. 34,613. 56,353.	Book Value 21,590. 150. 57,777. 79,517. BOY Amount	Fair Market Value 21,590. 150. 57,777. 79,517. Statement 12 EOY Amount	

		of Officers, D Foundation Mana		State	ement 13
Name and Address		Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	
Gary Steuer 1601 Arapahoe Street, Ste. Denver, CO 80202	500	CEO/President	232,091.	52,957.	0.
Ann Hovland 1601 Arapahoe Street, Ste. Denver, CO 80202	500	CFO/Treasurer/ 28.00	Secretary 89,779.	18,202.	0.
J. Landis Martin 1601 Arapahoe Street, Ste. Denver, CO 80202	500	Chairman thru 2.00	4/30/17	0.	0.
John E. Repine, MD 1601 Arapahoe Street, Ste. Denver, CO 80202	500	Trustee 2.00	1,000.	0.	0.
Harold R. Logan, Jr. 1601 Arapahoe Street, Ste. Denver, CO 80202	500	Chairman effec	tive 7/1/17 500.	0.	0.
Mark G. Falcone 1601 Arapahoe Street, Ste. Denver, CO 80202	500	Trustee thru 1	/31/17	0.	0.
Denise M. O'Leary 1601 Arapahoe Street, Ste. Denver, CO 80202	500	Trustee 2.00	0.	0.	0.
Deborah Jordy 1601 Arapahoe Street, Ste. Denver, CO 80202	500	Trustee 2.00	1,000.	0.	0.
Ronald "Chip" Walton 1601 Arapahoe Street, Ste. Denver, CO 80202	500	Trustee thru 4	1,000.	0.	0.
Maruca Salazar 1601 Arapahoe Street, Ste. Denver, CO 80202	500	Trustee 2.00	750.	0.	0.
Elaine Mariner 1601 Arapahoe Street, Ste. Denver, CO 80202	500	Trustee effect	ive 4/30/17 0.		0.
Totals included on 990-PF,	Page 6,	Part VIII	327,120.	71,159.	0.

Form 990-PF Expenditure Responsibility Statement Statement 14
Part VII-B, Line 5c

Grantee's Name

P.J. D'Amico

Grantee's Address

1391 N. Speer Blvd., Suite 360 Denver, CO 80204

Grant Amount	Date of Grant	Amount Expended	Verification Date
			
25,000.	11/05/13	16,461.	08/28/17

Purpose of Grant

The Johnston R. Livingston Fellowship Award was awarded to support the advanced professional development of P.J. D'Amico. Due to subsequent change in employment status, the Foundation chose to allow Mr. D'Amico to remain in the Fellowship Program and elected to handle the expenses of his Fellowship through expenditure responsibility.

Dates of Reports by Grantee

Received 6/23/14, 8/21/15, 8/24/16; Future reports due 8/28/17, 12/1/17

Any Diversion by Grantee

To the knowledge of the grantor, no funds have been diverted.

Results of Verification

Funds spent as awarded.

Grantee's Name

Black Cube

Grantee's Address

18 Inverness Place East Englewood, CO 80112

Grant Amount	Date of Grant	Amount Expended	Verification Date
10,000.	08/01/16	10,000.	01/10/17

Purpose of Grant

To develop and install a temporary exhibit entitled Site Museum.

Dates of Reports by Grantee

01/10/2017

Any Diversion by Grantee

To the knowledge of the grantor, no funds have been diverted.

Form 990-PF

Grant Application Submission Information Part XV, Lines 2a through 2d

Statement

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Name and Address of Person to Whom Applications Should be Submitted

President 1601 Arapahoe Street, Suite 500 Denver, CO 80202

Telephone Number

303-825-3774

Form and Content of Applications

Organizations seeking grants are requested to call the Foundation to discuss the potential funding requests before submitting a proposal. The Foundation accepts the Colorado Common Grant Application. Organizations are allowed to submit only one proposal in a calendar year.

Any Submission Deadlines

Last business day of the following months: January, April, July, and October.

Restrictions and Limitations on Awards

Foundation resources are invested in organizations contributing to Denver's art and cultural community through four grant-making strategies: general operating support to arts organizations committed to excellence, innovation, and sustainability; project support to support new or ongoing projects that are exceptional for their artistic merit, innovation, collaborative design and/or targeted appropach to cultural participation; arts innovation grants for the development of ground-breaking approaches to creating and presenting art, engaging new audiences, and developing new organizational/business models to strengthen capacity and financial sustainability; and capital project grants for organizations with which the Foundation has an established relationship and for which 75% of the campaign goal has been achieved.

AMENDED AND RESTATED BYLAWS

OF

BONFILS-STANTON FOUNDATION

Amended July 20, 2016

ARTICLE I

Office

- Principal Office. The principal office of the Foundation shall be located in the
 City of Denver, State of Colorado.
- Registered Office and Agent. The Foundation shall continuously maintain in
 Colorado a registered agent and a registered office.

ARTICLE II

Board of Trustees

The Board of Trustees shall consist of distinguished citizens of the State of Colorado who shall be selected from a wide diversity of backgrounds so as to enhance the governance of a substantial charitable foundation.

- 1. <u>General Powers.</u> Subject to limitations contained in the Foundation's articles of incorporation (the "Articles"), all corporate powers shall be exercised by or under authority of, and the business and affairs of the Foundation shall be managed and controlled by the Board of Trustees. The Board of Trustees may formulate a Statement of Policy to be used as a guide in the administration of the affairs of the Foundation. Said Statement of Policy and any changes therein shall be approved by the Board of Trustees in the manner set forth in the Articles.
- 2. <u>Number and Terms</u>. The number of Trustees shall not be less than three nor more than nine. Except as described in Section 3, below, the term of office of a Trustee is one year. Each Trustee shall hold office until such trustee's term expires and thereafter until such trustee's

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successor has been duly elected or appointed and qualified, or until such trustee's earlier death, resignation or removal.

- 3. <u>Community Trustees.</u> The Board of Trustees may elect up to two trustees (the "Community Trustees") whose term of office shall be two years. By majority consent of the Board, Community Trustees may be re-elected for one additional two-year term. A Community Trustee is not eligible to serve as an officer of the Foundation or as a committee chair. Except as provided in this Section 3, a Community Trustee is considered a Trustee for all purposes of these bylaws and the Articles.
- 4. <u>Removal of Trustees.</u> Any Trustee may be removed, with or without cause, by the vote of a three-fourths majority of the Trustees then in office.
- 5. Resignation. Any Trustee may resign at any time by providing written notice of resignation to the Chairman of the Board or President of the Foundation, and any such resignation shall take effect at the time specified therein or if no time is specified, then at the next meeting of the Board of Trustees.
- 6. <u>Vacancies.</u> Any vacancy occurring in the Board of Trustees shall be filled by a majority vote of the remaining Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the Trustee's predecessor in office.

ARTICLE III

Meetings of the Board

1. <u>Annual Meeting.</u> An annual meeting of the Board of Trustees shall be held on the second Wednesday of October or at such other date as shall be determined by a majority of the Trustees.

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2. Other Regular Meetings. Other regular meetings shall be held on a quarterly basis

on dates determined by the Board of Trustees.

- 3. <u>Special Meetings.</u> Special meetings of the Board of Trustees may be called at any time by the Chairman of the Board or by any three members of the Board of Trustees.
- 4. <u>Participation in Meetings.</u> In an unusual or unavoidable circumstance, a Trustee may participate in a regular or special meeting through the use of any means of communication by which all Trustees participating may hear each other during the meeting. A Trustee, or Trustees, participating in a meeting by this means is deemed to be present in person at the meeting.
- 5. <u>Notice of Meetings.</u> Written notice stating the place, date and hour of the meeting shall be delivered not less than ten (10) days nor more than thirty (30) days before the date of the meeting either personally, by US mail, or by electronic mail, by or at the direction of the Chairman of the Board or the other Trustees calling the meetings.

Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting unless specifically required by statute, by the Articles or by these bylaws.

Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. Quorum. A majority of the Trustees then in office shall constitute a quorum for the transaction of business. The act of the majority of Trustees present at a meeting in which a quorum is present shall be the act of the Board of Trustees unless otherwise specified by statute, by the Articles or by these bylaws. If less than a majority of Trustees are present at the meeting

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as called, such meeting may be adjourned and such adjourned meeting may be reconvened without further notice. When such adjourned meeting shall consist of a quorum, any business may be transacted which might have been transacted at a meeting as originally called. A quorum once having been present at any meeting or adjourned meeting, the Trustees may continue to transact business until adjournment, notwithstanding the withdrawal of Trustees to the extent that the number present shall be less than a quorum.

- 7. <u>Voting.</u> Each Trustee shall be entitled to one vote on any matter that comes before the meeting.
- 8. Presumption of Assent. A Trustee of the Foundation who is present at a meeting of the Board of Trustees at which action is taken on any corporate matter shall be presumed to have assented to the action taken unless the Trustee's dissent shall be entered in the minutes of the meeting or unless the Trustee shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Foundation within forty-eight hours after the adjournment of such meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

9. Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a notice meeting the requirements of Section 9(b) (the "Notice") is transmitted in writing to each Trustee and each Trustee by the time stated in the Notice either: (i) votes in writing for such action, or (ii) (A) votes in writing against such action, abstains in writing from voting, or fails to respond or vote, and (B) fails to demand in writing that action not be taken without a meeting.

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- (b) The Notice must state: (i) the action to be taken, (ii) the time by which a Trustee must respond, (iii) that failure to respond by the time stated in the Notice will have the same effect as abstaining in writing by the time stated in the Notice and failing to demand in writing by the time stated in the Notice that action not be taken without a meeting, and (iv) any other matters the Foundation determines to include.
- (c) Action is taken under this Section 9 only if, at the end of the time stated in the Notice: (i) the affirmative votes in writing for such action received by the Foundation and not revoked pursuant to Section 9 equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Trustees then in office were present and voted, and (ii) the Foundation has not received a written demand by a Trustee that such action not be taken without a meeting (other than a demand that has been revoked pursuant to Section 9(e)). Unless the Notice states a different effective date, action taken pursuant to this Section 9 shall be effective at the end of the time stated in the Notice.
- (d) A Trustee's right to demand that action not be taken without a meeting shall be deemed to have been waived unless the Foundation receives such demand from the Trustee in writing by the time stated in the Notice and such demand has not been revoked pursuant to Section 9.
- (e) Any Trustee who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this Section 9 may revoke such vote, abstention, or demand in writing received by the Foundation by the time stated in the Notice.
- (f) Any writing by a Trustee under this Section 9 shall be in a form sufficient to inform the Foundation of the identity of the Trustee, the vote, abstention, demand, or revocation of the Trustee, and the proposed action to which such vote, abstention, demand, or revocation

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relates. All communications under this Section 9 may be transmitted or received by the Foundation by electronically transmitted facsimile, e-mail, or other form of wire or wireless communication.

- (g) Action taken pursuant to this Section 9 has the same effect as action taken at a meeting of Trustees and may be described as such in any document. All writings made pursuant to this Section 9 shall be filed with the minutes of the meetings of the Board of Directors.
- 10. <u>Committees.</u> The Board of Trustees by resolution adopted by a majority of the Trustees may designate and appoint one or more committees, each of which shall consist of two or more Trustees together with such other persons as the Board of Trustees may designate, which committees, to the extent provided in the resolution, shall have all the authority of the Board of Trustees, except as prohibited by the Articles or by any statute.
- 11. <u>Standing Committees.</u> There shall be three standing committees, whose members shall be Trustees who shall be appointed by the Chairman of the Board. Those committees shall consist of the Investment Committee, Audit Committee, and Executive Committee.
- (a) The Investment Committee shall consist of from three (3) to four (4) members as determined from time to time by the Chairman of the Board, and shall oversee the investments of the Foundation and shall make over-all investment policy recommendations to the Board of Trustees. The Investment Committee shall also be responsible for the selection of investment managers and the transfer of investments between funds subject to the over-all policies adopted by the Board of Trustees, provided that any such action does not involve more than Ten Million Dollars, and provided also that the President of the Foundation has approved the action. The Investment Committee shall meet at least quarterly on a schedule to be adopted by the Committee.

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- (b) The Audit Committee shall likewise consist of from three (3) to four (4) members as determined from time to time by the Chairman of the Board. The Audit Committee shall meet at least annually directly with the outside auditors of the Foundation and out of the presence of the President and the President's subordinate officers to review the financial situation of the Foundation and to receive any comments or criticisms which the outside auditors deem appropriate for presentation to the Board of Trustees.
- (c) The Executive Committee shall consist of all non-Community Trustees and will be Chaired by the Chairman of the Board. The Executive Committee shall meet at least annually during the first quarterly meeting of each new fiscal year or at a time determined by the Chair, to conduct an annual review of the performance of the President.

ARTICLE IV

Officers

- 1. Officers. The officers of the Foundation shall be a Chairman of the Board, a President, a Secretary and a Treasurer. The Board of Trustees may appoint such other officers, managers, or agents as the business of the Foundation may require, including one or more Assistant Treasurers, and one or more Assistant Secretaries, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these bylaws or as the Board of Trustees may from time to time determine. The Board of Trustees also may engage the service of management consultants, legal counsel, accountants, auditors and other professionally qualified persons to serve at the pleasure of the Board of Trustees to assist in conducting the administrative functions of the Foundation and to perform such other duties as may be directed by the Board of Trustees.
 - 2. Election, Qualification and Term of Office. All officers shall be elected annually

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by the Board of Trustees at its annual meeting. The Chairman of the Board shall be a member of the Board. The Secretary may, or may not, be a member of the Board, at the discretion of the Board. One person may hold more than one office, except that one person shall in no event hold both the offices of President and Secretary. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, or until such officer's earlier death, resignation or removal. Any officer may be removed by a vote of a majority of the Trustees at any meeting of the Board whenever in their judgment the best interests of the Foundation will be served thereby. Any officer may resign at any time by giving written notice to the Board of Trustees or to the Secretary of the Foundation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- 3. Authority and Duties of Officers. The officers of the Foundation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board of Trustees or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.
- A. Chairman of the Board: The Chairman of the Board shall be a member of the Board of Trustees, and shall preside at all meetings of the Board of Trustees. The Chairman shall also be a non-voting ex-officio member of all standing committees of the Board. The Chairman shall have and perform duties incident to the office of the Chairman of the Board and such other functions which may be assigned by the Board of Trustees.
- B. President: The President shall be the chief executive officer of the Foundation. The President shall have general supervision over the business and affairs of the

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Foundation and its several officers, with the exception of the Chairman of the Board of Trustees. The President may sign and execute, in the name of the Foundation, deeds, mortgages, bonds, contracts, and other instruments which have been approved by the Board of Trustees, or as to which the Board has delegated to the President the authority to approve or disapprove thereof. The Board shall also have authority to delegate to some other officer or agent the right to execute any such documents on behalf of the Foundation. The President shall also perform in general all duties incident to the office of the chief executive officer of the Foundation and such other duties as may from time to time be assigned by the Board of Trustees. The President shall also prescribe the duties for officers and employees of the Foundation whose duties are not otherwise defined. Checks drawn on the Foundation's accounts in excess of \$100,000 shall require the signatures of either the President or the Treasurer and the Chairman of the Board. The President shall not enter into any agreement which binds the Foundation to any service in an amount in excess of \$200,000 or for a period longer than three years, without the express approval of the Board of Trustees. The President shall keep the Board of Trustees informed of all space leases, all extensive remodeling contracts, and all long-term consulting agreements. The President shall not make any changes in the Foundation's investments without Investment Committee approval, and if the amount involved is in excess of Ten Million Dollars, the approval of the full Board of Trustees shall be required. Finally, the President shall not sell or dispose of any tangible personal property of the Foundation with a value of \$100,000 or more without Board approval.

C. Secretary: The Secretary shall be responsible for the recording and distribution of the minutes of all meetings of the Board of Trustees. The Secretary may delegate to an assistant secretary the recording of the minutes of the meetings of the Board of Trustees. The Secretary shall keep a register of the mailing addresses of each Trustee, and shall see to it

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that all notices of Trustees' meetings, whether regular or special, are duly served. The Secretary shall certify and keep at the principal office of the Foundation the original or a copy of its bylaws, as amended or otherwise altered to date, and a book of minutes of all Trustees' meetings, with the time and place of holding, whether regular or special, how authorized, the notices thereof given, and the names of those present at the meetings. The Secretary shall be custodian of the corporate records of the Foundation and see that the books, reports, statements, and all other documents and records required by law are properly kept and filed; exhibit at all reasonable times to any Trustee, upon application, the bylaws and minutes of the proceedings of the Board of Trustees of the Foundation; and in general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Trustees.

D. Treasurer: If required by the Board of Trustees, the Treasurer may give a bond for the faithful discharge of the Treasurer's duties, in such sum and with such surety or sureties as the Board of Trustees shall determine. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Foundation, receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such banks, trust companies or other depositaries as shall be selected by the Board of Trustees; keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, including amount of its assets, liabilities, receipts, disbursements, gains and losses; exhibit at all reasonable times the books of account and records to any Trustee during business hours at the office of the Foundation where such books and records are kept; render a statement of the condition of the finances of the Foundation at all meetings of the Board of Trustees, and a full financial report at the annual meeting of the Board

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of Trustees; pay all lawful obligations of the Foundation; and in general perform all the duties as from time to time may be assigned to the Treasurer by the President or the Board of Trustees.

ARTICLE V

Contracts, Checks, Deposits and Funds

- 1. <u>Contracts.</u> The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and to bind the Foundation by any contract or to pledge its credit or to render it liable pecuniarily for any purpose in any amount.
- 2. <u>Checks, Drafts, Etc.</u> All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. Endorsements for deposit to the credit of the Foundation in any of its duly authorized depositories may be made with countersignature, by the President, or the Treasurer or any other officer or agent of the Foundation to whom the Board of Trustees, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Foundation.
- 3. <u>Deposits.</u> All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may select.
- 4. <u>Gifts.</u> The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

ARTICLE VI

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Indemnification of Officers and Trustees

- 1. Scope of Indemnification. The Foundation shall indemnify Trustees of the Foundation pursuant to the procedures set forth in, and to the fullest extent authorized by, Colorado law. The right to indemnification provided herein shall be a contract right and shall include the right to be paid by the Foundation in accordance with Colorado law for expenses The Foundation may indemnify incurred in advance of any proceeding's final disposition. officers, employees and agents of the Foundation to the same extent as is permitted for directors under Colorado law (and to a greater extent if consistent with law). No such indemnification shall be made without the prior approval of the Board of Trustees, however, and the determination of the Board of Trustees that such indemnification is permissible. The Foundation may maintain insurance, at its expense, to protect itself and any Trustee, officer, employee or agent of the Foundation against any expense, liability or loss whether or not the Foundation would have the power to indemnify such person against such expense, liability or loss under Colorado law. The foregoing rights of indemnification shall not be exclusive of other rights to which any Trustee, officer, employee or agent may be entitled as a matter of law.
- 2. <u>Savings Clause; Limitation.</u> If any provision of the Colorado Revised Nonprofit Corporation Act (the "Act") or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Foundation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the Foundation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Foundation as an organization described in section 501(c)(3) of the Internal

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Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.

ARTICLE VII

General Standards of Conduct for Trustees and Officers

- 1. <u>Discharge of Duties.</u> Each Trustee shall discharge the Trustee's duties as a trustee, including the Trustee's duties as a member of a committee of the Board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the Trustee or officer reasonably believes to be in the best interests of the Foundation.
- 2. Reliance on Information, Reports, Etc. In discharging duties, a Trustee or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Foundation whom the Trustee or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the Trustee or officer reasonably believes are within such person's professional or expert competence; or a committee of the Board of Trustees of which the Trustee is not a member if the Trustee reasonably believes the committee merits confidence. A Trustee or officer is not acting in good faith if the Trustee or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Article VII unwarranted.
- 3. <u>Liability to Foundation.</u> A Trustee or officer shall not be liable as such to the Foundation for any action taken or omitted to be taken as a Trustee or officer, as the case may be, if, in connection with such action or omission, the Trustee or officer performed the duties of

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the position in compliance with this Article VII.

- 4. <u>Trustee Not Deemed to Be a "Trustee."</u> A Trustee, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to the Foundation or with respect to any property held or administered by the Foundation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.
- 5. <u>Loans to Trustees and Officers Prohibited.</u> No loans shall be made by the Foundation to any of its Trustees or officers. Any Trustee or officer who assents or participates in the making of any such loan shall be liable to the Foundation for the amount of such loan until the repayment thereof.

ARTICLE VIII

Miscellaneous

- 1. The fiscal year of the Foundation shall begin on the first day of July of each year and shall end upon the last day of the following June.
- 2. References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE IX

Amendment of Bylaws

These bylaws may be altered, amended or repealed and new bylaws adopted by the affirmative vote of three-quarters of the Board of Trustees at any regular meeting of the Board or at any special meeting of the Board. The notice of such meetings shall include the statement that one of the purposes of the meeting is to consider an amendment to the bylaws.

07 20 2016