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.
Go to www.irs.gov/Form990PF for instructions and the latest information.

	FUI :	catendar year 2017 or tax year beginning Jol 1	, 2017	, and ending _	JUN 30, 2018		
	Nar	me of foundation ,			A Employer identification	number	
	; Во	onfils-Stanton Foundation	84-6029014				
		nber and street (or P O box number if mail is not delivered to street a	Room/suite	B Telephone number			
	10	601 Arapahoe Street		500	303-825-3774		
		y or town, state or province, country, and ZIP or foreign po	estal code	· ,.l.	C If exemption application is p	ending check here	
	-	enver, CO 80202			· · · · · · · · · · · · · · · · · · ·		
	_	Check all that apply: Initial return	Initial return of a fo	rmer public charity	D 1. Foreign organizations	, check here	
		Final return	Amended return	•			
		Address change	Name change		Foreign organizations me check here and attach co	eting the 85% test,	
	HC	Check type of organization: X Section 501(c)(3) exe	empt private foundation	1 /	E If private foundation stat		
		_ ``` <u>`</u>	Other taxable private founda		under section 507(b)(1)		
<i>5</i> .	I Fa	air market value of all assets at end of year J Accountin	g method: X Cash	Accrual	F If the foundation is in a 6		
Ti.	(fr	rom Part II, col. (c), line 16)	ner (specify)	'	under section 507(b)(1)		
Y	Ì	\$ 85,277,814. (Part I, colum		5.)		(
1	Pa	art Analysis of Revenue and Expenses	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements	
		(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	expenses per books	income	income	for charitable purposes (cash basis only)	
		1 Contributions, gifts, grants, etc., received		s 4 4n	, N/A		
		2 Chock X if the foundation is not required to attach Coh. B		-	e i		
		3 Interest on savings and temporary cash investments					
		4 Dividends and interest from securities	464,542.	464,542.	DE	CENTED	
		5a Gross rents			_ 11L	CEIVED	
		h Net rental income or (loss)	4 1 %		55	31 2018 0	
	une	68 Net gain or (lose) from sale of accets not on line 10	4,501,021.		2 000	31 2018 6	
		Gross sales price for all assets on line 6a			iu ,	-SI	
	Revenu	7 Capital gain net income (from Part IV, line 2)		4,497,281.	001	· · · · · · · · · · · · · · · · · · ·	
	Œ	8 Net short-term capital gain			LUGI	JEN. UI	
		9 Income modifications					
		Tua and allowances	, , , , , , , , , , , , , , , , , , , ,	***	- + 1	· "/ 1	
		b Less Cost of goods sold				•	
		c Gross profit or (loss)				<u></u> ,	
		11 Other income	403,969.	409,922.		See Statement 1	
		12 Total Add lines 1 through 11	5,369,532.	5,371,745.		1	
		13 Compensation of officers, directors, trustees, etc	330,255.	40,666.		289,589.	
		14 Other employee salaries and wages	152,085.	3,249.		148,836.	
	Ø	15 Pension plans, employee benefits	139,622.	11,838.		127,784.	
	penses	16a Legal fees Stmt 2	1,031.	0.		1,031.	
∞	ĝ.	b Accounting fees Stmt 3	20,300.	4,060.		16,240.	
20	Ω Ω	c Other professional fees Stmt 4	261,727.	125,049.		136,678.	
4	ž	17 Interest 18 Taxes Stmt 5 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings	05 022				
0	stra	18 Taxes Stmt 5	85,033.	0.		0.	
ري	Œ.	Depreciation and depletion	34,357.	0.		16 051	
円	퉏	20 Occupancy	16,851.	0.		16,851.	
_	Þ	121 Travel, conferences, and meetings	4,923.	0.		4,923.	
SCANNED DEC 0 4	g and	22 Printing and publications 23 Other expenses Stmt 6	177,710.	0.		177,710.	
Z	ating	24 Total energing and administrative	111,110.	<u> </u>		1//,/10.	
4	era		1 223 804	184,862.		Q1Q £42	
رَي	ð	expenses Add lines 13 through 23	1,223,894. 3,496,748.	104,002.		919,642. 3,506,453.	
(f.)	25 Contributions, gifts, grants paid	3,470,740.			3,300,453.	
		26 Total expenses and disbursements	4 720 642	184,862.		4 426 NOS	
		Add lines 24 and 25 27 Subtract line 26 from line 12	4,720,642.		<u> </u>	4,426,095.	
			648,890		14 ⁵ 4 1 1	* \$ mb (
		8 Excess of revenue over expenses and disbursaments b Net investment income (if negative, enter -0-)	040,030.	5,186,883.			
		C Adjusted not income (finegative, enter -0-)		3,130,003.	N/A		

723501 01-03-18 LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2017)

Г	Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-wear amounts only		Beginning of year	End o	End of year		
뜨	art	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value		
	ا, ا	Cash - non-interest-bearing	200.	200.	200.		
	2	Savings and temporary cash investments	4,100,818.	963,089.	963,089.		
	3	Accounts receivable ►					
	1	Less, allowance for doubtful accounts ▶					
	4	Pledges receivable >					
		Less; allowance for doubtful accounts					
	5	Grants receivable			· ·		
	6	Receivables due from officers, directors, trustees, and other					
		disqualified persons					
	7	Connect motes and repairs, receivable		,	,		
		Less: allowance for doubtful accounts	. 1,000,000.	1,000,000.	1,000,000.		
ţ	8	Inventories for sale or use					
Assets	9	Prepaid expenses and deferred charges					
ď	10a	Investments - U S. and state government obligations					
	b	Investments - corporate stock Stmt 7	9,011,485.	11,819,766.	17,332,380.		
	C	Investments - corporate bonds Stmt 8	3,985,676.	4,705,152.	4,658,735.		
	11	Investments - land, buildings, and equipment basis	4 4 4 4				
		Less accumulated depreciation					
	12	Investments - mortgage loans					
	13	Investments - other Stmt 9	48,960,776.	49,238,082.	60,584,535.		
	14	Land, buildings, and equipment basis 1,198,481		,	·		
		Less accumulated depreciation Stmt 10 > 567,687	. 658,751.	630,794.	630,794.		
	15	Other assets (describe See Statement 11)	79,517.	108,081.	108,081.		
	16	Total assets (to be completed by all filers - see the					
		instructions. Also, see page 1, item I)	67,797,223.	68,465,164.	85,277,814.		
	17	Accounts payable and accrued expenses					
	18	Grants payable					
es	19	Deferred revenue			į		
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			į		
ë	21	Mortgages and other notes payable					
_	22	Other liabilities (describe See Statement 12	67,232.	86,283.			
	23	Total liabilities (add lines 17 through 22)	67,232.	86,283.	i		
	l	Foundations that follow SFAS 117, check here]		
Ŋ	l	and complete lines 24 through 26, and lines 30 and 31.					
lances	24	Unrestricted			1		
		Temporarily restricted					
Fund Ba	26	Permanently restricted			1		
<u>.</u> 5	l	Foundations that do not follow SFAS 117, check here					
		and complete lines 27 through 31		_	ļ		
ş	27	Capital stock, trust principal, or current funds	0.	0.	Į.		
Net Assets or		Paid-in or capital surplus, or land, bldg., and equipment fund	<u> </u>		1		
t a	۱	Retained earnings, accumulated income, endowment, or other funds	67,729,991.	68,378,881.			
ž	30	Total net assets or fund balances	67,729,991.	68,378,881.			
	24	Total liabilities and not assets found belongs	67 707 222	60 465 164	İ		
_	31_	Total liabilities and net assets/fund balances	67,797,223.	68,465,164.	<u>-</u> !		
P	art	Analysis of Changes in Net Assets or Fund I	Balances				
1	Total	net assets or fund balances at beginning of year - Part II, column (a), lini	30				
		t agree with end-of-year figure reported on prior year's return)	, 00	1	67,729,991.		
	•	amount from Part I, line 27a		2	648,890.		
		increases not included in line 2 (itemize)		3	048,030.		
		ines 1, 2, and 3			68,378,881.		
		eases not included in line 2 (itemize)		5	0.		
		net assets or fund balances at end of year (line 4 minus line 5) - Part II, o	column (b), line 30	6	68,378,881.		

Part IV Capital Gains	and Lo	sses for Tax on li	nvestmen	t Income						
		s) of property sold (for exa or common stock, 200 sh		ite,	(6) 	How ac - Purcl - Dona	nase j	c) Date a (mo., d	acquired ay, yr)	(d) Date sold (mo., day, yr.)
1a										
b See Attached State	ements									
C			·							
d										
e			·		<u> </u>					
(e) Gross sales price	(f) [Depreciation allowed (or allowable)		st or other basis expense of sale					ain or (loss) (f) minus (
<u>a</u>					_					
<u>b</u>	 		1							
d	 		<u> </u>							
e	<u> </u>						.			4,497,281
Complete only for assets show	na gain in	column (h) and owned by	the foundation	on 12/31/69			m	Gains (C	ol (h) gain	
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) E>	cess of col. (I)			còl (k), but n	ot less than (from col. ()	10-) 10
a	 	-			\dashv					
b										
С	1				Ì					
d										
е			<u> </u>							4,497,281
2 Capital gain net income or (net c	apıtal loss)	If gain, also ente	r in Part I, line)- in Part I, line	7 7	}	2				4,497,281
3 Net short-term capital gain or (lo	ss) as defi	•								
If gain, also enter in Part I, line 8]]					
If (loss), enter -0- in Part I, line 8		(2.42)			Ц.	3			N/A	
		ection 4940(e) for					ient inco	me		
(For optional use by domestic privat	e foundation	ons subject to the section	4940(a) tax on	i net investment in	come	: .)				
If section 4940(d)(2) applies, leave t	this part bla	ank.								
Was the foundation liable for the sec					od?					Yes X No
f "Yes," the foundation doesn't quali 1 Enter the appropriate amount in					ntries					
(a)	Cacin colui	(b)	1130 0000113 00	rore making any c				T		(d)
Base period years Calendar year (or tax year beginn	ing in)	Adjusted qualifying dis	stributions	Net value of no	(c) nchar		use assets	,	Distribi	(d) ution ratio ded by col (c))
2016	g)	4	1,001,130.			78	,376,800.	 '	(0) (1)	.05105
2015			8,809,638.				218,584,			.04933
2014		4	,521,468.			81	,441,116.			.05551
2013		3	3,209,085.			80	,268,352.			.03997
2012		4	,094,256.			74	,295,847.			.05510
2 Total of line 1, column (d)								2		.25099
3 Average distribution ratio for the	5-year bas	e period - divide the total	on line 2 by 5.0	O, or by the numbe	er of y	ears/		厂		
the foundation has been in existe	ence if less	than 5 years			-			3		.05019
4 Enter the net value of noncharital	ble-use ass	sets for 2017 from Part X,	line 5					4		83,710,099
Multiply line 4 by line 3								5		4,202;080
Enter 1% of net investment incor	me (1% of	Part I, line 27b)						6		51,869
Add lines 5 and 6								7		4,253,949
B Enter qualifying distributions froi	n Part XII	line 4						8		4,432,495
If line 8 is equal to or greater that	•		1b, and comp	lete that part using	g a 19	% tax ra	ate.	ــــــــ		-,,

			γ				
Part Vi		40(a) (/ 4940(b) 4940(e) or 4		029014 - See instr		Page 4
	t operating foundations described in section 4940(d)(2), check here \(\bigsec\) and				1	dotto	113)
-	ruling or determination letter: (attach copy of letter if n						
	tic foundations that meet the section 4940(e) requirements in Part V, check here			1	· · · · · · · · · · · · · · · · · · ·	51	,869.
	1, line 27b						
c All oth	er domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter	1% of Par	t I, line 12, col. (b).				
	der section 511 (domestic section 4947(a)(1) trusts and taxable foundations only;			2			0.
3 Add In	es 1 and 2			3		51	,869.
4 Subtit	e A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only;	others, e	nter -0-)	4			0.
5 Tax ba	sed on investment income Subtract line 4 from line 3 If zero or less, enter -0-			5		51	,869.
6 Credit	/Payments:		,				
a 2017 e	stimated tax payments and 2016 overpayment credited to 2017	6a	69,000				
b Exemp	t foreign organizations - tax withheld at source	6b	0.				
c Tax pa	d with application for extension of time to file (Form 8868)	6c	0.]			
d Backu	withholding erroneously withheld	6d	0.]			
	redits and payments Add lines 6a through 6d			7		69	,000.
8 Enter a	ny penalty for underpayment of estimated tax. Check here x if Form 2220 is at	tached		8			0.
9 Tax de	e. If the total of lines 5 and 8 is more than line 7, enter amount owed		>	9			
10 Overp	ayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		. ▶	10		17	,131.
	he amount of line 10 to be Credited to 2018 estimated tax		17,131. Refunded ▶	11			0.
	-A Statements Regarding Activities						
	the tax year, did the foundation attempt to influence any national, state, or local leg	islation o	r did it participate or intervene	ın		Yes	+
	litical campaign?				1a	<u> </u>	Х
	pend more than \$100 during the year (either directly or indirectly) for political purp			ition	1b	╄┈	Х
	nswer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies	of any m	naterials published or			ŀ	
	uted by the foundation in connection with the activities						- <u></u> -
	foundation file Form 1120-POL for this year?				10	┼	Х
	he amount (if any) of tax on political expenditures (section 4955) imposed during the the foundation. \$ 0. (2) On foundation manage	-	0.				
	in the foundation. \$\bigsquare \qua			•		1	1
	ers. > \$	uitui e tax	imposed on idundation			1	
-	e foundation engaged in any activities that have not previously been reported to the	IRS2	,		2	·	X
	" attach a detailed description of the activities.	1110				+	
	e foundation made any changes, not previously reported to the IRS, in its governing	unstrume	ent articles of incorporation i	ır			
	, or other similar instruments? If "Yes," attach a conformed copy of the changes		ong and or moorporation,		3	×	
-	foundation have unrelated business gross income of \$1,000 or more during the year	ar?			4a	x	
	has it filed a tax return on Form 990-T for this year?				4b	x	
	ere a liquidation, termination, dissolution, or substantial contraction during the year	·?			5	†	х
If "Yes	" attach the statement required by General Instruction T					1	
	requirements of section 508(e) (relating to sections 4941 through 4945) satisfied	either:					
● By la	nguage in the governing instrument, or						Ι,
● By s	ate legislation that effectively amends the governing instrument so that no mandato	ry directi	ons that conflict with the state	law			
	in the governing instrument?				6	X	
7 Did the	foundation have at least \$5,000 in assets at any time during the year? If "Yes," com	plete Par	t II, col. (c), and Part XV		7	х	
8a Enter t	ne states to which the foundation reports or with which it is registered. See instruct	ons. 🕨					
co							
b If the a	nswer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the	Attorney	General (or designate)			Ì	l f

Form **990-PF** (2017)

10

of each state as required by General Instruction G? If "No," attach explanation

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 tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)			
		Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
section 512(b)(13)? If "Yes," attach schedule. See instructions	11		Х
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?		- 1	
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-	3774		
Located at ▶ 1601 Arapahoe Street, Denver, CO ZIP+4 ▶80	202		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here		►	\Box
and enter the amount of tax-exempt interest received or accrued during the year	N/	Α	
16 At any time during calendar year 2017, 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		Х
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the			
foreign country			
Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required		'	
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	\Box	Yes	No
1a During the year, did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			ĺ
a disqualified person?			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			-
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			;
(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)?			
(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.)			
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		x
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 2017?	10		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			
defined in section 4942(j)(3) or 4942(j)(5))	'		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
before 2017? Yes X No			
If "Yes," list the years ▶ , , , ,			1
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			1
•			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			,
during the year?			
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			1
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.)	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		х
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that		,	3 [
had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		×
	rm 990	-PF	(2017)

Part VII-B Statements Regarding Activities for Which	Form 4/20 May Be F	requirea (continu	ued)T		Vaal	No
5a During the year, did the foundation pay or incur any amount to:	- 4045(-)\0		s X No		Yes	NO
(1) Carry on propaganda, or otherwise attempt to influence legislation (section		·	ו טאר ביי ציי			
(2) Influence the outcome of any specific public election (see section 4955); o	or to carry on, directly or indire	cuy,	s X No			
any voter registration drive?	ว	X Ye		ł		
(3) Provide a grant to an individual for travel, study, or other similar purposes		T6	:s 0 M	1		
(4) Provide a grant to an organization other than a charitable, etc., organizatio	n described in section	X Ye	es 🗀 No	ŀ		
4945(d)(4)(A)? See instructions	or adventional purposes or fo				-	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or in		es X No	l	l	
the prevention of cruelty to children or animals?	dar the exceptions described i		S LA NU			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un-		ii Regulations	-	5b		X
section 53 4945 or in a current notice regarding disaster assistance? See instr				35		
Organizations relying on a current notice regarding disaster assistance, check		nod				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f	Statement 14	X Ye	es 🗆 No	l	i	
oxponential responsions, i.e. the grant	Scatement 14	<u> </u>				
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	nav promiume on					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to a personal benefit contract?	pay premiums un		s X No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	perconal hanefit contract?	٠, ــــــ	ا ۱۱۰ سیا د:	6b		
If "Yes" to 6b, file Form 8870	ici sonai penent contract.		ŀ		$\overline{}$	
7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transaction?	□ v ₄	s X No			
b If "Yes," did the foundation receive any proceeds or have any net income attribute.			N/A	7b		
Part VIII Information About Officers, Directors, Trust		nagers, Highly				
Paid Employees, and Contractors			•			
1 List all officers, directors, trustees, and foundation managers and t	heir compensation.					
	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Exp	ense
(a) Name and address	to position	(If not paid, enter -0-)	and deterred compensation	ا "د	allowar	nces
				1		
				1		
See Statement 13		330,255.	78,076			0.
				1		
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) 0	1 .	\ F	
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deterred compensation	ac	e) Exp count, allowar	other
Gina Ferrari - 1601 Arapahoe St.,	Director, Grants Pro	gram	oompensuum	1		-
Ste. 500 Denver CO 80202	24.00	75,748.	15,274			0.
Monique M. Loseke - 1601 Arapahoe	Executive Assistant	·				
St., Ste. 500, Denver, CO 80202	40.00	69,835.	14,925			0.
				İ		
	1					
				T^-		
	1					
				1		
	1					
Total number of other employees paid over \$50,000		 -	▶			0

Part VIII Information About Officers, Directors, Trustees, Formation About Officers, Directors,	oundation Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none	e, 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.
Wellington Management Company		
280 Congress Street, Boston, MA 02210	Investment management	,50,049.
	•	1
		•
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities		•
List the foundation's four largest direct charitable activities during the tax year. Include releva number of organizations and other beneficiaries served, conferences convened, research pap	nt statistical information such as the ers produced, 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		
	<u>.</u> .	
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3	>	0.
Total File Model Control Contr		

Page 8

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) 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 83,871,235. b Average of monthly cash balances 1b 1 113 637. 1c c Fair market value of all other assets 1d 84,984,872. d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 0 1e 1c (attach detailed explanation) Acquisition indebtedness applicable to line 1 assets 2 84 984 872. 3 Subtract line 2 from line 1d 1,274,773. 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V. line 4 83,710,099. 5 4,185,505. Minimum investment return Enter 5% of line 5 Part'XII 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.) 4,185,505. Minimum investment return from Part X, line 6 51,869 Tax on investment income for 2017 from Part VI, line 5 2a 2b b Income tax for 2017. (This does not include the tax from Part VI.) 51,869. 2c c Add lines 2a and 2b 3 4,133,636. Distributable amount before adjustments. Subtract line 2c from line 1 3 4 9,705. Recoveries of amounts treated as qualifying distributions 4,143,341. 5 Add lines 3 and 4 6 0. Deduction from distributable amount (see instructions) 4,143,341. Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 4,426,095. a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 1a b Program-related investments - total from Part IX-B 1b 2 6,400. 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts set aside for specific charitable projects that satisfy the: 3a a Suitability test (prior IRS approval required) 3ь **b** Cash distribution test (attach the required schedule) Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4,432,495. 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment 5 51,869. income. Enter 1% of Part I, line 27b 6 4,380,626. 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 foundation qualifies for the section 4940(e) reduction of tax in those years.

Form **990-PF** (2017)

Part XIII Undistributed Income (see instructions)

(a) (b) (c) (d) (2016 2017) Descriptivable amount for 2017 from Part XI, fine?		·			
1 Distributable amount for 2017 from Part XI, Inte 7 2 Understorburdinerum, et evy, as at fine and of 2017 2 Enter amount for 2016 only 3 Excess distributions carryever, if any, to 2017: 2 From 2012 2 From 2014 2 From 2014 3 From 2015 3 From 2015 3 From 2015 3 From 2016 4 Gualelying distributions for 7011 from 2 From 2016 3 From 2016 4 Gualelying distributions for 7011 from 2 From 2016 4 Gualelying distributions for 7011 from 2 From 2016 4 Gualelying distributions for 7011 from 2 From 2016 4 Gualelying distributions for 7011 from 2 From 2016 5 From 2016 6 From 2016 6 From 2016 6 From 2016 6 From 2016 7 From 2016 6 From 2016 7 From 2016 6 From 2016 7 From 2016 6 From 2016 7 From 2016 6 From 2016 7 From 2016 6 From 2016 7 From 2016 8 From 2016 8 From 2016 8 From 2016 8 From 2016 8 From 2016 9 From					
Inter 7	1 Dietributable amount for 2017 from Pa	· · · · · · · · · · · · · · · · · · ·	1 cars prior to 2010	. 2010	2011
2. Undersholded receiver of dray, was of the well of 2017 at Entire amount for 2016 only b Total for prior years: 0. 3 Excess distributions carryover, if any, to 2017; af From 2012 409, 953. 9 From 2013 54, 450. 9 From 2014 524, 450. 9 From 2015 337, 747. 1 Total of lines 3a through e 4, 432, 455. 1 Outsilinging distributions for 7017 vom Part XII, line 6: b 5 4, 432, 455. 4 Qualitying distributions for 7017 vom Part XII, line 6: b 5 4, 432, 455. 4 Applied to 2016, but not more than ine 2a b Applied to 2016, but not more than ine 2a b Applied to undistributed encome of prove years (felticon regired -see instructions) c 1 Treated as distributions or of corpus (felticon regired -see instructions) d Applied to 2017 distributible amount Permanan amount distributed out of corpus (felticon regivers applied to 2017 if an amount appears a colone (Alte news amount of the amount of proving a colone (Alte news amount of the amount of proving a colone (Alternative Alternative Alt		, , , , , , , , , , , , , , , , , , ,			4 143 341
Excess distribution carryover, if any, to 2017: a From 2012		2017			1,010,011
3 Excess distributions carryover, if any, to 2017: a From 2012 409, 953. From 2013 From 2014 524, 450. From 2016 337, 747. 1 Total of lines 3a through e 1,272,150. 4 Questiying distributions for 7017 from 1417 from	- · ·	2017		0.	
2 Excess distributions carryover, if any, in 2017; a From 2012 409,953, b From 2013 6 From 2016 6 337,747. 1 Total of lanss 3a through e 1,272,150. 4 Coullibrying distributions for 2017 from Hart XII, line 4: № \$ 4,432,495, a Applied to 2016, but not more than line 28 Applied to 2016, but not more than line 28 Applied to 2016 to the other than line 28 Applied to 2016 to the other than line 28 Applied to 2016 to the other than line 28 Applied to 2016 to the other than line 28 Applied to 2016 to the other than line 28 Applied to 2016 to the other than line 28 Applied to 2016 to the other than line 28 Applied to 2016 to the other than line 28 Applied to 2016 to the other than line 28 Applied to 2016 to the other than line 28 Applied to 2016 to the other than line 28 Applied to 2016 to the other than line 28 Applied to 2016 to the other than line 28 Applied to 2016 to the other than line 20 B Extent than the other than line 20 B Catter than amount of the other than line 28 B Corpus Add time 24 from line 25 B Catter than amount of prior years' undistributed income for Which a notice of deficiency, his bein previously assessed B Substact line 4 of 2018 Amounts reset and stabilitations out of corpus to satisfy requirements imposed by section 170(b) (I) for 494(b)(5 (Bectom may be required as distributions out of corpus to satisfy requirements imposed by section 170(b) (I) for 494(b)(5 (Bectom may be required as distributions out of corpus to satisfy requirements imposed by section 170(b) (I) for 494(b)(5 (Bectom may be required as distributions out of corpus to satisfy requirements imposed by section 170(b) (I) for 494(b)(5 (Bectom may be required as distributions out of corpus to satisfy requirements imposed by section 170(b) (I) for 494(b)(5 (Bectom may be required as distributions out of corpus to satisfy requirements imposed by section 170(b) (I) for 494(b)(5 (Bectom may be required as distributions out of corpus to satisfy requirements imposed by section 170(b) (I) for 494(b)(5 (Bectom may be required as distrib	· · · · · · · · · · · · · · · · · · ·				
AFORM 2012 AFORM 2015 AFORM 2015 AFORM 2015 AFORM 2016 AFORM 2016 AFORM 2016 AFORM 2016 AFORM 2016 AFORM 2016 AFORM 2016 AFORM 2016 AFORM 2016 AFORM 2017	b rotal for prior years.		0.	,	
AFORM 2012 AFORM 2015 AFORM 2015 AFORM 2015 AFORM 2016 AFORM 2016 AFORM 2016 AFORM 2016 AFORM 2016 AFORM 2016 AFORM 2016 AFORM 2016 AFORM 2016 AFORM 2017	3 Excess distributions carryover, if any 1	to 2017:			
Section 2013 S24, 450 S24, 450 Section 2016 S24, 450 S24, 450 Section 2016 S24, 450 S24, 45	1				
From 2016					
From 2016 337,747, 10tal of lines 3a through e 1,272,150.		24 450			
## From 2016 337,747. Total of lines 3 through e			•		
I Total of lines 3a through e 4 Qualifying distributions for 2017 from Part XII, Inex ₹ № \$ 4, 432, 495. Applied to 2016, but not more than line 2a Dapplied to undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2017 distributable amount elemaning amount distributed out corpus Elemaning amount distributed out corpus to a see instruction and income to 2017 Elemaning amount distributed out corpus Tim a mount inspect in exhaunch, the exercision and indicated below: 5 Excess distributions comprise an exhaunch the exercision and indicated below: 5 Excess distribution and the section of the exercision and indicated below: 5 Excess distributed income. Subtract line 4 b from line 2b Cetter the amount of prior years' undistributed income. Subtract line 4 b from line 2b Cetter the amount of prior years' undistributed income for which a notice of deficiency has been reviewed, because of the exercision and the section 4942(a) tax has been previously assessed 5 Subtract line 6 from line 6 b Taxable amount - see instructions 6 Undistributed income for 2016. Subtract line 4 afrom line 2 a Taxable amount - see instructions 6 Undistributed income for 2017. Subtract lines 4 da and 5 from line 1 This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to statisty requirements imposed by section 170(b)(1)(f) or 4942(b)(d) (Election may be required - see instructions) 8 Excess from 2016 524,450. 8 Excess from 2016 524,450. 8 Excess from 2016 524,450. 8 Excess from 2016 5337,747.		7 747			
4 Qualitying distributions for 2017 from Part XI, line 4° Ps 4, 432, 495. Applied to undistributed microme of prior years (Election required - see instructions) C freated as distributions out of corpus (Election required - see instructions) C freated as distributions out of corpus (Election required - see instructions) 4 Applied to 2017 distributable amount 4 Remaining amount distributed out of corpus 5 Exess destributions carrywers applied to 2617 0					
Part XII, line 4 ► \$ 4, 432, 495. a Applied to 2016, but not more than line 2a b Applied to undistributed income of pror years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2017 distributable amount elemaning amount distributed out of corpus Elemaning amount distributed out of corpus Elemaning amount distributed out of corpus To a mount amount distributed income out of corpus To an entire amount distributed income submit in the second must be above in column as indicated below: 1 Corpus Add times 14, et and 46 Substract line 4 b from line 2b Enter the mount of prior years' undistributed income. Subtract line 4 b from line 2b Enter the amount of prior years' undistributed income for which a notice of deficiency has been assued, or in which this section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b) (1)(f) or 4942(b)(3) (Election may be required - see instructions) 8 Excess frishributions curryoner from 2012 not applied on line 5 or line 7 9 Excess distributions curryoner from 2017 not applied on line 5 or line 7 9 Excess distributions curryoner from 2017 not applied on line 5 or line 7 9 Excess distributions curryoner from 2017 not applied on line 5 or line 7 9 Excess first publications curryoner from 2018 Subtract line 4 or 30 b from line ba 1 1, 1-1, 1-51. 10 Analyses of line 8: 10 Excess from 2016 11 Excess from 2016 12 Excess from 2016 13 37, 747.		•	•		
a Applied to 2016, but not more than line 2a b Applied to undistributed income of prior years (Election required - see instructions) c Treated as distribution out of corpus (Election required - see instructions) d Applied to 2017 distributed out of corpus 5		32 495		`	•
Department of the second serious of the second second serious of the second serious of the second second serious of the second second second second second second second second	•			0.	
years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2017 distributable amount elemaning amount distributed out of corpus 5 Ecases distributions carryives explored to 2017 (if an amount appears in column (a)) 6 Enter the net total of each column as indicated below: 1 Corpus Add Inse 34 (a. and 44 Subtract line 5 DPrior years' undistributed income. Subtract line 4b Trom line 2b e Enter the amount of prior years' undistributed imcome for which a notice of deflicency has been issued, or on which the section 494(a) tax has been previously assessed d Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4a from line 2 to . Undistributed income for 2017. Subtract line 4a from line 2 to . 1 Undistributed income for 2017. Subtract line 4a from line 1 This amount must be distributed on 2018 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 carryiver from 2012 access from 2013 bexess from 2014 524,450. 6 Excess from 2016 337,747.					
t Treated as distributions out of corpus (Eierinn required - see instructions) d Applied to 2017 distributible amount e Hemaining amount distributed out of corpus 5 Excess distributions carryover applied to 2017 0.	• •		0.		
(Election required - see instructions) d Applied to 2017 distributable amount elemaning amount distributable amount elemaning amount distributable amount first an amount appearum in column (a), the same amount must be shown in column (a), the same amount must be shown in column (a), the same amount must be shown in column (a), the same amount must be shown in column (a), the same amount a indicated below. a Corpus Add Imas 3f, 4c, and 4e Subtract Ima 5 b Porror years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 494(2) at ixa be seen previously assessed Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr. 1 Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(f)(f) or 949(g)(3)(Eletion may be required - see instructions) 8 Excess distributions carryover from 7017 not applied on line 5 of line 7 9 Excess distributions carryover from 7018 Subtract lines / and 8 from line ba 1 , 1 > 1, 1 > 1, 1 > 1. Analysis of line 9: a Excess from 2013 b Excess from 2014	, ,	,			
Applied to 2017 distributable amount Remaining amount distributed out of corpus	·	0.		3	•
E Remaining amount distributed out of corpus 5 Excess distributions carryover applies to 2017 (in an amount appear in column (di)) 6 Enter the ret total of each column as indicated below: a Corpus Add times 3f, 4c, and 4e Subtract line 5 Drinny years' undistributed income. Subtract line 4b from line 2b Enter the amount of proy years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed 4 Subtract line 6b from line 6b Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2017. Subtract line 4a from line 2. Taxable amount - see instructions e Undistributed income for 2017. Subtract line 4a from line 2. Taxable amount is earned by section 170(b)(f)(f) or 494(g)(g)(3) (Election may be required - see instructions) 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(f)(f) or 494(g)(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1, 151, 451. 1 Analysis of line 9: a Excess from 2014 5 24, 450. 6 LACéss from 2016 3 37, 747.	• • • • • • • • • • • • • • • • • • • •		· · · · · · · · · · · · · · · · · · ·		4,143,341.
5 Excess demonstrance corpover applied to 201 (in a minus depart on externin (6), the came amount must be shown in column (6), the came amount in findicated below: 8 Corpus Add Ines 31, 4c, and 4c Subtract line 5 9 Prior years' undistributed income. Subtract line 4b from line 2b E Enter the amount of prior years' undistributed income or which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. 4 Subtract line 6b from line 6b Taxable amount - see instructions e Undistributed income for which a three entry of the section 4942(a) tax has been previously assessed. 4 Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions 1 Undistributed income for 2017. Subtract lines 4a and 5 from line 1 This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess from 2013 b Excess from 2014 ELACAS in line 2016 Excess from 2016 524,450. ELACAS in line 2016 EXERCISE from 2016 337,747.	• •	corpus 289 154			
(if an amount appears in column (d), the earne amount must be either in column (a)) 6 Enter the net total of each column as indicated below: 8 Corpus Add Inns 31, 4c, and 4e Subtract line 5 6 Prior years' undistributed income. Subtract line 4 b from line 2b 6 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 8 Subtract line 6 from line 8b Taxable amount - see instructions 9 Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions 9 Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(f) or 4942(p)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines 2 and 8 from line ba 1 , 1×1 , 451. 10 Analysis of line 9: a Excess from 2013 b Excess from 2014 £Lx68s, from 2015 d Excess from 2016 337, 747.	•				0.
6 Enter the net total of each column as indicated below. 8 Corpus Add Inions 31, 4c. and 4e Subtract line 5 P Prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 494(2a) tax has been previously assessed d Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(f) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines 2 and 8 from line ba 1,1-1,4-1,4-1. 10 Analysis of line 9: a Excess from 2013 b Excess from 2014 LLx68s, firm 2015 d Excess from 2016 337,747.	(If an amount appears in column (d), the same		· ·		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6b Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instructions lines 4d and 5 from line 1. This amount must be distributed in 2018 7. Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8. Excess distributions carryover from 2012 not applied on line 5 or line 7 9. Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1	6 Enter the net total of each column as				
DPrior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6b Trasable amount - see instructions el undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2017. Subtract line 4a from line 1 This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1 , 151 , 151 . 10 Analysis of line 9: at xeess from 2013 b Excess from 2013 b Excess from 2015 d Excess from 2016 337 , 747 .		1 561 304	•		
Inne 4b from line 2b 0 0 0	·		<u> </u>		
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 dSubtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 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 7 409,953. 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1,1-1,4-1. 1. 1.1-1,4-1. 1. 1. 1. 1.1-1,4-1. 1. 1. 1.1-1,4-1. 1. 1. 1.1-1,4-1. 1. 1. 1.1-1,4-1. 1. 1. 1.1-1,4-1. 1. 1. 1.1-1,4-1. 1. 1. 1.1-1,4-1. 1. 1. 1.1-1,4-1. 1. 1. 1.1-1,4-1. 1. 1. 1.1-1,4-1. 1. 1. 1.1-1,4-1. 1. 1. 1.1-1	•	Juaci	0.		
undistributed income for which a notice of deficency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions e 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 7 409,953. 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1,1-1,1-51. 10 Analysis of line 9: a Excess from 2013 b Excess from 2014 524,450. 6 Lac6ss from 2015 d Excess from 2016 337,747.					
the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1, 1-1, 4-51. 10 Analysis of line 9: aExcess from 2013 bExcess from 2016 337,747.		ce of			
assessed d Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1,1-1,451. 10 Analysis of line 9: a Excess from 2014 b Excess from 2014 c Excess from 2016 c Excess from 2016 d Excess from 2016 337,747.					
d Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018 7. Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8. Excess distributions carryover from 2012 not applied on line 5 or line 7 9. Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1,1>1,4>1,4>1. 10. Analysis of line 9: a Excess from 2013 b Excess from 2014 c Excess from 2016 d Excess from 2016 337,747.		iousiy	0.		
amount - see instructions e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1					
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1,151,451. 10 Analysis of line 9: a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 337,747.			0.		
4a from line 2a. Taxable amount - see instr. f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1 , 151 , 451 . 10 Analysis of line 9: a Excess from 2013 b Excess from 2014 c LACESS from 2015 d Excess from 2016 337 , 747 .		act line			
lines 4d and 5 from line 1 This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 10 Analysis of line 9: a Excess from 2013 b Excess from 2014 c £xcess from 2015 d Excess from 2016 337,747.				0.	
lines 4d and 5 from line 1 This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 10 Analysis of line 9: a Excess from 2013 b Excess from 2014 c £xcess from 2015 d Excess from 2016 337,747.	f Undistributed income for 2017. Subtra	act			
Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1,151,451. 10 Analysis of line 9: a Excess from 2013 b Excess from 2014 c Excess from 2014 c Excess from 2016 337,747.	lines 4d and 5 from line 1. This amoun	nt must		1	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1,151,451. 10 Analysis of line 9: a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 337,747.	be distributed in 2018				0.
section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8		of			
may be required - see instructions) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1,151,451. 10 Analysis of line 9: a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 337,747.	corpus to satisfy requirements impose	ed by			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line ba 1,151,451. 10 Analysis of line 9: a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 337,747.	section 170(b)(1)(F) or 4942(g)(3) (El	lection			
not applied on line 5 or line 7 9 Excess distributions carryover to 2018 Subtract lines / and 8 from line 6a 1,151,451. 10 Analysis of line 9: a Excess from 2013 b Excess from 2014 524,450. 6 Excess from 2016 337,747.	may be required - see instructions)	0			
9 Excess distributions carryover to 2018 Subtract lines / and 8 from line 6a 1,151,151. 10 Analysis of line 9: a Excess from 2013 b Excess from 2014	8 Excess distributions carryover from 20	N12			
Subtract lines / and 8 from line 6a	not applied on line 5 or line 7	409,953			
10 Analysis of line 9: a Excess from 2013 b Excess from 2014 b Lacéss from 2015 d Excess from 2016 337,747.	9 Excess distributions carryover to 201	18			
a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 337,747.	Subtract lines / and 8 from line 6a	1,151,451			
a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2016 337,747.	10 Analysis of line 9:		,		
© Excess from 2015 d Excess from 2016 337,747.	•				
d Excess from 2016 337,747.	b Excess from 2014 52	24,450.			
d Excess from 2016 337,747.	č Exčéšs from 2015				' ' ' '
e Excess from 2017 289 , 154.		37,747.			
	e Excess from 2017 28	89,154.			

	nton Foundation			84-6029	014 Page 10
Part XIV Private Operating Fo		·······	A, question 9)	N/A	
1 a If the foundation has received a ruling or					
foundation, and the ruling is effective for			▶	T	
b Check box to indicate whether the found		ig foundation described i		4942(j)(3)_or4	942(1)(5)
2 a Enter the lesser of the adjusted net	Tax year	(6) 0040	Prior 3 years	1 (4) 2014	(a) Tatal
income from Part I or the minimum	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
investment return from Part X for		,			
each year listed					·
b 85% of line 2a					
 Qualifying distributions from Part XII, line 4 for each year listed 					
d Amounts included in line 2c not					
used directly for active conduct of					
exempt activities					
e Qualifying distributions made directly					
for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	<u></u>		/		
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter					
2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section	,				
512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942())(3)(B)(III)					
(3) Largest amount of support from					
an exempt organization .					
(4) Gross investment income					
Part XV Supplementary Info			if the foundatio	n had \$5,000 or m	ore in assets
at any time during t		uctions.j			
Information Regarding Foundation a List any managers of the foundation who year (but only if they have contributed m	o have contributed more	than 2% of the total cont ection 507(d)(2).)	ributions received by th	ne foundation before the clo	se of any tax
lone					
b List any managers of the foundation who other entity) of which the foundation has			or an equally large por	tion of the ownership of a p	partnership or
lone			· -		·
	nly makes contributions	to preselected charitable	organizations and does	not accept unsolicited req	uests for funds. If
the foundation makes gifts, grants, etc.,	_				
a The name, address, and telephone number	ber or email address of th	ne person to whom applic	ations should be addre	essed:	
See Statement 15		·			
b The form in which applications should b	e submitted and informa	tion and materials they st	nould include:		
c Any submission deadlines:					
d Any restrictions or limitations on awards	s, such as by geographic	al areas, charitable fields,	kınds of institutions, o	r other factors:	

Supplementary Information (continued) Part XV Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to any foundation manager Purpose of grant or Foundation Amount status of contribution Name and address (home or business) or substantial contributor recipient a Paid during the year ÞС to support the N/A Allied Arts, Inc. financial aid program 3712 Allison Street 4,000. for young artists Wheat Ridge, CO 80033 to support public arts N/A PC Art Students League Of Denver 200 N Grant St programming and Denver, CO 80203-4020 outreach 20,000. to support the ArtHyve, Inc. N/A PC Archives as Muse 1280 Sherman Street, #209 program 4,000. Denver, CO 80203 to support the 2018 Athena Project N/A PC Music Festival 5761 S Youngfield Street 8,000. Littleton, CO 80127-5210 to support Stratus N/A PC Augustana Arts Inc. 5000 East Alameda Avenue Chamber Orchestra's Denver, CO 80246-8104 2017/2018 Concert Series 15,000. 3,506,453. See continuation sheet(s) ➤ 3a Total b Approved for future payment N/A РC Johnston R. Livingston Street Fraternity, Inc. Fellowship for 8720 E Colfax Ave 100 advanced professional Denver, CO 80220-2234 development - Yoal Kidane Ghebremeskel 12,500. РC Johnston R. Livingston Asian Pacific Development Ctr N/A Fellowship for 1537 Alton St Aurora, CO 80010-1712 advanced professional development - Harry Budisidharta 12,500. Johnston R. Livingston N/A ÞС Bridge House Fellowship for PO Box 626 advanced professional Boulder, CO 80306-0626 development - Isabel McDevitt 12,500. 100,000. See continuation sheet(s) Total

723611 01-03-18

84-6029014

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelate	ed business income		ded by section 512, 513, or 514	(e)
Entity group amounts amount and more manager.	(a) Business	(b)	(C) Exclu-	(d)	Related or exempt
1 Program service revenue:	Business	Amount	code	Amount	function income
a					
b					
C					
d					
e					
f					
g Fees and contracts from government agencies		·			
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	470,495.	
5 Net rental income or (loss) from real estate,	TITE PRODUCTION OF				
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property					
7 Other investment income	523000	<5,953.	- 14	403,969.	
8 Gain or (loss) from sales of assets other than inventory	523000	3,740.	18	4,497,281.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:			,		
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<2,213.	<u> </u>	5,371,745.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	5,369,532.
(See worksheet in line 13 instructions to verify calculations)					

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

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).					
						

84-6029014

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

(c) their than section 50 ((s)) organizations) or in section 522, relating to political organization of: (1) Cash (2) Other assets (3) Sales of assets from a noncharitable exempt organization (1) Sales of assets from a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Rembursement arrangements (5) Loais or loan guarantees (6) Performance of services or membership or fundraising solicitations (6) Performance of services or membership or fundraising solicitations (6) Performance of services or membership or fundraising solicitations (6) Performance of services or membership or fundraising solicitations (6) Performance of services or membership or fundraising solicitations (6) Performance of services or membership or fundraising solicitations (6) Performance of services or membership or fundraising solicitations (6) Performance of services or problems (1) Sales of a services or service	1 Did the	organization directly or indir	rectly engage in any o	of the followin	g with any other organization	on described in sect	tion 501(c)		Yes	No
(4) Date sests b Other transactions: (1) Sales of assets from a noncharitable exempt organization (2) Purchase of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Remitturement arrangements (5) Loans or itan guarantees (6) Performance of services or membership or fundrasing solicitations (5) Purchase of a service severe organization (19) Purchase of services (19) Purchase (19) Purchase of services (19) Purchase of servi							$\overline{}$			
29 Differ research tons: 1) Sales of sasets to a noncharitable exempt organization 18(1)	a Transf	ers from the reporting founda	ation to a noncharitat	le exempt or	ganization of:					
b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a roncharitable exempt organization (3) Renal of facilities, equipment, or other assets (5) Class or loan guarantees (6) Performance disarvices or membership or fundraising solicitations (5) Class or loan guarantees (6) Performance disarvices or membership or fundraising solicitations (7) Sales of assets from a roncharitable exempt organization in the first organization or sharing of facilities, equipment, malling lists, other assets, or paid employees (8) Performance of sarvices or membership or fundraising solicitations (8) Performance of sarvices or membership or fundraising solicitations (9) Performance of sarvices or membership or fundraising solicitations (9) Performance of sarvices or membership or fundraising solicitations (9) Performance of sarvices or membership or fundraising solicitations (9) Performance or any of the above 5 received (9) Armount involved (10)	(1) Ca	ash						1a(1)	_	X
(1) Sakes of assets from a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Rembursement arrangements (5) Loans or totan guarantees (6) Performance of services or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (7) A services of the above is "Yes," complete the following schedule. (8) Performance of services or membership or fundrasing solicitations (9) A services given by the reporting foundation if the foundation received tess than fair market value of the goods, other assets, or services organization or sharing arrangement, show in column (g) the value of the goods, other assets, or services organization or sharing arrangement, show in column (g) the value of the goods, other assets, or services organization (g) parameters are also services organization or sharing arrangement, show in column (g) the value of the goods, other assets, or services organization (g) parameters, varies actions, 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) (other than section 501(c)(3))) or in section 527? 2b. If "Yes," complete the following schedule. 8 If Yes I was a section 501(c) (other than section 501(c)(3))) or in section 527? 8 If "Yes," complete the following schedule. 8 If Yes I was a section 501(c) (other than section 501(c)(3))) or in section 527? 8 If "Yes," complete the following schedule. 8 If Yes I was a section 501(c) (other than section 501(c)(3)) or in section 527? 9 If "Yes," complete the following schedule. 10 If "Yes," complete the following sch	(2) 0	her assets						1a(2)		х
(2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Rembusement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (7) It is x (8) It is the foliaties, equipment, making lists, other assets, or particle clearing of facilities, equipment, making lists, other assets, or services were by the reporting foundation if the foundation received less than fair market value in any transaction or sharing arrangement, show in column (4) the value of the goods, other assets, or services received (9) Amount involved (10) Am	b Other	ransactions:								
(3) Rental of facilities, equipment, or other assets (4) Rembursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundrasing solicitations (7) Loans or loan guarantees (8) Performance of services or membership or fundrasing solicitations (8) Performance of services or membership or fundrasing solicitations (8) Performance of services or membership or fundrasing solicitations (9) Performance of services or membership or fundrasing solicitations (9) Performance of services or membership or fundrasing solicitations (9) Amount myorized (1) Marie of the poods, other assets, or services received (9) Amount myorized (1) Name of finoncharitable extempl organization (4) Description of the make it is a service or services services or services received (9) Amount myorized (1) Name of finoncharitable extempl organization (4) Description of the make it is a service or services or services received in section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes", complete the following schedule. (9) Name of organization (9) Type of organization (9) Description of relationship (9) Description of relationship (9) Description of relationship (9) Description of organization (1) Septices that these examined their etims, recluding accompanying schedules and abstraments, and to the best of my knowledge action with the program of the section of organization (1) Septices that these examined their etims, recluding accompanying schedules and abstraments, and to the best of my knowledge action with the greatest and abstraments, and to the best of my knowledge action with the greatest and abstraments, and to the best of my knowledge action of organization of organization (1) Septices that these examined their etims, recluding accompanying schedules and abstraments, and to the best of my knowledge action of organization of organization of organization of organization (1) Septices that the second of organization of organization (1) Septices that the second of organization organizati	(1) S	ales of assets to a noncharital	ble exempt organizat	ion				1b(1)		х
(4) Rembulsusement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (7) Performance of services or membership or fundrasing solicitations (8) Performance of services or membership or fundrasing solicitations (8) Performance of services or membership or fundrasing solicitations (9) Performance of services or membership or fundrasing solicitations (9) Amount minority of the pools, other assets, or previous received each or services given by the reporting foundation if the foundation ceaved less than fair market value in any transaction or sharing arrangement, show in column (1) the value of the pools, other assets, or services received a lambur of the pools, other assets, or services received a lambur of the pools, other assets, or services received a lambur of the pools, other assets, or services received a lambur of the pools, other assets, or services received a lambur of the pools, other assets, or services received a lambur of the pools, other assets, or services received a lambur of the pools, other assets, or services received a lambur of the pools, other assets, or services received a lambur of the pools, other assets, or services received a lambur of the pool of the pools, other assets, or services received a lambur of the pools, other assets, or services received an asset of the pools, other assets, or services received an asset of the pools, other assets, or services received an asset of the pools, other assets, or services received an asset of the pools, other assets, or services received an asset of the pools, other assets, or services received an asset of the pools, other assets, or services received an asset of the pools, other assets, or services received an asset of the pools, other assets, or services received an asset of the pools, other assets, or services received an asset of the pools, other assets, or services received an asset of the pools, other assets, or	(2) P	urchases of assets from a noi	ncharitable exempt o	rganization				1b(2)		Х
(8) Loans or loan quarantees (6) Performance of services or membership or fundraising solicitations (7) Loans or loan quarantees (8) Performance of services or membership or fundraising solicitations (8) Performance of services or membership or fundraising solicitations (8) Loans or loan quarantees (8) Reproductive or more assets, or paid employees (9) If the answer to any of the above is "res," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services received (9) Amount involved (1) Amount involved (1) Name of noncharitable exempt organization (1) Description of transfers, zerosactions, and sharing arrangements (1) Amount involved (2) Name of noncharitable exempt organization (3) Description of transfers, zerosactions, and sharing arrangements (1) Amount involved (2) Name of noncharitable exempt organization (3) Description of relationships (4) Description of relationships (5) If "Yes," complete the following schedule. (6) Name of organization (7) Description of relationships (8) Type of organization (9) Description of relationships (9) Description of relationships (9) Description of relationships (1) Type of organization (9) Description of relationships (1) Type of organization (1) Type of organization (1) Type of organization (1) Type of organization (2) Description of relationships (3) Type of organization (4) Description of relationships (5) Type of organization (6) Description of relationships (7) Description of relationships (8) Type of organization (9) Description of relationships (1) Type of organization (1) Type of organization (1) Type of organization (2) Description of relationships (3) Type of organization (4) Description of relationships (5) Type of organization (6) Description of relationships (6) Type of organization (7) Description of relationships (8) Type of organization (9) Description of relationships (1) Type of organization (1) Type of organization (1) Type of organiza	(3) R	ental of facilities, equipment,	or other assets					1b(3)		X
(e) Performance of services or membership or fundraising solicitations Sharing of facilities, equipment, making lists, other assets, or paid employees If the answer to any of the above "res", 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 (b) Have 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 (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements N/A 2s is the foundation divectly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 52?? If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A N/A Which presents the promy, fleative that have examined the return, including accompanying schedules and alterness, and to the base of my knowledge of the behalf, if year, corner, fleative many the present of the base of my knowledge of the behalf, if year, corner, fleative many the behalf, if year, corner, fleative many the behalf, if year, corner, fleative many the behalf, if year, corner, fleative many the behalf, if year, organization of preparer (other than scaper) is beaded and alterness, and to the base of my knowledge of the behalf, if year, corner, fleative many the preparer (other than scaper) is beaded and alterness of the base of my knowledge of the behalf, if year, corner, fleative many the preparer (other than scaper) is beaded and information of which greater has any knowledge of the behalf, if year, corner, fleative many the preparer is name. Printly greater for the product of	(4) R	eimbursement arrangements		•				1b(4)		Х
E Sharing of facilities, equipment, making lists, other assets, or gaid employees of if the answer to any of the above is "res"; complete the following schedule. Column (a) should always show the fair market value of the goods, other assets, or services received a) Inne no (b) Amount involved (c) Name of noncharidable exempt organization N/A 2a is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(31) or in section 527? b) If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (e) Description of relationship N/A No No No No No Prim's address Paparer's name Preparer's signature Prim's address Pata Adarson Prim's address Pata Schiologer, Cordex & Engle, P.C. Firm's Elin Prim's E	(5) Lo	oans or loan guarantees								
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 geven 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)			•	=						
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 (D) Amount involved (C) Name of nonchartable exempt organization (d) Description of Varieties, transactions, and ahaving arrangements		•								<u> </u>
a) I he value of the goods, other assets, or services received A) I have no (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c) (other 501(c) (=		_					ets,	
Signal S		•			ed less than fair market valu	ie in any transaction	n or sharing arrangei	ment, snow in		
N/A Za is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Way that BN description of which general has any knowledge of the first plant of the best of my knowledge of the first plant of the best of my knowledge of the first plant of the best of my knowledge of the first plant of the first plant of the best of my knowledge of the first plant plant of the first plant plant of the first plant					a avamet organization	(4) 5				
2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes	a)Line no	(b) Amount involved	(c) Name of		e exempt organization	(U) Descriptio	n of transfers, transactio	ns, and sharing an	angeme	nts
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is signature. Primt Type preparer's name Preparer's signature Primt anderson Firm's name Kundinger, Corder & Engle, P.C. Firm's address 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no 303-534-5953				N/A						
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is signature. Primt Type preparer's name Preparer's signature Primt anderson Firm's name Kundinger, Corder & Engle, P.C. Firm's address 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no 303-534-5953										
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is signature. Primt Type preparer's name Preparer's signature Primt anderson Firm's name Kundinger, Corder & Engle, P.C. Firm's address 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no 303-534-5953	-					+				
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is signature. Primt Type preparer's name Preparer's signature Primt anderson Firm's name Kundinger, Corder & Engle, P.C. Firm's address 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no 303-534-5953				_						
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is signature. Primt Type preparer's name Preparer's signature Primt anderson Firm's name Kundinger, Corder & Engle, P.C. Firm's address 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no 303-534-5953						 				
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is signature. Primt Type preparer's name Preparer's signature Primt anderson Firm's name Kundinger, Corder & Engle, P.C. Firm's address 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no 303-534-5953						-				
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is any knowledge of information of which preparer is an information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of inf			 -					·····		
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is any knowledge of information of which preparer is an information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of inf		· · · · · · · · · · · · · · · · · · ·		-						
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is any knowledge of information of which preparer is an information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of inf				• • • • • • • • • • • • • • • • • • • •		***				
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is any knowledge of information of which preparer is an information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of inf										
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is any knowledge of information of which preparer is an information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of inf	-		-							
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is any knowledge of information of which preparer is an information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of inf										
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is any knowledge of information of which preparer is an information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of inf										
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is any knowledge of information of which preparer is an information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of inf			·							
In section 501(c) (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule. (a) Name of organization N/A Under penalties of perjury, Videclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, if it for use, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer as any knowledge of it in an information of which preparer as any knowledge of its first in with the preparer of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in with the preparer of its first in an information of which preparer as any knowledge of its first in an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is an information of which preparer is any knowledge of information of which preparer is an information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of information of which preparer is any knowledge of inf										
b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A N/A	2a Is the	foundation directly or indirect	tly affiliated with, or r	elated to, one	or more tax-exempt organi	zations described				
(a) Name of organization (b) Type of organization (c) Description of relationship N/A N/A	ın seci	ion 501(c) (other than sectio	n 501(c)(3)) or in se	ction 527?				Yes	X	No
N/A Sign Here Under penalties of perjury, lideclare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and bellef, it is true, correct, and/complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. The firm chan challed the preparer shown below? See instruction of fictor/Treasurer Signature of officer or trustee Print/Type preparer's name Preparer's signature Date Title Print/Type preparer's name Furm's name Kundinger, Corder & Engle, P.C. Firm's address 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no 303-534-5953	b If "Yes									
Sign Under penalties of perjury, idectare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is rue, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Chief Financial officer of trustee. Date Title Print/Type preparer's name Preparer's signature Date Check if self-employed self-employed Preparer Use Only Firm's name Kundinger, Corder & Engle, P.C. Firm's address ► 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no 303-534-5953		(a) Name of org	anization		(b) Type of organization		(c) Description of re	lationship		
A May Title Institute of Officer or trustee Print/Type preparer's name Print/Type preparer's name Preparer's signature Date Check if self- employed Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Print/Type preparer's name Preparer's signature Print/Type preparer's name P		N/A								
A May Title Institute of Officer or trustee Print/Type preparer's name Print/Type preparer's name Preparer's signature Date Check if self- employed Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Print/Type preparer's name Preparer's signature Print/Type preparer's name P										
A May Title Institute of Officer or trustee Print/Type preparer's name Print/Type preparer's name Preparer's signature Date Check if self- employed Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Print/Type preparer's name Preparer's signature Print/Type preparer's name P										
A May Title Institute of Officer or trustee Print/Type preparer's name Print/Type preparer's name Preparer's signature Date Check if self- employed Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Print/Type preparer's name Preparer's signature Print/Type preparer's name P						ļ		_		
A May Title Institute of Officer or trustee Print/Type preparer's name Print/Type preparer's name Preparer's signature Date Check if self- employed Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Print/Type preparer's name Preparer's signature Print/Type preparer's name P	Lie	adar panatthe of partin. Education	that I have examined the	roturn includes	n accompanying scheduler and	statements and to the	a hest of my knowledge			
Here Signature/of officer or trustee Date Title Print/Type preparer's name Preparer's signature Date Check if self- employed self- employed Firm's name ▶ Kundinger, Corder & Engle, P.C. Firm's name ▶ Kundinger, Corder & Engle, P.C. Firm's address ▶ 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no 303-534-5953	l							return with the	e prepar	er
Signature of officer or trustee Date Title			7 /		1 10/11/2				? See in:	7 I
Paid Print/Type preparer's name Preparer's signature Date Check if self- employed self- employed Preparer Firm's name ► Kundinger, Corder & Engle, P.C. Firm's address ► 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no 303-534-5953		Signature of officer for trustee	4		Date	. <u></u>	Treasurer	- La res) NO
Paid Preparer Use Only Firm's address ▶ 475 Lincoln Street, Suite 200 Denver, CO 80203 Poid Anderson Form's Anderson Poid Anderson Form's EIN Poid 16697 Firm's EIN Phone no 303-534-5953		<u> </u>		Prenarer's s			Check if	PTIN		
Paid Preparer Use Only Firm's address > 475 Lincoln Street, Suite 200 Denver, CO 80203 Pid Laurie Anderson Laurie Anderson Firm's 10 ·17 · 18 P01416697 Firm's EIN Phone no 303-534-5953		7 1.110 1.300 properor 3 110						****		
Preparer Use Only Firm's name ▶ Kundinger, Corder & Engle, P.C. Firm's EIN ▶ Firm's address ▶ 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no 303-534-5953	Paid	Laurie Anderson		Jan	dodina	16 .17 .18	, .,	P01416697		
Use Only Firm's address ► 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no 303-534-5953				& Engle	P.C.	1.0	Firm's FIN			
Firm's address ► 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no 303-534-5953	-			,	- ·					
Denver, CO 80203 Phone no 303-534-5953			Lincoln Stree	t, Suite	200					
		· ·		,			Phone no 303	-534-5953		
		·	· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · · · · · · · · · ·		•	Form 99 (PF	(2017)

1 of

84-6029014

Part IV Capital Gains and Los	sses for Tax on Investment Income				
(a) List and 2-story br	(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.				(d) Date sold (mo., day, yr.)
1a Chilton			P		
h Legg Mason Institution	nal Fund		P		
c Maverick			P		
d Newport Asia			P		· · ·
e PIMCO Institutional SI	hort Term Fund		P		
f Vanguard	P				
g Convexity Capital			P		-
h Davidson Kempner			P	-	
Farallon		-	P		
GOG Parnters Emerging	Markets		P		
k Highclere	Markets		P		
Lexington Middle Mark	o.t		P		
m Longleaf Small-Cap Page			P		
	chers	·	P		
η Sanderson			P P	ļ	
0 Spinnaker GSS	(0.0	(2) 0 - 2 - 2 + 2 - 2 + 2 - 2 - 2	, '	Course (loss)	
(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)	
<u>a</u>					1,164,111.
b					24,710.
С					277,524.
d					693,836.
е				=	861.
f					919,346.
g	-				692.
h			l		235,022.
1					125,475.
J					13,081.
k					239,630.
I					53,704.
m					79,992.
n ·					11,045.
0					45,254.
Complete only for assets showing	ig gain in column (h) and owned by	the foundation on 12/31/69	(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	Gains (excess o	of col (h) gain over ot less than "-0-")	
a					1,164,111.
b					24,710.
c					277,524.
d					693,836.
e					861.
f			<u> </u>		919,346.
g		-	1		692.
h			1		235,022.
1	•		<u> </u>		125,475.
					13,081.
k					239,630.
1	·-····································				53,704.
· · · · · · · · · · · · · · · · · · ·					79,992.
m n	<u>-</u>	<u></u>	<u> </u>		11,045.
<u>n</u>					45,254.
0			 		¥J,2J4.
2 Capital gain net income or (net ca3 Net short-term capital gain or (los	ss) as defined in sections 1222(5) an	`	2		
If gain, also enter in Part I, line 8, If (loss), enter "-0-" in Part I, line 8		}	3		

84-6029014 Page

2 of

2

Part IV Capital Gains and Los	sses for Tax on Investment Income				
(a) List and 2-story br	describe the kind(s) of property solution warehouse; or common stock, 20	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr)	
1a Wellington			P		
h Miscellaneous			P		
C Less UBTI gain report	ed on 990T	<u> </u>	P	Various	Various
<u>d</u>					ļ
e	·				
9			-	<u> </u>	
<u>h</u>				<u> </u>	<u> </u>
<u> </u>					<u> </u>
<u> </u>					
k					
m				-	
n					
0		-	<u> </u>		-
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h)) Gain or (loss) llus (f) minus (g)	•
		, , , , , , , , , , , , , , , , , , ,	() .		616,592.
<u>a</u> b					146.
C					<3,740.
d					
е ,					
f					
g					
h					
1					
1					
k					
1			_		
<u>m</u>					
<u>n</u>					
Complete only for appate above	ng gain in column (h) and owned by	the foundation on 12/21/60	())	/f-a aal /b\	
Complete only for assets snowin			(I) LOS Gains (excess (sses (from col. (h) of col (h) gain ove) r col. (k).
(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	but n	ot less than "-0-")	
a					616,592.
<u>b</u>					146.
С					<3,740.
d					
e					
f					
<u>g</u>					
<u>h</u>					
1			<u> </u>		
<u> </u>				-	
1					
<u>.</u> m					
n		<u></u>			
0					
2 Capital gain net income or (net ca	apital loss) { If gain, also enter	r in Part I, line 7	2		4,497,281.
3 Net short-term capital gain or (los	ss) as defined in sections 1222(5) ar	_			· · ·
If gain, also enter in Part I, line 8,		ľ	3	N/A	

Part XV Supplementary Information	nton Foundation		84-6029014	
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	Foundation status of	Purpose of grant or contribution	Amount
Than the same of t	or substantial contributor	recipient		
Baroque Chamber Orchestra of Colorado	N/A	₽C	for general operating	
PO Box 200098			support	
Denver, CO 80220-0098			1	15,000
Purchaset Wheeter Corpore	N/A	PC	for general operating	
Buntport Theater Company 717 Lipan Street	N/A	[support	
Denver, CO 80204-4442			Lapport .	20,000
Denver, 60 00201 1112				
Cafe Cultura	N/A	PC	to support Art in the	
P.O. Box 11791			Park	
Denver, CO 80211-0791				7,500
Central City Opera House Association	N/A	PC	for general operating	
400 South Colorado Boulevard Suite 530	· ·		support	
Glendale, CO 80246-1255				75,000
Central City Opera House Association	N/A	PC	to support	
400 South Colorado Boulevard Suite 530			CCOPresents!	
Glendale, CO 80246-1255		-		40,000
Children's Museum of Denver, Inc.	N/A	PC	to support Arts	
2121 Children's Museum Drive Denver CO 80211			Engagement and Education Programming	30,000
Cleo Parker Robinson New Dance	N/A	PC	for continued support	30,000
Theatre Inc	[of capacity building	
119 Park Avenue West			efforts as part of the	
Denver, CO 80205-3209			Campaign for CPRDs	
			Future	80,000
Clyfford Still Museum	N/A	₽C	to support activities	
1250 Bannock Street			related to the	
Denver, CO 80204-3631			establishment of the	
		ļ	museum	250,000
Colorado Association of Funders	N/A	₽C	to support the	
PO Box 48149		1	creation of an arts	
Denver, CO 80212			funders affinity group	
			and to assist with website updates	5,000
The Colorado Authors League Inc	N/A	PC	to support the 2018	
P.O. Box 24905 Welshire Station			Colorado Book Festival	
Denver, CO 80224-0905		1		4,000
Total from continuation sheets		- 		3,455,453

Supplementary Information

Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, Purpose of grant or contribution Foundation show any relationship to **Amount** status of any foundation manager Name and address (home or business) or substantial contributor recipient Colorado Ballet Company N/A ÞС for general operating 1075 Santa Fe Dr support Denver, CO 80204-3950 55,000. Colorado Childrens Chorale N/A ÞС for general operating 2420 West 26th Avenue Suite 350-D support Denver CO 80211-5362 40,000. N/A ÞС to build the capacity Colorado Nonprofit Association 789 Sherman Street, Suite 240 of nonprofit leaders in the arts Denver, CO 80203-3553 20,000. Colorado Photographic Arts Center Inc N/A ÞС for general operating 1070 Bannock St Suite 75 support Denver, CO 80204-4058 15,000. Colorado Symphony Association N/A ₽C to help support development of a Boettcher Concert Hall 1000 14th Street, #15 Denver, CO 80202-2333 Business and Financial Plan for a new concert 10,000. N/A ₽C for general operating Colorado Symphony Association Boettcher Concert Hall 1000 14th support Street, #15 Denver, CO 80202-2333 100,000. ÞС Curious Theatre Company N/A o support patron 1080 Acoma Street cultivation, Denver, CO 80204-4035 development, and 30,000. engagement efforts Curious Theatre Company N/A ÞС for general operating 1080 Acoma Street support Denver, CO 80204-4035 40,000. Denver Biennial of the Americas N/A РC to help implement Fabrica de Arte Cubano 1550 Wewatta Street, 9th Floor Denver, CO 80202-6299 and to assist with marketing efforts for public engagement 50,000. Denver Botanic Garden Inc N/A ÞС to support the 909 York Street Bonfils-Stanton Denver CO 80206-3751 Lecture Series 50,000. Total from continuation sheets

Part XV Supplementary Information	1			
3 Grants and Contributions Paid During the Y	ear (Continuation)			
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
Denver Brass Inc	N/A	PC	to support Denver	
2253 N Downing St			Brass: The Next	25 000
Denver, CO 80205-5234	 	 	Generation	25,000.
Denver Film Society 1510 York St 3rd Floor Denver, CO 80206-1425	N/A	PC	to support the annual mini-festivals	25,000.
Denver Theatre District Inc 1515 Arapahoe Street Tower 3, Suite 100 Denver, CO 80202	N/A	PC	for the 2018 SUPERNOVA Digital Animation Festival	15,000.
Denver Young Artists Orchestra Assoc 1385 S Colorado Boulevard #A722 Denver, CO 80222-3304	N/A	₽C	for general operating support	20,000.
Downtown Denver Events Inc 1515 Arapahoe Street Tower 3 Ste 100 Denver, CO 80202-2104	N/A	₽C	to support the Happy City project	50,000.
Friends Of Chamber Music 191 University Blvd Suite 974 Denver, CO 80206-4613	N/A	₽C	to support Audience Development and Educational Outreach Programs	20,000.
Grantmakers In The Arts 522 Courtlandt Avenue First Floor Bronx, NY 10451	N/A	₽C	to support 2017 general operating expenses and the 2019 GIA Annual Conference in Denver	60,000.
Lighthouse Writers Workshop Inc 1515 Race St Denver, CO 80206-1307	N/A	₽C	to support The Writer's Studio program	20,000.
Mexican Cultural Center 5350 Leetsdale Drive Suite 200W Denver, CO 80246-1494	N/A	₽C	for general operating support	25,000.
Mizel Center For Arts And Culture 350 S Dahlia St Denver, CO 80246-8102 Total from continuation sheets	N/A	PC	to support the 2017 JAAMM Festival	15,000.

Part XV Supplementary Information				
3 Grants and Contributions Paid During the	Year (Continuation)			
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
Museo De Las Americas	N/A	PC	for general operating	
861 Santa Fe Drive			support and the	
Denver, CO 80204-4344	ļ _i		Membership	
			Revitalization Project	45,000.
Museum of Contemporary Art - Denver	N/A	PC	for general operating	
1485 Delgany Street			support	
Denver, CO 80202				100,000.
Opera Colorado	N/A	₽C	for general operating	
4121 S Navajo Street Suite 100			support	
Englewood, CO 80110				65,000.
Platteforum	N/A	₽C	to support activation	
2400 Curtis Street Suite 100	,	[·	of The Temple for	
Denver, CO 80205-2630			creative community	
20.			collaboration	15,000
	-			·
Redline	N/A	₽C	to support the Arts in	
2350 Arapahoe St	.,, .,		Society initiative	
Denver, CO 80205-2613				200,000.
Benver, eo colles Bols		 		,
		70	for goneral operating	
Redline	N/A	PC	for general operating	
2350 Arapahoe St			support	25,000.
Denver, CO 80205-2613	N/A	PC	in capital funds to	23,000.
Rocky Mountain Public Broadcasting	N/A	FC	support a new	
Network, Inc. 1089 Bannock St			performance studio	
Denver CO 80204-4036		}	within the Buell	
Denver, CO 80204-4030			Public Media Center	500,000
Rocky Mountain Public Broadcasting	N/A	PC	to support the	
Network, Inc.	,,		production and	
1089 Bannock St			broadcast of Arts	
Denver, CO 80204-4036			District across	
,			multiple platforms	50,000.
Springboard For The Arts	N/A	PC	to support IdeaLab 3.0	····
308 Prince St Ste 270			and expanded coverage	
Saint Paul, MN 55101-1437			of Denver artists	
			through a national	
			platform	30,000.
St Martins Chamber Choir	N/A	PC	for general operating	
2015 Glenarm Pl		1	support	
Denver, CO 80205-3121				15,000.
Total from continuation sheets				

Part XV, Supplementary Information				
3 Grants and Contributions Paid During the				
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	CONTRIBUTION	
Stories On Stage	N/A	₽C	for general operating	
2590 Walnut St Ste 8			support	
Boulder, CO 80302-5700				10,000.
Su Teatro	N/A	PC	for general operating	
721 Santa Fe Dr.			support	
Denver, CO 80204				35,000.
Swallow Hill Music Association	N/A	PC	for general operating	
71 East Yale Avenue	N/ A		support to reach	
Denver, CO 80210-5736			under-resourced	
Denver, co 00210-3730			populations	25,000.
				•
The Denver Architectural Foundation	N/A	₽C	to support 2018 Doors	
Inc			Open Denver Arts &	
303 East 17th Avenue Suite 110			Culture Activities	
Denver, CO 80203-1235				15,000.
The Denver Art Museum	N/A	PC	to support Vision	
100 West 14th Avenue Parkway	, A	[2021: North Building	
Denver, CO 80204-2713			Renovation	700,000.
200002, 00 00202 2.20		-		
m. n.	7/2	n.c	on Arts Innovation	
The Denver Foundation	N/A	₽C	an Arts Innovation Fund grant to support	
55 Madison Street 8th Floor			Colorado Art Tank	12,500.
Denver, CO 80206-5419			COTOTAGO ATE TANK	12,500.
University of Denver - Colorado	N/A	PC	to support the	
Seminary			Institute for Leaders	
2199 S Univeristy Blvd			in Development at	
Denver, CO 80208-0001			University College	7,000.
University of Denver - Colorado	N/A	₽C	to support the	
Seminary			Community Connections	
2199 S Univeristy Blvd			Initiative at the	
Denver, CO 80208-0001			Newman Ctr for	
	<u> </u>		Performing Arts	25,000.
Wonderbound	N/A	PC	for general operating	
1075 Park Avenue West			and capital equipment	
Denver, CO 80205-2603			support	100,000.
Youth On Record	N/A	PC	to develop and launch	
1301 W. 10th Avenue			the Youth on Record	
Denver, CO 80204			Colorado Music Podcast	25,000.
Total from continuation sheets	-			

Bonfils-Sta			84-602901	<u>•</u>
				
3 Grants and Contributions Paid During the	If recipient is an individual,			 .
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
Association of Fundraising	N/A	PC	National Philanthropy	-
Professionals			Day in Colorado -	
PO Box 24745			Bronze Sponsorship	
Denver, CO 80224	<u> </u>			1,500
Colorado Business Committee for the Arts	N/A	PC	Patron Sponsor of the Business for the Arts	
789 Sherman St Suite 280			Awards	
Denver, CO 80203				2,500
Colorado Nonprofit Association	N/A	PC	Colorado Nonprofit	
789 Sherman Street, Suite 240			Association Bronze	
Denver, CO 80203-3553			level Sponsorship	1,500
Community Resource Center	N/A	₽C	C3 Forum sponsorship	
789 Sherman St, Suite 201				2 500
Denver, CO 80203				2,500
Creative Agents of Change Foundation	N/A	PC	to help sponsor the	
803 East Market St.			HOPEBOX Health	
Louisville, KY 40206			Roundtable in Denver	500
National Consortium for Creative	N/A	₽C	to support the	
Placemaking			Southwest Region	
444 Morris Avenue, Suite 214			Summit in Denver	
Union, NJ 7083		ļ		1,500
Rose Community Foundation (fiscal	N/A	PC	for arts and culture	
sponsor)			social venture prep	
600 South Cherry St, Ste 1200			sponsorship as part of	
Denver, CO 80246			CO Impact Days	2,500
			•	
Colorado Ballet Company	N/A	₽C	Employee Matching Gift	
1075 Santa Fe Dr			Program	
Denver, CO 80204		_	-	500
Colorado Coalition for the Homeless	N/A	PC	Employee Matching Gift	
2100 Broadway			Program	
Denver, CO 80205-2526		+	-	100
Denver School of the Arts	N/A	PC	Employee Matching Gift	
7111 Montview Blvd			Program	
Denver, CO 80220		<u> </u>		1,200
Total from continuation sheets				

Part XV Supplementary Informatio			 _	
3 Grants and Contributions Paid During the	If recipient is an individual,	T		
Recipient Name and address (home or business)	show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
. Name and address (nome of business)	or substantial contributor	recipient		·
Denver Urban Gardens	N/A	₽C	Employee Matching Gift	
1031 33rd Street, #100			Program	
Denver, CO 80205				500
Graland Country Day School	N/A	PC	Employee Matching Gift	
30 Birch Street			Program	500
Denver, CO 80220				500
Museum of Contemporary Art - Denver	N/A	PC	Employee Matching Gift	
1485 Delgany Street			Program	E E O
Denver, CO 80202		 		550
Rocky Mountain Broadcasting Network,	N/A	PC	Employee Matching Gift	
Inc.			Program	
1089 Bannock St				
Denver, CO 80204-4036				100
		1		
St. Anne's Episcopal School	N/A	₽C	Employee Matching Gift	
2701 S York Street			Program	
Denver, CO 80210-6032				100
Warren Village	N/A	₽C	Employee Matching Gift	
1323 Gilpin Street			Program	
Denver, CO 80218-2552				500
· · · · · · · · · · · · · · · · · · ·				
		ng.	Employee Matching Gift	
Wonderbound	N/A	PC	Program	
1075 Park Avenue West Denver, CO 80205		1	1 Togram	450
The Denver Art Museum	N/A	₽C	gift in honor of 2018	
100 West 14th Avenue Parkway			Community Service in	
Denver, CO 80204-2713		•	the Arts Award	
			recipients Barry and	
			Arlene Hirschfeld	25,000
Carlos Fresquez	N/A	Individual	2018 Artist Award	
2774 S. Raleigh Street			Recipient	
Denver, CO 80236				35,000
Susan Jenson	N/A	Individual	2018 Arts and Society	
1244 S. Fillmore Street		1	Award Recipient	
Denver, CO 80210				35,000
Total from continuation sheets				

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Purpose of grant or Foundation show any relationship to status of recipient Amount contribution any foundation manager Name and address (home or business) or substantial contributor gift in honor of 2018 Museum of Contemporary Art - Denver Community Service in 1485 Delgany Street Denver, CO 80202 the Arts Award recipients Barry and Arlene Hirschfeld 10,000. The Adoption Exchange N/A Johnston R. Livingston 14232 East Evans Avenue Fellowship for advanced professional Aurora, CO 80014-1432 development - Lauren Arnold 12,500. Johnston R. Livingston Asian Pacific Development Center Of N/A PC Fellowship for Colorado 1537 Alton St advanced professional Aurora, CO 80010-1712 development - Harry Budisidharta 12,500. Bridge House N/A PC Johnston R. Livingston PO Box 626 Fellowship for Boulder, CO 80306-0626 advanced professional development - Isabel McDevitt 12,500. Johnston R. Livingston Center For African American Health N/A Ьc 3601 Martin Luther King Blvd Fellowship for advanced professional Denver, CO 80205-4976 development - Deidre Tohnson 12,500. Johnston R. Livingston Lighthouse Writers Workshop Inc N/A ÞС Fellowship for 1515 Race St Denver, CO 80206-1307 advanced professional development - Michael 12,500. Redline N/A PС Johnston R. Livingston 2350 Arapahoe St Fellowship for Denver, CO 80205-2613 advanced professional development - Louise Martorano 12,500. Street Fraternity Inc N/A ÞС Johnston R. Livingston Fellowship for 8720 E Colfax Ave 100 Denver, CO 80220-2234 advanced professional development - Yoal Ghebremeskel 12,500. Cafe Cultura . N/A ÞС Johnston R. Livingston Fellowship for P.O. Box 11791 Denver, CO 80211-0791 advanced professional development - Ara Cruz 12,500. Black Cube N/A POF to support Drive-In, a 18 Inverness Place East series of one-night Englewood, CO 80112-5622 experimental exhibitions throughout Denver neighborhoods 10,000. Total from continuation sheets

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Ye				
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
P.J. D'Amico PO Box 24745 Denver, CO 80224	N/A	Individual	Fellowship expense reimbursement for advanced professional	
		<u> </u>	development	8,503
Americans For The Arts Inc 1000 Vermont Avenue, NW Sixth Floor Washington, DC 20005-4940	N/A	PC	to support grantee attendance at 2018 AFTA Convention in Denver	2,625
		 	Deliver	2,023,
Art Students League Of Denver 200 N Grant St Denver, CO 80203-4020	N/A	PC	to support grantee attendance at 2018 AFTA Convention in Denver	275,
			Deliver	213,
Colorado Ballet 1075 Santa Fe Dr Denver, CO 80204-3950	N/A	PC	to support grantee attendance at 2018 AFTA Convention in Denver	413.
Central City Opera House Association 400 South Colorado Boulevard Suite 530 Glendale, CO 80246-1255	N/A	₽C	to support grantee attendance at 2018 AFTA Convention in	
			Denver	487
Big Horn County Historical Museum 1163 3rd Street East	N/A	PC .	Gift in memory of Mary Hovland	150
Hardin, MT 59034				130

Total from continuation sheets		<u> </u>		

Part XV Supplementary Information 3 Grants and Contributions Approved for Fut		<u></u>		
Recipient	If recipient is an individual,		Durance of grout or	
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
Center for African American Health	N/A	₽C	Johnston R. Livingston	
3601 Martin Luther King Blvd		1	Fellowship for	
Denver, CO 80205-4976			advanced professional	
,			development - Deidre	
			Johnson	12,500
National Sports Ctr for the Disabled	N/A	PC	Johnston R. Livingston	
1801 Mile High Stadium Cir, Ste 1500			Fellowship for	
Denver, CO 80204-1780			advanced professional	
,			development - Kim	
			Easton	12,500
Street's Hope	N/A	PC	Johnston R. Livingston	
PO Box 19416			Fellowship for	
Denver, CO 80219			advanced professional	
			development - Nina	
			Martinez	12,500
Cleo Parker Robinson Dance Theatre	N/A	PC	Johnston R. Livingston	· · · · · · · · · · · · · · · · · · ·
119 Park Avenue West			Fellowship for	
Denver, CO 80205~3209			advanced professional	
,			development - Malik	
			Robinson	12,500
Denver Youth Program	N/A	PC	Johnston R. Livingston	
701 South Logan St, Ste 109			Fellowship for	
Denver, CO 80209~4199			advanced professional	
•			development -	
			Francisco Gallardo '	12,500
•				
	1			
				-
		1		
		1		
		<u> </u>		
Total from continuation sheets		· · · · · · · · · · · · · · · · · · ·		62,500

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 ent	ities —	403,969.	409,922.	
Total to Form 990-PF, Part I	, line 11	403,969.	409,922.	·
	· -	l.		
Form 990-PF	Legal	Fees		Statement 2
Description		(b) Net Invest- ment Income	(c) Adjusted Net Income	
Tuthill & Hughes	1,031.	. 0		1,031.
To Fm 990-PF, Pg 1, ln 16a	1,031.	. 0		1,031.
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.	20,300.	. 4,060	•	16,240.
To Form 990-PF, Pg 1, ln 16b	20,300.	4,060		16,240.
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	50,049, 75,000, 25,110, 14,000, 9,999, 1,000,	, 75,000 . 0 . 0		0. 0. 25,110. 14,000. 9,999. 1,000.

Bonfils-Stanton Foundation			J	84-6029014
Fulcrum Advisors	35,500.	0.	,	35,500.
Launch Advertising	3,265.	0.		3,265.
Blackbaud License Fee	16,614.	0.		16,614.
Projection Digital	5,500.	0.		5,500.
Sam Pike	16,300.	0.		16,300.
TSP One, LLC	9,390.	0.		9,390.
To Form 990-PF, Pg 1, ln 16c	261,727.	125,049.		136,678.
Form 990-PF	Tax	es	S	tatement 5
	(a)	(b)	(c)	(d)
•	Expenses	Net Invest-	Adjusted	Charitable
Description	Per Books	ment Income	Net Income	Purposes
Excise tax	85,033.	0.		0.
To Form 990-PF, Pg 1, ln 18	85,033.	0.		0.
Form 990-PF	Other E	xpenses	S	tatement 6
	(a)	(b)	(c)	(d)
	Expenses	Net Invest-	Adjusted	Charitable
Description	Per Books	ment Income	Net Income	Purposes
Assessments and dues	31,308.	0.		31,308.
Trustee expense	1,841.			1,841.
Awards luncheon	27,898.			27,898.
Maintenance and repairs	6,533.			6,533.
Insurance	10,397.	0.		10,397.
Livingston Fellows expenses Other direct program	32,634.	0.		32,634.
expenses	11,055.	0.		11,055.
Office expense and misc.	56,044.			56,044.
To Form 990-PF, Pg 1, ln 23	177,710.	0.		177,710.

Form 990-PF	Corporate Stock		Statement 7	
			Fair Market	
Description		Book Value	Value	
Longleaf Small Cap Fund		1,212,188.	1,378,384.	
Vangard Dividend Growth Fund		8,056,201.	13,139,436.	
Vangard Index Fund		2,551,377.	2,814,560.	
Total to Form 990-PF, Part II, line 10b		11,819,766.	17,332,380.	
Form 990-PF	Corporate Bonds	1 1750	Statement 8	
Description		Book Value	Fair Market Value	
LeggMason Institutional Fund PIMCO Short-Term Institutional Total to Form 990-PF, Part II, line 10c		4,042,445.	3,996,689. 662,046.	
			4,658,735.	
Total to Form 990-PF, Part II, 1	line 10c	4,705,152.	4,658,735.	
Total to Form 990-PF, Part II, 1	line 10c	4,705,152.	4,658,735.	
	ther Investments	4,705,152.	4,658,735. Statement 9	
Form 990-PF C	Other Investments Valuation		Statement 9	
	Other Investments	Book Value	Statement 9	
Form 990-PF C Description Angelo Gordon Energy Credit Opp	Other Investments Valuation	Book Value	Statement 9 Fair Market Value	
Description Angelo Gordon Energy Credit Opp	Valuation Method COST		Statement 9	
Form 990-PF C Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional	Valuation Method	Book Value	Statement 9 Fair Market Value	
Form 990-PF C Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC	Valuation Method COST COST	Book Value	Statement 9 Fair Market Value 154,632. 6,049,279.	
Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC Highclere International Investor	Valuation Method COST COST COST	Book Value 102,470. 5,577,836. 3,657,917.	Statement 9 Fair Market Value	
Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC Highclere International Investor Incline Global Offshore Ltd	Valuation Method COST COST COST COST COST COST	Book Value 102,470. 5,577,836.	Statement 9 Fair Market Value 154,632. 6,049,279. 4,092,453.	
Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC Highclere International Investor Incline Global Offshore Ltd Indus Asia Pacific Fund	Valuation Method COST COST COST	Book Value 102,470. 5,577,836. 3,657,917. 1,500,000.	Statement 9 Fair Market Value 154,632. 6,049,279. 4,092,453. 1,778,284. 3,159,145.	
Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC Highclere International Investor Incline Global Offshore Ltd Indus Asia Pacific Fund Maverick Fund	Valuation Method COST COST COST COST COST COST COST COST COST	Book Value 102,470. 5,577,836. 3,657,917. 1,500,000. 2,000,000.	Statement 9 Fair Market Value 154,632. 6,049,279. 4,092,453. 1,778,284. 3,159,145. 3,952,016.	
Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC Highclere International Investor Incline Global Offshore Ltd Indus Asia Pacific Fund	Valuation Method COST	Book Value 102,470. 5,577,836. 3,657,917. 1,500,000. 2,000,000. 2,777,524.	Statement 9 Fair Market Value 154,632. 6,049,279. 4,092,453. 1,778,284. 3,159,145. 3,952,016. 4,327,920.	
Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC Highclere International Investor Incline Global Offshore Ltd Indus Asia Pacific Fund Maverick Fund Newport Asia Institutional Fund	Valuation Method COST	Book Value 102,470. 5,577,836. 3,657,917. 1,500,000. 2,000,000. 2,777,524. 2,644,803.	Statement 9 Fair Market Value 154,632. 6,049,279. 4,092,453. 1,778,284. 3,159,145. 3,952,016. 4,327,920. 382,859.	
Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC Highclere International Investor Incline Global Offshore Ltd Indus Asia Pacific Fund Maverick Fund Newport Asia Institutional Fund OchZiff Overseas Fund Samlyn Offshore Ltd	Valuation Method COST	Book Value 102,470. 5,577,836. 3,657,917. 1,500,000. 2,000,000. 2,777,524. 2,644,803. 55,757.	Statement 9 Fair Market Value 154,632. 6,049,279. 4,092,453. 1,778,284. 3,159,145. 3,952,016. 4,327,920. 382,859. 1,784,994.	
Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC Highclere International Investor Incline Global Offshore Ltd Indus Asia Pacific Fund Maverick Fund Newport Asia Institutional Fund OchZiff Overseas Fund Samlyn Offshore Ltd Select Equity Offshore Ltd	Valuation Method COST	Book Value 102,470. 5,577,836. 3,657,917. 1,500,000. 2,000,000. 2,777,524. 2,644,803. 55,757. 1,500,000.	Statement 9 Fair Market Value 154,632. 6,049,279. 4,092,453. 1,778,284. 3,159,145. 3,952,016. 4,327,920. 382,859. 1,784,994. 2,418,592.	
Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC Highclere International Investor Incline Global Offshore Ltd Indus Asia Pacific Fund Maverick Fund Newport Asia Institutional Fund OchZiff Overseas Fund Samlyn Offshore Ltd	Valuation Method COST	Book Value 102,470. 5,577,836. 3,657,917. 1,500,000. 2,000,000. 2,777,524. 2,644,803. 55,757. 1,500,000. 1,800,000.	Statement 9 Fair Market Value 154,632. 6,049,279. 4,092,453. 1,778,284. 3,159,145. 3,952,016. 4,327,920. 382,859. 1,784,994.	
Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC Highclere International Investor Incline Global Offshore Ltd Indus Asia Pacific Fund Maverick Fund Newport Asia Institutional Fund OchZiff Overseas Fund Samlyn Offshore Ltd Select Equity Offshore Ltd Wellington Trust Fund	Valuation Method COST	Book Value 102,470. 5,577,836. 3,657,917. 1,500,000. 2,000,000. 2,777,524. 2,644,803. 55,757. 1,500,000. 1,800,000.	Statement 9 Fair Market Value 154,632. 6,049,279. 4,092,453. 1,778,284. 3,159,145. 3,952,016. 4,327,920. 382,859. 1,784,994. 2,418,592. 8,966,595.	
Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC Highclere International Investor Incline Global Offshore Ltd Indus Asia Pacific Fund Maverick Fund Newport Asia Institutional Fund OchZiff Overseas Fund Samlyn Offshore Ltd Select Equity Offshore Ltd Wellington Trust Fund Spinnaker Global Emerging Market	Valuation Method COST	Book Value 102,470. 5,577,836. 3,657,917. 1,500,000. 2,000,000. 2,777,524. 2,644,803. 55,757. 1,500,000. 1,800,000. 7,702,445.	Statement 9 Fair Market Value 154,632. 6,049,279. 4,092,453. 1,778,284. 3,159,145. 3,952,016. 4,327,920. 382,859. 1,784,994. 2,418,592. 8,966,595.	
Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC Highclere International Investor Incline Global Offshore Ltd Indus Asia Pacific Fund Maverick Fund Newport Asia Institutional Fund OchZiff Overseas Fund Samlyn Offshore Ltd Select Equity Offshore Ltd Wellington Trust Fund Spinnaker Global Emerging Market	Valuation Method COST	Book Value 102,470. 5,577,836. 3,657,917. 1,500,000. 2,000,000. 2,777,524. 2,644,803. 55,757. 1,500,000. 1,800,000. 7,702,445. 3,000,000.	Statement 9 Fair Market Value 154,632. 6,049,279. 4,092,453. 1,778,284. 3,159,145. 3,952,016. 4,327,920. 382,859. 1,784,994. 2,418,592. 8,966,595.	
Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC Highclere International Investor Incline Global Offshore Ltd Indus Asia Pacific Fund Maverick Fund Newport Asia Institutional Fund OchZiff Overseas Fund Samlyn Offshore Ltd Select Equity Offshore Ltd Wellington Trust Fund Spinnaker Global Emerging Market Fund Canyon Value Realization Fund	Valuation Method COST Book Value 102,470. 5,577,836. 3,657,917. 1,500,000. 2,000,000. 2,777,524. 2,644,803. 55,757. 1,500,000. 1,800,000. 7,702,445. 3,000,000. 1,686,930.	Statement 9 Fair Market Value 154,632. 6,049,279. 4,092,453. 1,778,284. 3,159,145. 3,952,016. 4,327,920. 382,859. 1,784,994. 2,418,592. 8,966,595. 4,082,361. 2,713,615.		
Description Angelo Gordon Energy Credit Opp Fund Davidson Kempner Institutional Partners, LLC Highclere International Investor Incline Global Offshore Ltd Indus Asia Pacific Fund Maverick Fund Newport Asia Institutional Fund OchZiff Overseas Fund Samlyn Offshore Ltd Select Equity Offshore Ltd Wellington Trust Fund Spinnaker Global Emerging Market Fund Canyon Value Realization Fund Spinnaker GSS Holdings	Valuation Method COST	Book Value 102,470. 5,577,836. 3,657,917. 1,500,000. 2,000,000. 2,777,524. 2,644,803. 55,757. 1,500,000. 1,800,000. 7,702,445. 3,000,000. 1,686,930. 0.	Statement 9 Fair Market Value 154,632. 6,049,279. 4,092,453. 1,778,284. 3,159,145. 3,952,016. 4,327,920. 382,859. 1,784,994. 2,418,592. 8,966,595. 4,082,361. 2,713,615. 2,903.	

Bonfils-Stanton Foundation			84-6029014	
Farallon Capital Institutional	COST			
Partners	0001	3,615,996.	3,756,683. 7,445,541. 4,293,913.	
Sanderson International Value Fund	l COST	6,709,159.		
GQG	COST	4,032,946.		
Total to Form 990-PF, Part II, lin	ne 13	49,238,082.	60,584,535.	
Form 990-PF Depreciation of Asse	ets Not Held for	Investment	Statement 10	
Description	Cost or Other Basis	Accumulated Depreciation	Book Value	
Office condos	955,757.	337,171.	618,586.	
Furniture and equipment	219,620.	215,392.	4,228.	
Computer equipment	23,104.	15,124.	7,980.	
Total To Fm 990-PF, Part II, ln 14	1,198,481.	567,687.	630,794.	
Form 990-PF	Other Assets		Statement 11	
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value	
Fine art and deposits	21,590.	21,648.	21,648.	
Property development costs	150.	150.	150.	
Defferred compensation fund	57,777.	86,283.	86,283.	
To Form 990-PF, Part II, line 15	79,517.	108,081.	108,081.	
Form 990-PF Oth	1 04 15	Statement 12		
Description		BOY Amount	EOY Amount	
Deferred compensation fund Funds held for others	57,777. 9,455.	86,283.		
Total to Form 990-PF, Part II, lir	67,232.	86,283.		

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers		Statement 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	232,783.	59,538.	0.
Ann Hovland 1601 Arapahoe Street, Ste. Denver, CO 80202	500	CFO/Treasurer/	Secretary 92,472.	18,538.	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 2.00	1,000.	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.
Maruca Salazar 1601 Arapahoe Street, Ste. Denver, CO 80202	500	Trustee 2.00	1,000.	0.	0.
Elaine Mariner 1601 Arapahoe Street, Ste. Denver, CO 80202	500	Trustee 2.00	0.	0.	0.
Michael E. Bock 1601 Arapahoe Street, Ste. Denver, CO 80202	500	Trustee 2.00	0.	0.	0.
Elaine D. Torres 1601 Arapahoe Street, Ste. Denver, CO 80202	500	Trustee 2.00	750.	0.	0.
Nita Moasby Tyler, Ph.D. 1601 Arapahoe Street, Ste. Denver, CO 80202	500	Trustee 2,00	250.	0.	0.
Totals included on 990-PF,	Page 6	5, Part VIII	330,255.	78,076.	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 24,964. 05/29/18

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 5/29/18; Future reports due 09/30/18

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

06/30/18

10,000.

08/01/16

Purpose of Grant

To support Drive-In, a series of one-night experimental exhibitions throughout Denver neighborhoods.

Dates of Reports by Grantee

Due 9/7/18

Any Diversion by Grantee

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

Form 990-PF Grant Application Submission Information Statement 15 Part XV, Lines 2a through 2d

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 January 17, 2018

ARTICLE I

Office

- 1. <u>Principal Office.</u> 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, including the Community Trustees (described in Section 3 below), shall not be less than three nor more than nine. The term of office of each Trustee shall be three years, and Trustee terms will be staggered so that only

1

01 17 2018

approximately one-third of the terms expire each year. At each annual meeting of the Board of Trustees, the number of Trustees equal to the number whose term expires at the end of such meeting shall be elected by the Board of Trustees, to hold office until the end of the third succeeding annual meeting. Each Trustee shall hold office until such trustee's term expires and thereafter until such trustee's successor has been duly elected or appointed and qualified, or until such trustee's earlier death, resignation or removal. No Trustee may serve as a Trustee for more than three consecutive terms; provided, however, Community Trustees shall serve only one term.

- 3. <u>Community Trustees.</u> As described further in the Foundation's Community Trustee Policy, as it may be amended from time to time, the Board of Trustees may elect up to two trustees (the "Community Trustees") whose term of office shall be three years, and no Community Trustee shall serve more than one 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 the President and CEO 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.

2

01 17 2018

ARTICLE III

Meetings of the Board

- 1. <u>Annual Meeting.</u> An annual meeting of the Board of Trustees shall be held in October or on such other date as shall be determined by a majority of the Trustees.
- 2. Other <u>Regular Meetings</u>. 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

01 17 2018 3

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 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.

- (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.

5

(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 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.
- Investment Committee, Audit Committee, Nominating and Governance Committee, and Executive Committee. Members shall be Trustees and may include up to two (2) non-board members each of which shall be appointed by the Chairman of the Board. In no instance, shall non-board members exceed Trustees on a Standing Committee, and non-board members shall not serve on the 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 and CEO of the Foundation has approved the action. The Investment Committee shall meet at least quarterly on a schedule to be adopted by the Committee.

- (b) The Audit Committee shall 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 CEO and his or her 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 Nominating and Governance Committee shall consist of from three (3) to four (4) members, one of which shall be the President and CEO of the Foundation. The Nominating and Governance Committee is responsible for: (i) developing the Board of Trustees through nomination, orientation, and ongoing education of board members; (ii) recommending governance policies to the Board of Trustees and assuring adherence to the Foundation's governance policies; and (iii) such other duties as are delegated to the Nominating and Governance Committee by the Board of Trustees.
- (d) The Executive Committee shall consist of the Chairman of the Board, the Vice Chair of the Board, and the Chairs of the Investment Committee, the Audit Committee, and the

Nominating and Governance Committee. The Executive Committee 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 and CEO.

ARTICLE IV

Officers **Officers**

- 1. Officers. The officers of the Foundation shall be a Chairman of the Board, a Vice Chair of the Board, a President and CEO, 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. <u>Election, Qualification and Term of Office.</u> All officers shall be elected annually by the Board of Trustees at its annual meeting. The Chairman of the Board and the Vice Chair of the Board shall be members of the Board. The Secretary and the Treasurer may, or may not, be members 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 CEO 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 and CEO, 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. Vice Chair of the Board: The Vice Chair of the Board shall be a member of the Board of Trustees, and shall assist the Chairman of the Board and perform such duties as may be assigned by the Chairman of the Board or by the Board of Trustees. The Vice Chair of the Board shall, at the request of the Chairman of the Board, or in the Chairman's absence or inability or refusal to act, perform the duties of the Chairman and when so acting shall have all the powers of and be subject to all the restrictions on the Chairman.

9

C. President and CEO: The President and CEO shall be the chief executive officer of the Foundation. The President and CEO shall have general supervision over the business and affairs of the Foundation and its several officers, with the exception of the Chairman of the Board of Trustees. The President and CEO 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 and CEO 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 and CEO 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 and CEO 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 and CEO or the Treasurer and the Chairman of the Board. The President and CEO 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 and CEO shall keep the Board of Trustees informed of all space leases, all extensive remodeling contracts, and all long-term consulting agreements. The President and CEO 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 and CEO shall not sell or dispose of any tangible personal property of the Foundation with a value of \$100,000 or more without Board approval.

- D. 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 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 and CEO or by the Board of Trustees.
- E. 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 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 and CEO 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 and CEO, 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

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 incurred in advance of any proceeding's final disposition. The Foundation may indemnify 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 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. <u>Conflict of Interest.</u> Each Trustee shall annually sign and agree to comply with the Conflict of Interest Policy approved by the Board, as it may be amended from time to time.
- 3. 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.

- 4. <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 the position in compliance with this Article VII.
- 5. <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.
- 6. <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.