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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 05-01-2017, and ending 04-30-2018

Name of foundation HARRY L WILLETT FOUNDATION C/O RYAN WILLETT		A Employer identification number 27-1868389	
Number and street (or P O box number if mail is not delivered to street address) 518 17TH STREET NO 250		Room/suite	
B Telephone number (see instructions) (303) 623-0809		C If exemption application is pending, check here	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation	
☐ Section 4947(a)(1) nonexempt charitable trust		E If private foundation status was terminated under section 507(b)(1)(A), check here	
☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16)\$ 1,643,503		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	4,050,000		
	2 Check ☐ If the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	814	814	
	4 Dividends and interest from securities	24,285	24,285	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	33,450		
	b Gross sales price for all assets on line 6a	412,785		
	7 Capital gain net income (from Part IV, line 2)		33,450	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	4,108,549	58,549		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)	8,734	8,734	0
	17 Interest			
	18 Taxes (attach schedule) (see instructions)			
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)			
	24 Total operating and administrative expenses. Add lines 13 through 23	8,734	8,734	0
	25 Contributions, gifts, grants paid	3,470,650		3,470,650
	26 Total expenses and disbursements. Add lines 24 and 25	3,479,384	8,734	3,470,650
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	629,165			
b Net investment income (if negative, enter -0-)		49,815		
c Adjusted net income(if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	111,554	681,997	681,997			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)						
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)						
	b Investments—corporate stock (attach schedule)						
	c Investments—corporate bonds (attach schedule)						
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	842,981	901,703	961,506			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
15 Other assets (describe ▶ _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	954,535	1,583,700	1,643,503				
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe ▶ _____)						
	23 Total liabilities (add lines 17 through 22)	0	0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted	954,535	1,583,700				
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
	28 Paid-in or capital surplus, or land, bldg , and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds						
	30 Total net assets or fund balances (see instructions)	954,535	1,583,700				
31 Total liabilities and net assets/fund balances (see instructions) .	954,535	1,583,700					

Part III Analysis of Changes in Net Assets or Fund Balances		
1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	954,535
2 Enter amount from Part I, line 27a	2	629,165
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	1,583,700
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	1,583,700

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a SCHWAB #4844	P		2018-12-31
b SCHWAB #4844	P		2018-12-31
c SCHWAB #3107	P		2018-12-31
d SCHWAB #3107	P		2018-12-31
e CAPITAL GAINS DIVIDENDS	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 48,167		46,159	2,008
b 106,305		99,141	7,164
c 92,723		91,138	1,585
d 165,515		142,897	22,618
e 75			75

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			2,008
b			7,164
c			1,585
d			22,618
e			75

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	33,450
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	3,576,315	1,363,742	2 622428
2015	3,032,150	1,453,189	2 086549
2014	3,817,667	1,125,018	3 393427
2013	2,137,168	1,120,522	1 907297
2012	1,473,334	638,639	2 306990

2 Total of line 1, column (d)	2	12 316691
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	2 463338
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,462,990
5 Multiply line 4 by line 3	5	3,603,839
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	498
7 Add lines 5 and 6	7	3,604,337
8 Enter qualifying distributions from Part XII, line 4	8	3,470,650

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	996
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	996
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	996
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	18,686
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	18,686
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	17,690
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 17,690 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> 	10	Yes	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of KATHY ANDERSEN Telephone no (303) 623-0809			

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

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b			
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 2017? ☐ 1c			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐ 2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). ☐ Yes ☒ No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b			No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes	☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b			
	Organizations relying on a current notice regarding disaster assistance check here.				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?				
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	☐ Yes	☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?				
		☐ Yes	☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b			
	<i>If "Yes" to 6b, file Form 8870</i>				No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?				
		☐ Yes	☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b			

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BOYD RYAN WILLETT JR 518 17TH STREET SUITE 250 DENVER, CO 80202	PRESIDENT 0 00	0	0	0
LOUISE WILLETT CURTIS 518 17TH STREET SUITE 250 DENVER, CO 80202	SECRETARY/TREASURER 0 00	0	0	0
BOYD WILLETT CURTIS 518 17TH STREET SUITE 250 DENVER, CO 80202	VICE PRESIDENT 0 00	0	0	0

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

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

Total number of other employees paid over \$50,000. **0**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2	
All other program-related investments. See instructions.	0
3	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	939,138
b	Average of monthly cash balances.	1b	546,131
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,485,269
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,485,269
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	22,279
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,462,990
6	Minimum investment return. Enter 5% of line 5.	6	73,150

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

1	Minimum investment return from Part X, line 6.	1	73,150
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	996
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	996
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	72,154
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	72,154
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	72,154

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	3,470,650
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,470,650
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,470,650

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				72,154
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 2015, 2014, 2013		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	1,441,606			
b From 2013.	2,081,568			
c From 2014.	3,761,970			
d From 2015.	2,959,690			
e From 2016.	3,508,263			
f Total of lines 3a through e.	13,753,097			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>3,470,650</u>				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				72,154
e Remaining amount distributed out of corpus	3,398,496			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	17,151,593			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	1,441,606			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	15,709,987			
10 Analysis of line 9				
a Excess from 2013.	2,081,568			
b Excess from 2014.	3,761,970			
c Excess from 2015.	2,959,690			
d Excess from 2016.	3,508,263			
e Excess from 2017.	3,398,496			

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)Form **990-PF** (2017)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	3,470,650
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c	No

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2019-03-15	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	DANIEL J BRESNAHAN				P00713830
	Firm's name ▶ EIDE BAILLY LLP				Firm's EIN ▶ 45-0250958
	Firm's address ▶ 7001 E BELLEVIEW AVE STE 700 DENVER, CO 80237				Phone no (303) 770-5700

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACLU FOUNDATION125 BROAD STREET NEW YORK, NY 100042400	NONE		GENERAL PROGRAM SUPPORT	5,000
AGENTS FOR CHRISTPO BOX 220359 MILWAUKIE, OR 97269	NONE		MEDICAL CLINIC COSTS	52,000
AMERICAN PRAIRIE FOUNDATION PO BOX 908 BOZEMAN, MT 59771	NONE		GENERAL PROGRAM SUPPORT	25,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ARBITRARY HILL FOUNDATION 601 OLD OAKS RANCH ROAD WIMBERLEY, TX 78676	NONE		GENERAL PROGRAM SUPPORT	30,000
ARCS COLORADO CHAPTER 727 E DEAN KEETON ST AUSTIN, TX 78705	NONE		GENERAL PROGRAM SUPPORT	45,650
ATHLETES PLUS FOUNDATION 3801 E FLORIDA AVE DENVER, CO 80210	NONE		GENERAL PROGRAM SUPPORT	25,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AURORA-ARAPAHOE WOMEN'S SHELTER PO BOX 914 AURORA, CO 800400914	NONE		GENERAL (OFFICE DONATION)	2,500
BENNIE L WILLIAMS SPIRITUAL VOICES PO BOX 100391 DENVER, CO 80250	NONE		GENERAL PROGRAM SUPPORT	5,000
BILLINGS COMMUNITY FOUNDATION PO BOX 1255 BILLINGS, MT 59103	NONE		WYOLA SCHOOL DISTRICT PROJECT	126,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BOULDER CLIMBING COMMUNITY 825 7TH STREET BOULDER, CO 80302	NONE		FRONT RANGE TRAIL STEWARDS/GENERAL PROGRAM SUPPORT	10,000
BRIDGES TO LIFEPO BOX 19039 HOUSTON, TX 772249039	NONE		GENERAL PROGRAM SUPPORT	50,000
BRIDGES TO PROSPERITY 3858 WALNUT ST SUITE 219 DENVER, CO 80205	NONE		GENERAL PROGRAM SUPPORT	20,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CAL FARLEY'S BOYS RANCH PO BOX 1890 AMARILLO, TX 791740001	NONE		GENERAL PROGRAM SUPPORT	6,000
CASA OF CENTRAL TEXAS 1619 E COMMON ST SUITE 301 NEW BRAUNFELS, TX 781303455	NONE		GENERAL PROGRAM SUPPORT	5,000
CHIEF DULL KNIFE COLLEGE PO BOX 98 LAME DEER, MT 59043	NONE		GENERAL PROGRAM SUPPORT	7,000
Total 				3,470,650
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDRENS ASSOCIATION FOR MAXIMUM POTENTIAL PO BOX 27086 SAN ANTONIO, TX 78227	NONE		GENERAL PROGRAM SUPPORT/MATCHING FUNDS	250,000
COLORADO NONPROFIT DEVELOPMENT CENTER 789 SHERMAN STREET DENVER, CO 832033529	NONE		BREAKING SILENCE PROGRAM	20,000
COLORADO PUBLIC RADIO 7409 SOUTH ALTON COURT CENTENNIAL, CO 80112	NONE		10009	1,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COLORADO TROUT UNLIMITED 1536 WYNKOOP STREET SUITE 100 DENVER, CO 80202	NONE		GENERAL PROGRAM SUPPORT	3,000
COMMITTEE FOR SKEPTICAL INQUIRY 3965 RENSCH ROAD AMHERST, NY 142282743	NONE		GENERAL PROGRAM SUPPORT	4,000
COMMUNITY BIBLE STURY 790 STOUT ROAD COLORADO SPRINGS, CO 80291	NONE		SAN MARCOS CHILDRESN PROGRAM	6,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY RADIO FOR NORTHERN COLORADO 1901 56TH AVE SUITE 200 GREELEY, CO 80634	NONE		GENERAL PROGRAM SUPPORT	1,000
CRISIS BREAD BASKETPO BOX 1721 WIMBERLEY, TX 786761721	NONE		GENERAL PROGRAM SUPPORT	25,000
CSU FOUNDATION 410 UNIVERSITY SERVICES CENTER FORT COLLINS, CO 80523	NONE		HADLEY SCHOLARSHIP	32,500
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CYPRESS CREEK CHURCH 211 STILLWATER WIMBERLEY, TX 78676	NONE		WATER SUPPLY - MY JOY LANE PROJECT	190,000
DENVER ART MUSEUMPO BOX 17765 DENVER, CO 802179858	NONE		EDUCATIONAL PROGRAMS	21,000
DENVER ZOOLOGICAL FOUNDATION 2300 STEELE STREET DENVER, CO 80205	NONE		GENERAL PROGRAM SUPPORT	21,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DIAN FOSSEY GORILLA FUND 800 CHEROKEE AVENUE ATLANTA, GA 30315	NONE		GENERAL PROGRAM SUPPORT	5,000
DIRECT AID INTERNATIONAL - TOM STONE SCHOOLS PO BOX 394 NORTHFIELD, VT 05663	NONE		GENERAL PROGRAM SUPPORT	37,000
DIVINE CANINES 2407 S CONGRESS AVE SUITE E401 AUSTIN, TX 78704	NONE		GENERAL PROGRAM SUPPORT	25,000
Total ► 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DOCTORS WITHOUT BORDERS 333 7TH AVE FLOOR 2 NEW YORK, NY 100015029	NONE		GENERAL PROGRAM SUPPORT	1,500
DR DAVID W BAKER FOUNDATION BOX 6747 GREAT FALLS, MT 59405	NONE		GENERAL PROGRAM SUPPORT	25,000
DUMB FRIENDS LEAGUE 2080 SOUTH QUEBEC STREET DENVER, CO 80231	NONE		GENERAL PROGRAM SUPPORT	4,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EARTH MISSION ASIAPO BOX 6411 SILOAM SPRINGS, AR 73761	NONE		GENERAL PROGRAM SUPPORT/NURSING STUDENTS	277,500
EMILY ANN THEATERPO BOX 801 WIMBERLEY, TX 786760801	NONE		GENERAL PROGRAM SUPPORT	75,000
ENHANCED LIVING INCPO BOX 742 BRADFORD, VT 05033	NONE		GENERAL PROGRAM SUPPORT	310,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FIVE VALLEYS LAND TRUST PO BOX 8953 MISSOULA, MT 59107	NONE		GENERAL PROGRAM SUPPORT	20,000
FORGOTTEN DISEASES RESEARCH FOUNDATION 604 MALARIN AVE SANTA CLARA, CA 950506942	NONE		GENERAL PROGRAM SUPPORT	35,000
FREE THE OPPRESSEDPO BOX 912938 DENVER, CO 80291	NONE		JUNGLE SCHOOL OF MEDICINE	100,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FRIENDS OF PAWS IN PRISON 206 S AUSTIN STREET SEGUIN, TX 781556102	NONE		GENERAL PROGRAM SUPPORT	10,000
GOOD SAMARITAN CENTER OF SAN ANTONIO 1600 SALTILLO STREET SAN ANTONIO, TX 782076842	NONE		GENERAL PROGRAM SUPPORT	4,000
GRANDE SPORTS WORLD FOUNDATION 12684 WEST GILA BEND HWY CASA GRANDE, AZ 85193	NONE		GENERAL PROGRAM SUPPORT	15,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GREENWOOD VILLAGE POLICE FOUNDATION 6060 SOUTH QUEBEC STREET GREENWOOD VILLAGE, CO 80111	NONE		GENERAL PROGRAM SUPPORT	5,000
HAYS-CALDWELL WOMEN'S CENTER PO BOX 234 SAN MARCOS, TX 786670234	NONE		GENERAL PROGRAM SUPPORT	5,000
HISTORIC BRIDGE FOUNDATION PO BOX 66245 AUSTIN, TX 78766	NONE		GENERAL PROGRAM SUPPORT	4,000
Total ► 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HUMANE SOCIETY2100 L STREET NW WASHINGTON, DC 20037	NONE		GENERAL PROGRAM SUPPORT	3,000
INNOCENCE PROJECT OF TEXAS 1511 TEXAS AVENUE LUBBOCK, TX 79401	NONE		GENERAL PROGRAM SUPPORT	21,000
KIDS IN A NEW GROVE 3300 BEE CAVE ROAD SUITE 650-216 AUSTIN, TX 78746	NONE		GENERAL PROGRAM SUPPORT	10,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
KUT PUBLIC RADIOPO BOX 7600 AUSTIN, TX 78713	NONE		GENERAL PROGRAM SUPPORT	2,000
LITTLE BIG HORN COLLEGE 8645 SOUTH WEAVER DRIVE CROW AGENCY, MT 59022	NONE		GENERAL PROGRAM SUPPORT	4,000
LONE STAR PARALYSIS FOUNDATION PO BOX 595 HELENA, MT 59624	NONE		TX REGIONAL PARALYMPIC SPORT	120,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MEDICAL TEAMS INTERNATIONAL 14150 SW MILTON CT TIGARD, OR 972248024	NONE		GENERAL PROGRAM SUPPORT	1,500
METRO STATE UNIVERSITY DENVER FOUNDATION PO BOX 173362 DENVER, CO 802173362	NONE		GENERAL PROGRAM SUPPORT	3,000
MONTANA AUDUBONPO BOX 595 HELENA, MT 59624	NONE		GENERAL PROGRAM SUPPORT/ACEC	110,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MONTEZUMA MENNONITE CHURCH 923 MCKENZIE ROAD MONTEZUMA, GA 31063	NONE		NURSING EXPENSES - THAILAND	20,000
MUSIC MAKER RELIEF FOUNDATION PO BOX 1358 HILLSBOROUGH, NC 27278	NONE		GENERAL PROGRAM SUPPORT	14,000
NACHITOCES HOPE FOR PAWS PO BOX 2552 NATCHITOCES, LA 714572552	NONE		GENERAL OFFICE DONATION	2,500
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL MUSEUM OF FOREST SERVICE HISTORY PO BOX 2772 MISSOULA, MT 59806	NONE		FRIENDS OF UPPER ROCK CREEK/ADMINISTRATIVE COSTS	46,000
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON, VA 20190	NONE		GENERAL PROGRAM SUPPORT	3,000
METHERLAND-AMERICA FOUNDATION 505 8TH AVENUE SUITE 12A-05 NEW YORK, NY 10018	NONE		OCEAN CLEANUP PROJECT	4,000
Total ► 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NORTH LITTLETON PROMISE PO BOX 3543 LITTLETON, CO 80161	NONE		GENERAL PROGRAM SUPPORT	4,000
OUR MONTANAPO BOX 699 BILLINGS, MT 591030699	NONE		GENERAL PROGRAM SUPPORT	20,000
PLANNED PARENTHOOD FEDERATION OF AMERICA 123 WILLIAM ST FLOOR 10 NEW YORK, NY 100383844	NONE		GENERAL PROGRAM SUPPORT	7,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
POSNER CENTER 1031 33RD STREET SUITE 140 DENVER, CO 802052729	E		GENERAL PROGRAM SUPPORT	1,000
RED ARENA1601 BELL SPRINGS ROAD DRIPPING SPRINGS, TX 786203135	NE		GENERAL PROGRAM SUPPORT	10,000
RIVERSIDE EDUCATONAL CENTER 552 W MAIN STREET GRAND JUNCTION, CO 81502	NONE		GENERAL PROGRAM SUPPORT	2,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ROGUE VALLEY FARM 2 CHOOOL PO BOX 898 ASHLAND, OR 97520	NONE		GENERAL PROGRAM SUPPORT	20,000
SKEPTIC SOCIETY2761 N MARENGO ALTA DENA, CA 910012204	NONE		GENERAL PROGRAM SUPPORT	4,000
SOUTHEASTERN PENNSYLVANIA SYMPHONY PO BOX 694 LANSDALE, PA 19446	NE		GENERAL PROGRAM SUPPORT	7,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NE		GENERAL PROGRAM SUPPORT	4,000
ST MARY CATHOLIC CHURCH 14711 RR 12 WIMBERLEY, TX 78676	NE		AMIGOS DE JESUS PROGRAM	18,000
TEXAS A&M FOUNDATION 401 GEORGE BUSH DR COLLEGE STATION, TX 77840	NONE		HAMER LAB CHAGAS RESEARCH	42,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THAI CHRISTIAN FOUNDATION 6116 NORTH CENTRAL EXPRESSWAY DALLAS, TX 75206	NONE		PAN ROC PROJECTS/GENERAL PROGRAM SUPPORT	90,000
THE ARCHEOLOGICAL CONSERVANCY 5301 CENTRAL AVENUE NE SUITE 902 ALBUQUERQUE, NM 87108	NE		GENERAL PROGRAM SUPPORT	7,000
THE STANFORD FUNDPO BOX 20466 STANFORD, CA 943090466	NONE		GENERAL PROGRAM SUPPORT	4,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA, MT 598077159	NONE		MARGERY BROWN FUND	4,000
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT ST BOULDER, CO 80301	NONE		CU DENVER ENGINEERING DEPARTMENT	20,000
UNIVERSITY OF DELAWARE 413 ACADEMY STREET ROOM 250 NEWARK, DE 197165304	NONE		GO BABY GO PROJECT/MALAWI WATER PROJECT	4,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF TEXAS LAW SCHOOL FOUNDATION 727 E DEAN KEETON STREET AUSTIN, TX 78705	NONE		GENERAL PROGRAM SUPPORT	3,000
US FUND FOR UNICEF125 MAIDEN LANE NEW YORK, NY 10038	NONE		KIND FUND	4,000
UNIVERSITY OF TEXAS DELL MEDICAL SCHOOL BOX 7458 AUSTIN, TX 78713	NONE		SCIENCE ACADEMY SUMMER CAMP	45,000
Total ► 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERITY OF TEXAS HEALTH SCIENCE CENTER BOX 7458 AUSTIN, TX 78713	NONE		GENERAL PROGRAM SUPPORT	150,000
VISION TRUST INTERNATIONAL PO BOX 50524 COLORADO SPRINGS, CO 80949	NONE		ZIMBABWE PROJECT	50,000
WARREN VILLAGE1323 GILPIN ST DENVER, CO 80218	NONE		GENERAL PROGRAM SUPPORT	4,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WIMBERLEY ADOPTION GROUP AND RESCUE PO BOX 2603 WIMBERLEY, TX 78676	NONE		GENERAL PROGRAM SUPPORT	50,000
WIMBERLEY EDUCATION FOUNDATION 14401 RR 12 WIMBERLEY, TX 78676	NONE		INNOVATIVE TEACHING GRANTS	25,000
WIMBERLEY EMERGENCY MEDICAL SERVICES PO BOX 33 WIMBERLEY, TX 78676	NONE		GENERAL PROGRAM SUPPORT	60,000
Total ▶ 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WIMBERLEY INSTITUTE OF CULTURES PO BOX 167 WIMBERLEY, TX 78676	NONE		GENERAL PROGRAM SUPPORT	21,000
WIMBERLEY VALLEY RADIO PO BOX 3128 WIMBERLEY, TX 786768028	NONE		GENERAL PROGRAM SUPPORT	25,000
WIMBERLEY VALLEY WATERSHED ASSOCIATION PO BOX 2534 WIMBERLEY, TX 78376	NONE		GENERAL PROGRAM SUPPORT	300,000
Total ► 3a				3,470,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WIMBERLEY VOLUNTEER FIRE DEPARTMENT PO BOX 675 WIMBERLEY, TX 78676	NONE		GENERAL PROGRAM SUPPORT	40,000
YELLOWSTONE RIVER PARKS ASSOCIATION PO BOX 1201 BILLINGS, MT 59103	NONE		GENERAL PROGRAM SUPPORT	90,000
YOUNG LIFE420 N CASCADE AVENUE COLORADO SPRINGS, CO 80903	NONE		WIMBERLEY YOUNG LIFE	25,000
Total ► 3a				3,470,650

TY 2017 All Other Program Related Investments Schedule

Name: HARRY L WILLETT FOUNDATION
C/O RYAN WILLETT

EIN: 27-1868389

Category	Amount
NONE	0

TY 2017 Investments - Other Schedule

Name: HARRY L WILLETT FOUNDATION
C/O RYAN WILLETT

EIN: 27-1868389

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SCHWAB #6799	AT COST	463,614	515,628
SCHWAB #4844	AT COST	438,089	445,878

TY 2017 Other Professional Fees Schedule

Name: HARRY L WILLETT FOUNDATION
C/O RYAN WILLETT

EIN: 27-1868389

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	8,734	8,734		0

**TY 2017 Substantial Contributors
Schedule**

Name: HARRY L WILLETT FOUNDATION
C/O RYAN WILLETT

EIN: 27-1868389

Name	Address
ESTATE OF HARRY L WILLETT	518 17TH STREET SUITE 250 DENVER, CO 80202

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2017
	Name of the organization HARRY L WILLETT FOUNDATION C/O RYAN WILLETT	Employer identification number 27-1868389

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

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

Name of organization HARRY L WILLETT FOUNDATION C/O RYAN WILLETT	Employer identification number 27-1868389
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Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF HARRY L WILLETT 518 17TH STREET SUITE 250 DENVER, CO 802024130	 \$ 4,050,000 	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

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