

**Return of Private Foundation**

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

For calendar year 2014 or tax year beginning **DEC 1, 2014**, and ending **NOV 30, 2015**

Name of foundation: **Adolph Coors Foundation**

Employer identification number: **51-0172279**

Number and street (or P O box number if mail is not delivered to street address): **215 Saint Paul Street**

Room/suite: **300**

Telephone number: **303-388-1636**

City or town, state or province, country, and ZIP or foreign postal code: **Denver, CO 80206**

G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 176,409,434.** (Part I, column (d) must be on cash basis)

J Accounting method:  Cash  Accrual  
 Other (specify)

C If exemption application is pending, check here

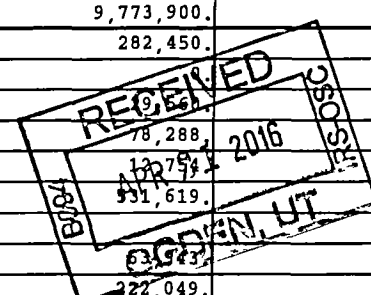
D 1. Foreign organizations, check here   
 2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		781.	781.		
4 Dividends and interest from securities		2,449,922.	2,449,922.		
5a Gross rents		196,338.	183,235.		
b Net rental income or (loss)		<4,852.>			
6a Net gain or (loss) from sale of assets not on line 10		7,323,761.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			7,323,761.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<183,799.>	<183,799.>		Statement 1
12 Total. Add lines 1 through 11		9,787,003.	9,773,900.		
13 Compensation of officers, directors, trustees, etc		564,900.	282,450.		282,450.
14 Other employee salaries and wages		360,572.			360,572.
15 Pension plans, employee benefits		235,224.			205,664.
16a Legal fees Stmt 2		85,801.	78,288.		7,513.
b Accounting fees Stmt 3		29,344.			16,590.
c Other professional fees Stmt 4		560,859.	551,619.		29,240.
17 Interest					
18 Taxes Stmt 5		199,546.	63,973.		603.
19 Depreciation and depletion		287,291.	222,049.		
20 Occupancy		126,081.	98,770.		27,311.
21 Travel, conferences, and meetings		75,874.	0.		75,874.
22 Printing and publications					
23 Other expenses Stmt 6		264,488.	178,101.		86,387.
24 Total operating and administrative expenses. Add lines 13 through 23		2,789,980.	1,497,534.		1,092,204.
25 Contributions, gifts, grants paid		4,110,395.			5,117,895.
26 Total expenses and disbursements. Add lines 24 and 25		6,900,375.	1,497,534.		6,210,099.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,886,628.			
b Net investment income (if negative, enter -0-)			8,276,366.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED APR 25 2016



*(Handwritten marks)*

**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	
<b>Assets</b>	1	Cash - non-interest-bearing	456,449.	1,571,408.	1,571,408.
	2	Savings and temporary cash investments	2,773,864.	216,906.	216,906.
	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 ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 7	126,459,546.	97,969,987.	93,071,661.
	c	Investments - corporate bonds			
	<b>Liabilities</b>	11	Investments - land, buildings, and equipment, basis ▶ 11,606,159.		
		Less: accumulated depreciation Stmt 8 ▶ 356,942.	11,431,737.	11,249,217.	11,606,159.
12		Investments - mortgage loans			
13		Investments - other Stmt 9	19,522,863.	52,602,727.	66,600,461.
14		Land, buildings, and equipment, basis ▶ 3,342,839.			
		Less: accumulated depreciation Stmt 10 ▶ 105,403.	3,276,597.	3,237,436.	3,342,839.
15		Other assets (describe ▶ )			
16		<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	163,921,056.	166,847,681.	176,409,434.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable				
22	Other liabilities (describe ▶ Statement 11 )	16,474.	56,471.		
23	<b>Total liabilities</b> (add lines 17 through 22)	16,474.	56,471.		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>				
	<b>and complete lines 27 through 31.</b>				
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	163,904,582.	166,791,210.		
30	<b>Total net assets or fund balances</b>	163,904,582.	166,791,210.		
31	<b>Total liabilities and net assets/fund balances</b>	163,921,056.	166,847,681.		

**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	163,904,582.
2	Enter amount from Part I, line 27a	2	2,886,628.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	166,791,210.
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	166,791,210.

**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			
b See Attached Statement			
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			7,323,761.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			7,323,761.

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	7,323,761.
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 does not qualify under section 4940(e). Do not complete this part.

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

(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))
2013	8,403,233.	168,744,332.	.049799
2012	6,497,553.	157,356,990.	.041292
2011	9,224,403.	148,078,560.	.062294
2010	5,550,722.	110,811,751.	.050091
2009	4,877,110.	107,336,253.	.045438

2 Total of line 1, column (d)	2	.248914
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.049783
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	170,194,197.
5 Multiply line 4 by line 3	5	8,472,778.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	82,764.
7 Add lines 5 and 6	7	8,555,542.
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	6,236,180.

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	165,527.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
<b>3</b> Add lines 1 and 2		3	165,527.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	165,527.
<b>6</b> Credits/Payments:			
<b>a</b> 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	173,369.	
<b>b</b> Exempt foreign organizations - tax withheld at source	6b		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	6c		
<b>d</b> Backup withholding erroneously withheld	6d		
<b>7</b> Total credits and payments. Add lines 6a through 6d		7	173,369.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	7,842.
<b>11</b> Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 7,842. Refunded <input checked="" type="checkbox"/>		11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>1c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> 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.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
<b>4b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	X	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
<b>9</b> 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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>www.coorsfoundation.org</u>	X	
14	The books are in care of ► <u>The Foundation</u> Telephone no. ► <u>303-388-1636</u> Located at ► <u>215 Saint Paul Street, No. 300, Denver, CO</u> ZIP+4 ► <u>80206</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 2014, 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, (formerly TD F 90-22.1). 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> 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 <b>any</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 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 2014.) 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 2014?	4b	X

**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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 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?  Yes  No

5b		
6b		X
7b		

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(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		564,900.	109,610.	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
Carol S. Strathman - 215 Saint Paul Street, Suite 300, Denver, CO 80206	Financial Manager 34.00	120,800.	48,741.	0.
Carrie C. Tynan - 215 Saint Paul Street, Suite 300, Denver, CO 80206	Program Officer 40.00	102,300.	33,752.	0.
Cynthia M. Kennedy - 215 Saint Paul Street, Suite 300, Denver, CO 80206	Admin Assistant 34.00	79,400.	32,882.	0.

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

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Cushman & Wakefield - 600 Washington Avenue #1100, St. Louis, MO 63101	Retail Brokerage & Property management	183,119.
Watershed Investment Consultants, Inc. - 6400 S. Fiddler's Green Circle, Suite 500, MOYE WHITE, LLP	Investment Advisor	103,062.
1400 16th Street, Denver, CO 80202 DTZ	Legal	77,314.
1515 Arapahoe Street #1200, Denver, CO 80202	Retail Brokerage	50,312.

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total. Add lines 1 through 3</b> <span style="float: right;">▶</span>	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	159,319,712.
b	Average of monthly cash balances	1b	1,860,116.
c	Fair market value of all other assets	1c	11,606,159.
d	<b>Total</b> (add lines 1a, b, and c)	1d	172,785,987.
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	172,785,987.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,591,790.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	170,194,197.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	8,509,710.

**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	8,509,710.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	165,527.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	165,527.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,344,183.
4	Recoveries of amounts treated as qualifying distributions	4	1,007,500.
5	Add lines 3 and 4	5	9,351,683.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,351,683.

**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	6,210,099.
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	26,081.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,236,180.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	6,236,180.

**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 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				9,351,683.
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only			5,514,542.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009				
<b>b</b> From 2010				
<b>c</b> From 2011				
<b>d</b> From 2012				
<b>e</b> From 2013				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 6,236,180.				
<b>a</b> Applied to 2013, but not more than line 2a			5,514,542.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2014 distributable amount				721,638.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				8,630,045.
<b>7</b> 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.			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010				
<b>b</b> Excess from 2011				
<b>c</b> Excess from 2012				
<b>d</b> Excess from 2013				
<b>e</b> Excess from 2014				

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

See Statement 13

**b** The form in which applications should be submitted and information and materials they should include:

**c** Any submission deadlines:

**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)				
<b>a</b> <i>Paid during the year</i>  Alpha Center 1212 S. College Avenue Fort Collins, CO 80524		Public Charity	general operating	10,000.
Alternatives Pregnancy Center 1440 Blake Street Suite 200 Denver, CO 80202		Public Charity	general operating	15,000.
America's Future Foundation 1513 16th Street NW Washington, DC 20036		Public Charity	general operating	10,000.
American Enterprise Institute 1150 Seventeenth St., N.W. Washington, DC 20036		Public Charity	general operating	150,000.
American Indian College Fund 8333 Greenwood Boulevard Denver, CO 80221		Public Charity	program-specific	47,000.
<b>Total</b>	See continuation sheet(s)		▶ 3a	5,117,895.
<b>b</b> <i>Approved for future payment</i>  None				
<b>Total</b>			▶ 3b	0.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	781.	
4 Dividends and interest from securities			14	2,449,922.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	<4,852.>	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<183,799.>	
8 Gain or (loss) from sales of assets other than inventory			18	7,323,761.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		9,585,813.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	9,585,813.

(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).
▼	

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

Table with 3 columns: Question, Yes, No. Rows include questions about transfers of cash, other assets, and other transactions.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Firm's name, Firm's address.

**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 NORTHERN TRUST MANAGED FUNDS	P	Various	Various
b Pilothouse Venture Fund VII, LLLP	P	Various	Various
c Pilothouse Venture Fund VII, LLLP	P	Various	Various
d AMGIC VC Direct LLLP	P	Various	Various
e AMGIC VC Direct LLLP	P	Various	Various
f Global Special Opportunities Fund I LLLP	P	Various	Various
g Global Special Opportunities Fund I LLLP	P	Various	Various
h Corsair IV Financial Services Capital Partners, LP	P	Various	Various
i SSGA Global Managed Volatility NL CTF	P	Various	Various
j SSGA Global Managed Volatility NL CTF	P	Various	Various
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			7,509,044.
b			3,833.
c			<98,787.>
d			<81.>
e			<72,553.>
f			8,665.
g			<5,763.>
h			<68,553.>
i			1,937.
j			46,019.
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			7,509,044.
b			3,833.
c			<98,787.>
d			<81.>
e			<72,553.>
f			8,665.
g			<5,763.>
h			<68,553.>
i			1,937.
j			46,019.
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	7,323,761.
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
American Legislative Exchange Council 2900 Crystal Drive, Suite 600 Arlington, VA 22202		Public Charity	general operating	40,000.
Americans for Prosperity Foundation 2111 Wilson Boulevard, Ste 350 Arlington, VA 22201		Public Charity	general operating	120,000.
Aspen Youth Center PO Box 8266 Aspen, CO 81612		Public Charity	general operating	7,500.
AspenPointe Enterprises 230 Ruskin Drive Colorado Springs, CO 80910		Public Charity	program-specific	325,000.
Beacon Center of Tennessee PO Box 198646 Nashville, TN 37219		Public Charity	general operating	25,000.
The Becket Fund for Religious Liberty 1200 New Hampshire Avenue Northwest, Suite 700 Washington, DC 20036		Public Charity	general operating	100,000.
Bessie's Hope P.O. Box 12675 Denver, CO 80212-0675		Public Charity	general operating	10,000.
Better Business Bureau serving Northern Colorado and Wyoming Foundation 8020 S County Rd 5 Ste 100 Fort Collins, CO 80528		Public Charity	program-specific	10,000.
Big Brothers Big Sisters of Colorado 1391 N. Speer Blvd. Suite 450 Denver, CO 80204		Public Charity	general operating	30,000.
Big City Mountaineers 710 10th Street Suite 120 Golden, CO 80401		Public Charity	general operating	10,000.
<b>Total from continuation sheets</b>				<b>4,885,895.</b>

**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
Book Trust 789 Sherman Street, Suite 300A Denver, CO 80203		Public Charity	general operating	25,000.
BookTrails 68 9th Street Steamboat Springs, CO 80487		Public Charity	program-specific	5,000.
Boy Scouts of America, Denver Area Council 10455 West 6th Ave, Suite 100 Denver, CO 80215		Public Charity	program-specific	100,000.
Boys & Girls Clubs of Chaffee County PO Box 1430 Salida, CO 81201		Public Charity	general operating	10,000.
Boys & Girls Clubs of Pueblo County 2601 Sprague Avenue Pueblo, CO 81004		Public Charity	general operating	20,000.
Boys and Girls Club of South Park PO Box 2167 Fairplay, CO 80440		Public Charity	general operating	10,000.
Boys and Girls Clubs of Metro Denver 2017 West 9th Avenue Denver, CO 80204		Public Charity	general operating	40,000.
Boys and Girls Clubs of Weld County, Inc. P.O. Box 812 Greeley, CO 80632		Public Charity	capital	15,000.
Bridge House PO Box 626 Boulder, CO 80306		Public Charity	general operating	50,000.
Buena Vista Pregnancy Center PO Box 4355 Buena Vista, CO 81211		Public Charity	general operating	5,000.
<b>Total from continuation sheets</b>				



**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
Butterfly Pavilion 6252 West 104th Avenue Westminster, CO 80020		Public Charity	capital	10,000.
California Policy Center 18002 Irvine Blvd, Suite 108 Tustin, CA 92780		Public Charity	general operating	20,000.
Cato Institute 1000 Massachusetts Ave., N.W. Washington, DC 20001-3490		Public Charity	general operating	75,000.
Center for Individual Rights 1233 20th St., N.W., Ste. 300 Washington, DC 20036		Public Charity	general operating	30,000.
Center of the American Experiment 8441 Wayzata Blvd., Ste. 350 Golden Valley, MN 55426		Public Charity	general operating	20,000.
Children's Literacy Center 2928 Straus Lane Suite 100 Colorado Springs, CO 80907		Public Charity	general operating	15,000.
Colorado Association of Funders 600 South Cherry Street Suite 1200 Denver, CO 80246		Public Charity	general operating	3,880.
Colorado Children's Campaign 1580 Lincoln Street Suite 420 Denver, CO 80203		Public Charity	program-specific	10,000.
Colorado Council on Economic Education 3443 So. Galena Street Suite 190 Denver, CO 80231		Public Charity	general operating	35,000.
Colorado Outward Bound School 5161 Sheridan Blvd Denver, CO 80212		Public Charity	capital	75,000.
<b>Total from continuation sheets</b>				

**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 School of Mines Foundation PO Box 4005 Golden, CO 80402		Public Charity	program-specific	230,000.
Colorado Uplift 3914 King Street Denver, CO 80211		Public Charity	capital	40,000.
Colorado Youth at Risk PO Box 13410 Denver, CO 80201		Public Charity	program-specific	15,000.
Colorado Youth Outdoors 209 E 4th st Loveland, CO 80537		Public Charity	capital	30,000.
Community Resource Center 789 Sherman Street, Suite 210 Denver, CO 80203		Public Charity	program-specific	10,000.
Community Resources 3245 E. Exposition Avenue Denver, CO 80209		Public Charity	general operating	10,000.
Computers for Kids Foundation P.O. Box 1989 Carbondale, CO 81623		Public Charity	general operating	15,000.
Congressional Medal of Honor Society 40 Patriots Point Road Mt. Pleasant, SC 29464		Public Charity	general operating	25,000.
The Council For Economic Education 122 East 42nd Street Suite 2600 New York, CO 10168		Public Charity	general operating	50,000.
Crisis Pregnancy Center of Montrose, Inc. 200 South 4th Street Montrose, CO 81401		Public Charity	general operating	10,000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information**

<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
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)				
Delta Montrose Youth Services, Inc/Partners 315 South 7th Street Montrose, CO 81401		Public Charity	general operating	15,000.
Denver Area Youth for Christ P.O. Box 101600 Denver, CO 80250		Public Charity	program-specific	10,000.
Denver Kids, Inc. 1860 Lincoln Street, 9th Floor Denver, CO 80203		Public Charity	general operating	25,000.
Denver Youth Program/Metro Partners 701 S. Logan Street, Suite 109 Denver, CO 80209		Public Charity	general operating	20,000.
Downtown Aurora Visual Arts 1405 Florence Street Aurora, CO 80010		Public Charity	program-specific	7,500.
Dress for Success Denver 1510 High Street Denver, CO 80218-2239		Public Charity	general operating	10,000.
Encore Life Inc. PO Box 432 Wray, CO 80758		Public Charity	program-specific	5,000.
Ethics and Public Policy Center 1730 M Street, NW Suite 910 Washington, CO 20036		Public Charity	general operating	75,000.
Family Resource Center 120 Main St. Sterling, CO 80751		Public Charity	general operating	10,000.
Fathers in the Field 6796 N. Franklin Ave Loveland, CO 80538		Public Charity	program-specific	10,000.
<b>Total from continuation sheets</b>				

**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
Florence Crittenton Services 55 South Zuni Street Denver, CO 80223-1208		Public Charity	capital	50,000.
Foundation for Government Accountability 15275 Collier Blvd, Suite 201-279 Naples, FL 34119		Public Charity	general operating	50,000.
Foundation for Individual Rights in Education 170 South Independence Mall W., Suite 510 Philadelphia, PA 19106		Public Charity	general operating	25,000.
Generation Schools Network 455 Sherman Street, Suite 120 Denver, CO 80203		Public Charity	program-specific	10,000.
Girls Incorporated of Metro Denver 1499 Julian St. Denver, CO 80204		Public Charity	general operating	30,000.
Girls On The Run of Western Colorado 202 North Avenue, #284 Grand Junction, CO 81501		Public Charity	general operating	7,500.
Greenhouse Scholars 1881 9th Street, Suite 200 Boulder, CO 80302		Public Charity	general operating	15,000.
Gunnison Hinsdale Youth Services 101 N 8th St Gunnison, CO 81230		Public Charity	general operating	15,000.
HalfMoon Arts 155 North College Ave. #226 Fort Collins, CO 80524		Public Charity	program-specific	3,000.
Help the Needy PO Box 644 Woodland Park, CO 80866		Public Charity	general operating	10,000.
<b>Total from continuation sheets</b>				

**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
Hillsdale College 33 East College Hillsdale, MI 49242		Public Charity	program-specific	175,000.
Hopewest 3090 North 12th Street, Unit B Grand Junction, CO 81506		Public Charity	program-specific	15,000.
Hudson Institute 1015 15th Street, NW Sixth Floor Washington, DC 20005		Public Charity	general operating	30,000.
I Have a Dream Foundation of Boulder County 3012 Sterling Circle #200 Boulder, CO 80301		Public Charity	general operating	20,000.
Illinois Policy Institute 190 South LaSalle Street Suite 1630 Chicago, IL 60603		Public Charity	general operating	15,000.
Independence Institute 727 E. 16th Avenue Denver, CO 80203		Public Charity	general operating	75,000.
Independent Women's Forum 1875 I Street, NW, Suite 500 Washington, DC 20006		Public Charity	general operating	75,000.
Institute for Justice 901 North Glebe Road, Suite 900 Arlington, VA 22203		Public Charity	general operating	70,000.
Intellectual Takeout 8011 34th Ave. S., Ste. C-11 Bloomington, MN 55425		Public Charity	general operating	50,000.
Intercollegiate Studies Institute 3901 Centerville Rd. Wilmington, DE 19807		Public Charity	general operating	40,000.
<b>Total from continuation sheets</b>				

**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
Junior Achievement-Rocky Mountain, Inc. 1445 Market Street, Suite 200 Denver, CO 80202		Public Charity	general operating	50,000.
Karis Community 1361 Detroit Street Denver, CO 80206-2412		Public Charity	program-specific	10,000.
Larimer County Partners, Inc 530 South College Avenue Unit 1 Fort Collins, CO 80524		Public Charity	general operating	15,000.
Leadership Program of the Rockies 1777 So. Harrison Suite 807 Denver, CO 80210		Public Charity	general operating	15,000.
Manhattan Institute for Policy Research, Inc. 52 Vanderbilt Avenue New York, NY 10017		Public Charity	general operating	30,000.
Manna Soup Kitchen PO Box 1196 Durango, CO 81301		Public Charity	program-specific	8,000.
Massachusetts General Hospital Yawkey Bldg #9, 55 Fruit Street Boston, MA 02114		Public Charity	program-specific	448,015.
Media Research Center 1900 Campus Commons Drive, Suite 600 Reston, VA 20191		Public Charity	general operating	60,000.
Mi Casa Resource Center 360 Acoma Street Denver, CO 80223		Public Charity	general operating	25,000.
Military Community Youth Ministries 540 North Cascade Avenue, Ste 300 Colorado Springs, CO 80903		Public Charity	program-specific	10,000.
<b>Total from continuation sheets</b>				

**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
Mission Wear 2323 Emerson St Denver, CO, CO 80205		Public Charity	general operating	5,000.
Mountain States Legal Foundation 2596 South Lewis Way Lakewood, CO 80227		Public Charity	general operating	50,000.
National Association of Scholars 8 W. 38th St. New York, NY 10018		Public Charity	general operating	40,000.
Network for Teaching Entrepreneurship 120 Wall Street, 18th Fl. New York, CO 10005		Public Charity	general operating	50,000.
New England Legal Foundation 150 Lincoln Street Boston, MA 02111		Public Charity	general operating	30,000.
North Littleton Promise PO Box 3543 Littleton, CO 80161		Public Charity	general operating	5,000.
Pacific Legal Foundation 930 G Street Sacramento, CA 95814		Public Charity	general operating	80,000.
Pacific Research Institute for Public Policy One Embarcadero Center Suite 350 San Francisco, CA 94111		Public Charity	general operating	25,000.
Pathways Hospice (formerly Hospice of Larimer County) 305 Carpenter Road Fort Collins, CO 80525		Public Charity	program-specific	15,000.
The Philanthropy Roundtable 1730 M Street, NW, Suite 601 Washington, DC 20036		Public Charity	general operating	50,000.
<b>Total from continuation sheets</b>				

**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
Platte Institute for Economic Research 900 South 74th Plaza, Suite 400 Omaha, CO 68114		Public Charity	general operating	20,000.
Plumfield Learning Systems 1915 Sherman St. #13 Denver, CO 80203		Public Charity	program-specific	3,000.
Pregnancy Resource Connection, Inc POB 187 Granby, CO 80446		Public Charity	general operating	8,000.
ProjectVOYCE-CNDC 2900 Downing Street, Suite 1B Denver, CO 80205		Public Charity	general operating	5,000.
Prospect Home Care - Hospice, Inc 16222 W. Hwy 24, Suite 120 Woodland Park, CO 80863		Public Charity	general operating	3,500.
Roundup River Ranch 10 W. Beaver Creek Blvd., Ste. 250 Avon, CO 81620		Public Charity	capital	100,000.
Save Our Youth 3443 W 23rd Ave Denver, CO 80211		Public Charity	program-specific and general operating	120,000.
Seeds of Hope 3801 East Florida Ave, Suite 909 Denver, CO 80210		Public Charity	general operating	15,000.
SOS Outreach P.O. Box 2020 Avon, CO 81620		Public Charity	program-specific	10,000.
Southeastern Legal Foundation 2255 Sewell Mill Road, Suite 320 Marietta, GA 30062		Public Charity	general operating	50,000.
<b>Total from continuation sheets</b>				



**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
Tax Foundation 1325 G Street, NW Suite 950 Washington, DC 20005		Public Charity	general operating	30,000.
Teach for America 1391 Speer Boulevard Suite 710 Denver, CO 80204		Public Charity	general operating	175,000.
Texas Public Policy Foundation 900 Congress Avenue Suite 400 Austin, TX 78701		Public Charity	general operating	50,000.
Bill of Rights Institute, The 200 North Glebe Road Arlington, CO 22203		Public Charity	general operating	20,000.
The Bridge Project-University of Denver 2190 E Asbury Ave Denver, CO 80210-4345		Public Charity	general operating	15,000.
Claremont Institute For the Study of Statesmanship and Political Philosophy 1317 W. Foothill Blvd. Suite 120 Upland, CA 91786		Public Charity	general operating	25,000.
The Family Learning Center 3164 34th Street Boulder, CO 80305		Public Charity	program-specific	20,000.
The Heritage Foundation 214 Massachusetts Ave., NE Washington, DC 20002		Public Charity	general operating	75,000.
The Independent Institute 100 Swan Way Oakland, CA 94621-1428		Public Charity	general operating	50,000.
The Youth Foundation PO Box 309 Vail, CO 81658		Public Charity	program-specific	12,500.
<b>Total from continuation sheets</b>				

**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
Thomas Jefferson University Hospital 925 Chestnut Street, Suite 120 Philadelphia, PA 19107		Public Charity	program-specific	298,000.
University of Northern Colorado Foundation University of Northern Colorado, Campus Box 20 Greeley, CO 80639		Public Charity	program-specific	18,000.
Whiz Kids Tutoring 5500 East Yale Avenue Suite 101 Denver, CO 80222		Public Charity	general operating	15,000.
Work Options for Women 1200 Federal Blvd. Denver, CO 80204		Public Charity	general operating	25,000.
Wray Rehabilitation and Activities Center PO Box 447 Wray, CO 80758		Public Charity	capital	10,000.
Young Philanthropists Foundation 1391 N Speer Blvd, Suite 360 Denver, CO 80204		Public Charity	general operating	15,000.
Youth Directions 1400 Simms St, Ste 230 Golden, CO 80401		Public Charity	general operating	10,000.
YouthRoots 1127 Sherman St. #100 Denver, CO 80203		Public Charity	general operating	12,500.
<b>Total from continuation sheets</b>				

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Form 990-PF	Other Income	Statement	1
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Pilothouse Venture Fund VII, LLLP	<129,723.>	<129,723.>	
Corsair IV, LP	<32,861.>	<32,861.>	
AMGIC VC Direct LLLP	<27,435.>	<27,435.>	
Global Special Opportunities Fund I LLLP	<9,803.>	<9,803.>	
SSGA Global Managed Volatility NL CTF	16,023.	16,023.	
Total to Form 990-PF, Part I, line 11	<183,799.>	<183,799.>	

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Form 990-PF	Legal Fees	Statement	2
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tuthill & Hughes, LLP	8,487.	974.		7,513.
MOYE WHITE, LLP	77,314.	77,314.		0.
To Fm 990-PF, Pg 1, ln 16a	85,801.	78,288.		7,513.

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Form 990-PF	Accounting Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kundinger, Corder & Engle PC	23,700.	7,110.		16,590.
Lisa M. Ernst, CPA	5,644.	5,644.		0.
To Form 990-PF, Pg 1, ln 16b	29,344.	12,754.		16,590.

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Form 990-PF	Other Professional Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bill Berryman	2,750.	0.		2,750.
Karl Glasgow	1,676.	0.		1,676.
2Shoes, Inc.	1,520.	0.		1,520.
Pearl Meyer & Partners LLC	9,159.	0.		9,159.
Watershed Investment Consultants	103,062.	103,062.		0.
Northern Trust	79,757.	79,757.		0.
David, Hicks & Lampert Brokerage	46,912.	46,912.		0.
State Street Global Advisors	23,962.	23,962.		0.
Groundfloor Media	9,252.	0.		9,252.
DTZ	50,312.	50,312.		0.
Davis Partners Architects	12,983.	12,983.		0.
All-Tech	2,679.	2,679.		0.
Cushman & Wakefield	163,922.	159,419.		4,503.
Wells Springs, Inc.	32,096.	31,716.		380.
Cushman & Wakefield	19,197.	19,197.		0.
Wells Springs, Inc	1,620.	1,620.		0.
<b>To Form 990-PF, Pg 1, ln 16c</b>	<b>560,859.</b>	<b>531,619.</b>		<b>29,240.</b>

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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
Personal property taxes Denver Business	387.	0.		387.
Occupational Tax	216.	0.		216.
Estimated tax payments	135,000.	0.		0.
Property taxes	63,943.	63,943.		0.
<b>To Form 990-PF, Pg 1, ln 18</b>	<b>199,546.</b>	<b>63,943.</b>		<b>603.</b>

Form 990-PF	Other Expenses			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office maintenance	1,902.	0.		1,902.
Telephone	11,963.	0.		11,963.
Postage	1,124.	0.		1,124.
Leased office equipment	253.	0.		253.
Software	455.	0.		455.
Furniture (noncapitalized)	22,253.	0.		22,253.
Office supplies	3,861.	0.		3,861.
Business expenses & reimbursements	7,493.	0.		7,493.
Business insurance	8,521.	0.		8,521.
Dues & subscriptions	2,235.	0.		2,235.
Professional development	10,382.	0.		10,382.
Website/Database	658.	0.		658.
Relocation expense	2,500.	0.		2,500.
Trustee expense reimbursements	5,928.	0.		5,928.
Pension management	1,745.	0.		1,745.
Miscellaneous	2,838.	0.		2,838.
Payroll management fees	2,276.	0.		2,276.
Tenant Improvements	160,441.	160,441.		0.
Administrative	17,559.	17,559.		0.
Miscellaneous	101.	101.		0.
<b>To Form 990-PF, Pg 1, ln 23</b>	<b>264,488.</b>	<b>178,101.</b>		<b>86,387.</b>

Form 990-PF	Corporate Stock		Statement 7
Description	Book Value	Fair Market Value	
Marketable equity funds	97,969,987.	93,071,661.	
<b>Total to Form 990-PF, Part II, line 10b</b>	<b>97,969,987.</b>	<b>93,071,661.</b>	

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Form 990-PF      Depreciation of Assets Held for Investment      Statement      8

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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Land	2,913,306.	0.	2,913,306.
Building	8,692,853.	356,942.	8,335,911.
Total to Fm 990-PF, Part II, ln 11	11,606,159.	356,942.	11,249,217.

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Form 990-PF      Other Investments      Statement      9

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Description	Valuation Method	Book Value	Fair Market Value
Corsair IV, LP	COST	974,772.	984,154.
Pilothouse Venture Fund	COST	3,092,084.	9,301,085.
AMGIC VC Direct	COST	739,871.	3,125,684.
Global Special Opportunities	COST	655,983.	882,162.
Crestwood Capital Intl	COST	4,800,000.	5,846,054.
Seminole Offshore LTD	COST	4,800,000.	6,454,531.
Visium Global Offshore Fund, Ltd	COST	6,000,000.	6,545,689.
SSGA Global Managed Volatility NL CTF		25,540,017.	26,642,546.
Two Sigma Absolute Return Cayman LTD	COST	6,000,000.	6,818,556.
Total to Form 990-PF, Part II, line 13		52,602,727.	66,600,461.

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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
Land	683,368.	0.	683,368.
Building	2,546,977.	105,403.	2,441,574.
Artwork	112,494.	0.	112,494.
Total To Fm 990-PF, Part II, ln 14	3,342,839.	105,403.	3,237,436.

Form 990-PF	Other Liabilities	Statement	11
<u>Description</u>		<u>BOY Amount</u>	<u>EOY Amount</u>
Security deposit		16,417.	56,419.
Denver Occupational Tax		57.	52.
<b>Total to Form 990-PF, Part II, line 22</b>		<b>16,474.</b>	<b>56,471.</b>

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	12
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<u>Name and Address</u>	<u>Title and Avg Hrs/Wk</u>	<u>Compen- sation</u>	<u>Employee Ben Plan Expense Contrib Account</u>
John Jackson 215 Saint Paul Street, Suite 300 Denver, CO 80206	Exec Dir./Secretary 40.00	564,900.	109,610. 0.
William K. Coors 215 Saint Paul Street, Suite 300 Denver, CO 80206	Trustee 1.00	0.	0. 0.
Peter H. Coors 215 Saint Paul Street, Suite 300 Denver, CO 80206	President & Chairman 1.00	0.	0. 0.
Jeffrey H. Coors 215 Saint Paul Street, Suite 300 Denver, CO 80206	Treasurer 1.00	0.	0. 0.
Melissa Coors Osborn 215 Saint Paul Street, Suite 300 Denver, CO 80206	Trustee 1.00	0.	0. 0.
Cecily Coors Garnsey 215 Saint Paul Street, Suite 300 Denver, CO 80206	Trustee 1.00	0.	0. 0.
Robert G. Windsor 215 Saint Paul Street, Suite 300 Denver, CO 80206	Vice President 1.00	0.	0. 0.
<b>Totals included on 990-PF, Page 6, Part VIII</b>		<b>564,900.</b>	<b>109,610. 0.</b>

Form 990-PF

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

Statement 13

Name and Address of Person to Whom Applications Should be Submitted

Mr. John Jackson, Executive Director  
215 Saint Paul Street, Suite 300  
Denver, CO 80206

Telephone Number

303-388-1636

Form and Content of Applications

The Foundation uses an online grant application process which can be accessed on the website at [www.coorsfoundation.org](http://www.coorsfoundation.org). Information required with the application is detailed on the website but includes, among other items, tax exemption letter and tax identification number, most current financial statements, board list, list of major funders, program purpose and budget.

Any Submission Deadlines

There are three submission deadlines during the year - March 1st, July 1st and November 1st.

Restrictions and Limitations on Awards

The Foundation has listed on its website the types of activities/programs for which it will not make a grant.