

Extended to October 17, 2016  
Return of Private Foundation

Form 990-PF

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2014

Open to Public Inspection

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

Name of foundation: **Anschutz Family Foundation**

Number and street (or P.O. box number if mail is not delivered to street address): **555 17th Street**

Room/suite: **2400**

City or town, state or province, country, and ZIP or foreign postal code: **Denver, CO 80202-3941**

A Employer identification number: **74-2132676**

B Telephone number: **(303) 293-2338**

C If exemption application is pending, check here

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

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

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

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

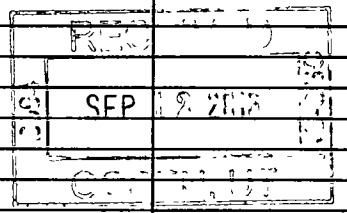
H Check type of organization:  
 Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  
 Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 56,992,092.**

J Accounting method:  
 Cash  
 Accrual  
 Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		3,628.	3,628.		Statement 1
4 Dividends and interest from securities		630,102.	630,102.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,178,693.			
b Gross sales price for all assets on line 6a		3,311,778.			
7 Capital gain net income (from Part IV, line 2)			3,178,693.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<1,455.>	<8,910.>		Statement 3
12 Total. Add lines 1 through 11		3,810,968.	3,803,513.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		324,334.	0.		324,334.
15 Pension plans, employee benefits		64,477.	0.		64,477.
16a Legal fees					
b Accounting fees					
c Other professional fees Stmt 4		30,466.	30,000.		466.
17 Interest		1,422.	1,422.		0.
18 Taxes Stmt 5		104,509.	45,509.		0.
19 Depreciation and depletion		4,764.	3,013.		
20 Occupancy		875.	0.		875.
21 Travel, conferences, and meetings		78,294.	0.		78,294.
22 Printing and publications		2,142.	0.		2,142.
23 Other expenses Stmt 6		280,924.	250,833.		29,834.
24 Total operating and administrative expenses. Add lines 13 through 23		892,207.	330,777.		500,422.
25 Contributions, gifts, grants paid		2,640,327.			2,640,327.
26 Total expenses and disbursements. Add lines 24 and 25		3,532,534.	330,777.		3,140,749.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		278,434.			
b Net investment income (if negative, enter -0-)			3,472,736.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED SEP 15 2016



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LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2014)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		685,946.	388,635.	388,635.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
		b Investments - corporate stock Stmt 7		7,002,570.	6,794,943.	26,421,199.
		c Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other Stmt 8		22,991,540.	23,777,044.	30,179,758.	
14	Land, buildings, and equipment: basis ▶ 24,874.					
	Less accumulated depreciation ▶ 22,374.		4,252.	2,500.	2,500.	
15	Other assets (describe ▶)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		30,684,308.	30,963,122.	56,992,092.	
Liabilities	17	Accounts payable and accrued expenses		1,239.	1,619.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities</b> (add lines 17 through 22)		1,239.	1,619.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		40,464,786.	40,464,786.		
29	Retained earnings, accumulated income, endowment, or other funds		<9,781,717.>	<9,503,283.>		
30	<b>Total net assets or fund balances</b>		30,683,069.	30,961,503.		
31	<b>Total liabilities and net assets/fund balances</b>		30,684,308.	30,963,122.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	30,683,069.
2	Enter amount from Part I, line 27a	2	278,434.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	30,961,503.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,961,503.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b <b>See Attached Statement</b>			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e <b>3,311,778.</b>		<b>133,085.</b>	<b>3,178,693.</b>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			<b>3,178,693.</b>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<b>3,178,693.</b>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	<b>N/A</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	<b>3,051,549.</b>	<b>56,908,295.</b>	<b>.053622</b>
2012	<b>2,800,408.</b>	<b>52,998,354.</b>	<b>.052840</b>
2011	<b>2,581,012.</b>	<b>48,634,555.</b>	<b>.053070</b>
2010	<b>2,631,258.</b>	<b>49,729,917.</b>	<b>.052911</b>
2009	<b>2,478,926.</b>	<b>47,279,173.</b>	<b>.052432</b>

2 Total of line 1, column (d)	2	<b>.264875</b>
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	<b>.052975</b>
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	<b>57,608,495.</b>
5 Multiply line 4 by line 3	5	<b>3,051,810.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>34,727.</b>
7 Add lines 5 and 6	7	<b>3,086,537.</b>
8 Enter qualifying distributions from Part XII, line 4	8	<b>3,140,749.</b>

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	34,727.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	34,727.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	34,727.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	57,653.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	57,653.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	22,926.
11	Enter the amount of line 10 to be: <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address www.anschutzfamilyfoundation.org
14 The books are in care of Robert S. Rich Telephone no. 303-293-2338
Located at 555 17th St., Suite 2400, Denver, CO ZIP+4 80202-3941
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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?
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(i)(5)):
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A  
 Organizations relying on a current notice regarding disaster assistance check here ▶

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b  Yes  No X  
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b  Yes  No N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Debra Jessup - 555 17th Street, Suite 2400, Denver, CO 80202	Executive Director 40.00	166,000.	9,960.	0.
Kumella Aiu - 555 17th Street, Suite 2400, Denver, CO 80202	Program Officer 40.00	79,167.	4,750.	0.
Abel Wurmnest - 555 17th Street, Suite 2400, Denver, CO 80202	Program Officer 40.00	79,167.	4,750.	0.

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

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

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

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

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

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

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

**Part X**

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	57,338,211.
b	Average of monthly cash balances	1b	1,147,571.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	58,485,782.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	58,485,782.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	877,287.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	57,608,495.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	2,880,425.

**Part XI**

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

1	Minimum investment return from Part X, line 6	1	2,880,425.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	34,727.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	34,727.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,845,698.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,845,698.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,845,698.

**Part XII**

**Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,140,749.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,140,749.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	34,727.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	3,106,022.

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



**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				2,845,698.
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009	827,667.			
<b>b</b> From 2010	162,530.			
<b>c</b> From 2011	194,902.			
<b>d</b> From 2012	200,757.			
<b>e</b> From 2013	246,118.			
<b>f</b> Total of lines 3a through e	1,631,974.			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 3,140,749.				
<b>a</b> Applied to 2013, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2014 distributable amount				2,845,698.
<b>e</b> Remaining amount distributed out of corpus	295,051.			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,927,025.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7	827,667.			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,099,358.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010	162,530.			
<b>b</b> Excess from 2011	194,902.			
<b>c</b> Excess from 2012	200,757.			
<b>d</b> Excess from 2013	246,118.			
<b>e</b> Excess from 2014	295,051.			

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶ \_\_\_\_\_  
**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

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

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

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

**None**

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

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:  
**Sue Anschutz-Rodgers, 303-293-2338**  
**555 17th Street, Suite 2400, Denver, CO 80202**

**b** The form in which applications should be submitted and information and materials they should include:  
**See schedule 2**

**c** Any submission deadlines:  
**See schedule 2**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**See schedule 2**

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
See Schedule 3				
<b>Total</b>			▶ 3a	0.
<b>b Approved for future payment</b>				
None				
<b>Total</b>			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or (loss) from sales, and Subtotal.

13 Total Add line 12, columns (b), (d), and (e) 3,810,968.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

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

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A' for (a) and (b).

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

Paid Preparer Use Only Print/Type preparer's name: Colleen E. Miller Preparer's signature: [Signature] Firm's name: Deloitte Tax LLP Firm's address: 555 17th Street, Suite Denver, CO 80202-3942

Anschutz Family Foundation

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Viking Global Equities-488 Shares	P	03/01/00	04/01/15
b AlphaOne Micro Cap Equity - 29,071 shares	P	Various	12/22/14
c Longleaf Partners Small Cap - 5,661 shares	P	Various	11/12/15
d Pimco Short Term Instl - 314 shares	P	Various	12/10/14
e Newport Asia	P		
f Semper Vic Partners	P		
g Silchester Intl Value Equity	P		
h TIFF III	P		
i TIFF IV	P		
j TIFF V Intl	P		
k TIFF V US	P		
l TIFF PEP 2006	P		
m TIFF PEP 2008	P		
n TIFF PEP 2014	P		
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,500,000.		133,085.	1,366,915.
b 331,410.			331,410.
c 152,496.			152,496.
d 3,081.			3,081.
e 130,413.			130,413.
f 11,323.			11,323.
g 337,836.			337,836.
h 62,975.			62,975.
i 254,336.			254,336.
j 43,371.			43,371.
k 36,459.			36,459.
l 272,044.			272,044.
m 175,337.			175,337.
n 697.			697.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,366,915.
b			331,410.
c			152,496.
d			3,081.
e			130,413.
f			11,323.
g			337,836.
h			62,975.
i			254,336.
j			43,371.
k			36,459.
l			272,044.
m			175,337.
n			697.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	3,178,693.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

## Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Citibank Checking	58.	58.	
Citibank Money Market	3,567.	3,567.	
JP Morgan	3.	3.	
<b>Total to Part I, line 3</b>	<b>3,628.</b>	<b>3,628.</b>	

## Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
JP Morgan Dividends	23,365.	0.	23,365.	23,365.	
Newport Asia	47,393.	0.	47,393.	47,393.	
Pimco Short Term Inst'l Fund Dividends	30,155.	0.	30,155.	30,155.	
Semper Vic Partners	168,441.	0.	168,441.	168,441.	
Silchester Intl Val Eq Trust	301,580.	0.	301,580.	301,580.	
TIFF Partners III, LLC	1,507.	0.	1,507.	1,507.	
TIFF Partners IV LLC	1,059.	0.	1,059.	1,059.	
TIFF Partners V-Int'l, LLC	6,964.	0.	6,964.	6,964.	
TIFF Partners V-US, LLC	7,575.	0.	7,575.	7,575.	
TIFF PEP 2014	156.	0.	156.	156.	
TIFF Private Equity Partners 2006, LLC	32,328.	0.	32,328.	32,328.	
TIFF Private Equity Partners 2008, LLC	9,520.	0.	9,520.	9,520.	
Western Asset Institutional Liquid Reserves	59.	0.	59.	59.	
<b>To Part I, line 4</b>	<b>630,102.</b>	<b>0.</b>	<b>630,102.</b>	<b>630,102.</b>	

Form 990-PF	Other Income		Statement	3
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Newport Asia Institutional Fund, LP	<3,879.>	<3,879.>		
Silchester Int'l Investors	6,134.	6,134.		
TIFF Partners III, LLC	398.	<6.>		
TIFF Partners IV, LLC	9,502.	2,235.		
TIFF Partners IV, LLC	1.	1.		
TIFF Partners V-International, LLC	3,570.	3,570.		
TIFF Partners V-US, LLC	0.	780.		
TIFF Partners V-US, LLC	3.	3.		
TIFF Partners V-US, LLC	<1,128.>	<1,128.>		
TIFF Private Equity Partners 2006, LLC	<3,207.>	<3,207.>		
TIFF Private Equity Partners 2006, LLC	390.	390.		
TIFF Private Equity Partners 2006, LLC	0.	2,471.		
TIFF Private Equity Partners 2008, LLC	701.	701.		
TIFF Private Equity Partners 2008, LLC	<13,940.>	<16,975.>		
Total to Form 990-PF, Part I, line 11	<1,455.>	<8,910.>		

Form 990-PF	Other Professional Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Asset Mgmt Consulting	30,000.	30,000.		0.	
Computer Consulting	466.	0.		466.	
To Form 990-PF, Pg 1, ln 16c	30,466.	30,000.		466.	



Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign Taxes Withheld	45,477.	45,477.			0.
990PF Excise Taxes	59,000.	0.			0.
State Taxes	32.	32.			0.
To Form 990-PF, Pg 1, ln 18	104,509.	45,509.			0.

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Office and Computer Supplies	21,094.	0.			21,094.
Workers' Compensation	1,225.	0.			1,225.
Dues & Subscriptions	7,515.	0.			7,515.
Nondeductible Expenses	257.	0.			0.
Newport Asia-Deductions	26,746.	26,746.			0.
Semper Vic Deductions	24,615.	24,615.			0.
Silchester Advisory Fees	72,326.	72,326.			0.
TIFF Partners III-Deductions	3,972.	3,972.			0.
TIFF Partners IV-Deductions	15,910.	15,910.			0.
TIFF Partners V-Int'l-Deds	7,989.	7,989.			0.
TIFF Partners V-US-Deds	11,924.	11,924.			0.
TIFF PEP 2006-Deductions	28,569.	28,569.			0.
TIFF PEP 2008-Deductions	44,429.	44,429.			0.
TIFF PEP 2014-Deductions	14,353.	14,353.			0.
To Form 990-PF, Pg 1, ln 23	280,924.	250,833.			29,834.

Form 990-PF	Corporate Stock		Statement	7
Description	Book Value	Fair Market Value		
BankAmerica Corp - 116,824 shares	1,228,796.	2,036,242.		
Maverick Fund, Ltd - 2,950.3219 shares	1,258,238.	4,954,713.		
TIFF Absolute Return Pool - 2,188.881 shares	2,300,000.	10,013,238.		
Viking Global Equities III Ltd - 1,863.9669 shares	507,944.	5,854,684.		
Convexity Capital Offshore L.P. - 2,001,467.31 shares	1,499,965.	3,562,322.		
	6,794,943.	26,421,199.		

Total to Form 990-PF, Part II, line 10b

Form 990-PF	Other Investments	Statement	8
Description	Valuation Method	Book Value	Fair Market Value
Mutual Fund Investments	COST	6,900,927.	7,770,170.
Limited Partnerships	COST	16,876,117.	22,409,588.
Total to Form 990-PF, Part II, line 13		23,777,044.	30,179,758.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 9

Name and Address	Title and Avg Hrs/Wk	Compensation	Employee Ben Plan Contrib	Expense Account
Sue Anschutz-Rodgers 555 17th Street, Suite 2400 Denver, CO 80202	Chair, President 3.00	0.	0.	0.
Robert S. Rich 555 17th Street, Suite 2400 Denver, CO 80202	VP, Sec/Asst Treas, Dir 1.00	0.	0.	0.
Susan A. Spindler 555 17th Street, Suite 2400 Denver, CO 80202	Treasurer 1.00	0.	0.	0.
Susan Rodgers Drumm 555 17th Street, Suite 2400 Denver, CO 80202	Trustee 0.08	0.	0.	0.
Melinda Rodgers Couzens 555 17th Street, Suite 2400 Denver, CO 80202	Trustee 0.08	0.	0.	0.
Melissa Rodgers Padgett 555 17th Street, Suite 2400 Denver, CO 80202	Trustee 0.08	0.	0.	0.

Anschutz Family Foundation

74-2132676

Sarah Anschutz Hunt 555 17th Street, Suite 2400 Denver, CO 80202	Trustee 0.08	0.	0.	0.
John Manning Couzens, Jr. 555 17th Street, Suite 2400 Denver, CO 80202	Trustee 0.08	0.	0.	0.
Henry Porter Couzens 555 17th Street, Suite 2400 Denver, CO 80202	Trustee 0.08	0.	0.	0.

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

0.	0.	0.
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