990-PF

As Amended
Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust

1211

OMB No 1545-0052

2011)

Department of the Treasury
Internal Revenue Service

Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

12/01 , 2011, and ending For calendar year 2011 or tax year beginning **20**12 Name of foundation A Employer identification number THE ANSCHUTZ FOUNDATION 74-2316617 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see instructions) (303) 308-8220 1727 TREMONT STREET City or town, state, and ZIP code C If exemption application is pending, check here DENVER, CO 80202 G Check all that apply Initial return Initial return of a former public charity 1 Foreign organizations, check here Final return Amended return 2 Foreign organizations meeting the 85% test, check here and attach Address change Name change X Section 501(c)(3) exempt private foundation H Check type of organization If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here . Cash X Accrual Fair market value of all assets at end J Accounting method If the foundation is in a 60-month termination of year (from Part II, col (c), line Other (specify) under section 507(b)(1)(B), check here . > 16) ▶ \$ 1,066,522,739. (Part I, column (d) must be on cash basis) Part I Analysis of Revenue and Expenses (The (d) Disbursements (a) Revenue and total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in (b) Net investment (c) Adjusted net for charitable expenses per income income purposes books column (a) (see instructions)) (cash basis only) Contributions, gifts, grants, etc., received (attach schedule) . 2 attach Sch B 223,522 223,522 ATCH 1 3 Interest on savings and temporary cash investments 30,887,820 36,929,720. ATCH Dividends and interest from securities **5a** Gross rents b Net rental income or (loss) 5,881,172 Net gain or (loss) from sale of assets not on line 10 Revenue Gross sales price for all 293,638,176. assets on line 6a 2,767,771 Capital gain net income (from Part IV, line 2) . Net short-term capital gain Income modifications -10 a Gross sales less returns and allowances · · · b Less Cost of goods sold . c Gross profit or (loss) (attach schedule) 42,352,486. -1,644,296ATCH Other income (attach schedule) 79,345,000. 38,276,717 Total. Add lines 1 through 11 47,833. 478,334 430,501 Compensation of officers, directors, trustees, etc 27,809 278,092 250,283 14 Other employee salaries and wages 15 Pension plans, employee benefits 5,384 538. 4,846. 16a Legal fees (attach schedule) ATCH 4 b Accounting fees (attach schedule) c Other professional females 278,353 278,353 Interest RECE 1,591,682 10,080 90,722. 18 Taxes (attach schedule) (see instructions) 7713 . . . Depreciation (attach schedule) and depletion . 2,746 275 19 Travel, conferences, and President 20 4,486 449. 4,037. 21 Printing and publications OGDEN 1,045 105 940. 22 Other expenses (attach schedule) ATCH. 7 888,056. 857,493. 30,563. 23 24 Total operating and administrative expenses. 3,528,178 1,222,935 811,892. Add lines 13 through 23 50,341,039. 52,090,635. 25 Contributions, gifts, grants paid 55,618,813. 1,222,935 51,152,931. 26 Total expenses and disbursements Add lines 24 and 25 Subtract line 26 from line 12 23,726,187 a Excess of revenue over expenses and disbursements 37,053,782. b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-). . . For Paperwork Reduction Act Notice, see instructions.

*ATCH 5 JSA ** ATCH 6

			77 O.V	24	0216617
ori	n 990	PF (2011) THE CHUTZ FOUNDAT			-2316617 Page 2
j,	art II	Attached scheol and amounts in the description column should be for end-of-year	Beginning of year	End o	
_		amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
1		Cash - non-interest-bearing			
ŀ	2	Savings and temporary cash investments	350,741,877.	180,455,256.	180,455,256.
Ì	3	Accounts receivable ► 16,094,232.			
		Less allowance for doubtful accounts ▶	44,476,018.	16,094,232.	16,094,232.
		Pledges receivable			
		Less allowance for doubtful accounts ▶			
		Grants receivable			
-		Receivables due from officers, directors, trustees, and other			
ı		disqualified persons (attach schedule) (see instructions)			
1		Other notes and loans receivable (attach schedule) _ *		* 126,955,575.	ATCH 8
	'	Less allowance for doubtful accounts	86,715,877.	126,955,575.	126,955,575.
-					
2		Inventories for sale or use	1,301,926.	412,764.	412,764.
ñ		Prepaid expenses and deferred charges ATCH. 9.	1/301/320.	112//011	
۲		Investments - U S and state government obligations (attach schedule).	65,045,976.	73,277,222.	73,277,222.
		Investments - corporate stock (attach schedule) ATCH 10.	106,637,403.	153,264,718.	153,264,718.
1	11 C	Investments - corporate bonds (attach schedule) ATCH 11. Investments - land, buildings,	100,037,403.	133,204,710.	133,204,710.
	• •	and equipment basis	0.014	7 000	7 060
		Less accumulated depreciation 6,632. (attach schedule)	9,814.	7,068.	7,068.
ļ	12	Investments - mortgage loans	100 670 205	516 055 674	516 OFF 674
- 1	13	Investments - other (attach schedule)	428,679,305.	516,055,674.	516,055,674.
	14	Land, buildings, and equipment basis Less accumulated depreciation			
ŀ	15	(attach schedule) Other assets (describe ATCH 13)		230.	230.
	16	Total assets (to be completed by all filers - see the			
		instructions Also, see page 1, item i)	1,083,608,196.	1,066,522,739.	1,066,522,739.
+	17	Accounts payable and accrued expenses	44,530,439.		
			12,446,733.	14,196,329.	
	18	Grants payable			
≝ ∣	19	Deferred revenue			
₹Ι	20	Loans from officers, directors, trustees, and other disqualified persons		·	
Ť١	21	Mortgages and other notes payable (attach schedule)	61,275,320.	22,681,610.	
1	22	Other liabilities (describe - ATCH 14)	01/2/3/320.	22,001,010.	
1		Total liabilities (add lines 17 through 22)	118,252,492.	77,440,847.	
+	23	Total liabilities (add lines 17 through 22)	110/100/1300	7.722070270	
		and complete lines 24 through 26 and lines 30 and 31.			
'n					
	24	Unrestricted		<u></u>	
<u>a</u>	25	Temporarily restricted			
ă	26	Permanently restricted			
rund	27	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► X			
5	27	Capital stock, trust principal, or current funds			
2	28	Paid-in or capital surplus, or land, bldg, and equipment fund	858,560,808.	863,290,809.	
SSE	29	Retained earnings, accumulated income, endowment, or other funds	106,794,896.	125,791,083.	
٤	29 30	Total net assets or fund balances (see instructions)	965,355,704.	989,081,892.	
ž	31	Total liabilities and net assets/fund balances (see			
7		instructions)	1,083,608,196.	1,066,522,739.	
P	art II	Analysis of Changes in Net Assets or Fund			

	Analysis of Changes in Net Assets of 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	965,355,704.
2	Enter amount from Part I, line 27a	2	23,726,187.
	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	989,081,891.
	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	989,081,891.

CHUTZ	FOUNDATION	

	Capital Callis	and Losses for Tax on Inve	estment income			
	2-story bi	d describe the kind(s) of property sold (•	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
la SEE	E PART IV SCHE	DULE				
b						
С						
d		or assets showing gain in column (h) and owned by the foundation on 12/31/69 (i) Adjusted basis (k) Excess of col (i) over col (j), if any come or (net capital loss) (if gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in 3 cation Under Section 4940(e) for Reduced Tax on Net Investment Income domestic private foundations subject to the section 4940(a) tax on net investment income applies, leave this part blank				
e						
(e) (Gross sales price		,			
<u>a</u>		Name of the second seco		ļ		
b						
С						
d						
е						
Co	mplete only for assets	showing gain in column (h) and owne	d by the foundation on 12/31/69			
(ı) F M	I V as of 12/31/69			col		
а						
b						
С						
d						
е						
2 Capita	al gain net income or			2	2,	(loss) Innus (g) (gain minus ss than -0-) or col (h)) 2,767,771.
Netsh	nort-term capital gain					
_				3		0
Part V	Qualification I	Index Section 4940(a) for Par		naama		
(For opti	onal use by domestic	c private foundations subject to the			me)	
For option f section Was the	onal use by domestic 1 4940(d)(2) applies, foundation liable for	private foundations subject to the leave this part blank the section 4942 tax on the distrib	e section 4940(a) tax on net investi outable amount of any year in the b	ment inco		Yes X No
For options f section Was the f "Yes,"	onal use by domestion 4940(d)(2) applies, foundation liable for the foundation does	e private foundations subject to the leave this part blank the section 4942 tax on the distrib not qualify under section 4940(e)	e section 4940(a) tax on net investi outable amount of any year in the b Do not complete this part	ment inco	d?	Yes X No
For option f section Was the f "Yes,"	onal use by domestion 4940(d)(2) applies, foundation liable for the foundation does	e private foundations subject to the leave this part blank the section 4942 tax on the distrib not qualify under section 4940(e) ount in each column for each year	e section 4940(a) tax on net investi outable amount of any year in the b Do not complete this part , see the instructions before making	ment inco	d?	Yes X No
For option f section Was the f "Yes," 1 Enter	foundation liable for the foundation does the appropriate ame (a) tase penod years tear (or tax year beginning in)	c private foundations subject to the leave this part blank the section 4942 tax on the distribution qualify under section 4940(e) bunt in each column for each year (b) Adjusted qualifying distributions	e section 4940(a) tax on net investigation and the butable amount of any year in the butable amount of any year in the butable amount of any year in the butable	ase period	d? (d) Distribution re (col (b) divided by	atio col (c))
For option f section Was the f "Yes," 1 Enter	foundation liable for the foundation does the appropriate ame (a) lase penod years lear (or lax year beginning in) 2010	the section 4942 tax on the distributions qualify under section 4940(e) to the column for each year (b) Adjusted qualifying distributions 49,527,122.	e section 4940(a) tax on net investigation and the boutable amount of any year in the bound complete this part see the instructions before making (c) Net value of nonchantable-use assets 1,046,066,576.	ase period	d? (d) Distribution ra (col (b) divided by	atio (col (c)) 0.047346
For option f section Was the f "Yes," 1 Enter	foundation liable for the foundation does the appropriate ame (a) ase penod years rear (or tax year beginning in) 2010 2009	the section 4942 tax on the distribution of qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions 49,527,122. 42,841,422.	butable amount of any year in the bound complete this part, see the instructions before making (c) Net value of nonchantable-use assets 1,046,066,576. 995,485,626.	ase period	d? les (d) Distribution re (col (b) divided by	atio col (c)) 0.047346 0.043036
For option f section Was the f "Yes," 1 Enter	foundation liable for the foundation does the appropriate ame (a) ase penod years year (or tax year beginning in) 2010 2009 2008	c private foundations subject to the leave this part blank the section 4942 tax on the distributed qualify under section 4940(e) bunt in each column for each year (b) Adjusted qualifying distributions 49,527,122. 42,841,422. 36,924,751.	outable amount of any year in the b Do not complete this part , see the instructions before making (c) Net value of nonchantable-use assets 1,046,066,576. 995,485,626. 881,723,052.	ase period	d? (d) Distribution ra (col (b) divided by	atio col (c)) 0.047346 0.043036 0.041878
For option f section Was the f "Yes," 1 Enter	foundation liable for the foundation does the appropriate ame (a) tase penod years tear (or lax year beginning in) 2010 2009 2008 2007	the section 4942 tax on the distribution of qualify under section 4940(e) bunt in each column for each year (b) Adjusted qualifying distributions 49,527,122. 42,841,422. 36,924,751. 13,597,404.	outable amount of any year in the b Do not complete this part see the instructions before making (c) Net value of nonchantable-use assets 1,046,066,576. 995,485,626. 881,723,052. 811,468,241.	ase period	d? (d) Distribution re (col (b) divided by	0.047346 0.043036 0.041878 0.016757
For option of section was the f "Yes," 1 Enter	foundation liable for the foundation does the appropriate ame (a) ase penod years year (or tax year beginning in) 2010 2009 2008	c private foundations subject to the leave this part blank the section 4942 tax on the distributed qualify under section 4940(e) bunt in each column for each year (b) Adjusted qualifying distributions 49,527,122. 42,841,422. 36,924,751.	outable amount of any year in the b Do not complete this part , see the instructions before making (c) Net value of nonchantable-use assets 1,046,066,576. 995,485,626. 881,723,052.	ase period	d? (d) Distribution re (col (b) divided by	0.047346 0.043036 0.041878 0.016757
f section Was the f "Yes," 1 Enter Calendary	foundation liable for the foundation liable for the foundation does the appropriate ame (a) tase penod years rear (or tax year beginning in) 2010 2009 2008 2007 2006	the section 4942 tax on the distribution of qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions 49,527,122. 42,841,422. 36,924,751. 13,597,404. 57,921,400.	butable amount of any year in the bound complete this part, see the instructions before making (c) Net value of nonchantable-use assets 1,046,066,576. 995,485,626. 881,723,052. 811,468,241. 1,078,577,844.	ase period	d? (d) Distribution ra (col (b) divided by	0.047346 0.043036 0.041878 0.016757 0.053702
(For option of the content of the co	foundation liable for the foundation does the appropriate amega (or lax year beginning in) 2010 2009 2008 2007 2006	the section 4942 tax on the distribution of qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions 49,527,122. 42,841,422. 36,924,751. 13,597,404. 57,921,400.	cutable amount of any year in the bound complete this part see the instructions before making (c) Net value of nonchantable-use assets 1,046,066,576. 995,485,626. 881,723,052. 811,468,241. 1,078,577,844.	ase period	d? (d) Distribution re (col (b) divided by	atio rcol (c)) 0.047346 0.043036 0.041878 0.016757 0.053702 0.202719
(For option of the control of the co	foundation liable for the foundation does the appropriate amegar (or lax year beginning in) 2010 2009 2008 2007 2006	leave this part blank the section 4942 tax on the distribution of qualify under section 4940(e) bunt in each column for each year (b) Adjusted qualifying distributions 49,527,122. 42,841,422. 36,924,751. 13,597,404. 57,921,400. for the 5-year base period - divided dation has been in existence if less	butable amount of any year in the boutable assets 1,046,066,576. 995,485,626. 881,723,052. 811,468,241. 1,078,577,844.	ase period any entri	d? (d) Distribution re (col (b) divided by	0.047346 0.043036 0.041878 0.016757 0.053702 0.202719 0.040544
f section Was the f "Yes," 1 Enter Calendary 2 Total 3 Avera numb	foundation liable for the foundation liable for the foundation does the appropriate ame (a) tase penod years rear (or tax year beginning in) 2010 2009 2008 2007 2006	the section 4942 tax on the distributed qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions 49,527,122. 42,841,422. 36,924,751. 13,597,404. 57,921,400. for the 5-year base period - divided dation has been in existence if less incharitable-use assets for 2011 from	butable amount of any year in the boutable amount o	ase period gany entri	d? (d) Distribution re (col (b) divided by	0.047346 0.047346 0.043036 0.041878 0.016757 0.053702 0.202719 0.040544 756,957.
For option of section was the f "Yes," 1 Enter Calendary 2 Total 3 Avera numb 4 Enter	foundation liable for the foundation liable for the foundation does the appropriate ame (a)	the section 4942 tax on the distributed qualify under section 4940(e) bunt in each column for each year (b) Adjusted qualifying distributions 49,527,122. 42,841,422. 36,924,751. 13,597,404. 57,921,400. for the 5-year base period - divided dation has been in existence if less archanitable-use assets for 2011 fro	butable amount of any year in the boutable amount o	ase period gany entri	d? (d) Distribution re (col (b) divided by	0.047346 0.047346 0.043036 0.041878 0.016757 0.053702 0.202719 0.040544 756,957.
(For option of the control of the co	foundation liable for the foundation liable for the foundation does the appropriate ame (a)	the section 4942 tax on the distributed qualify under section 4940(e) bunt in each column for each year (b) Adjusted qualifying distributions 49,527,122. 42,841,422. 36,924,751. 13,597,404. 57,921,400. for the 5-year base period - divided dation has been in existence if less archanitable-use assets for 2011 fro	butable amount of any year in the boutable amount o	ase period gany entri	d? (d) Distribution re (col (b) divided by	0.047346 0.047346 0.043036 0.041878 0.016757 0.053702 0.202719 0.040544 756,957.
(For option of Formal State of	foundation liable for the foundation liable for the foundation does the appropriate ame (a) ase penod years rear (or lax year beginning in) 2010 2009 2008 2007 2006 I of line 1, column (d) age distribution ratio per of years the foundation of the net value of nor ply line 4 by line 3	the section 4942 tax on the distributed qualify under section 4940(e) bunt in each column for each year (b) Adjusted qualifying distributions 49,527,122. 42,841,422. 36,924,751. 13,597,404. 57,921,400. for the 5-year base period - divided dation has been in existence if less archanitable-use assets for 2011 fro	toutable amount of any year in the book not complete this part see the instructions before making (c) Net value of nonchantable-use assets 1,046,066,576. 995,485,626. 881,723,052. 811,468,241. 1,078,577,844.	ase period gany entri	d? (d) Distribution re (col (b) divided by 1,002,	0.047346 0.047346 0.043036 0.041878 0.016757 0.053702 0.202719 0.040544 756,957. 655,778.

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X

and addresses

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Par	VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the			
	meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified	1		
	person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ▶ N/A			
14	The books are in care of ► THE ANSCHUTZ FOUNDATION Telephone no ► 303-3	O 8 - 82	20	
	Located at ▶1727 TREMONT PLACE DENVER, CO ZIP+4 ▶ 80202			
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority		Yes	No
	over a bank, securities, or other financial account in a foreign country?	16	<u> </u>	X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of	·		
	the foreign country			L
Pai	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.	ļ	Yes	No
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a			
	disqualified person? Yes X No		1	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No		1	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	-		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for			
	the benefit or use of a disqualified person)? Yes X No	İ		
	(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)			
t	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			х
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	. 1b	 	
	Organizations relying on a current notice regarding disaster assistance check here			
C	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that	4.0		x
_	were not corrected before the first day of the tax year beginning in 2011?	- <u>1c</u>	 	<u> </u>
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))			-
а	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?			İ
	If "Yes," list the years ▶			
•	(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)	2 b		
	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	•		
·	•		1	
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise			
	at any time during the year?			
t	If "Yes," did it have excess business holdings in 2011 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			İ
	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 2011)	3b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			X
	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 2011?	. 4b	1	X

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

Part VIII Information About Officers, Directors, Trustees, Foundation Mana and Contractors (continued)	gers, Highly Paid Employ	ees,
3 Five highest-paid independent contractors for professional services (see instru	ctions). If none, enter "NONE	"
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 18		233,628
Total number of others receiving over \$50,000 for professional services	<u></u>	
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical in organizations and other beneficianes served, conferences convened, research papers produced, etc.	oformation such as the number of	Expenses
1_N/A		
2		
3		
4		
Part IX-B Summary of Program-Related Investments (see instructions)		
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and	2	Amount
1 N/A		
2		
All other program-related investments. See instructions		······································
3 NONE		
Total. Add lines 1 through 3		

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Pa	Minimum Investment Return (All domestic foundations must complete this part. Foreign see instructions.)	n foun	dations,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes		
а	Average monthly fair market value of securities	1a	750,470,578.
b	Average of monthly cash balances	1b	266,243,580.
С	Fair market value of all other assets (see instructions)	1c	1,313,210.
d	Total (add lines 1a, b, and c)	1 d	1,018,027,368.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see	3	1,018,027,368.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see		
	Instructions) Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	4	15,270,411.
5		5	1,002,756,957.
6	Minimum investment return. Enter 5% of line 5	6	50,137,848.
Pa	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 p	art)	
1	Minimum investment return from Part X, line 6	1	50,137,848.
2 a	Tax on investment income for 2011 from Part VI, line 5 2a 370, 538.		
b	Income tax for 2011 (This does not include the tax from Part VI) 2b		
		2 c	370,538.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	49,767,310.
4	Recoveries of amounts treated as qualifying distributions	4	1,320,811.
5	Add lines 3 and 4	5	51,088,121.
6	Deduction from distributable amount (see instructions) Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII,	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII,		
	line 1	7	51,088,121.
Pa	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
' a		1a	51,152,931.
b		1b	01/101/101/
2	Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.	-15	
	purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
а		3a	···
b		3b	<u> </u>
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	51,152,931.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income	_	250 500
	Enter 1% of Part I, line 27b (see instructions)	5	370,538.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	50,782,393.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calc qualifies for the section 4940(e) reduction of tax in those years	culating	whether the foundation

Form 990-PF (2011) Page 9 Undistributed Income (see instructions) Part XIII (b) (d) (a) (c) Years prior to 2010 2010 2011 Corpus Distributable amount for 2011 from Part XI, 51,088,121. Undistributed income, if any, as of the end of 2011 2 49,791,395. Enter amount for 2010 only Total for prior years 20 09 20 08 20 07 Excess distributions carryover, if any, to 2011 a From 2006 **b** From 2007 c From 2008 **d** From 2009 From 2010 f Total of lines 3a through e Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 51,152,931. 49,791,395. a Applied to 2010, but not more than line 2a . . . Applied to undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election 1,361,536. d Applied to 2011 distributable amount Remaining amount distributed out of corpus . . Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a)) Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b Taxable 4a from line 2a Taxable amount - see f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be 49,726,585. distributed in 2012 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . Excess distributions carryover to 2012. 0 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9 a Excess from 2007 . . . b Excess from 2008 . . . c Excess from 2009 . . . d Excess from 2010 . . .

Form 990-PF (2011)

e Excess from 2011 . . .

ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
none
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
The name, address, and telephone number of the person to whom applications should be addressed
ATTACHMENT 19
The form in which applications should be submitted and information and materials they should include
SEE ATTACHED SCHEDULE
Any submission deadlines
SEE ATTACHED SCHEDULE
Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE ATTACHED SCHEDULE
Form 990-PF (2011)
11/11/2014 4:23:28 PM PAGE 1

d

Form 990-PF (2011) Page 11 Supplementary Information (continued) Part XV 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to any foundation manager or substantial contributor Foundation status of recipient Recipient Purpose of grant or contribution Amount Name and address (home or business) a Paid during the year SEE ATTACHMENT GENERAL SUPPORT 50,341,039.

			50,341,039.
Total	 	▶ 3a	50,341,039.
b Approved for future payment SEE ATTACHMENT	GENERA	AL SUPPORT	1,749,596.
			1 740 505
Total	<u></u>	▶ 3b	1,749,596.

orm 990-PF		cing Activiti	es			Page 1
	amounts unless otherwise indicated		d business income	Excluded by	section 512, 513, or 514	(e)
1 Program	service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
•						(
е		<u> </u>	·····			
f						
-	and contracts from government agencies			-		
	ship dues and assessments			14	223,522.	
	n savings and temporary cash investments is and interest from securities	1		14	30,887,820.	
	al income or (loss) from real estate					
	-financed property					
	debt-financed property					
	I income or (loss) from personal property		-			
	vestment income			18	41,031,675.	
	oss) from sales of assets other than inventory	l i		18	5,881,172.	
9 Net inco	me or (loss) from special events					
O Gross p	rofit or (loss) from sales of inventory					
1 Other re	venue a					
b						
С						
e	2.14				78,024,189.	
	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e)				-	78,024,189
	neet in line 13 instructions to verify calc					<u> </u>
Part XVI-			mplishment of E	xempt Purp	oses	
Line No.	Explain below how each activity					ited importantly to the
▼	accomplishment of the foundati					
1	NOT APPLICABLE					
						· _ .
						
					* 12	_
			••			
				•		
				·		

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

1	ın sec organı	tion 501(c) of the Co zations?	de (other than s	ection 501(c)(3) organiza	ations) or in	any other organization described section 527, relating to political		Yes	No_
а		· ·	~	a noncharitable exempt o	-				
	(1) Ca	ısh					1a(1)		X
							1a(2)		X
b		transactions							.,
							1b(1)		X
							1b(2)		X
							1b(3)		X
							1b(4)		X
							1b(5) 1b(6)		X
_							1c		X
		-	_			Column (b) should always show		fair m	arket
u						n If the foundation received less			
						e of the goods, other assets, or s			
(a) L	ine no	(b) Amount involved		ncharitable exempt organization		escription of transfers, transactions, and share		_	
<u> </u>		N/A	,,,,		N/A				
		·······································							
			1						
2 a						ore tax-exempt organizations		es X	٦ ٨ ٦
				ner than section 501(c)(3)) or in sect	on 527?	10	es <u>r</u>	טאו 🖺
þ	If "Yes	s," complete the follo		(b) Type of organizat		(c) Description of relation	shin	,	
		(a) Name of organization		(b) Type of Organizat		(c) Description of relations	3111P		
						-			
									
	Unde	er penalties of penjury, I decla	are that I have examine	ed this return, including accompan	ying schedules a	nd statements, and to the best of my knowled	ge and t	oelief, it	is true,
Sig	n corre	ect, and complete Declaration o	f preparer (other than tax	payer) is based on all information of	which preparer na	as any knowledge			
Hei		En 8/14	enser	-1 12-15					
		gnature of officer or trustee		Date					
Pai	d	Print/Type preparer's	name	Preparer's signature					
	parer	rimis name							
Use	Only	Firm's address >							

THE CHUTZ FOUNDATION

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description					Date acquired	Date sold	
Gross sale	Depreciation	Cost or	FMV	Adj basis	Excess of	-	Gain		
price less openses of sale	allowed/ allowable	other basis	as of 12/31/69	as of 12/31/69	FMV over adı basıs		or (loss)		
		1	ELD BY TOWER		STORS II	P	399.		
			LD BY FIRST YPE: SECURIT		STMENTS	P	-336,525.		
			ELD BY OAKTR		AL FUND	P	-15,121.		
			ELD BY SILCH YPE: SECURIT			Р	-34,253.		
			ELD BY NEWPO YPE: SECURIT			P	-1395373.		
		j .	ELD BY WELLI YPE: SECURIT		?	P	-1011503.		
			ELD BY TOWER YPE: SECURIT		STORS LP	Р	154,868.		
			ELD BY TOWER YPE: SECURIT		STORS II	P	725,095.		
			ELD BY WSW E YPE: SECURIT			P	-58,192.		
		[ELD BY FIRST YPE: SECURIT		ESTMENTS	P			
		1	ELD BY OAKTF YPE: SECURIT		AL FUND	P	97,300.		
			ELD BY OAKTF YPE: SECURI		AL FUND	P	60,878.		
							711.		

THE CHUTZ FOUNDATION 74-231661' FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kınd of F	Property		Desc	ription		P 00	Date acquired	Date sold
Gross sale	Depreciation	Cost or	FMV	Adj basis	Excess of	뮈	Gain	
price less expenses of sale	allowed/ allowable	other basis	as of 12/31/69	as of 12/31/69	FMV over adı basıs		or (loss)	
		LT STOCK HE	LD BY SILCH	ESTER INTER	RNATIONA	P	-409,797.	
		PROPERTY TY	PE: SECURIT	TLES			-413,171.	
							-415,171.	
		LT STOCK HE			r compan	P	278,030.	
}		TOTAL ST AS	CET DXCVED	CPCHDTTTPC				
		PROPERTY TY				-		
ľ		INOLDINIT II	in. Choomi	1100			-63,517.	
							, . –	
		TOTAL LT AS	SET BACKED	SECURITIES		₽		
		PROPERTY TY	PE: SECURIT	ries				
							-193,823.	
		TOTAL ST CO				P		
		PROPERTY TY	PE: SECURIT	ries				
							946,381.	
		TOTAL LT CO.				P		
		PROPERTY TY	PE: SECURIT	ries		11	1 262 467	
							1,262,467.	
		TOTAL SOVER	ETCN BONDS			D		
		PROPERTY TY		פתדה		ا ٔا		
		PROPERTY	FE. SECONI.	1165			-1622455.	
							10221331	
		TOTAL CREDI	T DEFAULT S	SWAP		P		
		PROPERTY TY						
							-2975702.	
		TOTAL CUMUL	ATIVE PREFE	ERRED		P		
		PROPERTY TY	PE: SECURI	ries				
							487.	
		TOTAL DEPOS				P		
ļ		PROPERTY TY	PE: SECURI	ries			00.500	
ļ							-80,598.	
		MODAL BOLLE	v					
		TOTAL EQUIT		TTEC				
		FROFERIT II	TE. SECURI.				-5999036.	
							333300.	
							1	

THE CHUTZ FOUNDATION

FORM 990-PF - PART IV

Killa of F	Kind of Property		Description			or D	Date acquired	Date sold
Gross sale orice less enses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1	ERRED EQUITY YPE: SECURIT			P	338,496.	
		TOTAL EQUI'	TY UNIT YPE: SECURII	TIES		P	856,703.	
		ł .	XCHANGE TRAD YPE: SECURIT			P		
		=	XCHANGE TRAD			P	-624,377.	
		TOTAL FUTU				P	11859196.	
		PROPERTY T	YPE: SECURIT	TIES		Pl	-5551041.	
			YPE: SECURIT	TIES			,971,387.	
		TOTAL ST L	OANS YPE: SECURIT	TIES		P 2	,764,036.	
		TOTAL LT L PROPERTY T	OANS YPE: SECURIT	TIES		P	-23,393.	
		ł	UTUAL FUNDS	ΓΙΕS		P	556,927.	
			UTUAL FUNDS	ΓΙΕS		P 1	,398,442.	
		OTHER PROPERTY T	YPE: SECURI	ries -		P	17,484.	
			OND FUNDS -			Р	35,857.	

THE CHUTZ FOUNDATION 74-2316617
FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kınd of	Property		Desc	ription		OI L	Date acquired	Date sold
Gross sale	Depreciation	Cost or	FMV	Adj basis	Excess of FMV over	1	Gain	
price less xpenses of sale	allowed/ allowable	other basis	as of 12/31/69	as of 12/31/69	adı basıs	\coprod	(loss)	
		TOTAL ST BO	ND FUNDS -	T.T		P		
		PROPERTY TY						
							64,425.	
		ST STOCK HE	LD BY PROSE	ARES ULTRAS	SHORT EU	P		
		PROPERTY TY						
							-3,889.	
		LT STOCK HE	LD BY PROSH	IARES ULTRAS	SHORT EU			
							-5,834.	
		GAIN FROM D	TEDOSAT OF	CANDDIDGE D	DEDMITAN			
		GAIN FROM D	ISPOSAL OF	SANDKIDGE E	EKPIAN		193,906.	
		GAIN FROM D				P		
		TROPERTY 11	II. BECOKI	1110			1,896.	
OTAL GAIN(Loss)						2,767,771.	
	}							
							ŀ	
	1							

ATTACHMENT	1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

	REVENUE AND EXPENSES	NET INVESTMENT
DESCRIPTION	PER BOOKS	INCOME
INTEREST INCOME - CASH AND EQUIVILANTS	223,522.	223,522.
TOTAL	223,522.	223,522.

ATT	AC	HM!	ENT	2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST AND DIVIDEND INCOME - TAF INTEREST AND DIVIDEND INCOME - PASS THRU INT AND DIV INCOME FROM AF CAYMAN	30,887,820.	30,887,820. 3,079,797. 2,962,103.
TOTAL	30,887,820.	36,929,720.

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13 T T L	CHILIDIA		

FORM 990PF, PART I - OTHER INCOME

	REVENUE AND EXPENSES	NET INVESTMENT
DESCRIPTION	PER BOOKS	INCOME
OTHER INCOME	16,211.	16,211.
UNREALIZED GAIN/LOSS	41,324,032.	
FOREIGN CURRENCY EXCHANGE GAIN/LOSS	-308,568.	-308,568.
OTHER INCOME FROM PASS-THROUGHS		-1,351,939.
GRANT REIMBURSEMENT	1,320,811.	
TOTALS	42,352,486.	-1,644,296.

ATTACHMENT	4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		5,384.	538.		4,846.
	TOTALS	5,384.	538.		4,846.

ATTACHMENT	5	

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

	REVENUE	
	AND	NET
	EXPENSES	INVESTMENT
DESCRIPTION	PER BOOKS	INCOME
PROFESSIONAL CONSULTANTS	278,353.	278,353.
TOTALS	278.353	278,353.

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WI IV	CHRENT	0

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX PROPERTY TAX PAYROLL TAXES		1,490,880. 3,740. 97,062.	374. 9,706.	3,366. 87,356.
	TOTALS	1,591,682.	10,080.	90,722.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

	REVENUE	
	AND	NET
	EXPENSES	INVESTMENT
DESCRIPTION	PER BOOKS	INCOME_
BUSINESS FEES/PERMITS	10.	1.
BUSINESS MEALS	565.	57.
TELEPHONE	2,652.	265.
COMPANY PARKING / SHUTTLE	7,800.	780.
INVESTMENT MANAGEMENT FEES	854,097.	854,097.
MAINTENANCE SERVICE CONTRACTS	3,883.	388.
PROFESSIONAL MEMBERSHIPS	172.	17.
PUBLICATIONS & SUBSCRIPTIONS	413.	41.
SUPPLIES & AMENITIES	2,141.	214.
TEMPS / OTHER SERVICES	2,066.	207.
TRAINING / EDUCATION	150.	15.
OTHER MISCELLANEOUS EXPENSES	13,807.	1,381.
REPAIR AND MAINTENANCE	300.	30.
TOTALS	888,056.	857,493.

ATTACHMENT 8

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	ATRIUM COMPANIES INC.
ENDING BALANCE DUE	8,014,713.
ENDING FAIR MARKET VALUE	8,014,713.
BORROWER:	REVEL TLB
ENDING BALANCE DUE	263, 889.
ENDING FAIR MARKET VALUE	E 263, 889.

BORROWER:	J JILL GROUP	
ENDING BALANCE DUE		2,124,049.
ENDING FAIR MARKET VALUE	·	2,124,049.
BORROWER:	SPRINGS WINDOW FASHIONS	
ENDING BALANCE DUE		1,818,000.
ENDING FAIR MARKET VALUE	·	1,818,000.

BORROWER:	MERITAS	
ENDING BALANCE DUE		4,820,400.
ENDING FAIR MARKET VALUE	E	4,820,400.
BORROWER:	BLACKBOARD	
ENDING BALANCE DUE		9,002,813.
ENDING FAIR MARKET VALUE	E	9,002,813.

BORROWER:	ROCKET SOFTWARE	
ENDING BALANCE DUE		4,978,883.
ENDING FAIR MARKET	VALUE	4,978,883.
BORROWER:	ENNIS-FLINT	
ENDING BALANCE DUE		1,949,280.
ENDING FAIR MARKET	VALUE	1,949,280.

BORROWER:	EXPERT GLOBAL SOLUTIONS	
ENDING BALANCE DUE	· · · · · · · · · · · · · · · · · · ·	7,483,787.
ENDING FAIR MARKET VAL	UE	7,483,787.
BORROWER:	PLATO	
ENDING BALANCE DUE		7,291,200.
ENDING FAIR MARKET VAL	UE	7,291,200.

BORROWER:	MISSY'S PLACE	
ENDING BALANCE DUE		6,552,627.
ENDING FAIR MARKET VALUE	E	6,552,627.
BORROWER:	AMWINS	
ENDING BALANCE DUE		2,511,000.
ENDING FAIR MARKET VALUE	· · · · · · · · · · · · · · · · · · ·	2,511,000.

BORROWER:	HMH HOLDINGS	
ENDING BALANCE DUE	977,170.	
ENDING FAIR MARKET	VALUE 977,170.	
BORROWER:	ERESEARCH TECHNOLOGY INC	
ENDING BALANCE DUE		
ENDING FAIR MARKET	VALUE 3,362,791.	

ATTACHMENT 8 (CONT'D)

BORROWER:	CONNOLLY
ENDING BALANCE DUE	
ENDING FAIR MARKET VALUE	
BORROWER:	MMODAL
ENDING BALANCE DUE	

ENDING FAIR MARKET VALUE 1,718,613.

ATTACHMENT 8 (CONT'D)

BORROWER: REGENT SEVEN SEAS

ENDING BALANCE DUE 964,225. ENDING FAIR MARKET VALUE 964,225. DELTEK SYSTEMS BORROWER: ENDING BALANCE DUE 2,450,094.

ENDING FAIR MARKET VALUE 2,450,094.

BORROWER:	COLLECTIVE BRANDS	
ENDING BALANCE DUE		1,461,037.
ENDING FAIR MARKET	VALUE	1,461,037.
BORROWER:	TRANSTAR INDUSTRIES	
ENDING BALANCE DUE		4,828,037.
ENDING FAIR MARKET	VALUE	4,828,037.

BORROWER:	GCA SERVICES GROUP	
ENDING BALANCE DUE		2,871,570.
ENDING FAIR MARKET VALUE		2,871,570.
BORROWER:	WESTERN DENTAL SERVICES	
ENDING BALANCE DUE	·····	7,070,700.
ENDING FAIR MARKET VALUE		7,070,700.

BORROWER:	SHELF DRILLING	
ENDING BALANCE DUE		2,871,570.
ENDING FAIR MARKET	VALUE	2,871,570.
BORROWER:	WALL STREET SYSTEMS INC	
ENDING BALANCE DUE		3,867,240.
ENDING FAIR MARKET	VALUE	3,867,240.

74-2316617

ATTACHMENT 8 (CONT'D)

BORROWER:	CONFIE SEGUROS	
ENDING BALANCE DUE		10,598,234.
ENDING FAIR MARKET VALUE		10,598,234.
BORROWER:	JIMMY SANDERS	
ENDING BALANCE DUE	<u></u>	12,004,572.

ENDING FAIR MARKET VALUE 12,004,572.

74-2316617

ATTACHMENT 8 (CONT'D)

BORROWER:	ALON US	
ENDING BALANCE DUE		2,102,292.
ENDING FAIR MARKET VALUE		2,102,292.
BORROWER:	TOMKINS	
ENDING BALANCE DUE		2,444,081.
ENDING FAIR MARKET VALUE		2,444,081.

ATTACHMENT 8 (CONT'D)

BORROWER:	FPC HOLDINGS	
ENDING BALANCE DUE		5,710,268.
ENDING FAIR MARKET	VALUE	5,710,268.
BORROWER:	ENDURANCE INTERNATIONAL	
ENDING BALANCE DUE		2,886,000.
ENDING FAIR MARKET	VALUE	2,886,000.
TOTAL ENDING BOOK	- OTHER NOTES AND LOANS RECEIVABLE	126,955,575.
TOTAL ENDING FMV -	OTHER NOTES AND LOANS RECEIVABLE	126,955,575.

ATTACHMENT	9	
		_

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
PREPAID FEDERAL TAXES	412,764.	412,764.
TOTALS	412,764.	412,764.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
APPLE INC ANADARKO PETROLEUM CORP CHARTER COMMUNICATION CSX CORP	544,310. 3,269,763. 1,416,433. 705,432.	544,310. 3,269,763. 1,416,433. 705,432.
DELL INC HALLIBURTON CO JOHNSON & JOHNSON JPMORGAN CHASE & CO	2,855,368. 3,381,356. 2,239,728. 1,466,556.	2,855,368. 3,381,356. 2,239,728. 1,466,556.
MCP-JPM MEDTRONIC INC MEAD JOHNSON NUTRITION CO OCCIDENTAL PETROLEUM CORP	560,894. 1,052,750. 2,623,951. 2,147,998.	560,894. 1,052,750. 2,623,951. 2,147,998.
PHILIP MORRIS INTERNATIONAL ATLAS PIPELINE PARTNERS LP ATLAS ENERGY LP ENBRIDGE ENERGY PARTNERS LP	5,390,643. 1,880,430. 2,018,299. 4,062,800.	5,390,643. 1,880,430. 2,018,299. 4,062,800.
EL PASO PIPELINE PARTNERS LP ENTERPRISE PRODUCTS PARTNERS ENERGY TRANSFER PARTNERS LP MPLX LP	2,314,460. 3,628,100. 3,642,870. 3,391,050.	2,314,460. 3,628,100. 3,642,870. 3,391,050.
MARKWEST ENERGY PARTNERS LP PLAINS ALL AMERICAN PIPELINE L SANDRIDGE MISSISSIPPIAN TRUST WESTERN GAS PARTNERS LP	1,550,400. 7,033,580. 5,722,001. 1,468,800.	1,550,400. 7,033,580. 5,722,001. 1,468,800.
WILLIAMS PARTNERS LP TOTALS	73,277,222.	73,277,222.

FORM 990PF, PART II - CORPORATE BONDS

	ENDING	ENDING
DESCRIPTION	BOOK VALUE	<u>FMV</u>
		
VERISURE HOLDING AB 8.750%	2,738,358.	2,738,358.
VERISURE HOLDING AB 8.75%	4,432,154.	4,432,154.
AMO ESCROW CORP	878,625.	878,625.
ATKORE INTERNATIONAL INC 9.875	1,010,600.	1,010,600.
CFG HOLD LTD / CFG FINM LLC	4,737,850.	4,737,850.
CITIGROUP INC CVAR	1,021,070.	1,021,070.
CDR DB SUB INC 7.75%	472,800.	472,800.
DAVE & BUSTERS INC 11.00%	4,113,517.	4,113,517.
FORBES ENERGY SERVICES 9.000%	3,841,943.	3,841,943.
GFI GROUP INC 8.375%	1,588,500.	1,588,500.
GRD HOLDING III CORP 10.750%	9,128,880.	9,128,880.
GOLDMAN SACHS CAPITAL II FLT	915,350.	915,350.
HECKMANN CORP 9.875%	6,033,775.	6,033,775.
IDO HOLDINGS INC 11.5%	1,607,040.	1,607,040.
INTERACTIVE DATA CORP 10.25%	6,287,375.	6,287,375.
INTERPUBLIC GROUP COS	2,363,345.	2,363,345.
JPMORGAN CHASE & CO	866,335.	866,335.
LEGEND ACQUISITION SUB 10.750%	3,594,820.	3,594,820.
MCP INC 10.00%	3,744,900.	3,744,900.
MOLYCORP INC	2,242,662.	2,242,662.
MONITRONICS INTERNATIONAL 9.12	102,500.	102,500.
99 CENTS ONLY STORES	8,567,100.	8,567,100.
OPTIMA SPECIALTY STEEL 12.5%	5,074,520.	5,074,520.
PNC FINANCIAL SERVICES FLT	893,364.	893,364.
PRUDENTIAL FINANCIAL INC	4,011,120.	4,011,120.
PRUDENTIAL FINANCIAL INC FLT	871,309.	871,309.
ROOFING SUPPLY / FINANCE 10%	1,644,240.	1,644,240.
ROUGH RIDER ESCROW INC	4,128,880.	4,128,880.
	• • • • • • • • • • • • • • • • • • • •	• •
SITEL LLC	243,530.	243,530.

ATTACHMENT 11 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
SPL LOGISTICS ESCROW SHELF DRILL HOLD LTD 8.625% SUMMIT MATERIALS LLC SYNCREON GLOBAL IRE SYNECRON GLOBAL US DURATION BOND FD	514,670. 3,867,240. 4,459,420. 5,788,600. 495,430. 50,982,896.	514,670. 3,867,240. 4,459,420. 5,788,600. 495,430. 50,982,896.
TOTALS	153,264,718.	153,264,718.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
SWAPTIONS	120,591.	120,591.
ASSET BACKED SECURITIES	8,135,109.	8,135,109.
CUMMULATIVE PREFERRED	16,939,297.	16,939,297.
EXCHANGE TRADED FUNDS	184,202,404.	184,202,404.
MUTUAL FUNDS	254,743,262.	254,743,262.
FUTURES	-1,064,617.	-1,064,617.
FIRSTMARK CAPITAL PR EQ	180,106.	180,106.
GSO CAPITAL SOLUTIONS PR EQ	20,834,391.	20,834,391.
GSO LIQUIDITY OVERSEAS PR EQ	5,657,044.	5,657,044.
OAKHILL EUROPEAN STRATEGIC PR	3,207,974.	3,207,974.
OAK TREE PRIVATE EQUITY	18,852,583.	18,852,583.
TB INVESTORS II PR EQ	2,760,842.	2,760,842.
TB INVESTORS LP PR EQ	76 , 781.	76,781.
WSW BUYOUT FUND PR EQ	96,060.	96,060.
LISTED OPTIONS	1,210,349.	1,210,349.
CREDIT DEFAULT SWAP	103,498.	103,498.
TOTALS	516,055,674.	516,055,674.

ATTACHMENT	1	3

FORM 9	90PF.	PART	II ·	- (OTHER	ASSETS
--------	-------	------	------	-----	-------	--------

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
OTHER CURRENT ASSETS	230.	230.
TOTALS	230.	230.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION

ENDING BOOK VALUE

INVESTMENT IN SHORTS

22,681,610.

TOTALS

22,681,610.

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS TO CONT. ENT. STATEMENT

CONTROLLED ENTITY'S NAME: AF CAYMAN

CONTROLLED ENTITY'S ADDRESS: PO BOX 309, UGLAND HOUSE

CITY, STATE & ZIP: GRAND CAYMAN FOREIGN COUNTRY: CAYMAN ISLANDS EIN: 98-0581594

TRANSFER AMOUNT:

EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACH	IMENT 16	
CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	AND OTHER	
0	0	
8,497.	0	
0	0	

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHRISTIAN P. ANSCHUTZ 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 8.00	20,000.	0	0
ELIZABETH A. BROWN 1727 TREMONT STREET DENVER, CO 80202	PRESIDENT / DIRECTOR 20.00	71,667.	8,497.	0
DONALD J. HOPKINS 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR - NOMINAL	0	0	0
PAMELA S. KALSTROM 1727 TREMONT STREET DENVER, CO 80202	ASSISTANT VP - NOMINAL	0	0	0
DARLA D DESAUTELS 1727 TREMONT STREET DENVER, CO 80202	ASST SECRETARY - NOMINAL	0	0	0
TIMOTHY T. BROWN 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 8.00	12,500.	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHRISTOPHER W. HUNT 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 8.00	0	0	0
THOMAS G. KUNDERT 1727 TREMONT STREET DENVER, CO 80202	ASST TREASURER - NOMINAL	0	0	0
PHILIP F ANSCHUTZ 1727 TREMONT STREET DENVER, CO 80202	CHAIRMAN / DIRECTOR 8.00	20,000.	0	0
NANCY P ANSCHUTZ 1727 TREMONT STREET DENVER, CO 80202	DIRECOTR 8.00	20,000.	0	0
CANNON Y HARVEY 1727 TREMONT STREET DENVER, CO 80202	VP/DIRECTOR - NOMINAL	0	0	0
CRAIG D SLATER 1727 TREMONT STREET DENVER, CO 80202	SEC/TREAS/DIRECTOR - NOMINAL	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
M LAVOY ROBISON 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 40.00	125,000.	11,250.	0
SARAH A HUNT 1727 TREMONT STREET DENVER, CO 80202	VICE PRESIDENT / DIRECTOR 8.00	20,000.	99.	0
TED E HARMS 1727 TREMONT STREET DENVER, CO 80202	EXECUTIVE DIRECTOR 40.00	189,167.	13,051.	0
	GRAND TOTALS	478,334.	32,897.	0

John Frank VIII Com Brown	FION OF THE FIVE HIGHEST PAID		ATTACHMEN	NT 17
NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MEGAN W. ROSENZWEIG 1727 TREMONT PLACE DENVER, CO 80202	ACCOUNTANT 40.00	73,998.	8,742.	0
LISA RUCKER 1727 TREMONT PLACE DENVER, CO 80202	PROGRAM OFFICER 40.00	58,843.	3,603.	0
	TOTAL COMPENSATION	132,841.	12,345.	0



990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 18

NAME AND ADDRESS TYPE OF SERVICE

COMPENSATION

CAMBRIDGE ASSOCIATES LLC 100 SUMMER STREET BOSTON, MA 02110 INVESTMENT ADVISOR

233,628.

TOTAL COMPENSATION

233,628.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEE ATTACHED SCHEDULE

SCHEDULE D (Form 1041)

Part I

1a

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

Department of the Treasury Internal Revenue Service

THE ANSCHUTZ FOUNDATION

(a) Description of property

Employer identification number

74-2316617

Note: Form 5227 filers need to complete only Parts I and II Short-Term Capital Gains and Losses - Assets Held One Year or Less (f) Gain or (loss) for (b) Date acquired (e) Cost or other basis (a) Description of property (d) Sales price the entire year Subtract (e) from (d) (Example 100 shares 7% preferred of "Z" Co) (see instructions)

-12,031,327.1b b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts 3 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss 4 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13,

column (3) on the back. Long-Term Capital Gains and Losses - Assets Held More Than One Year Part II

(b) Date acquired (c) Date sold

-12,031,327

(f) Gain or (loss) for

5

	(Example 100 shares 7% preferred of "Z" Co)	(mo , day, yr)	(mo , day, yr)	(u) Sales price	(see instruction	ns)	Subtract (e) from (d)
6a							
						,	
b	Enter the long-term gain or (loss), if any,	from Schedule D	-1, line 6b			6b	14,799,098.
7	Long-term capital gain or (loss) from For	rms 2439, 4684,	6252, 6781, ar	nd 8824		7	
8	Net long-term gain or (loss) from partner	ships, S corporat	tions, and other	estates or trusts		8	
9	Capital gain distributions					9	
10	Gain from Form 4797, Part I					10	
11	Long-term capital loss carryover Enter Carryover Worksheet	r the amount, if	any, from lin	e 14 of the 2010	Capital Loss		()
12	Net long-term gain or (loss). Combine	lines 6a through	n 11 in columi		on line 14a,	12	14,799,098.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

che	dule D (Form 1041) 2011					Page 2
Par	Summary of Parts I and II Caution: Read the instructions before completing this	part	(1) Beneficiaries' (see instr.)	(2) Esta or trus		(3) Total
3	Net short-term gain or (loss)	13	,,		•	-12,031,327.
	Net long-term gain or (loss):					, , , , , , , , , , , , , , , , , , , ,
	Total for year	14a				14,799,098.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b				
	28% rate gain					
	Total net gain or (loss). Combine lines 13 and 14a					2,767,771.
lote _{lains}	e: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (g, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, co	or For	m 990-T, Part I, line 4a e Part IV and the Capita l	i) If lines 14a Loss Carryov	a and : er Worl	15, column (2), are net ksheet, as necessary
Pai	t IV Capital Loss Limitation					
6	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, F	Part I, Ii	ne 4c, if a trust), the sn	naller of		
a lote <i>any</i>	The loss on line 15, column (3) or b \$3,000 or if Form 1041, page over Worksheet in the instructions to figure your capital loss carryover	. i. i.n	e 22 (or Form 990-T, lir	ne 34), is a lo	16 (ss, com	nplete the Capital Loss
Par	Tax Computation Using Maximum Capital Gains Rate	S				
here Caut E	n 1041 filers. Complete this part only if both lines 14a and 15 in column is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more tion: Skip this part and complete the Schedule D Tax Worksheet in the interest line 14b, col. (2) or line 14c, col. (2) is more than zero, or oth Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	e than	n zero ctions if			
orn	n 990-T trusts. Complete this part only if both lines 14a and 15 are	e gain	is, or qualified divide	ends are inc	luded	in income in Part I
	orm 990-T, and Form 990-T, line 34, is more than zero. Skip this part a	ind co	mplete the Schedule	D Tax Wor	kshee	et in the instructions
feit	her line 14b, col (2) or line 14c, col (2) is more than zero					
7	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 3	34) .	17			
8	Enter the smaller of line 14a or 15 in column (2)					
	but not less than zero					
9	Enter the estate's or trust's qualified dividends					
	from Form 1041, line 2b(2) (or enter the qualified					
	dividends included in income in Part I of Form 990-T) 19					
20	Add lines 18 and 19					
21	If the estate or trust is filing Form 4952, enter the					
	amount from line 4g, otherwise, enter -0 ▶ 21					
2 2	Subtract line 21 from line 20 If zero or less, enter -0		22			
23	Subtract line 22 from line 17 If zero or less, enter -0		23			
24	Enter the smaller of the amount on line 17 or \$2,300		24			
25	Is the amount on line 23 equal to or more than the amount on line 24					
	Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	(
	No. Enter the amount from line 23		25			
26	Subtract line 25 from line 24					
27	Are the amounts on lines 22 and 26 the same?					
	Yes. Skip lines 27 thru 30, go to line 31 No. Enter the smaller of line 17 or lin	ne 22	27	1		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		28			
29	Subtract line 28 from line 27		29			
	Multiply line 29 by 15% (15)				30	
30	Figure the tax on the amount on line 23 Use the 2011 Tax Rat	 a Sch			-	.
31	(see the Schedule Ginstructions in the instructions for Form 1041)				31	
	(see the Schedule Ginstructions in the instructions for Form 1041).			· · · · · · -	<u> </u>	
2 2	Add lines 30 and 31				32	
32	Add lines 30 and 31	 a Sah		–	-	
33	(see the Schedule Ginstructions in the instructions for Form 1041)				33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33				-	
~~	Tan the datable interior cities the smaller of this of the out				- 1	

JSA 1F1220 2 000 Schedule D (Form 1041) 2011

SCHEDULE D-1 (Form 1041)

Continuation Sheet for Schedule D (Form 1041)

OMB No 1545-0092

2011

Department of the Treasury Internal Revenue Service ➤ See instructions for Schedule D (Form 1041).

➤ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

THE ANSCHUTZ FOUNDATION

Employer identification number 74-2316617

THE ANSCHUTZ FOUNDATION				74-2316617	
Part I Short-Term Capital Gains and	Losses - Asset	s Held One Year	or Less		
(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a ST STOCK HELD BY		•			
TOWERBROOK INVESTORS II					399.
ST STOCK HELD BY FIRST STATE INVESTMENTS					-336,525.
ST STOCK HELD BY OAKTREE	<u>-</u> :				-330,323.
PRINCIPAL FUND V					-15,121.
ST STOCK HELD BY					
SILCHESTER					-34,253.
ST STOCK HELD BY NEWPORT ASIA					-1,395,373.
ST STOCK HELD BY					
WELLINGTON TRUST					-1,011,503.
TOTAL ST ASSET BACKED SECURITIES					-63,517.
TOTAL ST CORPORATE BONDS					946,381.
TOTAL SOVEREIGN BONDS					-1,622,455.
TOTAL CREDIT DEFAULT SWAP					-2,975,702.
TOTAL CUMULATIVE PREFERRED					487.
TOTAL DEPOSITORY RECEIPT		.			-80,598.
TOTAL EQUITY					-5,999,036.
TOTAL PREFERRED EQUITY					338,496.
TOTAL EQUITY UNIT					856,703.
TOTAL ST EXCHANGE TRADED FUNDS					-624,377.
TOTAL FUTURES					-5,551,041.
TOTAL LISTED OPTIONS					1,971,387.
TOTAL ST LOANS					2,764,036.
TOTAL ST MUTUAL FUNDS					556,927.
OTHER					17,484.
TOTAL ST BOND FUNDS - ST				·	35,857.
ST STOCK HELD BY PROSHARES ULTRASHORT EURO					-3,889.
GAIN FROM DISPOSAL OF SANDRIDGE PERMIAN TRUST					193,906.
					l

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

-12,031,327.

Page 2

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year (f) Gain or (loss) Subtract (e) from (d) (a) Description of property (Example (c) Date sold (e) Cost or other basis (d) Sales price acquired 100 sh 7% preferred of "Z" Co) (mo, day, yr) (see instructions) (mo, day, yr) 6a LT STOCK HELD BY 154,868. TOWERBROOK INVESTORS LP LT STOCK HELD BY 725,095. TOWERBROOK INVESTORS II LT STOCK HELD BY WSW -58,192. BUYOUT FUND LT STOCK HELD BY FIRST STATE INVESTMENTS ASIA 97,300. LT STOCK HELD BY OAKTREE PRINCIPAL FUND V 60,878. LT STOCK HELD BY OAKTREE PRINCIPAL FUND V AIF (DEL 711. LT STOCK HELD BY SILCHESTER INTERNATIONAL -409,797.LT STOCK HELD BY NEWPORT -413,171. ASTA LT STOCK HELD BY 278,030. WELLINGTON TRUST COMPANY TOTAL LT ASSET BACKED SECURITIES -193,823. TOTAL LT CORPORATE BONDS 1,262,467. TOTAL LT EXCHANGE TRADED 11,859,196. FUNDS -23,393. TOTAL LT LOANS 1,398,442. TOTAL LT MUTUAL FUNDS 64,425. TOTAL ST BOND FUNDS - LT LT STOCK HELD BY PROSHARES -5,834. ULTRASHORT EURO GAIN FROM DISPOSAL OF 1,896. OCH-ZIFF 14,799,098.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Substantiation of Exercise of Expenditure Responsibility The Anschutz Foundation

TIN: 74-2316617 Tax Year Ended 11/30/2012

Form 990-PF, Part VII-B, Line 5

The following information is provided in accordance with IRC Section 4945(h)(3) and Reg 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	1	Amounts xpended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
Foundation For A Better Life 1727 Tremont Place Denver, CO 8020	\$3,302,082	Vanous	General Operating Support	\$	3,302,082	No	Monthly	N/A
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 8020	\$505,000	Various	General Operating Support	\$	505,000	No	Monthly	N/A
3 Libby Anschutz Brown Foundation 1727 Tremont Place Denver, CO 80202	\$280,000	Various	General Operating Support	\$	280,000	No	Monthly	N/A
The Christian P. Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$254,000	Various	General Operating Support	\$	254,000	No	Monthly	N/A
5 Hunt Family Foundation 1727 Tremont Place Denver, CO 80202	\$50,000	6/21/2010	General Operating Support	\$	50,000	No	Monthly	N/A
American Museum of Western Art - The Anschutz Collection 1727 Tremont Place Denver, CO 80202	\$1,916,848	6/21/2010	General Operating Support	\$	1,916,848	No	Monthly	N/A

Grant Application Information

The Anschutz Foundation operates as a general purpose foundation whose focus includes education, programs that promote traditional family values and programs that assist the underprivileged. The Foundation does not make donations directly to individuals or any organization that does not qualify as a 501(c)(3) organization under the IRS

Proposal deadlines are January 15, April 15, July 15, and October 15 each year

Applications should be sent to.

Mr. Ted Harms Executive Director The Anschutz Foundation 1727 Tremont PI Denver, CO 80202 (303) 308-8220

Realizing that the cost of preparing a grant proposal can be a major expense, the Foundation recommends that new applicants send a two or three page letter summarizing the funding grant request. The Foundation will use this cover letter as part of its screening process. The grant request should include the following items.

- Name of organization as recognized by the Internal Revenue Service.
- · Address and telephone number.
- · Brief history and purpose of organization.
- Copy of tax status 501(c)(3) letter from the IRS
- Estimate of costs and the amount requested of the Foundation
- Sources of other funding a) where have your received previous funding, b) other foundations/corporations to whom you have submitted requests for funding for this project/year. Major donors
- Plans for cooperation with other institutions or organizations.
- Signature and title of project director and chief administrator (President, Executive Director, or other).
- Please enclose a list of the organization's governing and advisory board members with addresses and telephone numbers
- · Include any other information you feel necessary to the proper consideration of your request.
- Financial statements, audited if available.
- Current year budget

Upon review of your letter, a member of the Foundation staff may contact you for further information.

Your request will remain under consideration until you receive notification that It has been either denied or awarded.

Organization Name	Organization Address	Amount	Program Area
A Christian Ministry in the National Parks	9185 East Kenyon Avenue, Suite 230	\$10,000	Religious and Related Activities
	Denver, CO 80237		
A Plus	Denver, CO	\$50,000	Education
Access Housing, Inc	6978 Colorado Boulevard	\$20,000	Health and Human Services
	Commerce City, CO 80022		
ACT on Drugs	13945 Dahlia Street	\$66,000	Rehab/Mental Illness
-	Thornton, CO 80602		
Adams County Education Consortium	12200 Pecos Street, Suite 100	\$50,000	Education
	Westminster, CO 80234		
The Adoption Exchange	14232 E. Evans Avenue	\$30,000	Community Services
	Aurora, CO 80014		
Alliance Defending Freedom	15100 N. 90th Street	\$50,000	Religious and Related Activities
	Scottsdale, AZ 85260-9898		
Alliance for Choice in Education	1201 East Colfax, #302	\$650,000	Education
	Denver, CO 80218	·	<u></u>
Allied Arts Foundation	1015 N Broadway Ave Ste 200	\$20,000	Arts, Culture and Museums
	Oklahoma City, OK 73102		
Alpha USA	2275 Half Day Road, Suite 185	\$900,000	Religious and Related Activities
	Bannockburn, IL 60015		
Alternatives for Youth	24 Ninth Avenue	\$10,000	Rehab/Mental Iliness
	Longmont, CO 80501		
Alternatives Pregnancy Center	1440 Blake Street, Suite 200	\$10,000	Health and Human Services
	Denver, CO 80202		
Alzheimer's Association -	455 Sherman St #500	\$45,000	Health and Human Services
Colorado Chapter	Denver, CO 80203		
Alzheimer's Association	3555 NW 58th St, Suite 220	\$25,000	Health and Human Services
of Oklahoma & Arkansas	Oklahoma City, OK 73112		
America Scores Denver	4900 W. 29th Ave	\$905	Sports Foundations
	Denver, CO 80212		
American Diabetes Association - Colorado	2480 West 26th Ave., Suite 120B	\$10,000	Community Services
	Denver, CO 80211		
American Enterprise Institute	1150 Seventeenth Street, N.W	\$350,000	Public Policy
for Public Policy Research	Washington, D.C 20036-4670		
American Jewish Committee	Philadelphia/Southern New Jersey	\$10,000	Community Services
	30 South 15th Street, Site 801		
	Philadelphia, PA 19102		
American Legislative Exchange Council	1101 Vermont Avenue, NW, 11th Floor	\$25,000	Public Policy
	Washington, DC 20005		
American Lung Association in Colorado	5600 Greenwood Plaza Blvd., Suite 100	\$10,000	Health and Human Services
	Greenwood Village, CO 80111		
American Museum of Natural History	Central Park West at 79th Street	\$20,000	Arts, Culture and Museums
	New York City, NY 10024		
The American Museum of Western Art	1727 Tremont Place	\$1,916,848	American Museum of West Art
	Denver, CO 80202		

Organization Name	Organization Address	Amount	Program Area
The American Spectator Foundation, Inc.	1611 N. Kent St., Suite 901	\$15,000	Public Policy
	Arlington, VA 22209		
Organization Name	Organization Address	Amount	Program Area
Americans for Prosperity Foundation	1726 M Street NW 10th Floor	\$15,000	Public Policy
	Washington, DC 20036	ψ.2,000	1 45.10 1 (110)
America's Future Foundation	1513 16th St NW	\$15,000	Public Policy
	Washington, D C 20036		· ·
Arapahoe House	8801 Lipan Street	\$180,000	Rehab/Mental Health
	Thornton, CO 80260		
Arc Thrift Stores	12345 W Alameda Parkway, Suite 111	\$100,000	Community Services
	Lakewood, CO 80228		
Arrupe Jesuit High School	4343 Utica St.	\$50,000	Education
	Denver, CO 80212		
Arthritis Foundation, Oklahoma Chapter	710 W Wilshire Blvd, Suite 101	\$25,000	Health and Human Services
	Oklahoma City, OK 73116		
ArtReach	3400 West 38th Ave, Suite 200	\$5,000	Arts, Culture and Museums
	Denver, CO 80211		
Arvada Community Food Bank	8555 W 57th Avenue	\$50,000	Health and Human Services
	Arvada, CO 80002		
Assistance League of Denver	1400 Josephine Street	\$5,000	Community Services
	Denver, CO 80206-2213		
Assistant Coach	3050 Josephine Street	\$15,000	Sports Foundations
	Denver, CO 80205		
Atlas Preparatory School	1602 S. Murray Blvd	\$100,000	Education
	Colorado Springs, CO 80916		
Augustana Arts, Inc	5000 E Alameda Avenue	\$35,000	Arts, Culture and Museums
	Denver, CO 80246-8104		
Aurora Community Connection	1646 Elmira St. #200	\$10,000	Community Services
	Aurora, CO 80010		
Aurora Mental Health Center	11059 E Bethany Drive, Suite 200	\$10,000	Health and Human Scrvices
	Aurora, CO 80014		
Ballet Nouveau Colorado	3001 Industrial Lane, #12	\$10,000	Community Services
	Broomfield, CO 80020		
Bayaud Enterprises	333 West Bayaud Avenue	\$50,000	Community Services
	Denver, CO 80223		·
Belay Enterprises Inc.	4455 E. 46th Avenue •	\$20,000	Community Services
	Denver, CO 80216		
Bessie's Hope (Rainbow Bridge)	P.O. Box 12675	\$10,000	Community Services
	Denver, CO 80212-0675		•
Bicycle Colorado	1525 Market Street, Suite 100	\$10,000	Community Services
	Denver, CO 80202	•	•
Biennial of the Americas	1515 Wyncoop Suite 200	\$150,000	Community Services
	Denver, CO 80202	•	•
Big Brothers Big Sisters of Colorado, Inc	1391 North Speer Boulevard, Suite 450	\$200,000	Community Services

Organization Name	Organization Address	Amount	Program Area
	Denver, CO 80204		
BikeDenver	1536 Wynkoop St., Box 801	\$15,000	Community Services
	Denver, CO 80202	•	
Boots and Pearls -	PO Box 124	\$1,000	Community Services
Boy Scouts of America -	10455 W 6th Avenue, Suite 100	\$75,000	Community Services
Denver Area Council	Denver, CO 80215		
Boy Scouts of America	3031 NW 64th St.	\$29,000	Community Services
Last Frontier Council	Oklahoma City, OK 73116		
Organization Name	Organization Address	Amount	Program Area
Boys and Girls Club of Oklahoma County	3535 N Western Ave.	\$25,000	Community Services
	Oklahoma City, OK 73118		
Boys and Girls Clubs of Metro Denver	Program Support Center	\$3,575,000	Community Services
	2017 West 9th Avenue		
	Denver, CO 80204		
Breakthrough Kent Denver	4000 E Quincy Avenue	\$45,000	Education
	Englewood, CO 80113		
Brent Eley Foundation (Brent's Place)	11980 East 16th Avenue	\$50,000	Health and Human Services
	Aurora, CO 80010		
Brothers Redevelopment Inc.	2250 Easton Street	\$25,000	Community Services
	Garden Level, Suite B		
	Denver, CO 80214		
Bryant Webster ECE - 8 -	3635 Quivas Street	\$2,000	Education
Foundations for Great Schools	Denver, CO 80211		
Butterfly Pavilion	6252 West 104th Avenue	\$20,000	Arts, Culture and Museums
·	Westminster, CO 80020		
Calm Waters	4334 NW Expressway, Ste 101	\$10,000	Community Services
	Oklahoma City, OK 73116		•
Cancer Support Community	P O. Box 100544	\$25,000	Health and Human Services
	Denver, CO 80250		
Cancel Support Community	P.O. Box 100544	-\$25,000	Health and Human Services
.,	Denver, CO 80250		
Capital Research Center	1513 16th Street N.W.	\$15,000	Public Policy
,	Washington, DC 20036-1480	,	
Carbon County United Way	215 W. Buffalo	\$5,000	Community Services
•	Carbon Bldg #381	•	
	Rawlins, WY 82301		
Carın' Clinic	5150 Allison Street	\$10,000	Health and Human Services
	Arvada, CO 80002	, , , ,	
Carson J Spencer Foundation	450 Lincoln Street Suite 100	\$155,000	Rehab/Mental Health
•	Denver, CO 80203	*****	
	,		
CASA of Adams & Broomfield Counties	1100 Judicial Center Drive	\$10,000	Health and Human Services
	Brighton, CO 80601-0763	4,.30	
CASA of Jefferson and Gilpin Counties	100 Jefferson County Pkwy #1536	\$5,000	Health and Human Services
		,	

Organization Name	Organization Address	Amount	Program Area
Catholic Charities and Community	4045 Pecos Street	\$75,000	Health and Human Services
ervices of the Archdiocese of Denver	Denver, CO 80211		
Catholic Charities of Colorado Springs	228 North Cascade Ave.	\$100,000	Health and Human Services
	Colorado Springs, CO 80903		
Catholic Charities of Oklahoma City	1501 N Classen Blvd	\$25,000	Health and Human Services
	Oklahoma City, OK 73106		
Center for American Values, Inc	101 S. Main St Suite, 100	\$135,000	Public Policy
	Pueblo, CO 81003		
he Center for Education Reform	910 17th Street, NW, Suite 1120	\$25,000	Education
	Washington, DC 20006		
Center for Hearing Speech & Lang	4280 Hale Parkway	\$20,000	Health and Human Services
	Denver, CO 80220		
Center for Union Facts	1090 Vermont Avenue, NW Suite 800	\$45,000	Public Policy
	Washington, DC 20005		
Organization Name	Organization Address	Amount	Program Area
Central City Opera House Association	400 S. Colorado Blvd. Suite 530	\$25,000	Arts, Culture and Museums
	Village of Glendale		
	Denver, CO 80246		
EO Forum, Inc.	640 Chapel Hills Drive	\$40,000	Public Policy
	Colorado Springs, CO 80920		
hallenge Denver	4130 Tejon Street, Suite A	\$20,000	Community Services
	Denver, CO 80211		
Chance to Change Foundation	5228 Classen Circle	\$25,000	Rehab/Mental Health
	Oklahoma City, OK 73118		
Charter School Growth Fund	350 Interlocken Boulevard, Suite 390	\$500,000	Education
	Broomfield, CO 80021		
Cheyenne Mountain Zoological Society	42510 Cheyenne Mtn Zoo Rd.	\$250,000	Community Services
	Colorado Springs, CO 80906		
Child Advocates, Denver CASA	1420 Ogden Street, Suite A1	\$50,000	Community Services
	Denver, CO 80218		
Children of Peace International	P.O Box 2911	\$10,000	Health and Human Services
	Loveland, CO 80539		
Children's Diabetes Foundation at Denver	4380 South Syracuse Street, Suite 430	\$20,000	Health and Human Services
	Denver, CO 80237		
Children's Hospital Colorado Foundation	Anschutz Medical Campus	\$200,000	Health and Human Services
·	13123 East 16th Avenue, B045		
	Aurora, CO 80045		
Children's Hospital Foundation Oklahoma	800 Research Parkway, Suite 150	\$10,000	Health and Human Services
	Oklahoma City, OK 73104		
Children's Hospital Foundation Oklahoma	800 Research Parkway, Suite 150	\$35,000	Health and Human Services
	Oklahoma City, OK 73104		
hildren's Museum of Denver	2121 Children's Museum Drive	\$20,000	Arts, Culture and Museums
	Denver, CO 80211		
he Children's Trechouse Foundation	50 S Steele Street, Suite 430	\$30,000	Health and Human Services
	Denver, CO 80209		

Organization Name	Organization Address	Amount	Program Area
The Christian and Missionary Alliance	8595 Explorer Drive	\$10,000	Religious and Related Activities
	Colorado Spnngs, CO 80920		
The Christian Film &	1151 Avenida Acaso	\$25,000	Religious and Related Activities
Television Commission	Camarillo, CA 93012		
Christian P Anschutz Foundation	1727 Tremont Place	\$254,000	Family
	Denver, CO 80202		Foundations
Christian Union	240 Nassau Street	\$25,000	Religious and Related Activities
	Princeton, NJ 08542		
Christmas Connection	P.O Box 891020	\$10,000	Community Services
	Oklahoma City, OK 73189		
Church of the Ascension - Denver	600 Gilpin St.	\$5,000	Religious and Related Activities
	Denver, CO 80218		
Church World Service	4130 Tejon, Suite B	\$10,000	Health and Human Services
	Denver, CO 80211-1813		
CIA Officers Memorial Foundation	205 Van Buren Street, Suite 450-A	\$100,000	Public Safety/Mılıtary
	Herndon, VA 20170		
Citizens Caring for Children	730 W Wilshire Creek Blvd.	\$25,000	Community Services
	Oklahoma City, OK 73116		
City Arts Center	3000 General Pershing Boulevard	\$5,000	Arts, Culture and Museums
	Oklahoma City, OK 73107		
Organization Name	Organization Address	Amount	Program Area
City Year	287 Columbus Avenue	\$125,000	Education
	Boston, MA 02116		
cityWILD	P O Box 883	\$10,000	Community Services
	Denver, CO 80201		
The Claremont Institute	937 West Foothill Blvd., Suite E	\$50,000	Public Policy
	Claremont, CA 91711		
Coastal Georgia Historical Society	1626 Frederica Road, Suite 201	\$25,000	Conservation
	St. Simmons Island, GA 31522		
Colfax Community Network	P O. Box 202373	\$20,000	Health and Human Services
	Denver, CO 80220		
College of Coastal Georgia Foundation	3700 Altama Avenue	\$25,000	Education
	Brunswick, GA 31520		
College Summit Inc	1201 E. Colfax Ave. Suite 301	\$50,000	Education
	Denver, CO 80218		
Colorado "I Have A Dream" Foundation	1836 Grant St	\$50,000	Education
	Denvel, CO 80203		
Colorado Academy	3800 So Pierce Street	\$55,000	Education
	Denver, CO 80235		
Colorado Alliance for Drug	2000 West 120th Avenue, Suite 12	\$20,000	Community
Endangered Children	Denver, CO 80234		
Colorado Association of Funders	600 South Cherry Street, Suite 1200	\$11,000	Community Services
	Denver, CO 80246		
Colorado Ballet	1278 Lincoln St.	\$30,000	Arts, Culture and Museums
Colorado Banot			

Organization Name	Organization Address	Amount	Program Area
Colorado Bright Beginnings	730 Colorado Blvd., #202	\$25,000	Community Services
	Denver, CO 80206		
Colorado Center for Nonprofits	4130 Tejon Street	\$50,000	Community Services
	Denver, CO 80211		
Colorado Children's Campaign	1580 Lincoln Street, Suite 420	\$50,000	Community Services
	Denver, CO 80203		
Colorado Coalition for the Homeless	2111 Champa Street	\$1,000,000	Health and Human Services
	Denver, CO 80205		
Colorado Council for Economic	3443 South Galena Street, Suite 190	\$25,000	Education
Education	Denver, CO 80231		
Colorado Criminal Justice	1212 Mariposa St, Suite 6	\$15,000	Community Services
Reform Coalition	Denver, CO 80204		
Colorado Cross Disability Coalition	655 Broadway, Suite 775	\$40,000	Community Services
	Denver, CO 80203		
Colorado Emergency Preparedness	444 Sherman Street	\$100,000	Public Safety/Military
Partnership	Denver, CO 80203		•
Colorado League of Charter Schools	725 South Broadway, Suite 7	\$100,000	Education
	Denver, CO 80209		
Colorado Legacy Foundation	1660 Lincoln Street, Suite 2720	\$50,000	Education
	Denver, CO 80203		
Colorado Meth Project	11880 Upham Street, Suite F	\$250,000	Rehab/ Mental Health
	Broomfield, CO 80020		
Colorado Mountain College	PO Box 1763	\$50,000	Education
- Foundation	Glenwood Springs, CO 81602		
Colorado Neurological Institute	701 East Hampden Avenue, Suite 415	\$10,000	Health and Human Services
	Englewood, CO 80113-2759	,	
Organization Name	Organization Address	Amount	Program Area
Colorado Nonprofit Association	455 Sherman Street, Suite 207	\$5,000	Community Services
- Colorado Collaboration Award	Denver, CO 80203-4494	,	•
Colorado Public Radio	7409 South Alton Court	\$10,000	Education
	Centennial, CO 80112		
Colorado Springs Fine Arts Center	30 West Dale Street	\$25,000	Arts, Culture and Museums
	Colorado Springs, CO 80903	,	,
Colorado Springs Sports Corporation	1631 Mesa Avenue, Suite E	\$30,000	Sports Foundations
	Colorado Springs, CO 80906	7,	
Colorado Springs Teen Court, Inc	c/o Municipal Court Building	\$10,000	Community Services
	PO Box 2169	4.0,000	20.12.13.13 Sec. 7.202
	Colorado Springs, CO 80901		
Colorado State University	410 Seventeenth Street, Suite 2440	\$170,000	Education
	Denver, CO 80202	4170,000	
Colorado Succeeds	1201 E. Colfax Avenue, Suite 201	\$150,000	Education
	Denver, CO 80218	₩130,000	Descripti
	Denver, CO 80202		
Colorado UpLift	3914 King Street	\$300,000	Education
	Denver, CO 80211	#300,000	Ladeatton
	Donver, CO 80211		÷:

Organization Name	Organization Address	Amount	Program Area
Colorado Youth at Risk	PO box 13410	\$25,000	Education
	Denver, CO 80201		
Colorado Youth Outdoors	209 E. 4th Street	\$20,000	Community Services
	Loveland, CO 80537		
The Columbus Foundation	1234 East Broad Street	\$75,000	Concern for Others Fund
	Columbus, OH 43205		
Common Sense Media	650 Townsend Street, Suite 435	\$50,000	Community Services
	San Francisco, CA 94103-6221		
Community Credit Counseling Services	2009 Wadsworth Blvd , Suite 200	\$10,000	Community Services
	Lakewood, CO 80214		
Community First Foundation	6870 W 52nd Avenue, Suite 103	\$50,000	Community Services
	Arvada, CO 80002		
Community First Foundation	6870 W 52nd Avenue, Suite 103	\$2,500	Community Services
	Arvada, CO 80002		
Community Foundation for		\$75,000	Community Services
the National Capital Region			
Community Leadership Academy	6880 Holly Street	\$8,000	Education
Foundations for Great Schools	Commerce City, CO 80022		
Community Literacy Centers	5131 N. Classen Circle, Suite 204	\$7,500	Community Services
	Oklahoma City, OK 73118		
The Community Partnership	2330 Robinson Street	\$20,000	Community Services
for Child Development	Colorado Springs, CO 80904		
Concerts for Kids	1616 17th Street, Suite 462	\$50,000	Community Services
	Denver, CO 80202		
Conscious Alliance	2525 Arapahoe Avenue, Suite #E4-182	\$25,000	Community Services
	Boulder, CO 80302		
Coping Well	316 Dexter St.	\$5,000	Health and Human Services
	Denver, CO 80220		
Corbett Medical Foundation	P.O Box 343	\$5,000	Health and Human Services
	Saratoga, WY 82331		
Organization Name	Organization Address	Amount	Program Area
Country Music Hall	222 Fifth Avenue South	\$50,000	Arts, Culture and Museums
of Fame and Museum	Nashville, TN 37203		
Creative Oklahoma	133 W Main St #100	\$25,000	Education
	Oklahoma City, OK 73102		
Crossroads of the Rockies	2707 W. Mississippi Avenue	\$20,000	Community Services
	Denver, CO 80219		Services
CU School of Ophthalmology	Department of Ophthalmology	\$200,000	Health Care Facilities
(Lion's Eye Institute)	Mail Stop F731		
	1675 N. Ursula Street		
	P.O. Box 6510		
	Aurora, CO 80045		
Cultural Office of the Pikes	P.O Box 190	\$25,000	Arts, Culture and Museums
Peak Region (COPPeR)	Colorado Springs, CO 80901		
David Horowitz Freedom Center	14148 Magnolia Blvd, Suite 103	\$10,000	Public Policy

Organization Name	Organization Address	Amount	Program Area
	Sherman Oaks, CA 91423	i · · ·	
Deane Elementary School-	580 South Hailan Street	\$5,000	Education
Foundations for Great Schools	Lakewood, CO 80226		
The Delores Project	P.O. Box 1406	\$25,000	Health and Human Services
	Denver, CO 80201		
Democracy and Media	3195 I Ith St.	\$100,000	Public Policy
Education Foundation	Boulder, CO 80304		
Denver Academy	4400 East Iliff Avenue	\$50,000	Education
	Denver, CO 80222		
Denver Active 20-30 Children's	3445 Zuni Street	\$20,000	Community Services
Foundation	Denver, CO 80211		
Denver Art Museum	100 West 14th Avenue Parkway	\$350,000	Arts, Culture and Museums
	Denver, CO 80204		
Denvei Botanic Gardens	909 York Street	\$50,000	Community Services
	Denver, CO 80206	•	Services
The Denver Center for	1101 13th Street	\$100,000	Arts, Culture and Museums
the Performing Arts	Denver, CO 80204	·	·
Denver Children's Home	1501 Albion Street	\$30,000	Health and Human Services
	Denver, CO 80220	•	
Denver Domestic Violence	2727 Bryant Street #350	\$5,000	Community
Coordinating Council	Denver, CO 80211	•	Services
Denver Film Society	900 Auraria Paikway	\$25,000	Arts, Culture and Museums
·	Denver, CO 80204	, ,	
Denver Health Foundation	655 Broadway, Suite 750	\$100,000	Health and Human Services
	Denver, CO 80203	•	
Denver Inner City Parish	1212 Mariposa Street	\$75,000	Health and Human Services
·	Denver, CO 80204	·	
Denvei Kids, Inc.	1330 Fox Street, 2nd Floor South	\$50,000	Education
	Denver, CO 80204	•	
Denver K-Life	5910 S University Blvd.	\$10,000	Religious and Related Activities
	C-18, Suite 201	·	
	Greenwood Village, CO 80121		
Denver Leadership Foundation	5500 East Yale Avenue, Suite 100	\$2,500	Religious and Related Activities
•	Denver, CO 80222	~ -,	
Denver Museum of Nature & Science	2001 Colorado Blvd	\$1,000,000	Arts, Culture and Museums
	Denver, CO 80205	,,	
Denver Police Activities League	12410 W. Bayaud Ave	\$20,000	Community
Ç	Denver, CO 80223		Services
Organization Name	Organization Address	Amount	Program Area
Denver Public Library Friends	10 W Fourteenth Ave Pkwy	\$10,000	Community
Foundation	Denver, CO 80204	7,-30	Services
Denver Public Schools Foundation	900 Grant Street, Suite 503	\$285,000	Education
	Denver, CO 80203	,	
Denver Rescue Mission	3501 E. 46th Avenue	\$100,000	Health and Human Services
Denver Rescue iviission	JJUI D. TOWN AVOING		

Organization Name	Organization Address	Amount	Program Area
Denver Scholarship Foundation	303 East Seventeenth Ave , Suite 200	\$50,000	Education
	Denver, CO 80203		
Denver School of Science and	2000 Valentia Street	\$10,000	Education
Technology - Foundations for Great Schools	Denver, CO 80238		
The Denver Street School	P.O Box 140069	\$30,000	Education
	Denver, CO 80214		
Denver Urban Gardens	3377 Blake Street, Suite 113	\$70,000	Community Services
	Denver, CO 80205		
Denver Urban Ministries (Denum)	1717 E. Colfax Avenue	\$20,000	Health and Human Services
	Denver, CO 80218		
Denvei Urban Scholars	720 S. Colorado Blvd, Suite 450-5	\$25,000	Education
(formerly Byme Urban Scholars (BUS))	Denver, CO 80246		
Doctors Care	609 W. Littleton Blvd, Suite 100	\$30,000	Health and Human Services
	Littleton, CO 80120		
Doctors Without Borders	333 Seventh Ave, Second Floor	\$10,000	Health and Human Services
	New York, NY 10001-5004		
DonorsTrust	109 North Henry Street	\$100,000	Public Policy
	Alexandria, VA 22314		
Douglas/Elbert Task Force	1638 Park Street	\$5,000	Community Services
	Castle Rock, CO 80109		
The Dove Foundation	4467 Byron Center Ave SW, Suite D	\$5,000	Religious and Related Activities
	Wyoming, MI 49519		
Dress for Success Denver	1510 N. High St., 2nd Floor	\$25,000	Community Services
	Denver, CO 80218		
East Elementary School	5933 South Fairfield Street	\$7,000	Education
Foundations for Great Schools	Littleton, CO 80120		
Echoes of Hope	1750 14th Street, Suite D	\$30,000	Community
	Santa Monica, CA 90404		Services
Education Reform Now	2543 California	\$50,000	Education
	Denver, CO 80205		
Emily Griffith Foundation Inc.	1250 Welton St.	\$30,000	Education
	Denver, CO 80204-2197		
Enough is Enough	P.O. Box 888	\$15,000	Public Policy
	Fau fax, VA 22030		
Environmental Learning for Kids (ELK)	14460 E. 50th Ave	\$20,000	Education
• • • •	Denver, CO 80239		
Escuela de Guadalupe	3401 Pecos Street	\$20,000	Education
	Denver, CO 80211		
Ethics and Public Policy Center (EPPC)	1730 M Street, NW Suite 910	\$20,000	Public Policy
	Washington, DC 20036		·
Excel Institute	3050 Richard Allen Court	\$50,000	Education
	Denver, CO 80205		
Excelsior Youth Centers, Inc.	15001 East Oxford Avenue	\$50,000	Rehab/Mental Health
	Aurora, CO 80014		
Organization Name	Organization Address	Amount	Program Area

Organization Name	Organization Address	Amount	Program Area
Executive Women Int'l Business Career	515 South 700 East, Suite 2E	\$10,000	Community Services
Development Scholarship Program	Salt Lake City, UT 84102		
Families First Inc	2163 S. Yosemite Street	\$25,000	Health and Human Services
	Denver, CO 80231		
Family Advocacy, Care,	1325 South Colorado Blvd, Suite B-509	\$40,000	Community Services
Education, Support	Denver, CO 80222		
Family Medical Clinics	825 E Pikes Peak Ave., Bldg 29	\$10,000	Health and Human Services
	Colorado Springs, CO 80903		
Family Research Council	801 G Street NW	\$10,000	Public Policy
	Washington, DC 20001		
Family Star	2246 Federal Boulevard	\$30,000	Education
	Denver, CO 80211		
Family Time Training	5511 S. Youngfield Street	\$10,000	Religious and Related Activities
	Littleton, CO 80127		
Family Tree Inc	3805 Marshall Street, #100	\$50,000	Health and Human Services
	Wheat Ridge, CO 80033		
Father Woody's Haven of Hope	1101 W. 7th Avenue	\$20,000	Health and Human Services
	Denver, CO 80204		
FBI Denver Citizens' Academy	175 S Eudora St.	\$35,000	Public Safety/Military
Alumni Association, Inc	Denver, CO 80246		
The Federalist Society for	1015 18th St, NW suite 425	\$20,000	Public Policy
Law & Public Policy Studies	Washington, DC 20036		
Feed the Children, Inc	P O Box 36	\$50,000	Health and Human Services
	Oklahoma City, OK 73101-0036		
Financial Education and Economic	12474 East Wesley Avenue	\$10,000	Education
Fransformation Center	Aurora, CO 80014		_
First Descents	767 Santa Fe Drive	\$35,000	Community Services
	Denver, CO 80204		
First Judicial District Bar Association	10155 West Kentucky Dr., Suite 5	\$5,000	Community Services
Legal Assistance Program			
	Lakewood, CO 80226		
The First Tee Metropolitan	P.O. Box 2381	\$30,000	Community Services
Oklahoma City	Oklahoma City, OK 73101		
The First Tee of Denver	2500 York Street	\$10,000	Community Services
	Denver, CO 80205		
Fisher DeBerry Foundation	8235 Loganwood court	\$10,000	Community Services
	Colorado Springs, CO 80919		
Florence Crittenton Services	55 South Zuni Street	\$25,000	Education
	Denver, CO 80223		
Focus Points Family Resource Center	2501 East 48th Avenue	\$20,000	Community Services
	Denver, CO 80216		
Food Bank of the Rockies	10700 East 45th Avenue	\$500,000	Health and Human Services
	Denver, CO 80239		
Fostering Hope Foundation	111 S Tejon Street, Suite 112	\$15,000	Community Services
	Colorado Springs, CO 80903		

Organization Name	Organization Address	Amount	Program Area
Foundation Fighting Blindness	6252 S. Elmira Circle E	\$15,000	Health and Human Services
	Englewood, CO 80111		
Foundation for a Better Life	1801 Broadway, Suite 260	\$3,302,082	Public Service Messages-Values
	Denver, CO 80202		
Foundation for Educational Excellence	1445 Market Street, Suite 350	\$500,000	Community Services
	Denver, CO 80202		
Organization Name	Organization Address	Amount	Program Area
Freedom Service Dogs	2000 West Union Avenue	\$15,000	Community Services
	Englewood, CO 80110		
Freedom Works Foundation	400 North Capitol Street, NW, Suite 765	\$40,000	Public Policy
	Washington, DC 20001-1564		
Fremont Regional Hospice	1439 Main Street	\$5,000	Health and Human Services
	Canon City, CO 81212		
Friends First, Inc	P.O. Box 270302	\$10,000	Community Services
	Littleton, CO 80127	<u>-</u>	•
Friends for Youth	5500 E. Yale Avenue	\$25,000	Community Services
	Denver, CO 80222	•	•
Friends of Cheyenne Canon	P O. Box 60275	\$30,000	Conservation
•	Colorado Springs, CO 80960		
Friends of the Denver Fire Department	1415 Larimer Square	\$30,000	Public Safety/Military
·	Denver, CO 80202	. ,	,
Friends of the West Custer	P O Box 689	\$2,500	Community Services
County Library District Inc.	Westcliffe, CO 81252	7-,	
The Fund for American Studies	1706 New Hampshire Avenue NW	\$10,000	Public Policy
	Washington, DC 20009	,	
The Gathering Place	1535 High Street	\$100,000	Health and Human Services
	Denver, CO 80218	4100,000	
Get Smart Schools	2543 California St	\$100,000	Education
	Denver, CO 80205	\$ 100,000	Bacanon
Girl Scouts Western Oklahoma	6100 N Robinson	\$10,000	Community Services
	Oklahoma City, OK 73118	\$10,000	Community Dervices
Girls Athletic Leadership Schools -	200 South University Blvd	\$5,000	Education
Foundations for Great Schools	Denver, CO 80209	Ψ3,000	Ducation
Girls Athletic Leadership Schools	200 South University Blvd	\$25,000	Education
(GALS)	Denver, CO 80209	\$25,000	Eddeanon
GALS) Girls Incorporated of Metro Denver	1499 Julian Street	\$20,000	Community Services
Chris incorporated of Medio Deliver	Denver, CO 80204	#20,000	Community Dervices
Girls on the Run of the Rockies	515 Albion Street	\$10,000	Sports Foundations
Sold and real of the reverses	Denver, CO 80220	\$10,000	phone Loundarions
Global Down Syndrome Foundation	3300 E. First Avenue, Suite 390	\$50,000	Health and Human Services
Sidea. Down of harolite Poundation	Denver, CO 80206	\$30,000	realm and finding octaices
Fo For It Institute	7120 East Orchard Road, Suite 400	\$50.000	Education
JOT OF ILL HISTINGE	·	\$50,000	Education
God Behind Bars	Centennial, CO 80111	£60.000	Deliceron and Diller 4 A of the
and pentity bat?	129 W. Lake Mead Pkwy, Ste #21	\$50,000	Religious and Related Activities
	Henderson, NV 89015		

Organization Address	Amount	Program Area
2320 W. Colorado Ave.	\$150,000	Community
Colorado Springs, CO 80934		
6850 Federal Boulevard	\$50,000	Community Services
Denver, CO 80221		
P.O Box 1008	\$5,000	Religious and Related Activities
Fort Collins, CO 80522		
30 Birch St	\$25,000	Education
Denver, CO 80220		
Box 519 - 1 Boulder Street	\$15,000	Community Services
Grand Canyon, AZ 86023		
1881 9th St, Suite 200	\$50,000	Education
Boulder, CO 80302		
5310 Durham Court	\$5,000	Education
Denver, CO 80239		
Organization Address	Amount	Program Area
3489 W 72nd Ave, Suite 112	\$40,000	Health and Human Services
Westminster, CO 80030		
PO Box 756	\$10,000	Health and Human Services
Longmont, CO 80502	•	
3245 Eliot Street	\$370,000	Community Services
Denver, CO 80211	•	•
1455 Ammons St., Suite 201	\$10,000	Community Services
	, .	
733 Santa Fe Drive	\$5,000	Rehab/Mental Health
Denver, CO 80204	• •	
	\$10,000	Public Policy
	•	•
P.O. Box 12832	\$20,000	Health and Human Services
Oklahoma City, OK 73157	4,	
	\$100,000	Public Policy
•		,
	\$20,000	Religious and Related Activities
Centennial, CO 80121	, .,	
33 East College St.	\$50,000	Education
5	* ,	
910 Kalamath	\$10,000	Religious and
Denver, CO 80204	,	g
	\$10,000	Community
	010,000	
1763 N Gower St.	\$15,000	Religious and Related Activities
Hollywood, CA 90028	2.5,000	grand min reduced Henrilles
	\$10,000	Community
18400 Avalon Blvd., Suite 100	\$10,000	Community
	\$10,000 \$75,000	Community Public Safety/Military
	2320 W. Colorado Ave. Colorado Springs, CO 80934 6850 Federal Boulevard Denver, CO 80221 P.O Box 1008 Fort Collins, CO 80522 30 Birch St Denver, CO 80220 Box 519 - 1 Boulder Street Grand Canyon, AZ 86023 1881 9th St, Suite 200 Boulder, CO 80302 5310 Durham Court Denver, CO 80239 Organization Address 3489 W 72nd Ave , Suite 112 Westminster, CO 80030 PO Box 756 Longmont, CO 80502 3245 Eliot Street Denver, CO 80211 1455 Ammons St., Suite 201 Lakewood, CO 80214 733 Santa Fe Drive Denver, CO 80204 19 South LaSalle Street, Suite 903 Chicago, IL 60603 P.O. Box 12832 Oklahoma City, OK 73157 214 Massachusetts Avenue, NE Washington, DC 20002 6325 S University Blvd Centennial, CO 80121 33 East College St. Hillsdale, MI 49242-9989 910 Kalamath Denver, CO 80204 4655 West 37th Avenue, Suite 105 Denver, CO 80212	2320 W. Colorado Ave. \$150,000

Organization Name	Organization Address	Amount	Program Area
Hope House of Colorado	P.O Box 740568	\$12,000	Community Services
	A1 vada, CO 80006		
Horatio Alger Association of	99 Canal Center Plaza	\$55,000	Education
Distinguished Americans, Inc	Alexandria, VA 22314		
Horizons Student Enrichment Program	3800 South Pierce Street	\$25,000	Education
	Denver, CO 80235		
Hunger Free Colorado	2222 S Albion St #360	\$100,000	Health and Human Services
	Denver, CO 80222		
Hunt Family Foundation	2155 East Hawthorne Place	\$50,000	Family Foundations
	Denver, CO 80206		
In the Arena	P.O Box 381513	\$30,000	Sports Foundations
	Cambridge, MA 02138		
Independence Institute	727 E. 16th Ave	\$149,300	Public Policy
	Denver, CO 80203		
Infant Crisis Services, Inc	4224 N Lincoln Blvd.	\$35,000	Community
Initiatives in Art and Culture	333 East 57th Street, Suite 13B	\$10,000	Arts, Culture and Museums
	New York, NY 10022		
Institute for Children's Mental Disorders	Mailstop F546	\$25,000	Health and Human Services
	P O. Box 6508		
	Aurora, CO 80045		
Organization Name	Organization Address	Amount	Program Area
Institute for Humane Studies	3301 N. Fairfax Drive Suite 440	\$10,000	Public Policy
	Arlington, VA 22201		
Institute for Justice	901 N Glebe Road, Suite 900	\$25,000	Public Policy
	Arlington, VA 22203		
Integris Jım Thorpe	4219 S. Western Ave	\$15,000	Health and Human Services
Rehabilitation Hospital	Oklahoma City, OK 73109		
Intercollegiate Studies Institute, Inc.	F.M. Kirby Campus	\$25,000	Public Policy
	3901 Centerville Road		
	Wilmington, DE 19807-0431		
International Hearing Dog, Inc.	5901 East 89th Avenue	\$10,000	Community Services
	Henderson, CO 80640		
International Yacht Restoration School	449 Thames Street	\$10,000	Education
	Newport, RI 02840		
Invest in Kids	1775 Sherman Street, Suite 2075	\$30,000	Community
	Denver, CO 80203		Services
lewish Family Service of Colorado	3201 South Tamarac Dr , Suite 200	\$150,000	Education
	Denver, CO 80231	•	
ohn Lynch Foundation	PO Box 172247	\$15,000	Community Services
	Tampa, FL 33672	-	•
Junior Achievement Inc.	1445 Market St, Suite 200	\$100,000	Education
	Denver, CO 80202	•	
Juvenile Law Society	250 South Humboldt	\$10,000	Community
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Organization Name	Organization Address	Amount	Program Area
Karis Community	1361 Detroit St	\$35,000	Rehab/Mental Health
	Denver, CO 80206		
The Kempe Foundation	The Gary Pavilion at The Children's Hospital	\$75,000	Health and Human Services
	Anschutz Medical Campus		
	13123 E. 16th Avenue, B390		
	Aurora, CO 80045		
Kids at Their Best	P.O. Box 305	\$10,000	Community
(The Production Company)	Wiggins, CO 80654		Services
KidsTek	P.O. Box 693	\$40,000	Education
	Englewood, CO 80151		
Kings Care Foundation	Toyota Sports Center	\$12,000	Health and Human Services
	555 North Nash Street		
	El Segundo, CA 90245		
KIPP Colorado Schools	375 South Tejon Street	\$50,000	Education
	Denver, CO 80223		
KIPP Colorado Schools -	375 South Tejon Street	\$3,000	Education
Foundations for Great Schools	Denver, CO 80223		
The Kitchen Community	1035 Pearl Street, Suite 227	\$150,000	Community Services
•	Boulder, CO 80302	•	•
Landmark Legal Foundation	19415 Deerfield Avenue, Suite 312	\$40,000	Public Policy
	Leesburg, VA 20176		
Laradon	5100 Lincoln St.	\$25,000	Community Services
	Denver, CO 80216		·
Latin American Educational Foundation	561 Santa Fe Drive	\$15,000	Community Services
	Denver, CO 80204		
LDS Philanthropies	Joseph Smith Memorial Building 2E	\$225,000	Health and Human Services
	15 E Temple		
	Salt Lake City, UT 84150-6911		
Organization Name	Organization Address	Amount	Program Area
The Leadership Institute	1101 North Highland St.	\$10,000	Public Policy
	Arlington, VA 22201		
The Legacy Foundation	400 Locust Street, Suite 330	\$100,000	Public Policy
	Des Moines, IA 50309		
Libby Anschutz Brown Foundation	1727 Tremont Place	\$280,000	Family Foundations
	Denver, CO 80202		Foundations
Life Quest Military Transitions	6125 Omaha Blvd	\$25,000	Public Safety/Military
	Colorado Springs, CO 80915		•
Laretto Community (Sisters of Loretto)	4000 South Wadsworth Boulevard	\$5,000	Religious and Related Activities
	Littleton, CO 80123		•
ost and Found Inc.	6700 W 44th Ave.	\$15,000	Rehab/Mental Health
	Wheat Ridge, CO 80033		
Love Hope Strength Foundation	P.O Box 13290	\$15,000	Health and Human Services
	Denver, CO 80201	•	
Lutheran Family Services	363 Harlan St. Suite 200	\$100,000	Health and Human Services
		-	

Organization Name	Organization Address	Amount	Program Area
Make A Wish Foundation of Colorado	7951 E. Maplewood Avenue, Suite 126	\$20,000	Health and Human Services
	Greenwood Village, CO 80111		
Manhattan Institute	52 Vanderbilt Avenue	\$100,000	Public Policy
for Policy Research	New York, NY 10017		
Mapleton Education Foundation	591 E 80th Avenue	\$30,000	Education
	Denver, CO 80229		
Meadows Park Community Center	1401 Recreation Way	\$25,000	Community Services
	Colorado Springs, CO 80905		
Meals on Wheels Fort Collins	1217 E Elizabeth #11	\$10,000	Health and Human Services
	Fort Collins, CO 80524		
Meals on Wheels of Boulder	909 Arapahoe Ave., Suite 121	\$10,000	Community
	Boulder, CO 80302-5752		
Media Research Center	325 S Patrick St.	\$15,000	Public Policy
	Alexandria, VA 22314-3580		
Mental Health America of Colorado	1385 S Colorado Blvd., Suite 610	\$75,000	Rehab/Mental Health
	Denver, CO 80222		
Mental Health Center of Denver	4141 E Dickenson Place	\$1,000,000	Rehab/Mental Health
	Denver, CO 80222		
Mercatus Center Inc.	3301 N. Fairfax Drive, Suite 450	\$10,000	Public Policy
	Arlington, VA 22201		
Mercy and Sharing	210 N. Mill Street, Suite 201	\$104,000	Health and Human Services
	Aspen, CO 81611		
Mercy Housing Mountain Plains	1999 Broadway, Suite 1000	\$25,000	Health and Human Services
Mercy Housing Colorado)	Denver, CO 80202		
Metro CareRing	1100 E. 18th Avenue	\$5,000	Community Services
	Denver, CO 80203		
Metro Community Provider Network	3701 South Broadway	\$20,000	Health and Human Services
	Englewood, CO 80113		
letro Denver Lemonade Day	2460 W. 26th Ave #380C	\$20,000	Community Services
	Denver, CO 80211		
file High Down Syndrome Assn.	3515 South Tamarac Drive, Suite 320	\$20,000	Community
	Denver, CO 80237		
file High Ministries	2330 W. Mulberry Place	\$300,000	Health and Human Services
	Denver, CO 80204		
file High Montessori Early	1780 Marion Street	\$20,000	Education
earning Centers	Denver, CO 80218		
Organization Name	Organization Address	Amount	Program Area
file High Squash	PO Box 40160	\$100,000	Community Services
	Denver, CO 80204		
file High United Way	2505 18th Street	\$310,000	Community Services
	Denver, CO 80211-3939		
file High Youth Corps (MHYC)	1801 Federal Bivd.	\$20,000	Community Services
	Denver, CO 80204	-	-
Minds Matter of Los Angeles	19360 Rinaldı Street, Suite 705	\$10,000	Community Services
	Porter Ranch, CA 91326		-

Organization Name	Organization Address	Amount	Program Area
Mission America Coalition	PO Box 13930	\$30,000	Religious and Related Activities
	Palm Desert, CA 92255		
Missions Ministries	7501 Village Square Dr., Suite 205	\$10,000	Religious and Related Activities
	Castle Rock, CO 80108		
Monarchs Care Foundation	555 Elm Street	\$5,000	Sports Foundations
	Manchester, NH 03101-2509		
Montview Elementary School -	2055 Moline Street	\$7,000	Education
Partnership for Great Schools	Aurora, CO 80010		
MOPS International Inc.	2370 S. Trenton Way	\$10,000	Religious and Related Activities
	Denver, CO 80231-3822		
Morality in Media Inc.	1100 G Street #1030	\$30,000	Public Policy
	Washington, DC 20005		
Mount Saint Vincent Home	4159 Lowell Boulevard	\$25,000	Health and Human Services
	Denver, CO 80211		
Mountain Area Land Trust	P.O. Box 4063	\$5,000	Conservation
	Evergreen, CO 80437		
Mountain Peace Shelter	PO Box 836	\$15,000	Community Services
	Bailey, CO 80421		
Mountain States Legal Foundation	2596 South Lewis Way	\$60,000	Public Policy
	Lakewood, CO 80227		
The Mr. Holland's Opus Foundation	4370 Tujunga Avenue, Suite 330	\$10,000	Education
	Studio City, CA 91604		
Museum of Contemporary Art Denver	1485 Delgany Street	\$50,000	Arts, Culture and Museums
	Denver, CO 80202		
MyCollege Foundation	1621 18th St, Suite 30	\$50,000	Community Services
	Denver, CO 80202		
Myrtad Gardens Foundation	100 Myriad Gardens	\$25,000	Community Services
	Oklahoma City, OK 73102		
National Association of Counsel	13123 East 16th Avenue, B390	\$30,000	Health and Human Services
for Children	Aurora, CO 80045		
National Center for Policy Analysis	12770 Coit Rd. Suite 800	\$15,000	Public Policy
	Dallas, TX 75251		
National Chamber Foundation	1615 H Street, N.W	\$500,000	Public Policy
	Washington, DC 20062-200		
National Christian Foundation	11625 Rainwater Drive, Suite 500	\$20,000	Religious and Related Activities
	Alpharetta, GA 30009		
National Council on Teacher Quality	1420 New York Ave, NW, Suite 800	\$25,000	Public Policy
	Washington, DC 20005		
National Cowboy & Western	1700 NE 63rd Street	\$100,000	Arts, Culture and Museums
Heritage Museum Inc	Oklahoma City, OK 73111		
National Forest Foundation	Building 27, Suite 3	\$50,000	Conservation
	Fort Missoula Road		
	Missoula, MT 59804		
Organization Name	Organization Address	Amount	Program Area
National Jewish Health	1400 Jackson Street	\$25,000	Education

Organization Name	Organization Address	Amount	Program Area
	Denver, CO 80206		
National Park Foundation	1201 Eye Street, NW Suite 550B	\$50,000	Conservation
	Washington, DC 20005		
National Parks Conservation Association	1300 19th Street, N.W., Suite 300	\$60,000	Conservation
	Washington, D C 20036		
National Prayer Committee, Inc	P.O Box 15616	\$10,000	Religious and Related Activities
•	Colorado Springs, CO 80935-5616		
National Right to Work Legal	8001 Braddock Road	\$75,000	Public Policy
Defense Foundation, Inc.	Springfield, VA 22160		•
National Sports Center for the Disabled	Sports Authority Field at Mile High	\$25,000	Sports Foundations
	1801 Mile High Stadium Cucle, Suite 1500	,	•
	Denver, CO 80204		
The Navigators	P O. Box 6000	\$50,000	Religious and Related Activities
	Colorado Springs, CO 80934	4,	
New Genesis	1680 Sherman Street	\$50,000	Health and Human Services
TON GONGSIG	Denvei, CO 80203	φοο,σσσ	round and runnar sor vious
NewView Oklahoma	501 North Douglas Avenue	\$30,000	Health and Human Services
NOW TIOM CRIMIONIA	Oklahoma City, OK 73106	Ψ50,000	Trouble and Truman 501 vious
No Barriers	420 S. Howes, Suite B300	\$20,000	Public Safety/Military
NO Darries	Fort Collins, CO 80521	\$20,000	t done Saloty/Williamy
North Metro Children's Advocacy Center	2360 W 112th Ave	\$15,000	Health and Human Services
North Mead Children's Advocacy Center		\$13,000	ricaltii and riuman Ser vices
Oklahama City Boothouse Foundation	Northglenn, CO 80234 725 S. Lincoln Blvd.	062.500	Community Forviors
Oklahoma City Boathouse Foundation		\$52,500	Community Services
0111	Oklahoma City, OK 73129	#25.000	II. bb
Oklahoma City Children's Center	6800 N W. 39th Expy	\$25,000	Health and Human Services
	Bethany, OK 73008		
Oklahoma City Museum of Art	415 Couch St	\$25,000	Arts, Culture and Museums
	Oklahoma City, OK 73102		
Oklahoma City National	620 North Harvey Avenue	\$100,000	Community Services
Memorial Foundation	Oklahoma City, OK 73102		
Oklahoma City Philharmonic	428 West California	\$55,000	Arts, Culture and Museums
	Oklahoma City, OK 73102		
Oklahoma Council of Public Affairs	1401 N. Lincoln Blvd.	\$25,000	Public Policy
	Oklahoma City, OK 73104		
Oklahoma Medical Research Foundation	825 N.E. 13th Street	\$100,000	Health and Human Services
	Oklahoma City, OK 73104		
One Simple Voice	4277 East Iliff Avenue	\$20,000	Religious and Related Activities
	Denver, CO 80222		
Open Door Ministries	PO Box 18018	\$150,000	Health and Human Services
	Denver, CO 80218		
Open World Learning	360 Acoma Street	\$20,000	Education
	Denver, CO 80223		
Oners Colorado	695 S. Colorado Blvd., Suite 20	\$45,000	Arts, Culture and Museums
Opera Colorado	075 G. Colorado Biva., Baile 20	4,	
Opera Colorado	Denver, CO 80246-8010 8930 Fourwinds Drive, Suite 340 17	4.0,000	•

Organization Name	Organization Address	Amount	Program Area
	San Antonio, TX 78239		
Overseas Council	PO Box 17368	\$30,000	Religious and Related Activities
	Indianapolis, IN 46217-0368		
Pacific Legal Foundation	930 G Street	\$25,000	Public Policy
	Sacramento, CA 95814		
Organization Name	Organization Address	Amount	Program Area
Pacific Research Institute	One Embarcadero Center, Suite 350	\$35,000	Public Policy
For Public Policy	San Francisco,, CA 94111		
Parents Television Council Inc.	707 Wilshire Blvd, Suite 2075	\$60,000	Community Services
	Los Angeles, CA 90017		
Peak Vista Community Health Centers	340 Printers Parkway	\$50,000	Health and Human Services
	Colorado Springs, CO 80910-3195		
Penrose St Francis Health Foundation	2222 N Nevade Avenue	\$25,000	Health Care Facilities
	Colorado Springs, CO 80907		
PetAid Colorado (formerly Colorado	191 Yuma Street	\$25,000	Community Services
Veterinary Medical Foundation)	Denver, CO 80223	•	•
The Philanthropic Collaborative	805 15th Street NW, Suite 650	\$7,500	Public Policy
	Washington, DC 20005	•	•
Philanthropy Roundtable	1730 M Street NW, Suite 601	\$150,000	Public Policy
	Washington, DC 20036	•	•
Phoenix Multisport, Inc	4735 Walnut St., Suite C	\$35,000	Community
• •	Boulder, CO 80301	ŕ	•
Pikes Peak Community Action Agency	PO Box 2468	\$5,000	Community Services
	Colorado Springs, CO 80901	. ,	,
Pikes Peak Hospice & Palliative Care	P.O. Box 417	\$75,000	Health and Human Services
	Colorado Springs, CO 80901	• •,•••	
Pikes Peak or Bust Rodeo Foundation	601 North Nevada Avenue	\$50,000	Public Safety/Military
	Colorado Springs, CO 80903	,	,
Pikes Peak United Way	518 N. Nevada Ave	\$75,000	Community Services
	Colorado Springs, CO 80903	* ,	
PlatteForum	1610 Little Raven Street, Suite 135	\$10,000	Education
	Denver, CO 80202	, ,	
Playworks Denver	2121 South Oneida Street, Suite 550	\$50,000	Education
	Denver, CO 80224	,	
Police Foundation of Colorado Springs	10 Lake Circle	\$61,000	Public Safety/Military
. 3	Colorado Springs, CO 80906	3,0	
Preston Ranch Ministries	3501 Road 75	\$10,000	Religious and Related Activities
	Box 44	3.0,000	
	Roggen, CO 80652		
Prison Fellowship Ministries	44180 Riverside Parkway	\$100,000	Religious and Related Activities
	Lansdowne, VA 20176	\$100,000	resultions and Related Vertaines
Professional Association of	9800 Mount Pyramid Court, Suite 400	\$50,000	Education
	Englewood, CO 80112	450,000	~=composi
Colorado Educators (PACE)		_	
Project 1 27	3651 S. Colorado Blvd	\$10,000	Religious and Related Activities

Organization Name	Organization Address	Amount	Program Area
Project PAVE	2051 York Street	\$25,000	Community Services
	Denver, CO 80205-5713		Services
Project Sanctuary	P.O Box 132	\$20,000	Public Safety/Mılitary
	Parket, CO 80134		
Project Voyce	2900 Downing Street, 1B	\$40,000	Education
	Denver, CO 80205		
Promise Keepers	P.O. Box 11798	\$20,000	Religious and Related Activities
	Denver, CO 80211-0798		
Providence Network	801 Logan Street	\$100,000	Health and Human Services
	Denver, CO 80203		
Public Education & Business Coalition	1244 Grant Street	\$20,000	Education
	Denver, CO 80203		
Pueblo Cooperative Care Center	325 West 10th Street	\$10,000	Health and Human Services
	Pueblo, CO 81003		
Organization Name	Organization Address	Amount	Program Area
Pueblo Poverty Foundation	710 Minnequa	\$1,000	Community Services
	Pueblo, CO 81004		
pureHOPE (National Coalition for	800 Compton Road, Suite 9224	\$20,000	Religious and Related Activities
the Protection of Children & Families)	Cincinnati, OH 45231		
Qualistar Early Learning	3607 Martin Luther King Blvd	\$25,000	Education
	Denver, CO 80205		
Radio America	1030 15th St. NW	\$25,000	Public Policy
	Washington, DC 20003		
Random Acts of Kindness Foundation	801 Broadway, Suite 250	\$505,000	Promotion of Kindness Progams
	Denver, CO 80202		
Reach Out and Read Colorado	4380 S Syracuse St., Ste 520	\$25,000	Community Services
	Denver, CO 80237		
Reading Partners Colorado	6300 E. Yale Avenue	\$25,000	Education
	Denver, CO 80222		
Rebuilding Together Metro Denver	2422 S. Trenton Way, Unit A	\$10,000	Community Services
	Denver, CO 80231		·
Regional Food Bank of Oklahoma Inc	3355 S. Purdue	\$45,000	Community Services
	Oklahoma City, OK 73137		·
Religious Alliance Against Pornography	800 Compton Road, Suite 9224	\$15,000	Religious and Related Activities
Restoration Outreach Programs	1540 Boston Street	\$53,000	Health and Human Services
	Aurora, CO 80040		
Ricardo Flores Magon Academy -	5301 Lowell Blvd	\$8,000	Education
Partnership for Great Schools	Westminster, CO 80221		
Ricardo Flores Magon Academy Inc.	5301 Lowell Blvd	\$20,000	Education
	Westminster, CO 80221		
Roaring Fork Conservancy	P.O. Box 3349	\$10,000	Conservation
	Basalt, CO 81621	•	
Rocky Mountain Cancer Assistance	PO Box 6625	\$10,000	Health and Human Services
	Denver, CO 80206	•	

Avenue (Suite 352) 2246 2246 2222 3 2204 2204 2231 204 206 206 206 207 208 208 208 208 208 208 208 208 208 208	2	\$10,000 \$5,000 \$25,000 \$50,000	Education Health and Human Services Community Services Education
ado Blvd., Suite 701 0222 8 0204 Greek S. Drive #3-301 0231 outh		\$25,000 \$50,000	Community Services
0222 0204 0eek S. Drive #3-301 0231 0uth		\$25,000 \$50,000	Community Services
1 0204 0eek S. Drive #3-301 0231 0uth 606		\$50,000	
0204 Neek S. Drive #3-301 0231 Outh 606		\$50,000	
Dieek S. Drive #3-301 0231 00th			Education
0231 outh 606			Education
outh 506		\$25,000	
506		\$25,000	
		\$23,000	Health and Human Services
Avenue			
		\$40,000	Community Services
)205			
		\$20,000	Community Services
20			
e Street		\$20,000	Health and Human Services
)205			
Circle		\$10,000	Health and Human Services
134			
Street		\$60,000	Health and Human Services
0218			
		\$2,500	Community Services
201			Services
Address		Amount	Program Area
eet		\$80,000	Community Services
		\$500,000	Health and Human Services
	\$	12,000	Health and Human Services
			Human
		\$35,000	Community Services
		\$25,000	Arts, Culture and Museums

		\$95,100	Community Services
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		\$15,000	Community Services
		\$ 75 ,00 0	Rehab/Mental Health
•		\$20,000	Community Services
			
		\$10,000	Community Services
			Education
	se Street 0205 y Circle 134 g Street 0218 201 n Address eet ngs, CO 80909 vania Street 0203 te Street 0205 Avenue 0211 d St. y, OK 73111 51 A 31561 31vd. 0219 ewell Ave #251 D 80228 wry Blvd 0230 ado Blvd. 302 0222	De Street 0205 y Circle 134 g Street 0218 201 n Address eet ngs, CO 80909 vania Street 0203 te Street 0205 Avenue 0211 d St. y, OK 73111 51 A 31561 3lvd. 0219 ewell Ave #251 D 80228 wry Blvd 0230 ado Blvd. 302 0222	\$20,000 \$205 \$20,000 \$205 \$201 \$201 \$201 \$2000 \$201 \$201 \$2000 \$201 \$2000 \$201 \$2000 \$2

Organization Name	Organization Address	Amount	Program Area
	Aurora, CO 80014		<u> – </u>
Serra Club of Denver	Attn: Dick Switzer, Treasurer	\$5,000	Religious and Related Activities
	7654 S. Race St.		
	Littleton, CO 80122		
Servicios de La Raza	4055 Tejon St.	\$15,000	Health and Human Services
	Denver, CO 80211		
Sewall Child Development Center, Inc.	1360 Vine Street	\$50,000	Education
	Denver, CO 80206		
Shiloh Home, Inc.	6400 West Coal Mine Avenue	\$15,000	Rehab/Mental Health
	Littleton, CO 80123		
Silver Key Senior Services	2250 Bott Avenue	\$25,000	Community Services
	Colorado Springs, CO 80904		
Sister Carmen Community Center	701 West Baseline Road	\$10,000	Health and Human Services
	Lafayette, CO 80026		
Smart Start	1444 N W 28th Street	\$10,000	Education
	Oklahoma City, OK 73106		
Smithsonian Institution	1000 Jefferson Drive SW	\$25,000	Arts, Culture and Museums
	4th Floor, MRC 035		
	P O Box 37012		
	Washington, DC 20013-7012		
SOAR Schools	4800 Telluride Street, Building 4	\$25,000	Education
	Denver, CO 80249		
SOS Outreach	P.O. Box 2020	\$40,000	Community Services
	Avon, CO 81620		
South Elementary -	305 South 5th Avenue	\$3,000	Education
Foundations for Great Schools	Brighton, CO 80601		
Southern Virginia University	One University Hill Drive	\$10,000	Education
	Buena Vista, VA 24416		
Special Care	12201 N Western Ave.	\$60,000	Education
	Oklahoma City, OK 73114		
Organization Name	Organization Address	Amount	Program Area
Special Olympics Colorado	384 Inverness Parkway, Suite 100	\$35,000	Sports Foundations
	Englewood, CO 80112		
St Anthony Health Foundation	1 1600 W 2nd Pl	\$25,000	Health and Human Services
	Lakewood, CO 80228		
St. Elizabeth's School	3605 Martin Luther King Blvd	\$100,000	Education
	Denver, CO 80205		
St. Francis Center	2323 Curtis Street	\$125,000	Health and Human Services
	Denver, CO 80205		
St. Simons Land Trust	PO Box 24615	\$250,000	Conservation
	1624 Frederica Road, Suite 6		
	St. Simons Island, GA 31522		
Stand for Children Colorado	1201 E. Colfax Avenue, Suite 203	\$50,000	Education
	Denver, CO 80218		
Staples Center Foundation	800 West Olympic Blvd - Third Floor	\$67,000	Community Services

Organization Name	Organization Address	Amount	Program Area
	Los Angeles, CA 90015		• • • • • • • • • • • • • • • • • • • •
Starlight Children's Foundation Colorado	750 Potomac Street, Suite 101	\$75,000	Community Services
	Aurora, CO 80011		
Stein Elementary School -	80 S. Teller Street	\$8,000	Education
Partnership for Great Schools	Lakewood, CO 80226		
Stephenson Cancer Center	800 NE 10th Street	\$100,000	Health and Human Services
(at the University of OK)	Oklahoma City, OK 73126		
A Strong Tower	2959 Franklin Street	\$15,000	Religious and Related Activities
	Denver, CO 80202		
Students for Education Reform	503 2nd Street, NE	\$5,000	Education
	Washington, DC 20002		
Summer Scholars	3401 Quebec Street #5010	\$25,000	Education
	Denver, CO 80207		
Summit for Life-Chris Klug Foundation	182 Riverdown Drive	\$6,000	Health and Human Services
	Aspen, CO 81611		
Summit Foundation, The	111A Lincoln Avenue	\$80,000	Education
	PO Box 4000	·	
	Breckenridge, CO 80424		
Sunbeam Family Services, Inc	616 NW 21st Street	\$35,000	Community Services
•	Oklahoma City, OK 73103	•	•
Swallow Hill Music Association	71 E. Yale Avenue	\$10,000	Arts, Culture and Museums
	Denver, CO 80210	•	•
Tax Foundation	2001 L Street NW, Suitie 1050	\$32,000	Public Policy
	Washington, DC 20036-4971	,	
Teach For America - Colorado	1391 Speer Boulevard, Suite 710	\$1,000,000	Education
	Denver, CO 80204	,,	
Teen Recovery Solutions	720 W Wilshire Blyd,. Ste 101A	\$30,000	Rehab/Mental Health
•	Oklahoma City, OK 73116		
reens4Oceans	3015 Bluff St.	\$5,000	Community Services
	Boulder, CO 80301	**,***	
Tennyson Center for Children	2950 Tennyson Street	\$50,000	Health and Human Services
at Colorado Christian Home	Denver, CO 80212-3029	,	
Thanks USA	1390 Chain Bridge Road, #260	\$20,000	Public Safety/Military
	McLean, VA 22101	****	
The Toby Keith Foundation	P.O Box 721856	\$15,000	Community Services
•	Norman, OK 73070		
Think Like A Genius Foundation	4950 S Yosemite F2 #200	\$20,000	Community Services
	Greenwood Village, CO 80111	4_0, 000	
Organization Name	Organization Address	Amount	Program Area
Third Way Center	P O. Box 61385	\$50,000	Health and Human Services
•	Denver, CO 80206-8385	\$30,000	are trained Dot 4 1003
This I Believe	P O. Box 5031	\$5,000	Community Services
THIS T DEHEAC	Louisville, KY 40255-0031	Ψ2,000	Community out vices
Foligate Elementary -	701 South Kalispell Way	\$8,000	Education

Organization Name	Organization Address	Amount	Program Area
Town Hall Arts Center	2450 West Main Street	\$10,000	Arts, Culture and Museums
	Littleton, CO 80120		
Frinity United Methodist Church	1820 Broadway	\$10,000	Religious and Related Activities
	Denver, CO 80202		
J Cause Rewards - David Clark	PO Box 736	\$10,000	Community Services
	Lyons, CO 80540		
United Service Organizations, Inc.	2111 Wilson Blvd., Suite 1200	\$100,000	Public Safety/Military
	Arlington, VA 22201		
The United States Air Force	3116 Academy Drive	\$250,000	Public Safety/Military
Academy Endowment	USAF Academy, CO 80840		
United States Space Foundation	310 S. 14th St.	\$50,000	Community Services
	Colorado Springs, CO 80906-4184		
Inited Way of Central Oklahoma	1444 NW 28th St.	\$165,000	Community Services
	Oklahoma City, OK 73101		
Juiversity of Colorado at	1420 Austin Bluffs Parkway	\$89,304	Education
Colorado Springs	Colorado Springs, CO 80918		
University of Colorado Foundation	1800 Grant Street, Suite 725	\$10,660,000	Education
	Denver, CO 80203		
University of Colorado Hospital	Mail Stop F485	\$250,000	Health Care Facilities
Foundation	12401 E 17th Ave		
	Aurora, CO 80045		
University of Denver Bridge Project	2148 S High Street	\$100,000	Education
	Denver, CO 80208		
University of Illinois Foundation	515 E. Gregory Dr	\$10,000	Education
	Champaign, IL 61820		
University Preparatory School	2409 Arapahoe St	\$25,000	Education
	Denver, CO 80205		
Jp With People	6830 Broadway, Unit A	\$20,000	Arts, Culture and Museums
	Denver, CO 80221		
Utah Festival Opera Company	59 South 100 West	\$15,000	Arts, Culture
	Logan, UT 84321		
Valley School Alumni	15700 Sherman Way	\$20,000	Education
Fund Association	Van Nuys, CA 91406		
Valley View School -	660 West 70th Avenue	\$3,000	Education
Foundations for Great Schools	Denver, CO 80221		
Veterans Green-Jobs Alliance	2627 West 6th Ave.	\$25,000	Community Services
	Denver, CO 80204		
Volunteers of America	2660 Larimer St	\$165,000	Health and Human Services
	Denver, CO 80205		
Walking Mountains	P.O Box 9469	\$20,000	Education
	Avon, CO 81620		
Warren Vıllage	1323 Gilpin Street	\$50,000	Community Services
	Denver, CO 80218-2552		
Washington Legal Foundation	2009 Massachusetts Ave. N W.	\$50,000	Public Policy
	Washington, DC 20036		

Organization Name	Organization Address	Amount	Program Area
Organization Name	Organization Address	Amount	Program Area
WAYMEDIA, INC.	P.O. Box 64500	\$5,000	Religious and Related Activities
	Colorado Springs, CO 80962		
We Don't Waste	3560 Walnut Street, Unit A	\$10,000	Health and Human Services
	Denver, CO 80205	·	
Wedgwood Circle Institute	5272 Lyngate Court, Suite 200	\$20,000	Arts, Culture and Museums
The state of the s	Burke, VA 22015	\$20,000	7 htts, Curtain and Wassams
Weld County Fallen Officers	1950 "O" Street	£ 000	Public Safety/Military
•		\$5,000	Fuone Salety/Mintary
Memorial Fund	Greeley, CO 80631		
West Denver Prep Charter School	1825 South Federal Boulevard	\$250,000	Education
	Denver, CO 80219		
West Denver Prep Charter School -	1820 Lowell Blvd	\$10,000	Education
Partnership for Great Schools	Denver, CO 80204		
Western Sustainability Exchange	PO Box 1448	\$15,000	Conservation
	Livingston, MT 59047		
Wet Mountain Valley Community	P.O. Box 718	\$35,000	Community Services
Foundation, Inc	Westeliffe, CO 81252		
Whiz Kids Tutoring	5500 East Yale Ave., Suite 101	\$20,000	Education
_	Denver, CO 80222		
Wildflower Women's Foundation	2 W Dry Creek Circle, Suite 100	\$5,000	Community Services
	Littleton, CO 80120	40,	
The Wildlife Experience	10035 South Peoria	\$25,000	Arts, Culture and Museums
The Witain Experience	Parker, CO 80134	923,000	rate, Curtate and Wassams
Wish of a Lifetime		620,000	Community Services
Wish of a Lifetime	1820 Blake St., Suite 200	\$20,000	Community Services
	Denver, CO 80202		
Work Options for Women	1200 Federal Blvd.	\$15,000	Community Services
·	Denver, CO 80204	- <u></u>	
Wray Rehabilitation & Activities	PO Box 447	\$20,000	Community Services
Center, Inc	Wray, CO 80758		
Yellow Ribbon Suicide Prevention	P O. Box 644	\$25,000	Rehab/Mental Health
Program	Westminster, CO 80036-0644		
YMCA of Greater Oklahoma City	500 North Broadway, Suite 500	\$50,000	Community Services
	Oklahoma City, OK 73102		
YMCA of Metropolitan Denver	25 East 16th Avenue	\$200,000	Community Services
	Denver, CO 80202		·
Young America's Foundation	110 Elden Street	\$15,000	Public Policy
	Herndon, VA 20170		
Young Life	420 North Cascade Ave.	\$430,000	Religious and Related Activities
	Colorado Springs, CO 80903		
Young Philanthropists Foundation	1407 Larimer Street, Suite 200	\$22,000	Community Services
	Denver, CO 80202		
Youth Biz, Inc.	3280 Downing Street, Suite #C	\$15,000	Community Services
W. J. D	Denver, CO 80205		
Youth Empowerment Support	1029 Santa Fe Drive	\$20,000	Education
Services Institute (YESS)	Denver, CO 80204	M1 5 000	Community South
Youth Services for Oklahoma County	201 NE 5 0th Street	\$15,000	Community Services
	Oklahoma City, OK 73105 24		

Organization Name	Organization Address	Amount	Program Area
Youth With A Vision	3606 W 1st Ave	\$25,000	Education
	Denver, CO 80219		
YWCA of Oklahoma City	2460 NW 39th St	\$50,000	Community Services
	Oklahoma City, OK 73112		
Zion National Park Foundation	Springdale, UT 84767	\$10,000	Conservation
	Total Grants	\$50,341,039	

74-2316617 SCHEDULE OF GRANTS ACCRUED

Organization Name	Organization Address	Amount	
Alpha USA	2275 Half Day Raod, Suite 185	\$600,000	
	Bannockburn, IL 60015		
American Red Cross - Mile High Chapter	444 Sherman Street	\$564,000	
	Denver, CO 80203		
Arapahoe House	8801 Lipan Street	\$150,000	
	Thornton, CO 80260		
Biennial of the Americas	PO Box 300382	\$125,000	
	Denver, CO 80203		
Big Brothers Big Sisters of Colorado	1391 N. Speer Blvd, #450	\$200,000	
	Denver, CO 80204		
Boys and Girls Club Metro Denver	2017 W. 9th Ave	\$1,500,000	
	Denver, CO 80204		
Charter School Growth Fund	350 Interlocken Blvd, Ste. 390	\$1,500,000	
	Broomfield, CO 80021		
City Year	789 Sherman St, #400	\$250,000	
	Denver, CO 80203		
Colorado Academy	3800 S. Pierce Street	\$100,000	
	Denver, CO 80235		
Colorado Emergency Prep Partnership	444 Sherman Street	\$100,000	
	Denver, CO 80203		
Craig Hospital	3425 S Clarkson Street	\$1,000,000	
	Englewood, CO 80113		
Cultural Office of the Pikes Peak Region	PO Box 190	\$50,000	
	Colorado Springs, CO 80901		
Denver Art Museum	100 W 14th Ave Pkwy	\$800,000	
	Denver, CO 80204		
Denver Public Schools Foundation	900 Grant Street, Suite 503	\$1,750,000	
	Denver, CO 80203		
Denver Zoological Foundation	2300 Steele Street	\$1,000,000	
	Denver, CO 80205		
Food Bank of the Rockies	10700 E. 45th Avenue	\$500,000	
	Denver, CO 80239		
Hillsdale College	33 E. College Street	\$100,000	
	Hillsdale, MI 49242	·	
Horation Algei Association of	99 Canal Center Plaza, Suite 320	\$65,000	
Distinguished Americans	Alexandria, VA 22314		
KidsTek	PO Box 693	\$40,000	
	Englewood, CO 80151		
Los Angeles Galaxy Poundation	18400 Avaion Blvd, Ste 200	\$ 5,000	
	Carson, CA 90746		
Pikes Peak Hospice	2550 Tenderfoot Hill Street	\$ 75,000	
	Colorado Springs, CO 80906		

74-2316617 SCHEDULE OF GRANTS ACCRUED

Organization Name	Organization Address	Amount	
Samaritan House	2301 Lawrence Street	\$30,000	
	Denver, CO 80205		
Sea Island Foundation	P.O Box 30351	\$79,900	
	Sea Island, GA 31561		
Teach for America	1391 Speer Blvd, Ste 710	\$1,000,000	
	Denver, CO 80204		
University of Colorado Foundation - PIPES	1800 Grants Street, Suite 725	\$92,429	
	Denver, CO 80203		
CU School of Ophthamology	13001 E. 17th Place, Building 500	\$200,000	
Lion's Eye Institute	Aurora, CO 80045		
CU Center for Women's Health Research	12348 East Montview Boulevard	\$300,000	
	Denver, CO 80045		
CU Foundation (Leeds)	4740 Walnut Street	\$1,500,000	
	Boulder, CO 80301		
US Air Force Academy Endowment	3116 Academy Dr, Ste 200	\$250,000	
	USAF Academy, CO 80840		
West Denver Prep Charter School	1825 South Federal Boulevard	\$250,000	
	Denver, CO 80219		
Youth Empowerment Support Services	1029 Santa Fe Drive	\$20,000	
	Denver, CO 80204		

Total Grants Payable \$14,196,329

GRANTS ACCRUED IN CURRENT YEAR:

Grants Payable at 11/30/12
Grants Payable at 11/30/11:

\$14,196,329 \$12,446,733

\$1,749,596

The Anschutz Foundation

EIN: 74-2316617

Tax Year Ended: 11/30/2012 Amended Form 990 PF

Amended Explanation Statement:

The Anschutz Foundation's 990-PF for the tax year ended 11/30/2012 is being amended to correct net investment income that was incorrectly calculated and reported on the original return. The net investment income originally included subpart F income of \$4,894,437, pursuant to §951, IRC, from AF Cayman, a wholly owned Cayman Islands subsidiary of the Foundation. The subpart F income originally included gain of \$1,932,334 that was calculated as a distribution in excess of basis, pursuant to §731, relative to ownership of GSO Royal Financing Parent LLC, a partnership in which AF Cayman held a minority interest.

The basis in the partnership interest in GSO Royal Financing Parent LLC was originally based upon the partnership's K-1 capital account roll forward, which did not show the taxpayer as making any capital contributions. However, AF Cayman actually purchased its interest in GSO Royal Financing Parent LLC on May 30, 2008 for \$27,634,886 from an outside party (see Assignment Agreement attached). The purchase price created basis in the partnership, which had been inadvertently excluded from AF Cayman's original calculations of basis in the partnership. When the additional basis from the partnership interest purchased is added into AF Cayman's calculation of its tax basis capital in GSO Royal Financing Parent LLC, AF Cayman had sufficient tax basis capital to absorb distributions without creating gains pursuant to §731 (see attached Basis Schedule Reconciliation). As AF Cayman did have enough basis in the partnership to receive these distributions without creating gain, the subpart F income reported by AF Cayman to the Foundation pursuant to §951, IRC was overstated by \$1,932,334. We are filling an amended return to correct this calculation.

The number reported on Page 1 Part I Line 4 Column B has changed from \$38,862,054 to \$36,929,720, due to an adjustment on Form 5471 Schedule H Line 2h, this number is used in the calculation and adjusts Schedule H Lines 3, 5a and 5c, as well as Schedule I Lines 1 and 6, and Schedule J Lines 2a, 3 and 4, resulting in a difference of (\$1,932,334). This adjustment decreases Page I Part I Column B Lines 12 and 27b by the same amount. The corrected number on Line 27b is then multiplied by 1% and reported on Page 3 Part V Line 6 resulting in a change of (\$19,323). This adjustment also decreases Page 3 Part V Line 7, Page 4 Part VI Lines 1, 3 and 5, Page 8 Part XI Lines 2a, 2c, Part XII line 5, and Page 9 Line 6f by the same amount. Page 8 Part XI Lines 3, 5, 7, Part XII Line 6, and Page 9 Part XIII line 1, are in turn increased by this \$19,323.

We are requesting a refund for the amount listed on Page 4 Part VI Line 11 of \$19,323. This amount takes into consideration the amount previously refunded and originally credited to the estimated tax liability for the 11/31/2013 tax year.

ASSIGNMENT AGREEMENT

ASSIGNMENT AGREEMENT, dated as of May 30, 2008 (this "Agreement") between GSO Origination Funding Partners LP (the 'Assignor") and AF Cayman (the "Assignee")

WHEREAS, the Assignor owns a limited liability company interest (the "Interest") in GSO Royal Financing Parent LLC, a limited liability company organized under the laws of Delaware (the 'Company'), by virtue of a Limited Liability Company Agreement dated as of April 15, 2008 (as amended from time to time, the "LLC Agreement").

WHEREAS the Assignor wishes to assign, transfer and set forth over to the Assignce a portion of its Interests representing 3.51% of the total interests in the Company as of the date hereof (the "Transferred Interest"), and

WHERFAS, the Assignee is willing to accept such assignment

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto hereby agree as follows

- The Assignee hereby delivers to Assignor and Assignor hereby accepts from Assignee, \$27.634.886 representing full payment for the Transferred Interest and Assignor as beneficial owner of the Transferred Interest, hereby conveys grants transfers and assigns to the Assignee effective as of the date hereof, the Transferred Interest and all rights and obligations accruing to the Assignor by virtue of owning the Interest
- The Assignor hereby represents and warrants to the Assignee and to the Company that the Assignor owns the Transferred Interest being assigned hereby free and clear of all liens, claims and encumbrances, except any which may exist pursuant to the LLC Agreement

- 3. Each of the Assignor and the Assignee does hereby agree to indemnify and hold harmless the Company, the managers of the Company and each member, employee or agent thereof (collectively, the "Indemnified Persons") for any and all liability, loss, cost or expense, and claims therefore, including, without limitation, reasonable counsel fees, which the Indemnified Persons may suffer or meur as a result of or in any way arising out of or relating to any matters in connection with this Agreement, including, without limitation, any claim of any creditor or other claimant of the Assignor or otherwise.
- 4. In addition, each of the Assignor and the Assignee does hereby release and forever discharge the Indemnified Persons from any and all claims, debts. Inabilities, demands, obligations costs, expenses actions and causes of action, of every nature character and description, known or unknown which each of the Assignor and the Assignee owns and holds, or has at any time heretofore owned or held, or may at any time own or hold, by reason of any matter, cause or thing whatsoever occurred, done, omitted or suffered to be done with respect to, or arising out of, this Agreement.
- This Agreement shall be governed by and subject to all of the terms and conditions of the LLC Agreement and all amendments adopted subsequent thereto, and the Assignee hereby agrees to be bound by all of the provisions of the LLC Agreement and all such amendments thereto.
- This Agreement may be signed in one or more counterparts, each of which shall be deemed an original, but all of which when taken together shall be deemed to be one and the same instrument.

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106769963

GSO ORIGINATION FUNDING

PARTNERS LP

By Gog Capital Partners LA

В١

Name George Form Title Chaf Logal office.

ASSIGNEE:

AF CAYMAN

Name LaVoy Robison

Title: Director

CONSENTED TO:

MANAGERS

GSO ROY AL FIX ANCING PARENT LLC

By

Name. Mail Quigley

Title Manager

Bv

Name George Fan

Title Manager

106769963

AF Cayman's Tax Basis in GSO

As Amended

Fiscal Year	2008	2009	2010	2011
Beginning Basis	0	29,818,144	30,634,998	2,094,803
Capital Contributed	27,634,886	-	-	-
Taxable Income	2,183,258	816,854	3,101,845	300
Distributions	-	-	(31,642,040)	-1932634
731 Gain	-	-	-	-
Nondeductible Expenses	-	_	-	-
Total for Year	29,818,144	816,854	(28,540,195)	(1,932,334)
EOY TAX BASIS	29,818,144	30,634,998	2,094,803	162,469

As Originally Reported

Fiscal Year	2008	2009	2010	2011
Beginning Basis	0	2,183,258	3,000,112	-
Capital Contributed	-	-	-	-
Taxable Income	2,183,258	816,854	3,101,845	300
Distributions	-	-	(31,642,040)	-1932634
731 Gain	-	-	25,540,083	1,932,334
Nondeductible Expenses	-	-	-	-
Total for Year	2,183,258	816,854	(3,000,112)	-
EOY TAX BASIS	2,183,258	3,000,112	•	•

Note that the basis schedule shown above, as originally filed, incorrectly did not pick up the original 2009 investment of \$27,634,886. Gain in excess of basis should not have been included in income.