

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

JUL 1, 2018

, and ending

JUN 30, 2019

Name of foundation

Bonfils-Stanton Foundation

A Employer identification number

84-6029014

Number and street (or P O box number if mail is not delivered to street address)

1601 Arapahoe Street

Room/suite

500

B Telephone number

303-825-3774

City or town, state or province, country, and ZIP or foreign postal code

Denver, CO 80202

C If exemption application is pending, check here ☐ **6**

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

▶ \$ 85,784,967. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	513,365.	513,365.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,618,562.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		3,592,478.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	716,311.	722,562.		See Statement 1
	12 Total. Add lines 1 through 11	4,848,238.	4,828,405.		
	13 Compensation of officers, directors, trustees, etc	346,015.	42,991.		303,024.
	14 Other employee salaries and wages	176,971.	4,595.		172,376.
	15 Pension plans, employee benefits	146,107.	12,413.		133,694.
	16a Legal fees Stmt 2	395.	0.		395.
	b Accounting fees Stmt 3	21,000.	4,200.		16,800.
	c Other professional fees Stmt 4	235,210.	102,485.		132,725.
	17 Interest				
	18 Taxes	69,904.	0.		0.
	19 Depreciation and depletion	29,548.	0.		
	20 Occupancy	15,451.	0.		15,451.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	239,658.	0.		239,658.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,280,259.	166,684.		1,014,123.
	25 Contributions, gifts, grants paid	2,385,204.			2,404,288.
	26 Total expenses and disbursements. Add lines 24 and 25	3,665,463.	166,684.		3,418,411.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	1,182,775.			
	b Net investment income (if negative, enter -0-)		4,661,721.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		200.	200.	200.	
	2	Savings and temporary cash investments		963,089.	768,374.	768,374.	
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶	1,000,000.				
		Less: allowance for doubtful accounts ▶	0.	1,000,000.	1,000,000.	1,000,000.	
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock Stmt 7	11,819,766.	10,404,818.	16,948,690.		
	c	Investments - corporate bonds Stmt 8	4,705,152.	4,628,018.	4,787,773.		
	Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶					
12		Investments - mortgage loans					
13		Investments - other Stmt 9	49,238,082.	52,140,713.	61,540,617.		
14		Land, buildings, and equipment: basis ▶	1,198,481.				
		Less: accumulated depreciation Stmt 10 ▶	597,235.	630,794.	601,246.		
15		Other assets (describe ▶ See Statement 11)	108,081.	138,067.	138,067.		
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	68,465,164.	69,681,436.	85,784,967.		
17		Accounts payable and accrued expenses		3,453.			
18		Grants payable					
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶ Deferred compensation fund)	86,283.	116,327.			
23	Total liabilities (add lines 17 through 22)	86,283.	119,780.				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐						
	and complete lines 24 through 26, and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	0.	0.			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
	29	Retained earnings, accumulated income, endowment, or other funds	68,378,881.	69,561,656.			
30	Total net assets or fund balances	68,378,881.	69,561,656.				
31	Total liabilities and net assets/fund balances	68,465,164.	69,681,436.				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	68,378,881.
2	Enter amount from Part I, line 27a	2	1,182,775.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	69,561,656.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	69,561,656.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b See Attached Statements					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e			3,592,478.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			3,592,478.		
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	3,592,478.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	4,380,626.	83,710,099.	.052331
2016	4,001,130.	78,376,800.	.051050
2015	3,809,638.	77,218,584.	.049336
2014	4,521,468.	81,441,116.	.055518
2013	3,209,085.	80,268,352.	.039979
2 Total of line 1, column (d)			2 .248214
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 .049643
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 80,672,455.
5 Multiply line 4 by line 3			5 4,004,823.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 46,617.
7 Add lines 5 and 6			7 4,051,440.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 3,418,411.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	93,234.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	93,234.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	93,234.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	85,831.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	85,831.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,403.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		x
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		x
c Did the foundation file Form 1120-POL for this year?		x
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		x
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		x
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	x	
b If "Yes," has it filed a tax return on Form 990-T for this year?	x	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		x
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	x	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	x	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ► CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	x	
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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		x
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		x

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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		x
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		x
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>bonfils-stanton.org</u>	x	
14 The books are in care of ► <u>Ann Howland</u> Telephone no. ► <u>303-825-3774</u> Located at ► <u>1601 Arapahoe Street, Denver, CO</u> ZIP+4 ► <u>80202</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		x

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.

	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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► ☐	1b	x
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 2018?	1c	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	x
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	x

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

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

5b

x

Organizations relying on a current notice regarding disaster assistance, check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? See Statement 13

☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

x

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		346,015.	80,475.	0.

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

(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 deferred compensation	(e) Expense account, other allowances
Gina Ferrari - 1601 Arapahoe St., Ste. 500, Denver, CO 80202	Director, Grants Program	78,778.	16,044.	0.
Monique M. Loseke - 1601 Arapahoe St., Ste. 500, Denver, CO 80202	Executive Assistant	75,961.	15,537.	0.

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	81,477,394.
b	Average of monthly cash balances	1b	423,576.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	81,900,970.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	81,900,970.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,228,515.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	80,672,455.
6	Minimum investment return. Enter 5% of line 5	6	4,033,623.

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

1	Minimum investment return from Part X, line 6	1	4,033,623.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	93,234.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	1,112.
c	Add lines 2a and 2b	2c	94,346.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,939,277.
4	Recoveries of amounts treated as qualifying distributions	4	19,084.
5	Add lines 3 and 4	5	3,958,361.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,958,361.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,418,411.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	3,418,411.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,418,411.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				3,958,361.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014	524,450.			
c From 2015				
d From 2016	337,747.			
e From 2017	289,154.			
f Total of lines 3a through e	1,151,351.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 3,418,411.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				3,418,411.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	539,950.			539,950.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	611,401.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	611,401.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016	322,247.			
d Excess from 2017	289,154.			
e Excess from 2018				

N/A

- 4942(4)(5)

- (4) Gross investment income**

[illegible]

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
The Allied Arts, Inc. 3712 Allison St Wheat Ridge, CO 80033	N/A	PC	to support the financial aid program for young artists	3,000.
Access Gallery 909 Santa Fe Dr Denver, CO 80204	N/A	pc	to support the Leadership Exchange in Arts and Disabilities Conference	1,500.
Americas for Conservation and the Arts 215 Lakeshore Park Rd BOULDER, CO 80302-9577	N/A	PC	to support the Americas Latino Eco Festival	15,000.
Art Students League of Denver 200 Grant St Denver, CO 80203-4020	N/A	pc	for general operating support	20,000.
Art Students League of Denver 200 Grant St Denver, CO 80203-4020	N/A	pc	to support the Diversity in Arts & Culture Internship Program	35,000.
Total	See continuation sheet(s)			3a 2,404,288.
b Approved for future payment				
Center for Health Progress 1245 E Colfax, Unit 202 Denver, CO 80218-0877	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Joe Sammen	12,500.
Colorado Circles for Change 430 West 9th Ave Denver, CO 80204-4527	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Angell Perez	12,500.
The Family Center/La Familia 309 Hickory St, #5 Fort Collins, CO 80524-1106	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Deirdre Sullivan	12,500.
Total	See continuation sheet(s)			3b 112,500.

Bonfils-Stanton Foundation

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Davidson Kempner	P		
b Farallon	P		
c GQG Partners Emerging Markets	P		
d Highclere	P		
e Legg Mason Institutional Fund	P		
f Lexington Middle Market	P		
g Longleaf Small-Cap Partners	P		
h Maverick	P		
i Newport Asia	P		
j OchZiff Overseas Fund	P		
k PIMCO Institutional Short Term Fund	P		
l Sanderson	P		
m Vanguard	P		
n Vanguard 500 Index	P		
o Wellington Trust fund	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			279,762.
b			139,544.
c			<109,144.>
d			203,684.
e			2,489.
f			64,560.
g			150,287.
h			224,995.
i			557,369.
j			90,205.
k			1,021.
l			220,883.
m			675,686.
n			378,023.
o			739,198.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			279,762.
b			139,544.
c			<109,144.>
d			203,684.
e			2,489.
f			64,560.
g			150,287.
h			224,995.
i			557,369.
j			90,205.
k			1,021.
l			220,883.
m			675,686.
n			378,023.
o			739,198.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Less UBTI gain reported on 990T		P	Various	Various
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			<26,084.>
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<26,084.>
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	3,592,478.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }		3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Association of Children's Museum 2511 Jefferson Davis Highway Arlington, VA 22202-3926	N/A	PC	to support the Interactivity 2019: FearLESS conference	4,000.
Athena Project 5761 S Youngfield St Littleton, CO 80127-5210	N/A	PC	for strategic planning support	10,000.
Augustana Arts 5000 E. Alameda Ave Denver, CO 80246-8104	N/A	PC	to support the Stratus Chamber Orchestra Concert Series	15,000.
Baroque Chamber Orchestra of Colorado PO Box 200098 Denver, CO 80220-0098	N/A	PC	for general operating support	15,000.
Buntport Theater Company 717 Lipan St Denver, CO 80204	N/A	PC	for general operating support	20,000.
Central City Opera House Association 400 S Colorado Blvd, Ste 530 Glendale, CO 80246-1255	N/A	PC	to support CCOPresents!	40,000.
Central City Opera House Association 400 S Colorado Blvd, Ste 530 Glendale, CO 80246-1255	N/A	PC	for general operating support	75,000.
The Children's Museum of Denver 2121 Children's Museum Dr Denver, CO 80211	N/A	PC	to support Arts Engagement and Education Programming	30,000.
Cleo Parker Robinson Dance Theatre 119 Park Ave West Denver, CO 80205-3209	N/A	PC	for general operating support	50,000.
Colorado Association of Funders PO Box 48149 Denver, CO 80212	N/A	PC	to support of the arts funders affinity group	5,000.
Total from continuation sheets				2,329,788.

Part XV . **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Colorado Ballet 1075 Santa Fe Dr Denver, CO 80204-3950	N/A	PC	for general operating support	55,000.
Colorado Black Arts Movement 2620 Poplar St Denver, CO 80207-2929	N/A	PC	to support WeFreeString's performances	3,000.
Colorado Children's Chorale 2420 W 26th Ave, Ste 350-D Denver, CO 80211-5362	N/A	PC	for general operating support	40,000.
Colorado Fine Arts Association 13924 Pinehurst Cir Broomfield, CO 80023-4551	N/A	PC	to support the national Continuum tour in Denver	2,000.
Colorado Nonprofit Development Center 789 Sherman St, Ste 250 Denver, CO 80203-3539	N/A	PC	a gift to El Sistema in honor of Denise O'Leary for Board service to the Foundation	30,000.
Colorado Photographic Arts Center 1070 Bannock St Ste 75 Denver, CO 80204-4058	N/A	PC	for general operating support	15,000.
Colorado Symphony Association 1000 14th St, #15 Denver, CO 80202-2333	N/A	PC	for general operating support	100,000.
Community-Minded Dance 6445 E. Ohio Ave Denver, CO 80224-1458	N/A	PC	to support Lindy on the Rocks	10,000.
Curious Theatre Company 1080 Acoma St Denver, CO 80204-4035	N/A	PC	for general operating support	45,000.
Denver Architectural Foundation 303 East 17th Ave, Ste 110 Denver, CO 80203-1235	N/A	PC	for general operating support	15,000.
Total from continuation sheets				

Part XV . Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Denver Biennial of the Americas 1550 Wewatta St, Ste 950 Denver, CO 80202	N/A	PC	to support the 2019 Biennial of the Americas Festival: Arts and Cultural Programming	50,000.
Denver Botanic Gardens 909 York St Denver, CO 80206-3751	N/A	PC	to support the Bonfils-Stanton Lecture Series	50,000.
The Denver Brass, Inc. 2253 N Downing St Denver, CO 80205-5234	N/A	PC	to support Denver Brass: The Next Generation	20,000.
Denver Film Society 1510 York St 3rd Flr Denver, CO 80206-1430	N/A	PC	to support year-round mini-fest programming	25,000.
The Denver Foundation 55 Madison St, 8th Flr Denver, CO 80206-5419	N/A	PC	to help SVP Denver address the capacity building needs of small to medium arts organizations	15,000.
Denver Theatre District 1515 Arapahoe St, Twr 3, Ste 100 Denver, CO 80202-2139	N/A	PC	to support the SUPERNOVA Digital Animation Festival	15,000.
Denver Young Artists Orchestra 1385 S Colorado Blvd Ste A722 Denver, CO 80222	N/A	PC	for general operating support	20,000.
Fractured Atlas 248 W 35Th St 10th Flr New York, NY 10001-2505	N/A	PC	to support The Zabiti Project	13,000.
Friends of Chamber Music 191 University Blvd, Ste 974 Denver, CO 80206-4613	N/A	PC	to support audience development and educational outreach programs	20,000.
Grantmakers in the Arts 522 Courtlandt Ave 1st Flr Bronx, NY 10451-5008	N/A	PC	to support the 2019 GIA Annual Conference in Denver	50,000.
Total from continuation sheets				

Part XV | Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Grantmakers in the Arts 522 Courtlandt Ave 1st Flr Bronx, NY 10451-5008	N/A	PC	for general operating support	10,000.
HadaNou Collective 1640 N. Downing St. #102 Denver, CO 80218	N/A	PC	to support Vocal Coalition programming	4,000.
KGNU 4700 Walnut St Boulder, CO 80301-2538	N/A	PC	to support Destination Freedom: Black Radio Days	10,000.
Levitt Pavilion Denver 1380 West Florida Ave. Denver, CO 80223-3618	N/A	PC	for general operating support	15,000.
Lighthouse Writers Workshop, Inc. 1515 Race St Denver, CO 80206-1307	N/A	PC	to support The Writer's Studio	20,000.
Mexican Cultural Center 5350 Leetsdale Dr Ste 200W Denver, CO 80246	N/A	PC	for general operating and to support the Latin Beats program	25,000.
Mizel Arts and Culture Center 350 S. Dahlia St Denver, CO 80246-8102	N/A	PC	to support the 2018 JAAMM Festival	15,000.
Museo de las Americas 861 Santa Fe Dr Denver, CO 80204-4344	N/A	PC	to support general operations and branding and communications efforts	45,000.
Museum of Contemporary Art Denver 1485 Delgany St Denver, CO 80202	N/A	PC	for general operating support	100,000.
Newman Ctr for the Performing Arts 2199 S University Blvd Denver, CO 80210-4711	N/A	PC	a gift in honor of Denise O'Leary for Board service to the Foundation from 2011-2019	50,000.
Total from continuation sheets				

Part XV | Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Newman Ctr for the Performing Arts 2199 S University Blvd Denver, CO 80210-4711	N/A	PC	for the Newman Centers Community Connections Initiative	25,000.
Opera Colorado 4121 S Navajo St Ste 100 Englewood, CO 80110-4479	N/A	PC	for general operating support	65,000.
Phamaly Theatre Company 711 Park Ave West, Ste 320 Denver, CO 80205	N/A	PC	for general operating support and rebranding/website development	35,000.
PlatteForum 2400 Curtis St Denver, CO 80205-2630	N/A	PC	to support Creative Community Collaboration	15,000.
Re:Vision 3800 Morrison Road Denver, CO 80219-2622	N/A	PC	to support Culture in Action Day in Denver, a project in association with Yo-Yo Ma	700.
Re:Vision 3800 Morrison Road Denver, CO 80219-2622	N/A	PC	capital support for the Arts & Culture Center as part of RISE Westwood	75,000.
RedLine 2350 Arapahoe St Denver, CO 80205-2613	N/A	PC	to support Culture in Action Day in Denver, a project in association with Yo-Yo Ma	1,000.
RedLine 2350 Arapahoe St Denver, CO 80205-2613	N/A	PC	to support the Arts in Society initiative	200,000.
RedLine 2350 Arapahoe St Denver, CO 80205-2613	N/A	PC	for general operating support	25,000.
Rocky Mountain Public Media 1089 Bannock St Denver, CO 80204-4036	N/A	PC	to support the Collaborative Cultural Hub - Arts and Culture Collaborative Platform Development	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
St. Martin's Chamber Choir 2015 Glenarm Pl Denver, CO 80205-3121	N/A	PC	for general operating support	15,000.
Stories on Stage 2590 Walnut St Ste 8 Boulder, CO 80302-5700	N/A	PC	for general operating support	10,000.
Su Teatro 721 Santa Fe Dr Denver, CO 80204-4428	N/A	PC	for general operating support	35,000.
Swallow Hill Music Association 71 East Yale Ave Denver, CO 80210-5736	N/A	PC	for general operating support	30,000.
University of Colorado Foundation, Inc. 1800 Grant St, Ste 725 Denver, CO 80203-1114	N/A	PC	a gift in honor of John E. Repine, M.D. for Board service to the Foundation from 2001-2018	150,000.
University of Denver 2199 S University Blvd Denver, CO 80210-4711	N/A	PC	to support the Institute for Leaders in Development at University College	7,000.
University of Denver 2199 S University Blvd Denver, CO 80210-4711	N/A	PC	to support the Collaborative Cultural Hub and Cultural Journalism Research	50,000.
University of Denver 2199 S University Blvd Denver, CO 80210-4711	N/A	PC	to support the Colorado Public Radio/Denverite Initiative	50,000.
VFW Post 1 Foundation 841 Santa Fe Dr Denver, CO 80204	N/A	PC	to support the World War 1 Memorial Project exhibition	4,000.
Wonderbound 2535 E 40th Ave Denver, CO 80205-3601	N/A	PC	for general operating support	75,000.
Total from continuation sheets				

Part XV | Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Youth on Record 1301 W. 10th Ave Denver, CO 80204	N/A	PC	to support Culture in Action Day in Denver, a project in association with Yo-Yo Ma	2,300.
Youth on Record 1301 W. 10th Ave Denver, CO 80204-3907	N/A	PC	to support My Youth on Record podcast	10,000.
Black Cube 18 Inverness Place East Englewood, CO 80112-5622	N/A	POF	to support the MONUMENTAL exhibit	10,000.
Glenna Norvelle 445 North Humboldt St Denver, CO 80218	N/A	Individual	reimbursement for Livingston Fellowship expenses	9,138.
Senga Nengudi 4160 Brigadoon Lane Colorado Springs, CO 80909-1702	N/A	Individual	2019 Artist Award Recipient	35,000.
Damon McLeese 1920 E. 18th Ave Denver, CO 80206	N/A	Individual	2019 Arts and Society Award Recipient	35,000.
Anthony J. Garcia 4771 Vine St Denver, CO 80216	N/A	Individual	2019 Community Service in the Arts Award Recipient	35,000.
Denver School of the Arts 7111 Montview Blvd Denver, CO 80220	N/A	PC	Employee Matching Gift Program	1,300.
Colorado Conservatory for Jazz Arts 4505 W 36th Ave Denver, CO 80212	N/A	PC	Employee Matching Gift Program	200.
New Era Colorado Foundation 907 Acoma Denver, CO 80204	N/A	PC	Employee Matching Gift Program	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Kent-Denver Country Day School 4000 East Quincy Ave Denver, CO 80113	N/A	PC	Employee Matching Gift Program	250.
High Line Canal Conservancy 915 S Pearl, Ste 106 Denver, CO 80209	N/A	PC	Employee Matching Gift Program	250.
Wonderbound 1075 Park Ave West Denver, CO 80205	N/A	PC	Employee Matching Gift Program	500.
Graland Country Day School 30 Birch St Denver, CO 80220	N/A	PC	Employee Matching Gift Program	500.
Bridge House PO Box 626 Boulder, CO 80306-0626	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Isabel McDevitt	12,500.
Center for African American Health 3601 Martin Luther King Blvd Denver, CO 80205-4976	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Deidre Johnson	12,500.
Center for Health Progress 1245 E Colfax, Unit 202 Denver, CO 80218-0877	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Joe Sammen	12,500.
Cleo Parker Robinson Dance Theatre 119 Park Ave West Denver, CO 80205-3209	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Malik Robinson	12,500.
Colorado Circles for Change 430 West 9th Ave Denver, CO 80204-4527	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Angell Perez	12,500.
The Family Center/La Familia 309 Hickory St, #5 Fort Collins, CO 80524-1106	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Deirdre A. Sullivan	12,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Mile High United Way 711 Park Ave West Denver, CO 80205-2891	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Eddie L. Koen	12,500.
National Sports Center for the Disabled 1801 Mile High Stadium Cir Ste 1500 Denver, CO 80204-1780	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Kim Easton	12,500.
Warm Cookies of the Revolution 576 Gilpin St Denver, CO 80218	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Evan Weissman	12,500.
Association of Fundraising Professionals PO Box 24745 Denver, CO 80224	N/A	PC	Bronze Sponsor of the 2019 National Philanthropy Day in Colorado	1,500.
Denver Metro Chamber Leadership Foundation 1445 Market St, 4th Flr Denver, CO 80202	N/A	PC	Community Sponsor of 9News Leader of the Year Ceremony	1,250.
Colorado Business Committee for the Arts 789 Sherman St, Ste 280 Denver, CO 80203-3553	N/A	PC	Patron Sponsor of the Business for the Arts Awards	2,500.
Colorado Nonprofit Association 789 Sherman St, Ste 240 Denver, CO 80203-3553	N/A	PC	Mile Maker Sponsor of the 2019 Colorado Nonprofit Week Awards Luncheon	1,500.
Colorado Nonprofit Development Center 789 Sherman St, Ste 250 Denver, CO 80203-3539	N/A	PC	to help sponsor A+ Colorado's Art Education for All forum	1,500.
Boy Scouts of America - Denver Area Council 10455 West 6th Ave, Ste 100 Denver, CO 80215-5783	N/A	PC	contribution in memory of Robert W. Greenawalt, Jr.	250.
West Falmouth Library PO Box 1209 West Falmouth, MA 02574	N/A	PC	contribution in memory of Carla Schaeffer Lionette	150.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Mile High United Way 711 Park Ave West Denver, CO 80205-2891	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Eddie Koen	12,500.
Warm Cookies of the Revolution 576 Gilpin St Denver, CO 80218	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Evan Weissman	12,500.
Street Fraternity, Inc. 8720 E Colfax Ave 100 Denver, CO 80220-2234	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Yoal Kidane Ghebremeskel	12,500.
Asian Pacific Development Ctr. 1537 Alton St Aurora, CO 80010-1712	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Harry Budisidharta	12,500.
Street's Hope PO Box 19416 Denver, CO 80219-2622	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development - Nina Martinez	12,500.
Denver Youth Program 701 South Logan St, Ste 109 Denver, CO 80209-4199	N/A	PC	Johnston R. Livingston Fellowship for advanced professional development-Francisco Gallardo	12,500.
Total from continuation sheets				75,000.

Form 990-PF	Other Income		Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Income from pass-through entities	716,311.	722,562.		
Total to Form 990-PF, Part I, line 11	716,311.	722,562.		

Form 990-PF	Legal Fees		Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tuthill & Hughes	395.	0.		395.
To Fm 990-PF, Pg 1, ln 16a	395.	0.		395.

Form 990-PF	Accounting 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.	21,000.	4,200.		16,800.
To Form 990-PF, Pg 1, ln 16b	21,000.	4,200.		16,800.

Form 990-PF	Other Professional Fees		Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Wellington Trust Fund	27,485.	27,485.		0.
Monticello and Associates	75,000.	75,000.		0.
Colorado Media Network	22,650.	0.		22,650.
Fulcrum Advisors	23,200.	0.		23,200.
Blackbaud License Fee	14,737.	0.		14,737.
Projection Digital	9,260.	0.		9,260.

Sam Pike	25,770.	0.	25,770.
TSP One, LLC	9,628.	0.	9,628.
Steve Grinstead	1,680.	0.	1,680.
Empower Changes	4,800.	0.	4,800.
Knowledge Empower L3C	17,000.	0.	17,000.
Bobby LeFebre	2,500.	0.	2,500.
Sonya Garcia Ulibari	1,500.	0.	1,500.
To Form 990-PF, Pg 1, ln 16c	235,210.	102,485.	132,725.

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	68,700.	0.		0.
Income tax	1,019.	0.		0.
Foreign tax	185.	0.		0.
To Form 990-PF, Pg 1, ln 18	69,904.	0.		0.

Form 990-PF	Other Expenses	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Assessments and dues	32,855.	0.		32,855.
Trustee expense	3,612.	0.		3,612.
Awards luncheon	34,889.	0.		34,889.
Maintenance and repairs	6,729.	0.		6,729.
Insurance	10,491.	0.		10,491.
Livingston Fellows expenses	35,635.	0.		35,635.
Other direct program expenses	50,144.	0.		50,144.
Office expense and misc.	65,303.	0.		65,303.
To Form 990-PF, Pg 1, ln 23	239,658.	0.		239,658.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
Longleaf Small Cap Fund	1,402,421.	1,307,190.
Vanguard Dividend Growth Fund	9,002,397.	15,641,500.
Total to Form 990-PF, Part II, line 10b	10,404,818.	16,948,690.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
LeggMason Institutional Fund	3,945,768.	4,112,304.
PIMCO Short-Term Institutional	682,250.	675,469.
Total to Form 990-PF, Part II, line 10c	4,628,018.	4,787,773.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
Angelo Gordon Energy Credit Opp Fund	COST	39,220.	68,658.
Davidson Kempner Institutional Partners, LLC	COST	6,052,688.	6,307,614.
Highclere International Investors	COST	3,948,903.	3,773,340.
Incline Global Offshore Ltd	COST	1,500,000.	1,662,993.
Indus Asia Pacific Fund	COST	2,000,000.	2,595,506.
Maverick Fund	COST	2,179,934.	3,177,056.
Newport Asia Institutional Fund	COST	3,216,349.	4,244,996.
OchZiff Overseas Fund	COST	446.	157,229.
Samlyn Offshore Ltd	COST	1,500,000.	1,822,455.
Select Equity Offshore Ltd	COST	1,800,000.	2,820,525.
Wellington Trust Fund	COST	8,577,347.	9,834,003.
Spinnaker Global Emerging Markets Fund	COST	3,000,000.	4,237,756.
Canyon Value Realization Fund	COST	1,686,930.	2,791,448.
Lexington Middle Market	COST	376,917.	603,328.
Canyon Distressed Opportunities Fund	COST	660,000.	788,167.
Farallon Capital Institutional Partners	COST	3,919,433.	4,082,741.

Sanderson International Value Fund	COST	7,018,551.	7,177,524.
GQG	COST	3,971,461.	4,697,210.
Crestview IV	COST	12,154.	12,154.
Farallon Special Situations Fund	COST	180,380.	182,369.
Golub Capital Partners XII	COST	200,000.	202,629.
Owl Rock First Lien Fund	COST	300,000.	300,916.
Total to Form 990-PF, Part II, line 13		52,140,713.	61,540,617.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement 10
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Office condos	955,757.	362,754.	593,003.
Furniture and equipment	219,620.	216,197.	3,423.
Computer equipment	23,104.	18,284.	4,820.
Total To Fm 990-PF, Part II, ln 14	1,198,481.	597,235.	601,246.

Form 990-PF	Other Assets	Statement 11
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Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Fine art and deposits	21,648.	21,590.	21,590.
Property development costs	150.	150.	150.
Defferred compensation fund	86,283.	116,327.	116,327.
To Form 990-PF, Part II, line 15	108,081.	138,067.	138,067.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 12
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
Gary Steuer 1601 Arapahoe Street, Ste. 500 Denver, CO 80202	CEO/President 40.00	242,094.	61,020. 0.
Ann Hovland 1601 Arapahoe Street, Ste. 500 Denver, CO 80202	CFO/Treasurer/Secretary 28.00	98,171.	19,455. 0.
John E. Repine, MD 1601 Arapahoe Street, Ste. 500 Denver, CO 80202	Vice Chair 2.00	500.	0. 0.
Harold R. Logan, Jr. 1601 Arapahoe Street, Ste. 500 Denver, CO 80202	Chairman 2.00	1,000.	0. 0.
Denise M. O'Leary 1601 Arapahoe Street, Ste. 500 Denver, CO 80202	Trustee 2.00	0.	0. 0.
Deborah Jordy 1601 Arapahoe Street, Ste. 500 Denver, CO 80202	Trustee 2.00	1,000.	0. 0.
Maruca Salazar 1601 Arapahoe Street, Ste. 500 Denver, CO 80202	Trustee 2.00	1,000.	0. 0.
Elaine Mariner 1601 Arapahoe Street, Ste. 500 Denver, CO 80202	Trustee 2.00	0.	0. 0.
Michael E. Bock 1601 Arapahoe Street, Ste. 500 Denver, CO 80202	Trustee 2.00	0.	0. 0.
Elaine D. Torres 1601 Arapahoe Street, Ste. 500 Denver, CO 80202	Trustee 2.00	1,000.	0. 0.
Nita Mosby Tyler, Ph.D. 1601 Arapahoe Street, Ste. 500 Denver, CO 80202	Trustee 2.00	1,000.	0. 0.

Melissa Cheong
1601 Arapahoe Street, Ste. 500
Denver, CO 80202

Trustee
2.00

0.

0.

0.

Kent A. Rice
1601 Arapahoe Street, Ste. 500
denver, CO 80202

Trustee
2.00

250.

0.

0.

Totals included on 990-PF, Page 6, Part VIII

346,015.

80,475.

0.

Form 990-PF

Expenditure Responsibility Statement
Part VII-B, Line 5c

Statement 13

Grantee's Name

Black Cube

Grantee's Address18 Inverness Place East
Englewood, CO 80112Grant Amount

10,000.

Date of Grant

08/01/16

Amount Expended

10,000.

Verification Date

09/07/18

Purpose of Grant

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

Dates of Reports by Grantee

09/07/18

Any Diversion by Grantee

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

Results of Verification

All funds expended as intended.

Grantee's Name

Black Cube

Grantee's Address18 Inverness Place East
Englewood, CO 80112Grant Amount

10,000.

Date of Grant

04/17/19

Amount ExpendedVerification Date

06/30/19

Purpose of Grant

to support the MONUMENTAL exhibit

Dates of Reports by Grantee

Due 02/10/20

Any Diversion by Grantee

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

Grantee's Name

Glenna Norvelle

Grantee's Address445 North Humboldt Street
Denver, CO 80218

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>	<u>Verification Date</u>
9,138.	04/13/18	9,138.	07/18/18

Purpose of Grant

The Johnston R. Livingston Fellowship Award was awarded to support the advanced professional development of Glenna Norvelle. Due to subsequent change in employment status, the Foundation chose to allow Ms. Norvelle to remain in the Fellowship Program and elected to handle the expenses of her Fellowship through expenditure responsibility.

Dates of Reports by Grantee

5/22/18 and 6/29/18

Any Diversion by Grantee

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

Results of Verification

As of July 18, 2018 final expense reimbursements were made and fellowship was complete.

Form 990-PF

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

Statement 14

Name and Address of Person to Whom Applications Should be Submitted

President1601 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 approach 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.
