

Department of the Treasury
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning 12/01, 2012, and ending 11/30, 2013

Name of foundation THE ANSCHUTZ FOUNDATION		A Employer identification number 74-2316617
Number and street (or P O box number if mail is not delivered to street address) 1727 TREMONT STREET		B Telephone number (see instructions) (303) 308-8220
Room/suite		
City or town, state, and ZIP code DENVER, CO 80202		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,126,706,872.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(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 (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	150,952.	150,952.		ATCH 1
4 Dividends and interest from securities	32,604,837.	41,446,484.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	10,275,037.			
b Gross sales price for all assets on line 6a	615,115,470.			
7 Capital gain net income (from Part IV, line 2)		13,424,775.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 3	67,469,172.	-2,574,458.		
12 Total. Add lines 1 through 11	110,499,998.	52,447,753.		
13 Compensation of officers, directors, trustees, etc.	558,542.	55,854.		502,688.
14 Other employee salaries and wages	160,200.	16,020.		144,180.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) *	27,515.	27,515.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 5	1,712,489.	8,623.		77,613.
19 Depreciation (attach schedule) and depletion	2,739.	274.		
20 Occupancy				
21 Travel, conferences, and meetings	6,290.	629.		5,661.
22 Printing and publications	465.	47.		419.
23 Other expenses (attach schedule) ATCH 6	1,354,962.	1,313,419.		41,543.
24 Total operating and administrative expenses. Add lines 13 through 23	3,823,202.	1,422,381.		772,104.
25 Contributions, gifts, grants paid	52,110,768.			50,069,897.
26 Total expenses and disbursements Add lines 24 and 25	55,933,970.	1,422,381.		50,842,001.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	54,566,028.			
b Net investment income (if negative, enter -0-)		51,025,372.		
c Adjusted net income (if negative, enter -0-)				

Operating and Administrative Expenses

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	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	180,455,256.	218,625,156.	218,625,156.	
3 Accounts receivable ▶ 10,791,505.				
Less allowance for doubtful accounts ▶	16,094,232.	10,791,505.	10,791,505.	
4 Pledges receivable ▶				
Less allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7 Other notes and loans receivable (attach schedule) ▶ *	126,955,575.	* 117,717,131.	ATCH 7 117,717,131.	
Less allowance for doubtful accounts ▶				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges ATCH 8	412,764.	271,903.	271,903.	
10 a Investments - U S and state government obligations (attach schedule)				
b Investments - corporate stock (attach schedule) ATCH 9	73,277,222.	67,157,269.	67,157,269.	
c Investments - corporate bonds (attach schedule) ATCH 10	153,264,718.	141,956,418.	141,956,418.	
11 Investments - land, buildings, and equipment basis ▶ 13,700.				
Less accumulated depreciation ▶ (attach schedule) 9,371.	7,068.	4,329.	4,329.	
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 11	516,055,674.	570,182,931.	570,182,931.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶ (attach schedule)				
15 Other assets (describe ▶ ATCH 12)	230.	230.	230.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,066,522,739.	1,126,706,872.	1,126,706,872.	
Liabilities				
17 Accounts payable and accrued expenses	40,562,908.	32,387,867.		
18 Grants payable	14,196,329.	16,237,200.		
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶ ATCH 13)	22,681,610.	34,433,884.		
23 Total liabilities (add lines 17 through 22)	77,440,847.	83,058,951.		
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg, and equipment fund	863,290,809.	863,290,809.		
29 Retained earnings, accumulated income, endowment, or other funds	125,791,083.	180,357,112.		
30 Total net assets or fund balances (see instructions)	989,081,892.	1,043,647,921.		
31 Total liabilities and net assets/fund balances (see instructions)	1,066,522,739.	1,126,706,872.		

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	989,081,892.
2 Enter amount from Part I, line 27a	2	54,566,028.
3 Other increases not included in line 2 (itemize) ▶ ATCH 14	3	1.
4 Add lines 1, 2, and 3	4	1,043,647,921.
5 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	1,043,647,921.

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 SEE PART IV SCHEDULE					
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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
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	13,424,775.	
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) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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))
2011	50,763,070.	1,002,756,957.	0.050624
2010	41,825,297.	1,046,066,576.	0.039983
2009	42,841,422.	995,485,626.	0.043036
2008	36,924,751.	881,723,052.	0.041878
2007	13,597,404.	811,468,241.	0.016757
2 Total of line 1, column (d)			2 0.192278
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 0.038456
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,065,003,482.
5 Multiply line 4 by line 3			5 40,955,774.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 510,254.
7 Add lines 5 and 6			7 41,466,028.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 50,842,001.

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

Table with 11 rows for excise tax calculations. Line 1: 510,254. Line 2: 510,254. Line 3: 510,254. Line 4: 0. Line 5: 510,254. Line 6a: 850,903. Line 7: 850,903. Line 10: 340,649. Line 11: 340,649 Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No, X. Row 1b: No, X. Row 1c: No, X. Row 2: No, X. Row 3: X, No. Row 4a: X, No. Row 4b: X, No. Row 5: No, X. Row 6: X, No. Row 7: X, No. Row 8a: CO, No. Row 8b: X, No. Row 9: No, X. Row 10: No, 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)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> THE ANSCHUTZ FOUNDATION Telephone no <input type="checkbox"/> 303-308-8220			
	Located at <input type="checkbox"/> 1727 TREMONT PLACE DENVER, CO ZIP+4 <input type="checkbox"/> 80202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year		15	
16	At any time during calendar year 2012, 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
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 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here Yes No

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

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

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

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

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

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 (see instructions).

(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
ATCH 16		558,542.	29,338.	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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
ATCH 17		60,549.	4,774.	0

Total number of other employees paid over \$50,000 Yes No

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 18		1,237,946.

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include 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 (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 ▶

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	874,506,362.
b	Average of monthly cash balances	1b	205,883,181.
c	Fair market value of all other assets (see instructions)	1c	832,266.
d	Total (add lines 1a, b, and c)	1d	1,081,221,809.
e	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	3	1,081,221,809.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,218,327.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,065,003,482.
6	Minimum investment return. Enter 5% of line 5	6	53,250,174.

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	53,250,174.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	510,254.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	510,254.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	52,739,920.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	52,739,920.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	52,739,920.

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	50,842,001.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	50,842,001.
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 (see instructions)	5	510,254.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	50,331,747.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				52,739,920.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			49,451,861.	
b Total for prior years 20 10 , 20 09 , 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 50,842,001.				
a Applied to 2011, but not more than line 2a			49,451,861.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				1,390,140.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 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 amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				51,349,780.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

NOT APPLICABLE

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 2012, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

3 Complete 3a b or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest dividends rents payments on securities loans (section 512(a)(5)) or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) 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))

NONE

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 of the person to whom applications should be addressed

ATCH 19

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

SEE ATTACHED SCHEDULE

c Any submission deadlines

SEE ATTACHED SCHEDULE

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

SEE ATTACHED SCHEDULE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT			GENERAL SUPPORT	50,069,897.
Total ► 3a				50,069,897.
b Approved for future payment SEE ATTACHMENT			GENERAL SUPPORT	2,040,871.
Total ► 3b				2,040,871.

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. Row 1 contains 'N/A' for (b) 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. All cells are empty.

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: 8/25/14

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

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses 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)		
		ST STOCK HELD BY TOWERBROOK INVESTORS II PROPERTY TYPE: SECURITIES				P		309.	
		ST STOCK HELD BY FIRST STATE INVESTMENTS PROPERTY TYPE: SECURITIES				P		-100,178.	
		ST STOCK HELD BY OAKTREE PRINCIPAL FUND PROPERTY TYPE: SECURITIES				P		54,177.	
		ST STOCK HELD BY SILCHESTER PROPERTY TYPE: SECURITIES				P		6,657.	
		ST STOCK HELD BY NEWPORT ASIA PROPERTY TYPE: SECURITIES				P		-26,970.	
		ST STOCK HELD BY WELLINGTON TRUST PROPERTY TYPE: SECURITIES				P		1,327,317.	
		ST STOCK HELD BY WILLIAMS PARTNERS PROPERTY TYPE: SECURITIES				P		2.	
		ST STOCK HELD BY ATLAS ENERGY PROPERTY TYPE: SECURITIES				P		-115.	
		ST STOCK HELD BY ATLAS PIPELINE PROPERTY TYPE: SECURITIES				P		-752.	
		ST STOCK HELD BY ENBRIDGE PROPERTY TYPE: SECURITIES				P		-16.	
		LT STOCK HELD BY TOWERBROOK INVESTORS LP PROPERTY TYPE: SECURITIES				P		-31,324.	
		LT STOCK HELD BY TOWERBROOK INVESTORS II PROPERTY TYPE: SECURITIES				P		215,302.	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses 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)		
		LT STOCK HELD BY WSW BUYOUT FUND PROPERTY TYPE: SECURITIES				P		-174,176.	
		LT STOCK HELD BY FIRST STATE INVESTMENTS PROPERTY TYPE: SECURITIES				P		539,082.	
		LT STOCK HELD BY OAKTREE PRINCIPAL FUND PROPERTY TYPE: SECURITIES				P		-407,371.	
		LT STOCK HELD BY SILCHESTER INTERNATIONAL PROPERTY TYPE: SECURITIES				P		1,103,413.	
		LT STOCK HELD BY NEWPORT ASIA PROPERTY TYPE: SECURITIES				P		4,412.	
		LT STOCK HELD BY WELLINGTON TRUST COMPANY PROPERTY TYPE: SECURITIES				P		38,382.	
		LT STOCK HELD BY WESTERN GAS PARTNERS PROPERTY TYPE: SECURITIES				P		170.	
		LT STOCK HELD BY WILLIAMS PARTNERS PROPERTY TYPE: SECURITIES				P		182.	
		LT STOCK HELD BY ATLAS ENERGY PROPERTY TYPE: SECURITIES				P		20.	
		LT STOCK HELD BY ATLAS PIPELINE PARTNERS PROPERTY TYPE: SECURITIES				P		115.	
		LT STOCK HELD BY THE CARLYLE GROUP PROPERTY TYPE: SECURITIES				P		113,118.	
		LT STOCK HELD BY PLAINS ALL AMERICAN PIP PROPERTY TYPE: SECURITIES				P		-8.	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses 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)	
		TOTAL ST ASSET BACKED SECURITIES PROPERTY TYPE: SECURITIES				P	489,297.	
		TOTAL ST CORPORATE BONDS PROPERTY TYPE: SECURITIES				P	42,004.	
		TOTAL LT CORPORATE BONDS PROPERTY TYPE: SECURITIES				P	5,020,706.	
		TOTAL SOVEREIGN BONDS PROPERTY TYPE: SECURITIES				P	-461,615.	
		TOTAL CREDIT DEFAULT SWAP PROPERTY TYPE: SECURITIES				P	1,369,339.	
		TOTAL ST CUMULATIVE PREFERRED PROPERTY TYPE: SECURITIES				P	445,658.	
		TOTAL LT CUMMULATIVE PREFERRED PROPERTY TYPE: SECURITIES				P	-66,718.	
		TOTAL DEPOSITORY RECEIPT PROPERTY TYPE: SECURITIES				P	871,326.	
		TOTAL EQUITY PROPERTY TYPE: SECURITIES				P	12559056.	
		TOTAL EQUITY UNIT PROPERTY TYPE: SECURITIES				P	2,727,089.	
		TOTAL ST EXCHANGE TRADED FUNDS PROPERTY TYPE: SECURITIES				P	-892,306.	
		TOTAL LT EXCHANGE TRADED FUNDS PROPERTY TYPE: SECURITIES				P	1,984,448.	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses 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)		
		TOTAL FUTURES PROPERTY TYPE: SECURITIES				P		-11934308.	
		TOTAL LISTED OPTIONS PROPERTY TYPE: SECURITIES				P		938,102.	
		TOTAL ST LOANS PROPERTY TYPE: SECURITIES				P		2,880,646.	
		TOTAL LT LOANS PROPERTY TYPE: SECURITIES				P		1,329,210.	
		TOTAL ST MUTUAL FUNDS PROPERTY TYPE: SECURITIES				P		172,067.	
		TOTAL LT MUTUAL FUNDS PROPERTY TYPE: SECURITIES				P		-5449113.	
		OTHER PROPERTY TYPE: SECURITIES				P		-8,924.	
		TOTAL PREFERRED CONVERTIBLE PROPERTY TYPE: SECURITIES				P		-243.	
		TOTAL ST BOND FUNDS - ST PROPERTY TYPE: SECURITIES				P		3,152.	
		TOTAL LT SWAPTION PROPERTY TYPE: SECURITIES				P		-1552459.	
		TOTAL ST BOND FUNDS - LT PROPERTY TYPE: SECURITIES				P		27,529.	
		LOSS FROM DISPOSAL OF THE CARLYLE GROUP PROPERTY TYPE: SECURITIES				P		-129,545.	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses 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)	
		GAIN FROM DISPOSAL OF EV ENERGY PROPERTY TYPE: SECURITIES				P	13,504.	
		GAIN FROM DISPOSAL OF ENERGY TRANSFER PA PROPERTY TYPE: SECURITIES				P	373,064.	
		ATLAS ENERGY PARTNERS PTP ADJUSTMENT PROPERTY TYPE: SECURITIES				P	12,061.	
TOTAL GAIN (LOSS)							<u>13424775.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME - CASH AND EQUIVILANTS	150,952.	150,952.
TOTAL	<u>150,952.</u>	<u>150,952.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST AND DIVIDEND INCOME - TAF	32,604,837.	30,147,456.
INTEREST AND DIVIDEND INCOME - PASS THRU		3,228,041.
DIVIDEND INCOME FROM AF CAYMAN		8,070,987.
TOTAL	<u>32,604,837.</u>	<u>41,446,484.</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER INCOME	19,569.	19,569.
UNREALIZED GAIN/LOSS	67,312,744.	
FOREIGN CURRENCY EXCHANGE GAIN/LOSS	-569,949.	-569,949.
PREMIUM ON DEBT INVESTMENTS	706,808.	706,808.
OTHER INCOME FROM PASS-THROUGHS		-2,730,886.
TOTALS	<u>67,469,172.</u>	<u>-2,574,458.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PROFESSIONAL CONSULTANTS	27,515.	27,515.
TOTALS	<u>27,515.</u>	<u>27,515.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX	1,626,253.		
PROPERTY TAX	23.	2.	21.
PAYROLL TAXES	86,213.	8,621.	77,592.
TOTALS	<u>1,712,489.</u>	<u>8,623.</u>	<u>77,613.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
BUSINESS FEES/PERMITS	1,140.	114.	1,026.
BUSINESS MEALS	588.	59.	529.
CATERING	1,768.	177.	1,591.
TELEPHONE	2,054.	205.	1,849.
COMPANY PARKING / SHUTTLE	8,295.	830.	7,465.
INVESTMENT MANAGEMENT FEES	1,308,804.	1,308,804.	
MAINTENANCE SERVICE CONTRACTS	4,194.	419.	3,775.
PROFESSIONAL MEMBERSHIPS	6,804.	680.	6,124.
MEDICAL CLAIMS PAID	2,502.	250.	2,252.
PUBLICATIONS & SUBSCRIPTIONS	1,068.	107.	961.
SOFTWARE & HARDWARE	180.	18.	162.
SUPPLIES & AMENITIES	2,224.	222.	2,002.
TEMPS / OTHER SERVICES	2,284.	228.	2,056.
TRAINING / EDUCATION	199.	20.	179.
OTHER MISCELLANEOUS EXPENSES	12,858.	1,286.	11,572.
TOTALS	<u>1,354,962.</u>	<u>1,313,419.</u>	<u>41,543.</u>

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

BORROWER: ATRIUM COMPANIES INC.

BEGINNING BALANCE DUE 8,014,713.

ENDING BALANCE DUE 635,430.

ENDING FAIR MARKET VALUE 635,430.

BORROWER: J.JILL GROUP

BEGINNING BALANCE DUE 2,124,049.

ATTACHMENT 7 (CONT'D)

BORROWER: SPRINGS WINDOW FASHIONS
BEGINNING BALANCE DUE 1,818,000.

BORROWER: WALL STREET SYSTEMS
BEGINNING BALANCE DUE 3,867,240.

ENDING BALANCE DUE 2,428,268.

ENDING FAIR MARKET VALUE 2,428,268.

ATTACHMENT 7 (CONT'D)

BORROWER: MERITAS

BEGINNING BALANCE DUE 4,820,400.

ENDING BALANCE DUE 2,308,589.

ENDING FAIR MARKET VALUE 2,308,589.

BORROWER: NANA DEVELOPMENT

ENDING BALANCE DUE 840,420.

ENDING FAIR MARKET VALUE 840,420.

ATTACHMENT 7 (CONT'D)

BORROWER: REVEL TLB
BEGINNING BALANCE DUE 263,889.

BORROWER: BLACKBOARD
BEGINNING BALANCE DUE 9,002,813.

ATTACHMENT 7 (CONT'D)

BORROWER: ROCKET SOFTWARE

BEGINNING BALANCE DUE 4,978,883.

ENDING BALANCE DUE 4,983,017.

ENDING FAIR MARKET VALUE 4,983,017.

BORROWER: ENNIS-FLINT

BEGINNING BALANCE DUE 1,949,280.

ENDING BALANCE DUE 2,008,800.

ENDING FAIR MARKET VALUE 2,008,800.

ATTACHMENT 7 (CONT'D)

BORROWER: EXPERT GLOBAL SOLUTIONS

BEGINNING BALANCE DUE	7,483,787.
ENDING BALANCE DUE	<u>4,876,579.</u>
ENDING FAIR MARKET VALUE	<u>4,876,579.</u>

BORROWER: PLATO

BEGINNING BALANCE DUE	7,291,200.
ENDING BALANCE DUE	<u>5,009,600.</u>
ENDING FAIR MARKET VALUE	<u>5,009,600.</u>

ATTACHMENT 7 (CONT'D)

BORROWER: MISSY'S PLACE

BEGINNING BALANCE DUE 6,552,627.

BORROWER: AMWINS

BEGINNING BALANCE DUE 2,511,000.

ATTACHMENT 7 (CONT'D)

BORROWER: HMH HOLDINGS

BEGINNING BALANCE DUE 977,170.

BORROWER: ERESEARCH TECHNOLOGY INC

BEGINNING BALANCE DUE 3,362,791.

ATTACHMENT 7 (CONT'D)

BORROWER: CONNOLLY

BEGINNING BALANCE DUE	1,956,440.
ENDING BALANCE DUE	<u>962,000.</u>
ENDING FAIR MARKET VALUE	<u>962,000.</u>

BORROWER: MMODAL

BEGINNING BALANCE DUE	1,718,613.
ENDING BALANCE DUE	<u>5,206,282.</u>
ENDING FAIR MARKET VALUE	<u>5,206,282.</u>

ATTACHMENT 7 (CONT'D)

BORROWER: REGENT SEVEN SEAS

BEGINNING BALANCE DUE 964,225.

BORROWER: DELTEK SYSTEMS

BEGINNING BALANCE DUE 2,450,094.

ENDING BALANCE DUE 2,441,075.

ENDING FAIR MARKET VALUE 2,441,075.

ATTACHMENT 7 (CONT'D)

BORROWER: COLLECTIVE BRANDS

BEGINNING BALANCE DUE 1,461,037.

BORROWER: TRANSTAR INDUSTRIES

BEGINNING BALANCE DUE 4,828,037.

ENDING BALANCE DUE 4,785,950.

ENDING FAIR MARKET VALUE 4,785,950.

ATTACHMENT 7 (CONT'D)

BORROWER: GCA SERVICES GROUP

BEGINNING BALANCE DUE	2,871,570.
ENDING BALANCE DUE	<u>2,927,486.</u>
ENDING FAIR MARKET VALUE	<u>2,927,486.</u>

BORROWER: WESTERN DENTAL SERVICES

BEGINNING BALANCE DUE	7,070,700.
ENDING BALANCE DUE	<u>3,830,868.</u>
ENDING FAIR MARKET VALUE	<u>3,830,868.</u>

ATTACHMENT 7 (CONT'D)

BORROWER:	SHELF DRILLING	
BEGINNING BALANCE DUE		2,871,570.
BORROWER:	CONFIE SEGUROS	
BEGINNING BALANCE DUE		10,598,234.
ENDING BALANCE DUE		<u>5,754,862.</u>
ENDING FAIR MARKET VALUE		<u>5,754,862.</u>

ATTACHMENT 7 (CONT'D)

BORROWER: JIMMY SANDERS

BEGINNING BALANCE DUE 12,004,572.

BORROWER: ALON US

BEGINNING BALANCE DUE 2,102,292.

ATTACHMENT 7 (CONT'D)

BORROWER:	TOMKINS	
BEGINNING BALANCE DUE		2,444,081.

BORROWER:	FPC HOLDINGS	
BEGINNING BALANCE DUE		5,710,268.

ENDING BALANCE DUE		<u>4,593,550.</u>
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ENDING FAIR MARKET VALUE		<u>4,593,550.</u>
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ATTACHMENT 7 (CONT'D)

BORROWER: ENDURANCE INTERNATIONAL
BEGINNING BALANCE DUE 2,886,000.

BORROWER: BATS GLOBAL
ENDING BALANCE DUE 4,447,625.
ENDING FAIR MARKET VALUE 4,447,625.

ATTACHMENT 7 (CONT'D)

BORROWER: RED PRARIE

ENDING BALANCE DUE 5,014,425.

ENDING FAIR MARKET VALUE 5,014,425.

BORROWER: IENERGIZER

ENDING BALANCE DUE 4,462,575.

ENDING FAIR MARKET VALUE 4,462,575.

ATTACHMENT 7 (CONT'D)

BORROWER: SUTHERLAND GLOBAL

ENDING BALANCE DUE 4,611,499.

ENDING FAIR MARKET VALUE 4,611,499.

BORROWER: DATAPIPE, INC

ENDING BALANCE DUE 2,346,000.

ENDING FAIR MARKET VALUE 2,346,000.

ATTACHMENT 7 (CONT'D)

BORROWER: MCGRAW HILL

ENDING BALANCE DUE 5,635,562.

ENDING FAIR MARKET VALUE 5,635,562.

BORROWER: CHARLOTTE RUSSE

ENDING BALANCE DUE 2,248,365.

ENDING FAIR MARKET VALUE 2,248,365.

ATTACHMENT 7 (CONT'D)

BORROWER: ALLFLEX

ENDING BALANCE DUE 1,636,968.

ENDING FAIR MARKET VALUE 1,636,968.

BORROWER: CTI FOODS

ENDING BALANCE DUE 3,252,200.

ENDING FAIR MARKET VALUE 3,252,200.

ATTACHMENT 7 (CONT'D)

BORROWER: TRIPLE POINT

ENDING BALANCE DUE 4,830,000.

ENDING FAIR MARKET VALUE 4,830,000.

BORROWER: CONTINENTAL BUILDING PRODUCTS

ENDING BALANCE DUE 2,773,800.

ENDING FAIR MARKET VALUE 2,773,800.

ATTACHMENT 7 (CONT'D)

BORROWER: RUE21 INC

ENDING BALANCE DUE 785,148.

ENDING FAIR MARKET VALUE 785,148.

BORROWER: PITNEY BOWES

ENDING BALANCE DUE 2,746,200.

ENDING FAIR MARKET VALUE 2,746,200.

BORROWER: STEINWAY MUSICAL INSTRUMENTS

ENDING BALANCE DUE 945,300.

ENDING FAIR MARKET VALUE 945,300.

BORROWER: HEALTHPORT

ENDING BALANCE DUE 2,332,081.

ENDING FAIR MARKET VALUE 2,332,081.

ATTACHMENT 7 (CONT'D)

BORROWER: E-REWARDS

ENDING BALANCE DUE 4,139,955.

ENDING FAIR MARKET VALUE 4,139,955.

BORROWER: PROGRESSIVE SOLUTIONS

ENDING BALANCE DUE 5,632,020.

ENDING FAIR MARKET VALUE 5,632,020.

BORROWER: ACTIVE NETWORK

ENDING BALANCE DUE 1,540,516.

ENDING FAIR MARKET VALUE 1,540,516.

BORROWER: CONFIE SERGUROS

ENDING BALANCE DUE 4,744,116.

ENDING FAIR MARKET VALUE 4,744,116.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 126,955,575.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 117,717,131.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 117,717,131.

ATTACHMENT 8FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID FEDERAL TAXES	271,903.	271,903.
TOTALS	<u>271,903.</u>	<u>271,903.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMC NETWORKS INC	1,364,936.	1,364,936.
AMERICAN EXPRESS CO	2,318,573.	2,318,573.
BANK OF AMERICA CORP	2,581,587.	2,581,587.
BAYERISCHE MOTOREN WERKE AG	1,888,047.	1,888,047.
CAMERON INTERNATIONAL CORP	1,300,502.	1,300,502.
CAPITAL ONE FINANCIAL CORP	2,371,669.	2,371,669.
CATERPILLAR INC	1,124,334.	1,124,334.
COMCAST CORP	1,877,855.	1,877,855.
CISCO SYSTEMS INC	1,339,706.	1,339,706.
CSX CORP	2,915,108.	2,915,108.
EEQ-MS	989,061.	989,061.
ELI LILLY & CO	1,373,115.	1,373,115.
GOOGLE INC	2,505,930.	2,505,930.
INTEL CORP	1,119,479.	1,119,479.
LAM RESEARCH CORP	1,338,914.	1,338,914.
MEDTRONIC INC	2,385,888.	2,385,888.
PHILIP MORRIS INTERNATIONAL	1,136,827.	1,136,827.
PUTNAM MASTER INTER INC	2,350,966.	2,350,966.
SANDISK CORP	2,651,717.	2,651,717.
SPROUTS FARMERS MARKET INC	16,763.	16,763.
WHOLE FOODS MARKET INC	902,657.	902,657.
WILLIAMS COS INC	1,866,660.	1,866,660.
WORKDAY INC	984,988.	984,988.
ATLAS PIPELINE PARTNERS LP	1,739,260.	1,739,260.
ATLAS ENERGY LP	2,751,560.	2,751,560.
ENBRIDGE ENERGY PARTNERS LP	2,137,895.	2,137,895.
EL PASO ENERGY PARTNERS LP	779,625.	779,625.
ENTERPRISE PRODUCTS PARTNERS	3,762,458.	3,762,458.
ENERGY TRANSFER PARTNERS LP	1,787,280.	1,787,280.

ATTACHMENT 9 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MARKWEST ENERGY PARTNERS LP	1,243,260.	1,243,260.
PLAINS ALL AMERICAN PIPELINE L	4,074,030.	4,074,030.
PLAINS GP HOLDINGS	1,715,500.	1,715,500.
PSXP-MS	2,561,217.	2,561,217.
WESTERN GAS PARTNERS LP	2,970,672.	2,970,672.
WILLIAMS PARTNERS LP	2,929,230.	2,929,230.
TOTALS	<u>67,157,269.</u>	<u>67,157,269.</u>

ATTACHMENT 10FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
313 GROUP INC	5,394,375.	5,394,375.
ALGECO SCOTSMAN GLOB FIN	2,501,200.	2,501,200.
ARTESYN ESCROW INC	1,913,600.	1,913,600.
CFG HOLD LTD/CFG FIN LLC 11.5%	4,078,880.	4,078,880.
CITIGROUP INC	775,927.	775,927.
GFI GROUP INC 8.375%	1,840,500.	1,840,500.
GRD HOLDING III CORP 10.750%	2,724,346.	2,724,346.
IDQ HOLDINGS INC 11.50%	1,562,400.	1,562,400.
INTERFACE SEC SYS HDGS/L	2,005,770.	2,005,770.
JPMORGAN CHASE & CO FLT PERP	855,740.	855,740.
JPMORGAN CHASE & CO	4,849,100.	4,849,100.
MCGRAW-HILL GLOBAL ED	2,775,000.	2,775,000.
MILESTONE AVIATION GROUP	2,561,325.	2,561,325.
NANA DEVELOPMENT CORP	2,562,500.	2,562,500.
PNC FINANCIAL SERVICES FLT PER	830,977.	830,977.
LIGHTSTREAM RESEOURCES	2,288,500.	2,288,500.
PRUDENTIAL FINANCIAL INC FLT	864,867.	864,867.
PRUDENTIAL FINANCIAL INC 5	983,140.	983,140.
PRUDENTIAL FINANCIAL INC 5.2	865,026.	865,026.
RIALTO HLDS LLC/CORP	467,000.	467,000.
RUE21 INC	644,460.	644,460.
SPL LOGISTICS ESCROW LLC 8.875	511,063.	511,063.
SOUTHERN STATES COOP INC	4,485,000.	4,485,000.
SUMMIT MATERIALS LLC/FIN 10.5%	2,710,125.	2,710,125.
TALOS PRODUCTIONS LLC/FIN	4,696,400.	4,696,400.
JP MORGAN SHORT DURATION BOND	41,209,197.	41,209,197.
JMGIX_PRIVATE	45,000,000.	45,000,000.
TOTALS	<u>141,956,418.</u>	<u>141,956,418.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ASSET BACKED SECURITIES	2,995,410.	2,995,410.
CREDIT DEFAULT SWAP	-1,305,661.	-1,305,661.
CUMMULATIVE PREFERRED	20,972,883.	20,972,883.
DEPOSITORY RECEIPTS	5,813,448.	5,813,448.
EXCHANGE TRADED FUNDS	200,906,166.	200,906,166.
MUTUAL FUNDS	289,102,582.	289,102,582.
FUTURES	-513,900.	-513,900.
FIRSTMARK PRIVATE EQUITY	163,773.	163,773.
GSO CAPITAL SOLUTIONS PR EQ	22,632,646.	22,632,646.
GSO LIQUIDITY OVERSEAS PR EQ	40,895.	40,895.
OAKHILL EUROPEAN STRATEGIC PR	6,242,224.	6,242,224.
OAK TREE PRIVATE EQUITY	20,086,613.	20,086,613.
LISTED OPTIONS	185,083.	185,083.
TOWERBROOK INV II PRIVATE EQ	2,731,493.	2,731,493.
TOWERBROOK INV LP	70,853.	70,853.
WSW BUYOUT FUND PRIVATE EQUITY	58,423.	58,423.
INVESTMENT IN SUBSIDIARY		
TOTALS	<u>570,182,931.</u>	<u>570,182,931.</u>

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

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

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
INVESTMENT IN SHORTS	34,433,884.
TOTALS	<u>34,433,884.</u>

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ROUNDING	1.
TOTAL	<u>1.</u>

ATTACHMENT 15FORM 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 TRUSTEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CHRISTIAN P. ANSCHUTZ 1727 TREMONT STREET DENVER, CO 80202	PRESIDENT / DIRECTOR 20.00	67,917.	0	0
ELIZABETH A. BROWN 1727 TREMONT STREET DENVER, CO 80202	VICE PRESIDENT / DIRECTOR 20.00	22,083.	354.	0
DONALD J. HOPKINS 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR - NOMINAL	0	0	0
CHRISTOPHER W. HUNT 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 8.00	19,167.	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

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
NANCY P ANSCHUTZ 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 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
M LAVOY ROBISON 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 40.00	125,000.	14,531.	0
SARAH A HUNT 1727 TREMONT STREET DENVER, CO 80202	VICE PRESIDENT / DIRECTOR 8.00	90,000.	108.	0
TED E HARMS 1727 TREMONT STREET DENVER, CO 80202	EXECUTIVE DIRECTOR 40.00	194,375.	14,345.	0
	GRAND TOTALS	<u>558,542.</u>	<u>29,338.</u>	<u>0</u>

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

ATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
LISA RUCKER 1727 TREMONT PLACE DENVER, CO 80202	PROGRAM OFFICER 40.00	60,549.	4,774.	0
	TOTAL COMPENSATION	<u>60,549.</u>	<u>4,774.</u>	<u>0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
GSO CAPITAL PARTNERS, LP 345 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10154	INVESTMENT ADVISOR	186,294.
CAMBRIDGE ASSOCIATES LLC 100 SUMMER STREET BOSTON, MA 02110	INVESTMENT ADVISOR	355,808.
SILCHESTER INTERNATIONAL INVESTORS INC 780 THIRD AVE. 42ND FLOOR NEW YORK, NY 10017	INVESTMENT ADVISOR	292,690.
FIRST STATE INVESTMENTS 50 S LASALLE STREET CHICAGO, IL 60675	INVESTMENT ADVISOR	206,815.
WELLINGTON TRUST COMPANY, NA 280 CONGRESS STREET BOSTON, MA 02210	INVESTMENT ADVISOR	196,339.
	TOTAL COMPENSATION	<u>1,237,946.</u>

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

SEE ATTACHED SCHEDULE

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

THE ANSCHUTZ FOUNDATION

Employer identification number

74-2316617

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 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) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	10,729,855.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 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	5	10,729,855.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 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) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	2,694,920.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, 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 the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	2,694,920.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		10,729,855.
14	Net long-term gain or (loss):			
a	Total for year	14a		2,694,920.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		13,424,775.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) or **b** \$3,000 **16** ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	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	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21		
22	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 \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

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

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

Name of estate or trust

THE ANSCHUTZ FOUNDATION

Employer identification number

74-2316617

Part I Short-Term Capital Gains and Losses - Assets 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					309.
ST STOCK HELD BY FIRST STATE INVESTMENTS					-100,178.
ST STOCK HELD BY OAKTREE PRINCIPAL FUND V					54,177.
ST STOCK HELD BY SILCHESTER					6,657.
ST STOCK HELD BY NEWPORT ASIA					-26,970.
ST STOCK HELD BY WELLINGTON TRUST					1,327,317.
ST STOCK HELD BY WILLIAMS PARTNERS					2.
ST STOCK HELD BY ATLAS ENERGY					-115.
ST STOCK HELD BY ATLAS PIPELINE					-752.
ST STOCK HELD BY ENBRIDGE					-16.
TOTAL ST ASSET BACKED SECURITIES					489,297.
TOTAL ST CORPORATE BONDS					42,004.
TOTAL SOVEREIGN BONDS					-461,615.
TOTAL CREDIT DEFAULT SWAP					1,369,339.
TOTAL ST CUMULATIVE PREFERRED					445,658.
TOTAL DEPOSITORY RECEIPT					871,326.
TOTAL EQUITY					12,559,056.
TOTAL EQUITY UNIT					2,727,089.
TOTAL ST EXCHANGE TRADED FUNDS					-892,306.
TOTAL FUTURES					-11,934,308.
TOTAL LISTED OPTIONS					938,102.
TOTAL ST LOANS					2,880,646.
TOTAL ST MUTUAL FUNDS					172,067.
OTHER					-8,924.

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) 2012

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

2012

Name of estate or trust THE ANSCHUTZ FOUNDATION	Employer identification number 74-2316617
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Part I Short-Term Capital Gains and Losses - Assets 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 TOTAL PREFERRED CONVERTIBLE					-243.
TOTAL ST BOND FUNDS - ST					3,152.
LOSS FROM DISPOSAL OF THE CARLYLE GROUP					-129,545.
GAIN FROM DISPOSAL OF EV ENERGY					13,504.
GAIN FROM DISPOSAL OF ENERGY TRANSFER PARTNERS					373,064.
ATLAS ENERGY PARTNERS PTP ADJUSTMENT					12,061.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b **10,729,855.**

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

Schedule D-1 (Form 1041) 2012

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

(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)
6a LT STOCK HELD BY TOWERBROOK INVESTORS LP					-31,324.
LT STOCK HELD BY TOWERBROOK INVESTORS II					215,302.
LT STOCK HELD BY WSW BUYOUT FUND					-174,176.
LT STOCK HELD BY FIRST STATE INVESTMENTS ASIA					539,082.
LT STOCK HELD BY OAKTREE PRINCIPAL FUND V					-407,371.
LT STOCK HELD BY SILCHESTER INTERNATIONAL					1,103,413.
LT STOCK HELD BY NEWPORT ASIA					4,412.
LT STOCK HELD BY WELLINGTON TRUST COMPANY					38,382.
LT STOCK HELD BY WESTERN GAS PARTNERS					170.
LT STOCK HELD BY WILLIAMS PARTNERS					182.
LT STOCK HELD BY ATLAS ENERGY					20.
LT STOCK HELD BY ATLAS PIPELINE PARTNERS					115.
LT STOCK HELD BY THE CARLYLE GROUP					113,118.
LT STOCK HELD BY PLAINS ALL AMERICAN PIPELINE					-8.
TOTAL LT CORPORATE BONDS					5,020,706.
TOTAL LT CUMMULATIVE PREFERRED					-66,718.
TOTAL LT EXCHANGE TRADED FUNDS					1,984,448.
TOTAL LT LOANS					1,329,210.
TOTAL LT MUTUAL FUNDS					-5,449,113.
TOTAL LT SWAPTION					-1,552,459.
TOTAL ST BOND FUNDS - LT					27,529.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					2,694,920.

Schedule D-1 (Form 1041) 2012

**AMENDED AND RESTATED
BYLAWS
OF
THE ANSCHUTZ FOUNDATION
APRIL 14, 2014**

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AMENDED AND RESTATED
BYLAWS
OF
THE ANSCHUTZ FOUNDATION

ARTICLE I
OFFICES

Section 1.1 Business Offices. The initial principal office of the corporation shall be as stated in the articles of incorporation. The corporation may at any time and from time to time change the location of its principal office. The corporation may have such other offices, either within or outside Colorado, as the board of directors may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office required by the Colorado Revised Nonprofit Corporation Act (the "Act") to be maintained in Colorado may be changed from time to time by the board of directors of the corporation, provided that the street addresses of the registered office and of the business office or home of the registered agent of the corporation are identical.

ARTICLE II
MEMBERS

Section 2.1 No Members. The corporation shall have no voting or nonvoting members.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by, its board of directors, except as otherwise provided in the Act, the articles of incorporation or these bylaws.

Section 3.2 Qualifications, Number, Election and Tenure.

(a) Qualifications. Each director must be a natural person who is twenty-three years of age or older. A director need not be a resident of Colorado.

(b) Number. Subject to the provisions of Article V, the number of directors of the corporation shall be from three to fifteen, as determined by the board of directors from time to time. Any action of the board of directors to change the number of directors to a number outside the range specified in the preceding sentence, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws expanding the range of the number of directors, provided such action otherwise satisfies the requirements for amending these bylaws as provided in the Act, the articles of incorporation or these bylaws.

(c) Election and Tenure. Subject to the provisions of Article V, directors shall be elected by the board of directors at each annual meeting of the board of directors for a term that expires at the end of the next annual meeting of the board. Each director so elected shall hold office until such director's term expires and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal.

Section 3.3 Resignation; Removal; Vacancies. Any director may resign at any time by giving written notice to the chair of the board, the president or to the secretary of the corporation. A director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors shall be removable, with or without cause, in the manner provided by the Act. Any vacancy may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall hold the office for the unexpired term of such director's predecessor in office. Any vacancy to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the directors then in office, and a director so chosen shall hold office until the next election of directors and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 3.4 Regular Meetings. A regular annual meeting of the board of directors shall be held during the month of June (or such other month) at the time and place, either within or outside Colorado, as determined by the board, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. The board of directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 3.5 Special Meetings. Special meetings of the board of directors may be called by or at the request of the chair of the board, the president or any three directors. The person or persons authorized to call special meetings of the board of directors may fix the time and place, either within or outside Colorado, for holding any special meeting of the board called by them.

Section 3.6 Notice of Meetings. Notice of each meeting of the board of directors stating the date, time and place of the meeting shall be given to each director at such

director's business or residential address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or by other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete. A director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting except as otherwise provided in the Act.

Section 3.7 Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors, unless otherwise required by the Act, the articles of incorporation or these bylaws. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 3.8 Voting by Proxy. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section 3.8 and as permitted by Section 3.13, directors may not vote or otherwise act by proxy.

Section 3.9 Compensation. Directors shall not receive compensation for their services as such. However, the reasonable expenses of directors for attendance at board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 3.10 Committees. By one or more resolutions adopted by the vote of a majority of the directors present in person at a meeting at which a quorum is present, the board of directors may designate from among its members an executive committee, an investment committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the board of directors, except as prohibited by the Act. The delegation of authority to any committee

shall not operate to relieve the board of directors or any member of the board from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws or the Act for the board of directors unless the board or the committee itself determines otherwise.

Section 3.11 Advisory Boards. The board of directors may from time to time form one or more advisory boards, committees or other bodies composed of such members, having such rules of procedure, and having such chair, as the board of directors shall designate. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the board of directors. An advisory board may provide such advice, service and assistance to the corporation, and carry out such duties and responsibilities for the corporation as may be specified by the board of directors; except that, such advisory board may not exercise any power or authority reserved to the board of directors by the Act, the articles of incorporation or these bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the board of directors or the president of the corporation.

Section 3.12 Meetings by Telephone. Members of the board of directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.13 Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the board of directors or any committee thereof may be taken without a meeting if each and every member of the board or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director or committee member who delivers a writing described in this Section 3.13(a) to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

(b) Action is taken under this Section 3.13 only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.

(c) No action taken pursuant to this Section 3.13 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 3.13(a), signed by all directors and not revoked pursuant to Section 3.13(d), are received by the corporation. Any such writing may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 3.13 shall be effective when the last writing necessary to effect the action is received by the corporation unless the writings describing the action taken set forth a different effective date.

(d) Any director who has signed a writing pursuant to this Section 3.13 may revoke such writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect thereto is revoked, if such writing is received by the corporation before the last writing necessary to effect the action is received by the corporation.

(e) Action taken pursuant to this Section 3.13 has the same effect as action taken at a meeting of directors and may be described as such in any document.

(f) All signed written instruments necessary for any action taken pursuant to this Section 3.13 shall be filed with the minutes of the meetings of the board of directors.

ARTICLE IV OFFICERS AND AGENTS

Section 4.1 Designation and Qualifications. The elected officers of the corporation shall be a chair of the board, a president, one or more vice-presidents, an executive director, a secretary and a treasurer. The board of directors may also appoint, designate or authorize such other officers, assistant officers and agents, including one or more vice chairs, a controller, assistant secretaries and assistant treasurers, as it may consider appropriate. One person may hold more than one office at a time. Officers need not be directors of the corporation. All officers must be natural persons who are eighteen years of age or older.

Section 4.2 Election and Term of Office. Subject to the provisions of Article V, the board of directors, or an officer or committee to which such authority has been delegated by the board of directors, shall elect or appoint the officers at or in conjunction with each annual meeting of the board of directors. If the election and appointment of officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Each officer shall hold office from the end of the meeting at or in conjunction with which such officer was elected or appointed until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation or removal.

Section 4.3 Compensation. The compensation, if any, of each officer shall be as determined from time to time by the board of directors, or by an officer or a committee to which such authority has been delegated by the board of directors. To the extent reasonably feasible, the person or persons determining compensation shall obtain data on the compensation of officers holding similar positions of authority within comparable organizations, shall set the compensation based on such data and an evaluation of the officer's performance and experience as related to the requirements of the position, and shall document the basis for the determination, including the comparison data used, the requirements of the position, and the evaluation of the officer's performance and experience. No officer shall be prevented from receiving a salary by reason of the fact that the officer is also a director of the corporation. However, no payment of

compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 4.4 Removal. Any officer or agent may be removed by the board of directors at any time, with or without cause, but such removal shall not affect the contract rights, if any, of the person so removed. Election, appointment or designation of an officer or agent shall not itself create contract rights.

Section 4.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect upon receipt by the corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors, or by any officer or committee to which such authority has been delegated by the board of directors, for the unexpired portion of the term. If a resignation is made effective at a later date, the board of directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the board of directors may remove the officer at any time before the effective date and may fill the resulting vacancy.

Section 4.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) Chair of the Board. The chair of the board shall (i) preside at all meetings of the board of directors; (ii) see that all orders and resolutions of the board of directors are carried into effect; and (iii) perform all other duties incident to the office of chair of the board and as from time to time may be assigned to the chair by the board of directors.

(b) Vice-Chairs. The vice-chair or vice-chairs, if any, shall assist the chair of the board and shall perform such duties as may be assigned to them by the chair or by the board of directors. The vice-chair (or if there is more than one, then the vice-chair designated by the board of directors, or if there be no such designation, then the vice-chairs in order of their election) shall, at the request of the chair, or in the chair's absence or inability or refusal to act, perform the duties of the chair and when so acting shall have all the powers of and be subject to all the restrictions on the chair.

(c) President. The president shall, subject to the direction and supervision of the chair of the board and the board of directors: (i) generally oversee the affairs and business of the corporation and provide general supervision to the executive director; (ii) in the absence of the chair of the board and any vice chair, preside at all meetings of the board of directors; (iii) see that all orders and resolutions of the board of directors are carried into effect;

and (iv) perform all other duties incident to the office of president and as from time to time may be assigned to such office by the chair of the board or the board of directors.

(d) Vice-Presidents. The vice-president or vice-presidents shall assist the president and shall perform such duties as may be assigned to them by the president or by the board of directors. The vice-president (or if there is more than one, then the vice-president designated by the board of directors, or if there be no such designation, then the vice-presidents in order of their election) shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president.

(e) Executive Director.

(i) General Powers. The executive director shall, subject to the direction and supervision of the chair of the board, the president and the board of directors, (A) be the chief operating officer of the corporation with general responsibility for all day-to-day operations of the corporation; (B) have general and active control of the corporation's agents and employees, including their hiring, firing, evaluation, and compensation; (C) propose, prepare and present to the president and the board of directors specific programs and activities that will further the corporation's purposes; (D) direct and supervise the implementation of the programs and activities approved by the president or the board of directors; and (E) perform all other duties and responsibilities as from time to time may be assigned to the executive director by the president or the board of directors.

(ii) Special Powers. Notwithstanding any general power or authority granted to other officers of the corporation, the executive director of the corporation shall have and exercise the sole and exclusive discretion and authority to sell or otherwise dispose of, and to vote, any or all of the corporation's shares of stock or other securities or investments in any corporation, partnership or other business enterprise in which one or more of the directors or officers of the corporation owns beneficially a controlling interest or for which any director or officer of the corporation acts as a director or executive officer or which otherwise is an affiliate of any director or officer of the corporation, including as such an affiliate any corporation, partnership or other business enterprise in which a director or officer of the corporation holds beneficially 5% or more of the voting interests (any corporation, partnership or business enterprise described above being hereinafter referred to as a "Director or Officer Affiliate"). In exercising his or her discretion to sell, dispose of or vote shares of a Director or Officer Affiliate, the executive director shall not obtain advice from or consult with any director or officer of the corporation who is a controlling person, director, executive officer or affiliate of such Director or Officer Affiliate or any officer or director of Anschutz Company or any of its subsidiaries (if Anschutz Company or any of its subsidiaries holds 5% or more of the voting interests of such Director or Officer Affiliate or otherwise controls such Director or Officer Affiliate). The executive director's discretion and authority in the foregoing matters may not be changed except upon the affirmative vote of a majority of those directors of the corporation who are not controlling persons, directors, executive officers or affiliates of the Director or Officer Affiliate the securities of which would be affected by the change.

(f) Secretary. The secretary shall (i) keep the minutes of the proceedings of the board of directors and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the president or by the board of directors. The secretary may delegate all or any portion of the secretary's duties and responsibilities to assistant secretaries or others, subject to supervision by the secretary.

(g) Treasurer. The treasurer shall (i) be the chief financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit funds in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations; (iv) monitor compliance by the corporation with all requirements imposed on the corporation as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code and as a private foundation described in section 509 of the Internal Revenue Code; (v) upon request of the board, make such reports to it as may be required at any time; and (vi) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the president or the board of directors. The treasurer may delegate all or any portion of the treasurer's duties and responsibilities to assistant treasurers or others, subject to the supervision by treasurer.

Section 4.7 Surety Bonds. The board of directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

ARTICLE V FUTURE GOVERNANCE

Section 5.1 Perpetual Existence. In accordance with the intentions of the corporation's principal donor, Philip F. Anschutz (the "Donor"), as expressed in a separate written "Statement of Donor Intentions and Guidelines" (the "Statement"), which has been presented to and accepted by the board of directors, the corporation shall continue perpetually in existence as a single Anschutz family foundation, so long as there are any of the Donor's family

members (as defined below) involved in the governance of the corporation. Therefore, notwithstanding any other provisions of these bylaws, the board of directors shall be guided by the following provisions of this Article V with respect to the growth and membership of the board of directors and the continuing involvement of the Donor's family in the governance and management of the corporation.

Section 5.2 Family Participation. The Donor expects that the Donor's wife and each of the Donor's children, and eventually the Donor's other descendants, shall have the opportunity to participate directly in the control, management and administration of the corporation, as well as any affiliated or successor charitable entities, to the end that each of them is able to enjoy and appreciate the importance of making meaningful contributions to their community and to the general well-being of humankind. Accordingly:

(a) Board of Directors. Following the Donor's death, the number of total directors of the corporation should not exceed fifteen. The Donor's family members shall, if practicable, constitute at least a majority of the board of directors, and preferably more than 75 percent; provided, however, that no director serving at the time of the Donor's death who is not a family member shall be obligated to resign or be removed in order to increase the proportion of family members on the board. To the extent practicable, the Donor's family members who serve as voting directors should include each of the Donor's children and the Donor's other descendants who have attained the age of 23 and are willing and able to serve and who, in the judgment of the board, exhibit appropriate skill, judgment and commitment to the Donor's intent as set forth in the Statement; provided that, if there are more descendants of the Donor than it is practicable to include on the board, given the limitation on board size referred to in the first sentence of this Section 5.2(a), then the board should devise a system to rotate board service among such descendants, assuring to the extent practicable that the board shall always include each of the Donor's children or at least one descendant who has attained the age of 23 of any of the Donor's children who is not then a voting director. In addition, the Donor's descendants who have attained the age of 18 but have not yet attained the age of 23 should be invited to attend the meetings of the board of directors and to participate in those meetings as non-voting participants. For purposes of this Article V, the Donor's "family members" means only the Donor's spouse, the Donor's descendants and the spouses of the Donor's descendants; provided, however, that in the event of divorce, the former spouse of a descendant of the Donor shall immediately be deemed to have resigned as a director and officer of the corporation.

(b) Officers. The chairman of the board of the corporation shall always be either the Donor, the Donor's spouse or a descendant of the Donor, so long as any of them is serving on the board of directors. The opportunity to serve as the president of the corporation should be offered to and rotated among those of the Donor's children, in descending order of age, who are interested in serving as president, for a one-year term for each rotation.

Section 5.3 Honoring Donor Intent. In addition, in the Statement the Donor has provided the corporation with his intentions, vision, values and guidelines for the corporation in regard to its grant-making and other activities. The Statement, as it may be amended and supplemented by the Donor from time to time, shall be preserved in the records of the corporation as a core governing document of the corporation. Each director and officer of the

corporation shall be required to read the Statement and annually to execute a written commitment to preserve, honor, observe and make decisions consistent with the concepts and provisions of the Statement.

ARTICLE VI FIDUCIARY MATTERS

Section 6.1 Indemnification.

(a) Scope of Indemnification. The corporation shall indemnify each director, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 6.1. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section 6.1 to the fullest extent permissible under the laws of the State of Colorado.

(b) Savings Clause; Limitation. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 6.2 General Standards of Conduct for Directors and Officers.

(a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the corporation.

(b) Reliance on Information, Reports, Etc.. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits

confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 6.2(b) unwarranted.

(c) Liability to Corporation. A director or officer shall not be liable as such to the corporation for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 6.2.

(d) Director Not Deemed to Be a Trustee. A director, regardless of title, shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 6.3 Conflicts of Interest.

(a) Definition. A conflict of interest arises when any “responsible person” or any “party related to a responsible person” has “an interest adverse to the corporation.” A “responsible person” is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, directors and officers of the corporation. A “party related to a responsible person” includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director or officer or has a financial interest. “An interest adverse to the corporation” includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.

(b) Disclosure. If a responsible person is aware that the corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

(c) Approval of Conflicting Interest Transactions. The corporation may enter into a conflicting interest transaction provided either:

(i) The material facts as to the responsible person's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or to a committee of the board of directors that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the board or committee, even though the disinterested directors are less than a quorum; or

(ii) The conflicting interest transaction is fair as to the corporation.

Section 6.4 Liability of Directors for Unlawful Distributions.

(a) Liability to Corporation. A director who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the articles of incorporation if it is established that the director did not perform the director's duties in compliance with the general standards of conduct for directors set forth in Section 6.2.

(b) Contribution. A director who is liable under Section 6.4(a) for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under Section 6.4(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the articles of incorporation.

Section 6.5 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

ARTICLE VII
RECORDS OF THE CORPORATION

Section 7.1 Minutes, Etc. The corporation shall keep as permanent records minutes of all meetings of the board of directors, a record of all actions taken by the board of directors without a meeting, a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation, and a record of all waivers of notices of meetings of the board of directors or any committee of the board of directors.

Section 7.2 Accounting Records. The corporation shall maintain appropriate accounting records.

Section 7.3 Records In Written Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 7.4 Records Maintained at Principal Office. The corporation shall keep a copy at its principal office of all records required to be maintained by either the Act or the Internal Revenue Code.

ARTICLE VIII MISCELLANEOUS

Section 8.1 Fiscal Year. The fiscal year of the corporation shall be as established by the board of directors.

Section 8.2 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 8.3 Designated Contributions. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the corporation's tax-exempt purposes.

Section 8.4 Enforcement of Grant Purposes, Terms and Conditions. From time to time the corporation may make grants, program-related investments or other expenditures for particular purposes and subject to specific terms and conditions. For example, the corporation has made substantial grants in support of the University of Colorado Hospital and the University of Colorado medical education programs with the understanding that those institutions will identify their place of principal activity as the "Anschutz Medical Campus." The corporation shall maintain records of and shall monitor such purposes, terms and conditions, and in the event a grantee does not, in the judgment of the board of directors, satisfactorily observe and respect any such purpose, term or condition, the board of directors shall take appropriate action to enforce such purpose, term or condition.

Section 8.5 Amendments. The board of directors may at any time and from time to time alter, amend or repeal these bylaws and adopt new bylaws; provided, however, that (a) Section 4.6(e)(ii) shall not be altered, amended or repealed except upon the affirmative vote

of a majority of those directors of the corporation who are not controlling persons, directors, executive officers or affiliates of any Director or Officer Affiliate, as defined in Section 4.6(e)(ii); and (b) neither Article III nor Article V shall be altered, amended or repealed except upon the affirmative vote of both (i) at least 75 percent of the directors of the corporation then in office, and (ii) at least 75 percent of the directors of the corporation then in office who are then family members of the Donor, as defined in Article V.

Section 8.6 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 8.7 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

(END)

Substantiation of Exercise of Expenditure Responsibility
The Anschutz Foundation
TIN 74-2316617
Tax Year Ended 11/30/2013

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	Amounts Expended 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
1 Foundation For A Better Life 1727 Tremont Place Denver, CO 8020	\$2,645,000	Various	General Operating Support	\$ 2,645,000	No	Monthly	N/A
2 Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 8020	\$880,000	Various	General Operating Support	\$ 880,000	No	Monthly	N/A
3 Libby Anschutz Brown Foundation 1727 Tremont Place Denver, CO 80202	\$340,000	Various	General Operating Support	\$ 340,000	No	Monthly	N/A
4 The Christian P Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$125,615	Various	General Operating Support	\$ 125,615	No	Monthly	N/A
5 Hunt Family Foundation 1727 Tremont Place Denver, CO 80202	\$580,000	Various	General Operating Support	\$ 580,000	No	Monthly	N/A
6 American Museum of Western Art - The Anschutz Collection 1727 Tremont Place Denver, CO 80202	\$200,000	1/23/2013	General Operating Support	\$ 200,000	No	Monthly	N/A

THE ANSCHUTZ FOUNDATION

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 Pl.
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 you 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

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Payment

Payee Organization	Amount	Date	Tax Status	Program Area
ACT on Drugs 13945 Dahlia Street Thornton, CO 80602	\$80,000	9/3/2013	501(c)(3)	Addiction and Rehabilitation
Chance to Change Foundation, A 5228 Classen Circle Oklahoma City, OK 73118	\$25,000	11/19/2013	501(c)(3)	Addiction and Rehabilitation
Colorado Alliance for Drug Endangered Children 2000 West 120th Avenue, Suite 12 Denver, CO 80234	\$20,000	11/21/2013	501(c)(3)	Addiction and Rehabilitation
Colorado Meth Project 11880 Upham Street, Suite F Broomfield, CO 80020	\$100,000	4/23/2013	501(c)(3)	Addiction and Rehabilitation
Colorado Meth Project 11880 Upham Street, Suite F Broomfield, CO 80020	\$250,000	11/25/2013	501(c)(3)	Addiction and Rehabilitation
Eagle Ridge Institute 601 N E. 63rd Street Oklahoma City, OK 73105	\$15,000	5/29/2013	501(c)(3)	Addiction and Rehabilitation
Excelsior Youth Centers, Inc 15001 East Oxford Avenue Aurora, CO 80014	\$65,000	11/20/2013	501(c)(3)	Addiction and Rehabilitation
FATE - Fighting Addiction Through Education 1 N E 2nd Street, Suite 201 Oklahoma City, OK 73014	\$20,000	5/29/2013	501(c)(3)	Addiction and Rehabilitation
Friends of the Haven P P.Box 102375 Denver, CO 80250	\$35,000	5/28/2013	501(c)(3)	Addiction and Rehabilitation
Phoenix Multisport, Inc 4735 Walnut St, Suite C Boulder, CO 80301	\$100,000	10/4/2013	501(c)(3)	Addiction and Rehabilitation
Stout Street Foundation, The 7251 E 49th Avenue Commerce City, CO 80022	\$25,000	9/9/2013	501(c)(3)	Addiction and Rehabilitation
Teen Recovery Solutions 720 W Wilshire Blvd, Ste 101A Oklahoma City, OK 73116	\$30,000	11/19/2013	501(c)(3)	Addiction and Rehabilitation
Addiction & Rehabilitation Subtotal	\$765,000			
American Museum of Western Art, The 1727 Tremont Place Denver, CO 80202	\$200,000	1/23/2013	501(c)(3)	See Expenditure Responsibility Statements
American Museum of Western Art Subtotal	\$200,000			
Allied Arts Foundation 1015 N Broadway Ave Ste 200 Oklahoma City, OK 73102	\$40,000	5/28/2013	501(c)(3)	Art, Culture & Museums
American Museum of Natural History Central Park West at 79th Street New York City, NY 10024	\$50,000	4/2/2013	501(c)(3)	Art, Culture & Museums
Central City Opera House Association 400 S Colorado Blvd Suite 530 Denver, CO 80246	\$20,000	4/10/2013	501(c)(3)	Art, Culture & Museums
Citizens for Arts to Zoo 1115 Grant Street, Suite G-6 Denver, CO 80203	\$10,000	4/4/2013	501(c)(3)	Art, Culture & Museums

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Payee Organization	Amount	Date	Tax Status	Program Area
City Arts Center 3000 General Pershing Boulevard Oklahoma City, OK 73107	\$5,000	11/19/2013	501(c)(3)	Art, Culture & Museums
Colorado Ballet 1278 Lincoln St Denver, CO 80203	\$30,000	9/4/2013	501(c)(3)	Art, Culture & Museums
Colorado Freedom Memorial Foundation P O Box 472333 Aurora, CO 80047	\$50,000	4/23/2013	509a(1)	Art, Culture & Museums
Colorado Springs Fine Arts Center 30 West Dale Street Colorado Springs, CO 80903	\$25,000	11/21/2013	501(c)(3)	Art, Culture & Museums
Colorado Springs Philharmonic P O Box 1266 Colorado Springs, CO 80901	\$40,000	1/7/2013	501(c)(3)	Art, Culture & Museums
Creative Oklahoma 133 W Main St #100 Oklahoma City, OK 73102	\$25,000	9/5/2013	501(c)(3)	Art, Culture & Museums
Cultural Office of the Pikes Peak Region P O Box 190 Colorado Springs, CO 80901	\$25,000	6/12/2013	501(c)(3)	Art, Culture & Museums
Curious Theatre Company 1080 Acoma Street Denver, CO 80204	\$10,000	1/10/2013	501(c)(3)	Art, Culture & Museums
Curious Theatre Company 1080 Acoma Street Denver, CO 80204	\$10,000	4/10/2013	501(c)(3)	Art, Culture & Museums
Denver Art Museum 100 West 14th Avenue Parkway Denver, CO 80204	\$10,000	12/6/2012	501(c)(3)	Art, Culture & Museums
Denver Art Museum 100 West 14th Avenue Parkway Denver, CO 80204	\$200,000	2/4/2013	501(c)(3)	Art, Culture & Museums
Denver Art Museum 100 West 14th Avenue Parkway Denver, CO 80204	\$200,000	7/8/2013	501(c)(3)	Art, Culture & Museums
Denver Art Museum 100 West 14th Avenue Parkway Denver, CO 80204	\$50,000	9/17/2013	501(c)(3)	Art, Culture & Museums
Denver Center for the Performing Arts, The 1101 13th Street Denver, CO 80204	\$25,000	12/14/2012	501(c)(3)	Art, Culture & Museums
Denver Center for the Performing Arts, The 1101 13th Street Denver, CO 80204	\$100,000	9/10/2013	501(c)(3)	Art, Culture & Museums
Denver Museum of Nature & Science 2001 Colorado Blvd Denver, CO 80205	\$1,250,000	11/22/2013	501(c)(3)	Art, Culture & Museums

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Payee Organization	Amount	Date	Tax Status	Program Area
Fine Arts Institute of Edmond P O. Box 311 Edmond, OK 73083	\$5,000	5/29/2013	501(c)(3)	Art, Culture & Museums
Harn Homestead Museum 1721 N Lincoln Boulevard Oklahoma City, OK 73105	\$2,500	9/5/2013	501(c)(3)	Art, Culture & Museums
Initiatives in Art and Culture 333 East 57th Street, Suite 13B New York, NY 10022	\$5,000	4/23/2013	501(c)(3)	Art, Culture & Museums
Museum of Contemporary Art Denver 1485 Delgany Street Denver, CO 80202	\$250,000	5/15/2013	501(c)(3)	Art, Culture & Museums
National Cowboy & Western Heritage Museum 1700 NE 63rd Street Oklahoma City, OK 73111	\$50,000	11/19/2013	501(c)(3)	Art, Culture & Museums
Oklahoma City Museum of Art 415 Couch St Oklahoma City, OK 73102	\$50,000	11/19/2013	501(c)(3)	Art, Culture & Museums
Oklahoma City National Memorial Foundation 620 North Harvey Avenue Oklahoma City, OK 73102	\$50,000	11/19/2013	501(c)(3)	Art, Culture & Museums
Oklahoma City Philharmonic 428 West California Oklahoma City, OK 73102	\$50,000	11/19/2013	501(c)(3)	Art, Culture & Museums
Opera Colorado 695 S Colorado Blvd., Suite 20 Denver, CO 80246	\$50,000	4/9/2013	501(c)(3)	Art, Culture & Museums
Opera Colorado 695 S Colorado Blvd , Suite 20 Denver, CO 80246	\$25,000	11/23/2013	501(c)(3)	Art, Culture & Museums
Opera Colorado 695 S Colorado Blvd., Suite 20 Denver, CO 80246	\$25,000	11/27/2013	501(c)(3)	Art, Culture & Museums
Science Museum Oklahoma 2100 NE 52nd St Oklahoma City, OK 73111	\$25,000	9/5/2013	501(c)(3)	Art, Culture & Museums
Swallow Hill Music Association 71 E Yale Avenue Denver, CO 80210	\$10,000	11/22/2013	501(c)(3)	Art, Culture & Museums
Town Hall Arts Center 2450 West Main Street Littleton, CO 80120	\$10,000	4/10/2013	501(c)(3)	Art, Culture & Museums
Utah Festival Opera Company 59 South 100 West Logan, UT 84321	\$20,000	11/12/2013	501(c)(3)	Art, Culture & Museums
Wedgwood Circle Institute 5272 Lyngate Court, Suite 200 Burke, VA 22015	\$10,000	3/12/2013	501(c)(3)	Art, Culture & Museums
Wildlife Experience, The 10035 South Peoria Parker, CO 80134	\$25,000	8/28/2013	501(c)(3)	Art, Culture & Museums

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Payee Organization	Amount	Date	Tax Status	Program Area
Wonderbound 1075 Park Ave West Denver, CO 80205	\$10,000	4/10/2013	501(c)(3)	Art, Culture & Museums
Zion National Park Foundation Springdale, UT 84767	\$10,000	7/1/2013	501(c)(3)	Art, Culture & Museums
History Colorado 1200 Broadway Denver, CO 80203	\$ 525	7/12/2013	501(c)(3)	Art, Culture & Museums
History Colorado 1200 Broadway Denver, CO 80203	\$ 800	8/31/2013	501(c)(3)	Art, Culture & Museums
Art, Culture & Museums Subtotal		\$2,858,825		
A Christian Ministry in the National Parks 9185 East Kenyon Avenue, Suite 230 Denver, CO 80237	\$25,000	9/9/2013	501(c)(3)	Christian Principles & Values
Alpha USA 2275 Half Day Road, Suite 185 Bannockburn, IL 60015	\$200,000	5/14/2013	501(c)(3)	Christian Principles & Values
Alpha USA 2275 Half Day Road, Suite 185 Bannockburn, IL 60015	\$400,000	7/2/2013	501(c)(3)	Christian Principles & Values
Alpha USA 2275 Half Day Road, Suite 185 Bannockburn, IL 60015	\$250,000	11/20/2013	501(c)(3)	Christian Principles & Values
Alpha USA 2275 Half Day Road, Suite 185 Bannockburn, IL 60015	\$250,000	11/20/2013	501(c)(3)	Christian Principles & Values
Bethany Christian Services 901 Eastern Avenue NE Grand Rapids, MI 49501-0294	\$20,000	5/21/2013	501(c)(3)	Christian Principles & Values
Christian Union 240 Nassau Street Princeton, NJ 08542	\$25,000	9/3/2013	501(c)(3)	Christian Principles & Values
Church of the Ascension - Denver 600 Gilpin St Denver, CO 80218	\$25,000	12/6/2012	501(c)(3)	Christian Principles & Values
Church of the Ascension - Denver 600 Gilpin St Denver, CO 80218	\$10,000	10/15/2013	501(c)(3)	Christian Principles & Values
Church of the Holy Ghost 1900 California St Denver, CO 80202	\$20,000	5/21/2013	501(c)(3)	Christian Principles & Values
Church World Service 4130 Tejon, Suite B Denver, CO 80211-1813	\$10,000	8/28/2013	501(c)(3)	Christian Principles & Values
Dare 2 Share Ministries P O Box 745323 Arvada, CO 80006-5323	\$20,000	4/3/2013	501(c)(3)	Christian Principles & Values
Denver K-Life 5910 S University Blvd , C-18 Suite 201 Greenwood Village, CO 80121	\$10,000	5/22/2013	501(c)(3)	Christian Principles & Values
Diocese of Colorado, The 1300 Washington Street Denver, CO 80203	\$57,000	4/3/2013	501(c)(3)	Christian Principles & Values
Family Time Training 5511 S Youngfield Street Littleton, CO 80127	\$15,000	5/22/2013	501(c)(3)	Christian Principles & Values

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Payee Organization	Amount	Date	Tax Status	Program Area
FamilyLife P O Box 7111 Little Rock, AR 72223	\$60,000	11/20/2013	501(c)(3)	Christian Principles & Values
Fellowship Foundation, The P O Box 238132 Washington, DC 20026-3813	\$2,000	5/15/2013	501(c)(3)	Christian Principles & Values
Grace Christian Church P O Box 1008 Fort Collins, CO 80522	\$6,000	10/29/2013	501(c)(3)	Christian Principles & Values
Hollywood Prayer Network 1763 N Gower St Hollywood, CA 90028	\$15,000	5/22/2013	501(c)(3)	Christian Principles & Values
Jesus House P.O Box 60369 Oklahoma City, OK 73146	\$15,000	4/9/2013	501(c)(3)	Christian Principles & Values
National Christian Foundation 11625 Rainwater Drive, Suite 500 Alpharetta, GA 30009	\$15,000	12/14/2012	501(c)(3)	Christian Principles & Values
National Day of Prayer Task Force P.O. Box 64225 Colorado Springs, CO 80962-4225	\$10,000	4/19/2013	501(c)(3)	Christian Principles & Values
Navigators, The P.O. Box 6000 Colorado Springs, CO 80934	\$50,000	11/20/2013	501(c)(3)	Christian Principles & Values
Pioneers 10123 William Carey Drive Orlando, FL 32832	\$25,000	4/9/2013	501(c)(3)	Christian Principles & Values
Prison Fellowship Ministries 44180 Riverside Parkway Lansdowne, VA 20176	\$100,000	9/10/2013	501(c)(3)	Christian Principles & Values
pureHOPE 800 Compton Road, Suite 9224 Cincinnati, OH 45231	\$20,000	9/3/2013	501(c)(3)	Christian Principles & Values
Religious Alliance Against Pornography 800 Compton Road, Suite 9224 Cincinnati, OH 45231	\$15,000	8/27/2013	501(c)(3)	Christian Principles & Values
Rockland Community Church 17 Mount Vernon Country Club Road Golden, CO 80401 80401	\$10,000	11/7/2013	501(c)(3)	Christian Principles & Values
Serra Club of Denver 7654 S Race St Littleton, CO 80122	\$5,000	4/10/2013	501(c)(3)	Christian Principles & Values
Strong Tower, A 2959 Franklin Street Denver, CO 80202	\$15,000	11/21/2013	501(c)(3)	Christian Principles & Values
Trinity United Methodist Church 1820 Broadway Denver, CO 80202	\$20,000	12/14/2012	501(c)(3)	Christian Principles & Values
Wedgwood Circle Institute 5272 Lyngate Court, Suite 200 Burke, VA 22015	\$10,000	12/20/2012	501(c)(3)	Christian Principles & Values

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Payee Organization	Amount	Date	Tax Status	Program Area
World Evangelical Alliance 74 Trinity Place, Suite 1400 New York, NY 10006	\$20,000	4/3/2013	501(c)(3)	Christian Principles & Values
Young Life 420 North Cascade Ave Colorado Springs, CO 80903	\$330,000	3/12/2013	501(c)(3)	Christian Principles & Values
Young Life 420 North Cascade Ave Colorado Springs, CO 80903	\$60,000	11/20/2013	501(c)(3)	Christian Principles & Values
Young Life - Greater Oklahoma City 2933 W. Hefner Road Oklahoma City, OK 73120	\$10,000	4/9/2013	501(c)(3)	Christian Principles & Values
Christian Principles & Values Subtotal	\$2,150,000			
Belay Enterprises Inc 4455 E. 46th Avenue Denver, CO 80216	\$20,000	11/21/2013	501(c)(3)	Community Benefit Programs/Projects
Biennial of the Americas P O Box 300382 Denver, CO 80203	\$125,000	5/13/2013	501(c)(3)	Community Benefit Programs/Projects
BikeDenver 1536 Wynkoop St , Box 801 Denver, CO 80202	\$15,000	9/3/2013	501(c)(3)	Community Benefit Programs/Projects
Carbon County United Way 215 W Buffalo Rawlins, WY 82301	\$5,000	4/10/2013	501(c)(3)	Community Benefit Programs/Projects
Central Valley Rescue Railroad PO Box 44 Lindsay, CA 93247	\$1,000	4/18/2013	501(c)(3)	Community Benefit Programs/Projects
Central Valley Rescue Railroad PO Box 44 Lindsay, CA 93247	\$2,000	11/19/2013	501(c)(3)	Community Benefit Programs/Projects
Colorado Bright Beginnings 730 Colorado Blvd , #202 Denver, CO 80206	\$50,000	9/3/2013	501(c)(3)	Community Benefit Programs/Projects
Colorado Springs Sports Corporation 1631 Mesa Avenue, Suite E Colorado Springs, CO 80906	\$75,000	2/12/2013	501(c)(3)	Community Benefit Programs/Projects
Colorado Springs Sports Corporation 1631 Mesa Avenue, Suite E Colorado Springs, CO 80906	\$75,000	4/10/2013	501(c)(3)	Community Benefit Programs/Projects
Colorado Succeeds 1201 E Colfax Avenue, Suite 201 Denver, CO 80218	\$40,000	2/26/2013	501(c)(3)	Community Benefit Programs/Projects
Colorado Succeeds 1201 E Colfax Avenue, Suite 201 Denver, CO 80218	\$90,000	11/25/2013	501(c)(3)	Community Benefit Programs/Projects
Denver Bike Sharing 2737 Larimer Street, Suite A Denver, CO 80205	\$60,000	5/14/2013	501(c)(3)	Community Benefit Programs/Projects

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Denver Dumb Friends League 2080 S Quebec St. Denver, CO 80231	\$10,000	11/22/2013	501(c)(3)	Community Benefit Programs/Projects
Denver Urban Gardens 1031 33rd Street, Suite 100 Denver, CO 80205	\$10,000	5/22/2013	501(c)(3)	Community Benefit Programs/Projects
Denver Zoological Foundation, Inc 2300 Steele St Denver, CO 80205	\$1,000,000	1/10/2013	501(c)(3)	Community Benefit Programs/Projects
Executive Service Corps of Central Oklahoma P O Box 18403 Oklahoma City, OK 73154	\$5,000	5/29/2013	501(c)(3)	Community Benefit Programs/Projects
Friends of the West Custer County Library District P.O. Box 689 Westcliffe, CO 81252	\$2,500	11/5/2013	501(c)(3)	Community Benefit Programs/Projects
Get Lit-Words Ignite Inc 142 N. Hayworth Avenue Los Angeles, CA 90048	\$1,000	2/21/2013	501(c)(3)	Community Benefit Programs/Projects
GuideStar 4801 Courthouse Street, Suite 220 Williamsburg, VA 23188	\$1,000	4/10/2013	501(c)(3)	Community Benefit Programs/Projects
Jill's House P O Box 9104 McLean, VA 22102	\$10,000	9/9/2013	501(c)(3)	Community Benefit Programs/Projects
Leadership Pikes Peak P O Box 128 Colorado Springs, CO 80901	\$20,000	11/20/2013	501(c)(3)	Community Benefit Programs/Projects
Lutheran Family Services Rocky Mountains 363 Harlan St Suite 200 Denver, CO 80226	\$100,000	11/20/2013	501(c)(3)	Community Benefit Programs/Projects
Make A Wish Foundation of Oklahoma 5201 N. Shartel Avenue Oklahoma City, OK 73118	\$25,000	4/9/2013	501(c)(3)	Community Benefit Programs/Projects
Mercy and Sharing 201 N Mill Street, Suite 201 Aspen, CO 81611	\$97,000	5/28/2013	501(c)(3)	Community Benefit Programs/Projects
Mile High United Way 2505 18th Street Denver, CO 80211-3939	\$1,000,000	9/16/2013	501(c)(3)	Community Benefit Programs/Projects
Mile High United Way 2505 18th Street Denver, CO 80211-3939	\$10,000	11/5/2013	501(c)(3)	Community Benefit Programs/Projects
Monarchs Care Foundation 555 Elm Street Manchester, NH 03101-2509	\$5,000	5/30/2013	501(c)(3)	Community Benefit Programs/Projects
Myriad Gardens Foundation 301 W Reno Oklahoma City, OK 73102	\$25,000	4/9/2013	501(c)(3)	Community Benefit Programs/Projects
National Disaster Search Dog Foundation 501 E. Ojai Avenue Ojai, CA 93023	\$5,000	4/9/2013	501(c)(3)	Community Benefit Programs/Projects

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Payee Organization	Amount	Date	Tax Status	Program Area
National Nordic Foundation 32 West 200 South #149 Salt Lake City, UT 84101	\$10,000	11/19/2013	501(c)(3)	Community Benefit Programs/Projects
Neighborhood Alliance of Oklahoma City 1236 N W 36th St Oklahoma City, OK 73118	\$5,000	11/19/2013	501(c)(3)	Community Benefit Programs/Projects
Neighborhood Services Organization 8101 S Walker Avenue, Suite C Oklahoma City, OK 73139	\$10,000	4/9/2013	501(c)(3)	Community Benefit Programs/Projects
NewView Oklahoma 501 North Douglas Avenue Oklahoma City, OK 73106	\$30,000	9/5/2013	501(c)(3)	Community Benefit Programs/Projects
Oklahoma Center for Nonprofits 720 W Wilshire Boulevard, Suite 115 Oklahoma City, OK 73116	\$10,000	4/9/2013	501(c)(3)	Community Benefit Programs/Projects
Oklahoma City Boathouse Foundation 725 S Lincoln Blvd Oklahoma City, OK 73129	\$40,000	11/19/2013	501(c)(3)	Community Benefit Programs/Projects
Oklahoma Humane Society 730 W Wilshire Blvd, Suite 110 Oklahoma City, OK 73119	\$5,000	11/19/2013	501(c)(3)	Community Benefit Programs/Projects
Parents Television Council Inc 707 Wilshire Blvd, Suite 2075 Los Angeles, CA 90017	\$70,000	11/20/2013	501(c)(3)	Community Benefit Programs/Projects
PetAid Colorado 191 Yuma Street Denver, CO 80223	\$25,000	4/9/2013	501(c)(3)	Community Benefit Programs/Projects
Pikes Peak United Way 518 N. Nevada Ave Colorado Springs, CO 80903	\$75,000	11/19/2013	501(c)(3)	Community Benefit Programs/Projects
Platte Valley Community Center P O Box 128 Saratoga, WY 82331	\$2,000	12/11/2012	501(c)(3)	Community Benefit Programs/Projects
Possibilities P O Box 60254 Oklahoma City, OK 73146	\$10,000	4/9/2013	501(c)(3)	Community Benefit Programs/Projects
Ronald McDonald House Charities of S Colorado 311 North Logan Colorado Springs, CO 80909	\$10,000	5/22/2013	501(c)(3)	Community Benefit Programs/Projects
Ronald McDonald House Oklahoma 1301 N E 14th Street Oklahoma City, OK 73117	\$15,000	9/5/2013	501(c)(3)	community Benefit Programs/Projects
Salida Regional Library 405 E Street Salida, CO 81201	\$2,500	11/4/2013	Government agency	Community Benefit Programs/Projects
Sea Island Foundation P.O Box 30351 Sea Island, GA 31561	\$25,000	2/14/2013	501(c)(3)	Community Benefit Programs/Projects
Sea Island Foundation P O Box 30351 Sea Island, GA 31561	\$40,000	6/12/2013	501(c)(3)	Community Benefit Programs/Projects

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Payee Organization	Amount	Date	Tax Status	Program Area
Sea Island Foundation P.O. Box 30351 Sea Island, GA 31561	\$11,800	9/12/2013	501(c)(3)	Community Benefit Programs/Projects
Shine Foundation 4804 South Western Oklahoma City, OK 73107	\$25,000	4/10/2013	501(c)(3)	Community Benefit Programs/Projects
Silver Key Senior Services 2250 Bott Avenue Colorado Springs, CO 80904	\$25,000	11/21/2013	501(c)(3)	Community Benefit Programs/Projects
Special Olympics Oklahoma 6835 S. Canton Avenue Tulsa, OK 74136	\$5,000	5/29/2013	501(c)(3)	Community Benefit Programs/Projects
Summit for Life-Chris Klug Foundation 182 Riverdown Drive Aspen, CO 81611	\$6,000	11/12/2013	501(c)(3)	Community Benefit Programs/Projects
United States Space Foundation 4425 Arrowswest Drive Colorado Springs, CO 80907	\$1,000	11/27/2013	501(c)(3)	Community Benefit Programs/Projects
United Way of Central Oklahoma 1444 NW 28th St Oklahoma City, OK 73101	\$175,000	9/5/2013	501(c)(3)	Community Benefit Programs/Projects
Vail Valley Foundation PO Box 309 Vail, CO 81658	\$60,000	11/23/2013	501(c)(3)	Community Benefit Programs/Projects
Wet Mountain Valley Community Foundation, Inc P. O. Box 718 Westcliffe, CO 81252	\$10,000	11/4/2013	501(c)(3)	Community Benefit Programs/Projects
White Fields 7127 County Line Road N E Piedmont, OK 73078	\$15,000	5/29/2013	501(c)(3)	Community Benefit Programs/Projects
Colorado Association of Funders 600 South Cherry Street Suite 1200 Denver, CO 80246	\$ 1,000	1/18/2013	501(c)(3)	Community Benefit Programs/Projects
Community Benefit Programs/Projects Subtotal	\$3,603,800			
All Aboard Westcliffe P O Box 1415 Westcliffe, CO 81252	\$25,000	4/18/2013	501(c)(3)	Conservation & Environment
Colorado Fourteeners Initiative 1600 Jackson St. Suite 352 Golden, CO 80401	\$20,000	5/22/2013	501(c)(3)	Conservation & Environment
Colorado Springs Fire Department 375 Printers Parkway Colorado Springs, CO 80910	\$200,000	4/4/2013	Gov. agency	Conservation & Environment
Ducks Unlimited Incorporated One Waterfowl Way Memphis, TN 38120	\$500	11/27/2013	501(c)(3)	Conservation & Environment
Mesa Verde Foundation 823 South Perry Street, Suite 120 Castle Rock, CO 80104	\$25,000	4/9/2013	501(c)(3)	Conservation & Environment
Mountain Area Land Trust P O Box 4063 Evergreen, CO 80437	\$5,000	5/14/2013	501(c)(3)	Conservation & Environment

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Payee Organization	Amount	Date	Tax Status	Program Area
The Trust for Public Land 1410 Grant St, Suite D210 Denver, CO 80203	\$5,000	5/14/2013	501(c)(3)	Conservation & Environment
Volunteers for Outdoor Colorado 600 South Marion Parkway Denver, CO 80209	\$25,000	11/20/2013	501(c)(3)	Conservation & Environment
West Jefferson Middle School 9449 South Barnes Avenue Conifer, CO 80433	\$5,000	10/2/2013	501(c)(3)	Conservation & Environment
Western Sustainability Exchange PO Box 1448 Livingston, MT 59047	\$20,000	5/22/2013	501(c)(3)	Conservation & Environment
Conservation & Environment Subtotal	\$330,500			
American Enterprise Institute 1150 Seventeenth Street, N W Washington, D C 20036-4670	\$350,000	9/10/2013	501(c)(3)	Conservative Concepts, Public Policy
American Enterprise Institute 1150 Seventeenth Street, N W Washington, D C 20036-4670	\$334,000	11/25/2013	501(c)(3)	Conservative Concepts, Public Policy
American Legislative Exchange Council 1101 Vermont Avenue, NW, 11th Floor Washington, DC 20005	\$25,000	9/9/2013	501(c)(3)	Conservative Concepts, Public Policy
American Spectator Foundation, Inc , The 1611 N Kent St , Suite 901 Arlington, VA 22209	\$15,000	4/10/2013	501(c)(3)	Conservative Concepts, Public Policy
Americans for Prosperity Foundation 2111 Wilson Blvd , Suite 350 Arlington, VA 22201	\$15,000	5/22/2013	501(c)(3)	Conservative Concepts, Public Policy
Americans for Prosperity Foundation 2111 Wilson Blvd , Suite 350 Arlington, VA 22201	\$150,000	7/15/2013	501(c)(3)	Conservative Concepts, Public Policy
Americans for Prosperity Foundation 2111 Wilson Blvd , Suite 350 Arlington, VA 22201	\$150,000	9/3/2013	501(c)(3)	Conservative Concepts, Public Policy
America's Future Foundation 1513 16th St NW Washington, D C 20036	\$15,000	9/3/2013	509a(1)	Conservative Concepts, Public Policy
Capital Research Center 1513 16th Street N W Washington, DC 20036-1480	\$15,000	5/22/2013	501(c)(3)	Conservative Concepts, Public Policy
Center for American Values, Inc 101 S Main St Suite, 100 Pueblo, CO 81003	\$125,000	11/20/2013	501(c)(3)	Conservative Concepts, Public Policy
Center for Security Policy, Inc 1901 Pennsylvania Avenue, NW Suite 201 Washington, DC 20006	\$50,000	11/20/2013	501(c)(3)	Conservative Concepts, Public Policy
Claremont Institute, The 937 West Foothill Blvd , Suite E Claremont, CA 91711	\$20,000	9/3/2013	501(c)(3)	Conservative Concepts, Public Policy

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Payment

Payee Organization	Amount	Date	Tax Status	Program Area
Colorado Christian University 8787 W Alameda Ave Lakewood, CO 80226	\$100,000	2/26/2013	501(c)(3)	Conservative Concepts, Public Policy
Colorado Council for Economic Education 3443 South Galena Street, Suite 190 Denver, CO 80231	\$30,000	9/4/2013	501(c)(3)	Conservative Concepts, Public Policy
Colorado Freedom of Information Council 1336 Glenarm Place Denver, CO 80204	\$5,000	9/10/2013	501(c)(3)	Conservative Concepts, Public Policy
Enough is Enough 746 Walker Road, Suite 116 Great Falls, VA 22066	\$15,000	11/22/2013	501(c)(3)	Conservative Concepts, Public Policy
Ethics and Public Policy Center (EPPC) 1730 M Street, NW Suite 910 Washington, DC 20036	\$20,000	9/3/2013	501(c)(3)	Conservative Concepts, Public Policy
Federalist Society for Law & Public Policy Studies 1015 18th Street, NW Suite 425 Washington, DC 20036	\$50,000	9/12/2013	501(c)(3)	Conservative Concepts, Public Policy
Foundation for Economic Education 260 Peachtree St NW, Suite 2200 Atlanta, GA 30303	\$20,000	3/12/2013	501(c)(3)	Conservative Concepts, Public Policy
Foundation for Economic Education 260 Peachtree St NW, Suite 2200 Atlanta, GA 30303	\$22,808	9/30/2013	501(c)(3)	Conservative Concepts, Public Policy
FreedomWorks Foundation 400 North Capitol Street, NW Suite 765 Washington, DC 20001-1564	\$15,000	9/3/2013	501(c)(3)	Conservative Concepts, Public Policy
Fund for American Studies, The 1706 New Hampshire Avenue NW Washington, DC 20009	\$20,000	9/3/2013	501(c)(3)	Conservative Concepts, Public Policy
Harvard Graduate School of Education 13 Appian Way Cambridge, MA 02138	\$25,000	11/20/2013	501(c)(3)	Conservative Concepts, Public Policy
Heritage Foundation, The 214 Massachusetts Avenue, NE Washington, DC 20002	\$200,000	5/15/2013	501(c)(3)	Conservative Concepts, Public Policy
Independence Institute 727 E. 16th Ave Denver, CO 80203	\$100,000	9/19/2013	501(c)(3)	Conservative Concepts, Public Policy
Independence Institute 727 E 16th Ave Denver, CO 80203	\$100,000	11/20/2013	501(c)(3)	Conservative Concepts, Public Policy
Independent Institute, The 100 Swan Way Oakland, CA 94621-1428	\$25,000	4/3/2013	501(c)(3)	Conservative Concepts, Public Policy
Independent Women's Forum 1875 I Street, NW Suite 500 Washington, DC 20006	\$10,000	5/22/2013	501(c)(3)	Conservative Concepts, Public Policy
Institute for Justice 901 N. Glebe Road, Suite 900 Arlington, VA 22203	\$25,000	4/9/2013	501(c)(3)	Conservative Concepts, Public Policy

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Payee Organization	Amount	Date	Tax Status	Program Area
Intercollegiate Studies Institute, Inc 3901 Centerville Road Wilmington, DE 19807-0431	\$40,000	4/10/2013	501(c)(3)	Conservative Concepts, Public Policy
Job Creators Alliance 15455 N Dallas Parkway, Suite 600 Addison, TX 75001	\$100,000	6/12/2013	501(c)(3)	Conservative Concepts, Public Policy
Landmark Legal Foundation 19415 Deerfield Avenue, Suite 312 Leesburg, VA 20176	\$20,000	5/21/2013	501(c)(3)	Conservative Concepts, Public Policy
Leadership Program of the Rockies, The 1777 South Harrison Street, Suite 807 Denver, CO 80210	\$10,000	12/11/2012	501(c)(3)	Conservative Concepts, Public Policy
Leadership Program of the Rockies, The 1777 South Harrison Street, Suite 807 Denver, CO 80210	\$10,000	11/25/2013	501(c)(3)	Conservative Concepts, Public Policy
Manhattan Institute for Policy Research 52 Vanderbilt Avenue New York, NY 10017	\$100,000	9/10/2013	501(c)(3)	Conservative Concepts, Public Policy
Media Research Center 1900 Campus Commons Drive, Suite 600 Reston, VA 20191	\$25,000	11/21/2013	501(c)(3)	Conservative Concepts, Public Policy
Morality in Media Inc 1100 G Street #1030 Washington, DC 20005	\$25,000	4/9/2013	501(c)(3)	Conservative Concepts, Public Policy
Mountain States Legal Foundation 2596 South Lewis Way Lakewood, CO 80227	\$60,000	11/20/2013	501(c)(3)	Conservative Concepts, Public Policy
National Association of Scholars 8 W. 38th St Suite 503 New York, NY 10018	\$30,000	10/8/2013	501(c)(3)	Conservative Concepts, Public Policy
National Center for Policy Analysis P O Box 741175 Dallas, TX 75374-1175	\$50,000	5/28/2013	501(c)(3)	Conservative Concepts, Public Policy
National Right to Work Legal Defense Foundation 8001 Braddock Road Springfield, VA 22160	\$75,000	5/28/2013	501(c)(3)	Conservative Concepts, Public Policy
NumbersUSA 1601 N Kent St, Suite 1100 Arlington, VA 22209	\$50,000	5/30/2013	501(c)(3)	Conservative Concepts, Public Policy
Oklahoma Council of Public Affairs 1401 N Lincoln Blvd Oklahoma City, OK 73104	\$25,000	5/28/2013	501(c)(3)	Conservative Concepts, Public Policy
Pacific Legal Foundation 930 G Street Sacramento, CA 95814	\$25,000	9/9/2013	501(c)(3)	Conservative Concepts, Public Policy
Pacific Research Institute For Public Policy One Embarcadero Center, Suite 350 San Francisco, CA 94111	\$50,000	9/3/2013	501(c)(3)	Conservative Concepts, Public Policy
Philanthropy Roundtable 1730 M Street NW, Suite 601 Washington, DC 20036	\$150,000	5/8/2013	501(c)(3)	Conservative Concepts, Public Policy

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Payee Organization	Amount	Date	Tax Status	Program Area
StudentNewsDaily.com P O Box 30353 Edmond, OK 73003	\$7,500	12/11/2012	501(c)(3)	Conservative Concepts, Public Policy
Tax Foundation 2001 L Street NW Suite 1050 Washington, DC 20036-4971	\$20,000	9/3/2013	501(c)(3)	Conservative Concepts, Public Policy
Washington Legal Foundation 2009 Massachusetts Ave N.W Washington, DC 20036	\$50,000	5/28/2013	501(c)(3)	Conservative Concepts, Public Policy
Young America's Foundation 110 Elden Street Herndon, VA 20170	\$15,000	11/21/2013	501(c)(3)	Conservative Concepts, Public Policy
Hoover Institution Stanford University- Development Office 434 Galvez Mall Stanford, CA 94305	\$10,000	12/20/2012	501(c)(3)	Conservative Concepts, Public Policy
Conservative Concepts, Public Policy Subtotals	\$2,994,308			
Columbus Foundation, The 1234 East Broad Street Columbus, OH 43205	\$75,000	3/22/2013	501(c)(3)	Emergency Services
Delores Project. The P O Box 1406 Denver, CO 80201	\$30,000	5/28/2013	501(c)(3)	Emergency Services
Denver Foundation, The 55 Madison Street, 8th Floor Denver, CO 80206	\$150,000	9/16/2013	501(c)(3)	Emergency Services
Gateway Battered Women's Services P O Box 914 Aurora, CO 80040	\$10,000	9/9/2013	501(c)(3)	Emergency Services
LDS Philanthropies 50 East North Temple St., 7th Floor Salt Lake City, UT 84150-6890	\$44,500	11/12/2013	501(c)(3)	Emergency Services
LDS Philanthropies 50 East North Temple St, 7th Floor Salt Lake City, UT 84150-6890	\$200,000	11/20/2013	501(c)(3)	Emergency Services
Project C U R E 10377 E Geddes Ave, Suite 200 Centennial, CO 80112	\$250,000	11/20/2013	501(c)(3)	Emergency Services
Restoration Outreach Programs 1540 Boston Street Aurora, CO 80040	\$30,000	5/28/2013	501(c)(3)	Emergency Services
Ronald McDonald House Charities of Denver, Inc 1300 East 21st Avenue Denver, CO 80205	\$40,000	9/3/2013	501(c)(3)	Emergency Services
SafeHouse Denver, Inc 1649 Downing Street Denver, CO 80218	\$70,000	9/3/2013	501(c)(3)	Emergency Services
SafeHouse Denver, Inc 1649 Downing Street Denver, CO 80218	\$20,000	10/15/2013	501(c)(3)	Emergency Services

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Payee Organization	Payment		Tax Status	Program Area
	Amount	Date		
Servicios de La Raza 4055 Tejon St Denver, CO 80211	\$15,000	8/28/2013	501(c)(3)	Emergency Services
Summit Foundation. The 111A Lincoln Avenue Breckenridge, CO 80424	\$50,000	11/20/2013	501(c)(3)	Emergency Services
Tu Casa P O Box 473 Alamosa, CO 81101	\$20,000	11/20/2013	501(c)(3)	Emergency Services
Emergency Services Subtotal				\$1,004,500
Corbett Medical Foundation P O Box 343 Saratoga, WY 82331	\$5,000	6/19/2013	501(c)(3)	Facilities
Craig Hospital 3425 South Clarkson Street Englewood, CO 80113	\$1,000	3/6/2013	501(c)(3)	Facilities
Craig Hospital 3425 South Clarkson Street Englewood, CO 80113	\$1,000,000	11/25/2013	501(c)(3)	Facilities
Craig Hospital 3425 South Clarkson Street Englewood, CO 80113	\$1,000,000	4/16/2013	501(c)(3)	Facilities
Doctors Care 609 W Littleton Blvd, Suite 100 Littleton, CO 80120	\$50,000	9/3/2013	501(c)(3)	Facilities
Fremont Regional Hospice 1439 Main Street Canon City, CO 81212	\$7,000	5/22/2013	501(c)(3)	Facilities
Pikes Peak Hospice & Palliative Care P O Box 417 Colorado Springs, CO 80901	\$75,000	6/14/2013	501(c)(3)	Facilities
University of Colorado Hospital Foundation Mail Stop F485 12401 E 17th Ave Aurora, CO 80045	\$25,000	2/1/2013	501(c)(3)	Facilities
Facilities Subtotal				\$2,163,000
Christian P Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$615	12/7/2012	501(c)(3)	See Expenditure Responsibility Statements
Christian P. Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$20,000	1/8/2013	501(c)(3)	See Expenditure Responsibility Statements
Christian P Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$75,000	4/26/2013	501(c)(3)	See Expenditure Responsibility Statements
Christian P Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$30,000	8/22/2013	501(c)(3)	See Expenditure Responsibility Statements

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Payee Organization	Amount	Date	Tax Status	Program Area
Hunt Family Foundation 2155 East Hawthorne Place Denver, CO 80206	\$50,000	4/10/2013	501(c)(3)	See Expenditure Responsibility Statements
Hunt Family Foundation 2155 East Hawthorne Place Denver, CO 80206	\$100,000	6/19/2013	501(c)(3)	See Expenditure Responsibility Statements
Hunt Family Foundation 2155 East Hawthorne Place Denver, CO 80206	\$50,000	10/14/2013	501(c)(3)	See Expenditure Responsibility Statements
Hunt Family Foundation 2155 East Hawthorne Place Denver, CO 80206	\$380,000	11/18/2013	501(c)(3)	See Expenditure Responsibility Statements
Libby Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$30,000	1/8/2013	501(c)(3)	See Expenditure Responsibility Statements
Libby Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$75,000	1/25/2013	501(c)(3)	See Expenditure Responsibility Statements
Libby Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$50,000	2/12/2013	501(c)(3)	See Expenditure Responsibility Statements
Libby Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$30,000	6/4/2013	501(c)(3)	See Expenditure Responsibility Statements
Libby Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$40,000	6/19/2013	501(c)(3)	See Expenditure Responsibility Statements
Libby Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$30,000	7/1/2013	501(c)(3)	See Expenditure Responsibility Statements
Libby Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$40,000	9/26/2013	501(c)(3)	See Expenditure Responsibility Statements
Libby Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$20,000	10/14/2013	501(c)(3)	See Expenditure Responsibility Statements
Libby Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$25,000	10/23/2013	501(c)(3)	See Expenditure Responsibility Statements
Family Subtotal	\$1,045,615			
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$50,000	12/6/2012	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$200,000	12/12/2012	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$125,000	1/10/2013	501(c)(3)	See Expenditure Responsibility Statements

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Payee Organization	Amount	Date	Tax Status	Program Area
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$45,000	1/28/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$250,000	2/13/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$20,000	2/13/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$160,000	2/26/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$150,000	5/20/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$400,000	5/28/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$200,000	6/7/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$120,000	6/12/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$275,000	8/21/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$200,000	9/13/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$50,000	9/18/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$50,000	10/9/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$50,000	10/23/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$75,000	11/4/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$100,000	11/15/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$100,000	11/21/2013	501(c)(3)	See Expenditure Responsibility Statements
Foundation for a Better Life 1727 Tremont Place Denver, CO 80202	\$25,000	11/21/2013	501(c)(3)	See Expenditure Responsibility Statements

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Payee Organization	Amount	Date	Tax Status	Program Area
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$30,000	12/21/2012	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$50,000	1/10/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$100,000	2/26/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$20,000	3/25/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$50,000	4/1/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$50,000	4/19/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$75,000	6/3/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$30,000	7/22/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$30,000	8/12/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$50,000	8/12/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$50,000	9/16/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$70,000	9/18/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$25,000	10/9/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$25,000	10/30/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$50,000	10/30/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$50,000	11/6/2013	501(c)(3)	See Expenditure Responsibility Statements
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$75,000	11/21/2013	501(c)(3)	See Expenditure Responsibility Statements

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Payee Organization	Amount	Date	Tax Status	Program Area
Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 80202	\$50,000	11/21/2013	501(c)(3)	See Expenditure Responsibility Statements
Affiliate Subtotal	\$3,525,000			
Action Center 8755 West 14th Avenue Lakewood, CO 80215	\$50,000	4/9/2013	501(c)(3)	Food and Clothing Services
Care and Share Inc 2605 Preamble Point Colorado Springs, CO 80915	\$50,000	5/16/2013	501(c)(3)	Food and Clothing Services
Christmas Connection P O Box 891020 Oklahoma City, OK 73189	\$10,000	9/5/2013	501(c)(3)	Food and Clothing Services
Citizens Caring for Children 730 W Wilshire, Suite 111 & 112 Oklahoma City, OK 73116	\$25,000	5/28/2013	501(c)(3)	Food and Clothing Services
City Rescue Mission 800 W California Avenue Oklahoma City, OK 73106	\$15,000	4/9/2013	501(c)(3)	Food and Clothing Services
Colfax Community Network P O Box 202373 Denver, CO 80220	\$20,000	5/14/2013	501(c)(3)	Food and Clothing Services
Colorado Farm to Table, Inc P O Box 826 Salida, CO 81201	\$10,000	4/1/2013	501(c)(3)	Food and Clothing Services
Crossroads of the Rockies 2707 W Mississippi Avenue Denver, CO 80219	\$20,000	4/10/2013	501(c)(3)	Food and Clothing Services
Feed the Children, Inc. P O Box 36 Oklahoma City, OK 73101-0036	\$50,000	5/28/2013	501(c)(3)	Food and Clothing Services
Food Bank of the Rockies 10700 East 45th Avenue Denver, CO 80239	\$500,000	11/2/2013	501(c)(3)	Food and Clothing Services
H O P.E. Longmont PO Box 756 Longmont, CO 80502	\$10,000	11/21/2013	501(c)(3)	Food and Clothing Services
Hunger Free Colorado 2222 S Albion St #360 Denver, CO 80222	\$100,000	9/10/2013	501(c)(3)	Food and Clothing Services
Meals on Wheels Fort Collins 1217 E Elizabeth #11 Fort Collins, CO 80524	\$10,000	8/28/2013	501(c)(3)	Food and Clothing Services
Meals on Wheels of Boulder 909 Arapahoe Ave , Suite 121 Boulder, CO 80302-5752	\$10,000	4/10/2013	501(c)(3)	Food and Clothing Services
Metro CareRing 1100 E 18th Avenue Denver, CO 80203	\$5,000	11/23/2013	501(c)(3)	Food and Clothing Services

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Payee Organization	Amount	Date	Tax Status	Program Area
Project Angel Heart 4950 Washington Street Denver, CO 80216	\$50,000	5/28/2013	501(c)(3)	Food and Clothing Services
Pueblo Cooperative Care Center 326 West 8th Street Pueblo, CO 81003	\$10,000	9/3/2013	501(c)(3)	Food and Clothing Services
Pueblo Poverty Foundation 710 Minnequa Pueblo, CO 81004	\$1,000	11/19/2013	501(c)(3)	Food and Clothing Services
Regional Food Bank of Oklahoma Inc 3355 S Purdue Oklahoma City, OK 73137	\$35,000	11/19/2013	501(c)(3)	Food and Clothing Services
Sister Carmen Community Center 655 Aspen Ridge Drive Lafayette, CO 80026	\$10,000	4/10/2013	501(c)(3)	Food and Clothing Services
Volunteers of America 2660 Larimer St Denver, CO 80205	\$150,000	4/9/2013	501(c)(3)	Food and Clothing Services
We Don't Waste 3560 Walnut Street, Unit B Denver, CO 80205	\$10,000	4/10/2013	501(c)(3)	Food and Clothing Services
Food & Clothing Services Subtotal		\$1,151,000		
ALS Association-Rocky Mountain Chapter, The 7403 Church Ranch Blvd , Suite 109 Westminster, CO 80021	\$20,000	4/10/2013	501(c)(3)	Health, Wellness and Injuries
Alzheimer's Association of Oklahoma & Arkansas 2448 E 81st St , Suite 3000 Oklahoma City, OK 73112	\$37,000	5/28/2013	501(c)(3)	Health, Wellness and Injuries
AlterMed Research Foundation 1342 Jayhawk Dr . Suite 200 Ft Collins, CO 80524	\$10,000	5/21/2013	501(c)(3)	Health, Wellness and Injuries
Alternatives Pregnancy Center 1440 Blake Street, Suite 200 Denver, CO 80202	\$10,000	5/22/2013	501(c)(3)	Health, Wellness and Injuries
Alzheimer's Association - Colorado Chapter 455 Sherman St #500 Denver, CO 80203	\$5,000	11/23/2013	501(c)(3)	Health, Wellness and Injuries
American Diabetes Association - Colorado 2480 West 26th Ave , Suite 500C Denver, CO 80211	\$10,000	5/22/2013	501(c)(3)	Health, Wellness and Injuries
American Heart Association -S Central Affiliate 5700 N. Portland Avenue Oklahoma City, OK 73112	\$30,000	4/9/2013	501(c)(3)	Health, Wellness and Injuries
American Lung Association in Colorado 5600 Greenwood Plaza Blvd , Suite 100 Greenwood Village, CO 80111	\$10,000	5/22/2013	501(c)(3)	Health, Wellness and Injuries
Arthritis Foundation, Oklahoma Chapter 710 W Wilshire Blvd, Suite 101 Oklahoma City, OK 73116	\$25,000	5/28/2013	501(c)(3)	Health, Wellness and Injuries

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Payee Organization	Amount	Date	Tax Status	Program Area
Autism Speaks 668 N 44th Street, Suite 300 Phoenix, AZ 85008	\$7,500	11/19/2013	501(c)(3)	Health, Wellness and Injuries
Bonfils Blood Center Foundation 717 Yosemite Street Denver, CO 80230	\$25,000	9/9/2013	501(c)(3)	Health, Wellness and Injuries
Brent Eley Foundation (Brent's Place) 11980 East 16th Avenue Aurora, CO 80010	\$50,000	9/3/2013	501(c)(3)	Health, Wellness and Injuries
Calm Waters Center for Children 4334 NW Expressway, Ste 101 Oklahoma City, OK 73116	\$20,000	4/10/2013	501(c)(3)	Health, Wellness and Injuries
C.A R E Center, The P.O Box 1125 Oklahoma City, OK 73101	\$10,000	4/9/2013	501(c)(3)	Health, Wellness and Injuries
Center for Hearing, Speech and Language 4280 Hale Parkway Denver, CO 80220	\$20,000	9/3/2013	501(c)(3)	Health, Wellness and Injuries
Chanda Plan Foundation, The 866 East 78th Avenue Denver, CO 80229	\$20,000	5/21/2013	501(c)(3)	Health, Wellness and Injuries
Children's Center, The 6800 N W 39th Expwy Bethany, OK 73008	\$25,000	11/19/2013	501(c)(3)	Health, Wellness and Injuries
Children's Diabetes Foundation at Denver 4380 South Syracuse Street, Suite 430 Denver, CO 80237	\$25,000	5/14/2013	501(c)(3)	Health, Wellness and Injuries
Children's Diabetes Foundation at Denver 4380 South Syracuse Street, Suite 430 Denver, CO 80237	\$20,000	9/3/2013	501(c)(3)	Health, Wellness and Injuries
Children's Hospital Foundation Oklahoma 800 Research Parkway, Suite 150 Oklahoma City, OK 73104	\$35,000	11/19/2013	501(c)(3)	Health, Wellness and Injuries
Children's Treehouse Foundation, The 50 S Steele Street, Suite 810 Denver, CO 80209	\$30,000	5/28/2013	501(c)(3)	Health, Wellness and Injuries
Coffee Creek Riding Center 17 E Coffee Creek Road Edmond, OK 73034	\$10,000	5/29/2013	501(c)(3)	Health, Wellness and Injuries
Colorado Prevention Center 789 Sherman Street, Suite 200 Denver, CO 80203	\$20,000	9/3/2013	501(c)(3)	Health, Wellness and Injuries
Colorado State University 410 Seventeenth Street, Suite 2440 Denver, CO 80202	\$250,000	4/12/2013	501(c)(3)	Health, Wellness and Injuries
Colorado State University 410 Seventeenth Street, Suite 2440 Denver, CO 80202	\$250,000	11/7/2013	501(c)(3)	Health, Wellness and Injuries
Coping Well 316 Dexter St Denver, CO 80220	\$5,000	2/1/2013	501(c)(3)	Health, Wellness and Injuries

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Payee Organization	Amount	Date	Tax Status	Program Area
CU School of Ophthalmology (Lion's Eye Institute) 1675 N Ursula Street Aurora, CO 80045	\$200,000	1/10/2013	501(c)(3)	Health, Wellness and Injuries
Dale Rogers Training Center 2501 N Utah Oklahoma City, OK 73107	\$10,000	5/29/2013	501(c)(3)	Health, Wellness and Injuries
Deaconess Pregnancy & Adoption Services 7101 N.W Expressway, Suite 325 Oklahoma City, OK 73132	\$15,000	5/29/2013	501(c)(3)	Health, Wellness and Injuries
Denver Health Foundation 655 Broadway, Suite 750 Denver, CO 80203	\$100,000	11/20/2013	501(c)(3)	Health, Wellness and Injuries
Denver Health Foundation 655 Broadway, Suite 750 Denver, CO 80203	\$100,000	11/20/2013	501(c)(3)	Health, Wellness and Injuries
Denver Hospice, The 501 S Cherry S, t Suite 700 Denver, CO 80246	\$75,000	4/9/2013	501(c)(3)	Health, Wellness and Injuries
Doctors Without Borders 333 Seventh Ave, Second Floor New York, NY 10001-5004	\$10,000	5/22/2013	501(c)(3)	Health, Wellness and Injuries
Down Syndrome Association of Central Oklahoma 720 W. Wilshire, Suite 112 Oklahoma City, OK 73116	\$10,000	5/29/2013	501(c)(3)	Health, Wellness and Injuries
Families First Inc 2163 S Yosemite Street Denver, CO 80231	\$25,000	5/28/2013	501(c)(3)	Health, Wellness and Injuries
Foundation Fighting Blindness 1663 Steele St, Suite 607 Denver, CO 80206	\$15,000	4/10/2013	501(c)(3)	Health, Wellness and Injuries
Global Down Syndrome Foundation 3300 E First Avenue, Suite 390 Denver, CO 80206	\$50,000	9/3/2013	501(c)(3)	Health, Wellness and Injuries
Harold Hamm Oklahoma Diabetes Center 1000 N Lincoln Blvd, Suite 1900 Oklahoma City, OK 73104	\$40,000	5/29/2013	501(c)(3)	Health, Wellness and Injuries
Health Alliance for the Uninsured 5929 N May Avenue, Suite 511 Oklahoma City, OK 73112	\$35,000	11/19/2013	501(c)(3)	Health, Wellness and Injuries
Health SET 2420 West 26th Avenue, Suite 460-D Denver, CO 80211	\$20,000	9/6/2013	501(c)(3)	Health, Wellness and Injuries
Heartline P.O. Box 12832 Oklahoma City, OK 73157	\$20,000	5/22/2013	501(c)(3)	Health, Wellness and Injuries
Hope West 3090 North 12th St, Grand Junction, CO 81506	\$25,000	11/21/2013	501(c)(3)	Health, Wellness and Injuries
Infant Crisis Services, Inc 4224 N Lincoln Blvd Oklahoma City, OK 73105	\$25,000	11/19/2013	501(c)(3)	Health, Wellness and Injuries

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Payee Organization	Amount	Date	Tax Status	Program Area
Integris Jim Thorpe Rehabilitation Hospital 4219 S Western Ave Oklahoma City, OK 73109	\$15,000	11/19/2013	501(c)(3)	Health, Wellness and Injuries
Isaiah Stone Pediatric Epilepsy Foundation 711 Stanton L Young Blvd , Suite 215 Oklahoma City. OK 73104	\$20,000	4/10/2013	501(c)(3)	Health, Wellness and Injuries
Oklahoma Medical Research Foundation 825 N.E 13th Street Oklahoma City, OK 73104	\$50,000	11/19/2013	501(c)(3)	Health, Wellness and Injuries
Kempe Foundation, The The Gary Pavilion at Children's Hospital Colorado 13123 E 16th Avenue, B390 Aurora, CO 80045	\$50,000	11/20/2013	501(c)(3)	Health, Wellness and Injuries
LiveWell Colorado 1490 Lafayette Street, Suite 404 Denver, CO 80218	\$50,000	9/3/2013	501(c)(3)	Health, Wellness and Injuries
Make A Wish Foundation of Colorado 7951 E Maplewood Avenue, Suite 126 Greenwood Village, CO 80111	\$20,000	5/21/2013	501(c)(3)	Health, Wellness and Injuries
National Jewish Health 1400 Jackson Street Denver, CO 80206	\$25,000	12/12/2012	501(c)(3)	Health, Wellness and Injuries
National Sports Center for the Disabled 1801 Mile High Stadium Circle, Suite 1500 Denver, CO 80204	\$25,000	5/28/2013	501(c)(3)	Health, Wellness and Injuries
Oklahoma Blood Institute 1001 N Lincoln Blvd Oklahoma City, OK 73104	\$15,000	5/29/2013	501(c)(3)	Health, Wellness and Injuries
Oklahoma Caring Foundation Inc P O Box 3283 Tulsa. OK 74102-2383	\$5,000	11/19/2013	501(c)(3)	Health, Wellness and Injuries
Peak Vista Community Health Centers 340 Printers Parkway Colorado Springs. CO 80910-3195	\$50,000	11/20/2013	501(c)(3)	Health, Wellness and Injuries
Rocky Mountain Cancer Assistance PO Box 6625 Denver, CO 80206	\$10,000	11/22/2013	501(c)(3)	Health, Wellness and Injuries
Rocky Mountain Down Syndrome Association 3515 South Tamarac Drive, Suite 320 Denver, CO 80237	\$20,000	11/21/2013	501(c)(3)	Health, Wellness and Injuries
Rocky Mountain MS Center 8845 Wagner Street Westminster, CO 80031	\$50,000	4/9/2013	501(c)(3)	Health, Wellness and Injuries
Roundup River Ranch PO Box 8589 Avon, CO 81620	\$50,000	11/20/2013	501(c)(3)	Health, Wellness and Injuries
Saddle Up! Foundation 39850 Swift Creek Circle Elizabeth, CO 80107	\$10,000	11/22/2013	501(c)(3)	Health, Wellness and Injuries
Stephenson Cancer Center 800 NE 10th Street Oklahoma City, OK 73126	\$50,000	11/19/2013	501(c)(3)	Health, Wellness and Injuries
The Toby Keith Foundation P O Box 721856 Norman, OK 73070	\$15,000	9/5/2013	501(c)(3)	Health, Wellness and Injuries
Trinity United Methodist Church 1820 Broadway Denver, CO 80202	\$50,000	9/11/2013	501(c)(3)	Health, Wellness and Injuries

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Payee Organization	Amount	Date	Tax Status	Program Area
University of Colorado Foundation 1800 Grant Street, Suite 725 Denver, CO 80203	\$7,000,000	11/20/2013	501(c)(3)	Facilities
University of Colorado Foundation 1800 Grant Street, Suite 725 Denver, CO 80203	\$150,000	1/18/2013	501(c)(3)	Health, Wellness and Injuries
WINGS A Special Needs Community 13700 N Eastern Avenue Edmond, OK 73013	\$10,000	5/29/2013	501(c)(3)	Health, Wellness and Injuries
Health , Wellness and Injuries Subtotal	\$9,494,500			
Arc Thrift Stores 12345 W Alameda Parkway, Suite 111 Lakewood, CO 80228	\$100,000	11/20/2013	501(c)(3)	Help People Help Themselves
Aurora Community Connection 9801 E Colfax, Suite 200 Aurora, CO 80010	\$15,000	9/3/2013	501(c)(3)	Help People Help Themselves
Bayaud Enterprises 333 West Bayaud Avenue Denver, CO 80223	\$50,000	5/28/2013	501(c)(3)	Help People Help Themselves
Brothers Redevelopment Inc 2250 Easton Street , Garden Level, Suite B Denver, CO 80214	\$25,000	11/21/2013	501(c)(3)	Help People Help Themselves
Colorado Cross Disability Coalition 655 Broadway, Suite 775 Denver, CO 80203	\$40,000	9/3/2013	501(c)(3)	Help People Help Themselves
Community Literacy Centers 5131 N Classen Circle, Suite 204 Oklahoma City, OK 73118	\$7,500	9/5/2013	501(c)(3)	Help People Help Themselves
Denver Inner City Parish 1212 Mariposa Street Denver, CO 80204	\$50,000	4/9/2013	501(c)(3)	Help People Help Themselves
Discover Goodwill of S & W Colorado 1460 Garden of the Gods Road Colorado Springs, CO 80907	\$75,000	11/20/2013	501(c)(3)	Help People Help Themselves
EarthLinks 2828 Larimer Street Denver, CO 80205	\$10,000	5/22/2013	501(c)(3)	Help People Help Themselves
Family Advocacy, Care, Education, Support 1325 South Colorado Boulevard, Suite B-509 Denver, CO 80222	\$40,000	9/3/2013	501(c)(3)	Help People Help Themselves
Family Resource Center Association 1653 Vine Street Denver, CO 80206	\$50,000	6/14/2013	501(c)(3)	Help People Help Themselves

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Payee Organization	Amount	Date	Tax Status	Program Area
Family Tree Inc 3805 Marshall Street, #100 Wheat Ridge, CO 80033	\$50,000	11/20/2013	501(c)(3)	Help People Help Themselves
Focus Points Family Resource Center 2501 East 48th Avenue Denver, CO 80216	\$20,000	9/3/2013	501(c)(3)	Help People Help Themselves
Fostering Hope Foundation 111 S Tejon Street, Suite 112 Colorado Springs, CO 80903	\$20,000	4/10/2013	501(c)(3)	Help People Help Themselves
Gathering Place, The 1535 High Street Denver, CO 80218	\$100,000	4/9/2013	501(c)(3)	Help People Help Themselves
Goodwill Industries of Central Oklahoma P O Box 2780 Oklahoma City, OK 73101	\$30,000	5/29/2013	501(c)(3)	Help People Help Themselves
Growing Home 3489 W 72nd Ave , Suite 112 Westminster, CO 80030	\$45,000	11/20/2013	501(c)(3)	Help People Help Themselves
Hands of the Carpenter 1455 Ammons St , Suite 201 Lakewood, CO 80214	\$10,000	5/22/2013	501(c)(3)	Help People Help Themselves
Help the Needy P O Box 644 Woodland Park, CO 80866	\$7,000	9/9/2013	501(c)(3)	Help People Help Themselves
Hope Communities Inc 2543 California Street Denver, CO 80205	\$10,000	9/9/2013	501(c)(3)	Help People Help Themselves
Hope House of Colorado P O Box 740568 Arvada, CO 80006	\$10,000	11/22/2013	501(c)(3)	Help People Help Themselves
Kings Care Foundation 555 North Nash Street El Segundo, CA 90245	\$12,000	8/12/2013	501(c)(3)	Help People Help Themselves
Love Light and Melody Steele Street Bank & Trust 55 Adams Street Denver, CO 80206	\$25,000	5/28/2013	501(c)(3)	Help People Help Themselves
Mi Casa Resource Center 360 Acoma St q Denver, CO 80223	\$80,000	10/11/2013	501(c)(3)	Help People Help Themselves
Mile High Youth Corps (MHYC) 1801 Federal Blvd Denver, CO 80204	\$20,000	9/3/2013	501(c)(3)	Help People Help Themselves
Mpowered 2009 Wadsworth Blvd., Suite 100 Lakewood, CO 80214	\$10,000	5/22/2013	501(c)(3)	Help People Help Themselves
New Genesis 1680 Sherman Street Denver, CO 80203	\$50,000	11/20/2013	501(c)(3)	Help People Help Themselves
Open Door Ministries PO Box 18018 Denver, CO 80218	\$75,000	11/20/2013	501(c)(3)	Help People Help Themselves
Pikes Peak Community Action Agency PO Box 2468 Colorado Springs, CO 80901	\$10,000	11/21/2013	501(c)(3)	Help People Help Themselves
Rocky Mountain MicroFinance Institute PO Box 48138 Denver, CO 80204	\$25,000	11/21/2013	501(c)(3)	Help People Help Themselves

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Payee Organization	Amount	Date	Tax Status	Program Area
Sanctuary Women's Development Center 2133 SW 11th Street Oklahoma City, OK 73108	\$35,000	4/4/2013	501(c)(3)	Help People Help Themselves
Second Chances (formerly Baby Bud's) 168 Federal Blvd. Denver, CO 80219	\$15,000	4/10/2013	501(c)(3)	Help People Help Themselves
Shiloh House 6400 West Coal Mine Avenue Littleton, CO 80123	\$15,000	4/10/2013	501(c)(3)	Help People Help Themselves
Sunbeam Family Services, Inc 616 NW 21st Street Oklahoma City, OK 73103	\$25,000	11/19/2013	501(c)(3)	Help People Help Themselves
Women's Bean Project 3201 Curtis Street Denver, CO 80205	\$1,000	8/12/2013	501(c)(3)	Help People Help Themselves
Work Options for Women 1200 Federal Blvd Denver, CO 80204	\$20,000	5/21/2013	501(c)(3)	Help People Help Themselves
Help People Help Themselves Subtotal	\$1,182,500			
Aurora Warms the Night 1555 Dayton Street Aurora, CO 80010	\$10,000	11/20/2013	501(c)(3)	Homeless Services
Catholic Charities and Community Services 4045 Pecos Street Denver, CO 80211	\$20,000	4/18/2013	501(c)(3)	Homeless Services
Catholic Charities and Community Services 4045 Pecos Street Denver, CO 80211	\$95,000	11/20/2013	501(c)(3)	Homeless Services
Central Oklahoma Habitat for Humanity 5005 S I-35 Service Road Oklahoma City, OK 73129	\$10,000	5/29/2013	501(c)(3)	Homeless Services
Denver Rescue Mission PO Box 17963 Denver, CO 80217	\$100,000	4/9/2013	501(c)(3)	Homeless Services
Denver Urban Ministries (Denum) 1717 E Colfax Avenue Denver, CO 80218	\$20,000	5/21/2013	501(c)(3)	Homeless Services
Harm Reduction Action Center 733 Santa Fe Drive Denver, CO 80204	\$5,000	5/22/2013	501(c)(3)	Homeless Services
Homeless Alliance 1724 NW 4th St Oklahoma city, OK 73106	\$25,000	11/19/2013	501(c)(3)	Homeless Services

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Payee Organization	Amount	Date	Tax Status	Program Area
Homeward Pikes Peak 518 North Nevada Avenue Colorado Springs, CO 80903	\$75,000	5/14/2013	501(c)(3)	Homeless Services
Partners in Hope and Housing 455 Gold Pass Heights Colorado Springs, CO 80906	\$10,000	9/9/2013	501(c)(3)	Homeless Services
Pershing Center 2400 General Pershing Blvd Oklahoma City, OK 73107	\$20,000	4/9/2013	501(c)(3)	Homeless Services
Salvation Army Central Oklahoma Area Command P.O. Box 2905 Oklahoma City, OK 73101	\$35,000	5/29/2013	501(c)(3)	Homeless Services
Salvation Army-Intermountain Division 1370 Pennsylvania Street Denver, CO 80203	\$250,000	11/20/2013	501(c)(3)	Homeless Services
Samaritan House 2301 Lawrence Street Denver, CO 80205	\$2,000	1/18/2013	501(c)(3)	Homeless Services
Samaritan House 2301 Lawrence Street Denver, CO 80205	\$2,000	3/25/2013	501(c)(3)	Homeless Services
Samaritan House 2301 Lawrence Street Denver, CO 80205	\$2,000	8/22/2013	501(c)(3)	Homeless Services
Samaritan House 2301 Lawrence Street Denver, CO 80205	\$2,000	6/6/2013	501(c)(3)	Homeless Services
St Francis Center 2323 Curtis Street Denver, CO 80205	\$125,000	11/20/2013	501(c)(3)	Homeless Services
Urban Peak 730 21st Street Denver, CO 80205	\$25,000	2/8/2013	501(c)(3)	Homeless Services
Homeless Services Subtotal	\$833,000			
Colorado Homeless Families PO Box 740130 Arvada, CO 80006	\$20,000	5/14/2013	501(c)(3)	Housing
Family HomeStead 999 Decatur Street Denver, CO 80204	\$10,000	11/20/2013	501(c)(3)	Housing
Habitat for Humanity of Metro Denver 3245 Eliot Street Denver, CO 80211	\$50,000	11/20/2013	501(c)(3)	Housing
Mile High Ministries 2330 W Mulberry Place Denver, CO 80204	\$75,000	5/28/2013	501(c)(3)	Housing
Providence Network 801 Logan Street Denver, CO 80203	\$100,000	11/20/2013	501(c)(3)	Housing

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Payee Organization	Amount	Date	Tax Status	Program Area
Rebuilding Together Metro Denver 12567 W Cedar Drive Lakewood, CO 80228	\$10,000	11/22/2013	501(c)(3)	Housing
Sacred Heart House of Denver 2844 Lawrence Street Denver, CO 80205	\$20,000	4/10/2013	501(c)(3)	Housing
Warren Village 1323 Gilpin Street Denver, CO 80218-2552	\$50,000	9/3/2013	501(c)(3)	Housing
Housing Subtotal	\$335,000			
American Friends of Jamaica 1697 Broadway, Suite 502 New York, NY 10019	\$10,000	1/7/2013	501(c)(3)	K-12 Schools
Arrupe Jesuit High School 4343 Utica St Denver, CO 80212	\$50,000	9/3/2013	501(c)(3)	K-12 Schools
Assistance League of Denver 1400 Josephine Street Denver, CO 80206-2213	\$5,000	11/22/2013	501(c)(3)	K-12 Schools
Atlas Preparatory School 1602 S Murray Blvd Colorado Springs, CO 80916	\$150,000	5/14/2013	501(c)(3)	K-12 Schools
Aurora West College Preparatory Academy 10100 E 13th Avenue Aurora, CO 80010	\$4,000	3/5/2013	501(c)(3)	K-12 Schools
Charter School Growth Fund 350 Interlocken Boulevard, Suite 390 Broomfield, CO 80021	\$500,000	11/25/2013	501(c)(3)	K-12 Schools
Cherry Creek Schools Foundation 4700 South Yosemite Street, Suite 130 Greenwood Village, CO 80111	\$10,000	8/28/2013	501(c)(3)	K-12 Schools
Clyde Miller K-8 School 1701 Espana Street Aurora, CO 80011	\$8,000	4/2/2013	501(c)(3)	K-12 Schools
Colorado Academy 3800 So Pierce Street Denver, CO 80235	\$20,000	3/20/2013	501(c)(3)	K-12 Schools
Colorado Academy 3800 So Pierce Street Denver, CO 80235	\$50,000	6/12/2013	501(c)(3)	K-12 Schools
Colorado League of Charter Schools 725 South Broadway, Suite 7 Denver, CO 80209	\$100,000	9/9/2013	501(c)(3)	K-12 Schools
Colorado Springs School, The 21 Broadmoor Avenue Colorado Springs, CO 80906	\$25,000	5/14/2013	501(c)(3)	K-12 Schools
Colorado UpLift 3914 King Street Denver, CO 80211	\$300,000	7/2/2013	501(c)(3)	K-12 Schools

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Payee Organization	Amount	Date	Tax Status	Program Area
Community Leadership Academy 6880 Holly Street Commerce City, CO 80022	\$4,000	4/2/2013	501(c)(3)	K-12 Schools
Denver Academy 4400 East Iliff Avenue Denver, CO 80222	\$25,000	5/28/2013	501(c)(3)	K-12 Schools
Denver Academy 4400 East Iliff Avenue Denver, CO 80222	\$25,000	11/23/2013	501(c)(3)	K-12 Schools
Denver Public Schools Foundation 900 Grant Street, Suite 503 Denver, CO 80203	\$25,000	12/11/2012	501(c)(3)	K-12 Schools
Denver Public Schools Foundation 900 Grant Street, Suite 503 Denver, CO 80203	\$500,000	4/18/2013	501(c)(3)	K-12 Schools
Denver Public Schools Foundation 900 Grant Street, Suite 503 Denver, CO 80203	\$250,000	7/2/2013	501(c)(3)	K-12 Schools
Denver Public Schools Foundation 900 Grant Street, Suite 503 Denver, CO 80203	\$500,000	11/25/2013	501(c)(3)	K-12 Schools
Denver School of Science and Technology 3401 Quebec Street Denver, CO 80207	\$10,000	3/5/2013	501(c)(3)	K-12 Schools
Denver School of the Arts Friends Foundation 7111 Montview Blvd Denver, CO 80220	\$3,000	8/27/2013	501(c)(3)	K-12 Schools
Denver Street School, The P O Box 140069 Denver, CO 80214	\$30,000	9/9/2013	501(c)(3)	K-12 Schools
DSST Public Schools 3401 Quebec St . Suite 7200 Denver, CO 80207	\$200,000	11/20/2013	501(c)(3)	K-12 Schools
East Angel Friends & Alumni Foundation PO Box 201404 Denver, CO 80220	\$10,000	11/27/2013	501(c)(3)	K-12 Schools
East Elementary School 5933 South Fairfield Street Littleton, CO 80120	\$6,000	4/2/2013	501(c)(3)	K-12 Schools
Edgewater Elementary School 5570 W. 24th Avenue Edgewater, CO 80214	\$2,000	3/5/2013	501(c)(3)	K-12 Schools
Escuela de Guadalupe 3401 Pecos Street Denver, CO 80211	\$20,000	5/21/2013	501(c)(3)	K-12 Schools
Fields and Futures P O Box 21861 Oklahoma City, OK 73156	\$15,000	11/19/2013	501(c)(3)	K-12 Schools
Florence Crittenton Services 55 South Zuni Street Denver, CO 80223	\$25,000	4/9/2013	501(c)(3)	K-12 Schools

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Payee Organization	Amount	Date	Tax Status	Program Area
Fred N Thomas Career Education Center 2650 Eliot St Denver, CO 80211	\$4,000	3/5/2013	501(c)(3)	K-12 Schools
Girls Athletic Leadership Schools (GALS) 750 Galapagos Street Denver, CO 80204	\$35,000	4/9/2013	501(c)(3)	K-12 Schools
Go For It! Institute 7120 East Orchard Road, Suite 400 Centennial, CO 80111	\$10,000	7/10/2013	501(c)(3)	K-12 Schools
Go For It! Institute 7120 East Orchard Road, Suite 400 Centennial, CO 80111	\$50,000	9/3/2013	501(c)(3)	K-12 Schools
Graland Country Day School 30 Birch St Denver, CO 80220	\$25,000	12/6/2012	501(c)(3)	K-12 Schools
Graland Country Day School 30 Birch St Denver, CO 80220	\$25,000	10/15/2013	501(c)(3)	K-12 Schools
Graland Country Day School 30 Birch St Denver, CO 80220	\$25,000	11/2/2013	501(c)(3)	K-12 Schools
Greenwood ECE-8 School 5310 Durham Court Denver, CO 80239	\$4,000	3/5/2013	501(c)(3)	K-12 Schools
Kent Denver School 4000 East Quincy Avenue Englewood, CO 80113	\$350,000	4/9/2013	501(c)(3)	K-12 Schools
Kent Denver School 4000 East Quincy Avenue Englewood, CO 80113	\$10,000	10/15/2013	501(c)(3)	K-12 Schools
Kent Denver School 4000 East Quincy Avenue Englewood, CO 80113	\$25,000	11/2/2013	501(c)(3)	K-12 Schools
KIPP Colorado Schools 375 South Tejon Street Denver, CO 80223	\$50,000	4/9/2013	501(c)(3)	K-12 Schools
KIPP Colorado Schools 375 South Tejon Street Denver, CO 80223	\$6,000	3/5/2013	501(c)(3)	K-12 Schools
KIPP Oklahoma Schools 1901 N E 13th Street Oklahoma City, OK 73117	\$25,000	4/9/2013	501(c)(3)	K-12 Schools
McMeen Elementary School 1000 South Holly Street Denver, CO 80246	\$8,000	3/5/2013	501(c)(3)	K-12 Schools
Montview Elementary School 2055 Moline Street Aurora, CO 80010	\$8,000	3/5/2013	501(c)(3)	K-12 Schools
National Jewish Health 1400 Jackson Street Denver, CO 80206	\$15,000	11/21/2013	501(c)(3)	K-12 Schools

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Payee Organization	Amount	Date	Tax Status	Program Area
Neumann Education Foundation P.O Box 49336 Colorado Springs, CO 80949	\$20,000	9/6/2013	501(c)(3)	K-12 Schools
Oklahoma City Public Schools Foundation Inc 5225 N Shartel Avenue, Suite 201 Oklahoma City, OK 73118	\$1,500	5/22/2013	501(c)(3)	K-12 Schools
Oklahoma City Public Schools Foundation Inc 5225 N Shartel Avenue, Suite 201 Oklahoma City, OK 73118	\$15,000	4/9/2013	501(c)(3)	K-12 Schools
Positive Tomorrows P O. Box 61190 Oklahoma City, OK 73146	\$25,000	4/3/2013	501(c)(3)	K-12 Schools
Project Voyce 2900 Downing Street, 1B Denver, CO 80205	\$50,000	4/9/2013	501(c)(3)	K-12 Schools
Resurrection Christian School 6502 Crossroads Blvd Loveland, CO 80538	\$50,000	12/6/2012	501(c)(3)	K-12 Schools
Ricardo Flores Magon Academy 5301 Lowell Blvd Denver, CO 80221	\$2,000	3/5/2013	501(c)(3)	K-12 Schools
See the Change USA 7689 N Union Blvd Colorado Springs, CO 80920	\$85,000	5/14/2013	501(c)(3)	K-12 Schools
Sims Fayola International Academy - Denver 6850 Argonne St Denver, CO 80249	\$25,000	4/9/2013	501(c)(3)	K-12 Schools
Southeast Elementary 1595 East Southern Street Brighton, CO 80601	\$4,000	3/5/2013	501(c)(3)	K-12 Schools
St. Elizabeth's School 2350 Gaylord St Denver, CO 80205	\$15,000	10/15/2013	501(c)(3)	K-12 Schools
St. Elizabeth's School 2350 Gaylord St Denver, CO 80205	\$50,000	11/23/2013	501(c)(3)	K-12 Schools
Stein Elementary School 80 S. Teller Street Lakewood, CO 80226	\$7,000	3/5/2013	501(c)(3)	K-12 Schools
STRIVE 1825 South Federal Boulevard Denver, CO 80219	\$250,000	4/19/2013	501(c)(3)	K-12 Schools
STRIVE 1825 South Federal Boulevard Denver, CO 80219	\$200,000	11/20/2013	501(c)(3)	K-12 Schools
STRIVE Prep - Foundations for Great Schools 2417 West 29th Avenue Denver, CO 80211	\$10,000	4/2/2013	501(c)(3)	K-12 Schools
Whittier K-8 School 2480 Downing Street Denver, CO 80205	\$4,000	4/3/2013	501(c)(3)	K-12 Schools

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Payee Organization	Amount	Date	Tax Status	Program Area
William Smith High School 400 N. Airport Road Aurora, CO 80011	\$3,000	3/5/2013	501(c)(3)	K-12 Schools
York International School 9200 York Street Thornton, CO 80229	\$2,000	5/20/2013	501(c)(3)	K-12 Schools
K-12 Schools Subtotal	\$4,375,500			
Aurora Mental Health Center 11059 E Bethany Drive, Suite 200 Aurora, CO 80014	\$20,000	9/6/2013	501(c)(3)	Mental Health
Carson J Spencer Foundation 1385 S Colorado Blvd , Suite A-316 Denver, CO 80222	\$50,000	4/9/2013	501(c)(3)	Mental Health
Carson J Spencer Foundation 1385 S Colorado Blvd , Suite A-316 Denver, CO 80222	\$45,000	6/13/2013	501(c)(3)	Mental Health
Carson J Spencer Foundation 1385 S. Colorado Blvd , Suite A-316 Denver, CO 80222	\$1,000	7/22/2013	501(c)(3)	Mental Health
Denver Children's Home 1501 Albion Street Denver, CO 80220	\$30,000	9/4/2013	501(c)(3)	Mental Health
Griffith Centers for Children 1724 Gilpin Street Denver, CO 80218	\$15,000	5/22/2013	501(c)(3)	Mental Health
Institute for Children's Mental Disorders P O Box 6508 Aurora, CO 80045	\$100,000	11/25/2013	501(c)(3)	Mental Health
Institute for Children's Mental Disorders Mailstop F546 P O. Box 6508 Aurora, CO 80045	\$25,000	11/27/2013	501(c)(3)	Mental Health
Karis Community 1361 Detroit St Denver, CO 80206	\$35,000	11/21/2013	501(c)(3)	Mental Health
Maria Droste Counseling Center 1355 S Colorado Blvd , Suite C-100 Denver, CO 80222	\$15,000	11/20/2013	501(c)(3)	Mental Health
Mental Health America of Colorado 1385 S Colorado Blvd , Suite 610 Denver, CO 80222	\$35,000	9/12/2013	501(c)(3)	Mental Health
Mental Health America of Colorado 1385 S Colorado Blvd , Suite 610 Denver, CO 80222	\$65,000	11/20/2013	501(c)(3)	Mental Health
Mental Health America of Colorado 1385 S. Colorado Blvd . Suite 610 Denver, CO 80222	\$15,000	11/27/2013	501(c)(3)	Mental Health
Metro Crisis Services PO Box 460695 Denver, CO 80246	\$75,000	4/9/2013	501(c)(3)	Mental Health

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Payee Organization	Amount	Date	Tax Status	Program Area
Mount Saint Vincent Home 4159 Lowell Boulevard Denver, CO 80211	\$25,000	4/9/2013	501(c)(3)	Mental Health
Second Wind Fund, Inc 13701 West Jewell Ave #251 Lakewood, CO 80228	\$50,000	11/19/2013	501(c)(3)	Mental Health
Tennyson Center for Children 2950 Tennyson Street Denver, CO 80212-3029	\$50,000	4/9/2013	501(c)(3)	Mental Health
Third Way Center P O Box 61385 Denver, CO 80206-8385	\$50,000	11/20/2013	501(c)(3)	Mental Health
University of Colorado Foundation 1800 Grant Street, Suite 725 Denver, CO 80203	\$100,000	5/16/2013	501(c)(3)	Mental Health
Yellow Ribbon Suicide Prevention Program P O Box 644 Westminster, CO 80036-0644	\$25,000	11/21/2013	501(c)(3)	Mental Health
Mental Health Subtotal	\$826,000			
American Legion Department of Colorado 7465 E 1st Avenue, Suite D Denver, CO 80230	\$20,000	5/16/2013	501(c)(3)	Military and Veterans
American Red Cross - Mile High Chapter 444 Sherman St Denver, CO 80203-4425	\$282,000	2/12/2013	501(c)(3)	Military and Veterans
Colorado Historical Society 1300 Broadway Denver, CO 80203	\$75,000	4/23/2013	501(c)(3)	Military and Veterans
Colorado National Guard Foundation Inc. 12200 East Briarwood Avenue, Suite 160 Centennial, CO 80112	\$9,000	11/27/2013	501(c)(3)	Military and Veterans
Folds of Honor Foundation 5800 North Patriot Drive Owasso, OK 74055	\$25,000	11/4/2013	501(c)(3)	Military and Veterans
Folds of Honor Foundation 5800 North Patriot Drive Owasso, OK 74055	\$25,000	4/9/2013	501(c)(3)	Military and Veterans
Freedom Alliance 22570 Markey Court Dulles, VA 20166	\$5,000	5/15/2013	501(c)(3)	Military and Veterans
Home Front Cares, The P O Box 38516 Colorado Springs, CO 80937-8516	\$25,000	9/17/2013	501(c)(3)	Military and Veterans
National Homeland Defense Foundation, The 1259 Lake Plaza Drive, Suite 250 Colorado Springs, CO 80906	\$30,000	6/12/2013	501(c)(3)	Military and Veterans
Navy Seal Foundation 1619 D Street, Bldg. 5326 Virginia Beach, VA 23459	\$10,000	9/18/2013	501(c)(3)	Military and Veterans

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Payee Organization	Amount	Date	Tax Status	Program Area
No Barriers 420 S Howes, Suite B300 Fort Collins, CO 80521	\$20,000	5/21/2013	501(c)(3)	Military and Veterans
Oklahoma Honor Flights P O Box 10492 Midwest City, OK 73140	\$10,000	11/19/2013	501(c)(3)	Military and Veterans
Operation Homefront - Oklahoma P O Box 1933 Lawton, OK 73502	\$25,000	5/10/2013	501(c)(3)	Military and Veterans
Project Sanctuary P O Box 132 Parker, CO 80134	\$50,000	9/3/2013	501(c)(3)	Military and Veterans
Rocky Mountain Human Services 9900 East Illiff Avenue Denver, CO 80231	\$150,000	4/9/2013	501(c)(3)	Military and Veterans
Special Forces Charitable Trust 105 Admirals Way Philadelphia, PA 19146	\$100,000	9/9/2013	501(c)(3)	Military and Veterans
The Colorado Thirty Group 1259 Lake Plaza Drive, Suite 250 Colorado Springs, CO 80906	\$5,000	11/27/2013	501(c)(3)	Military and Veterans
US Air Force Academy Endowment, The 3116 Academy Drive USAF Academy, CO 80840	\$250,000	10/4/2013	501(c)(3)	Military and Veterans
Veterans Green-Jobs Alliance 2627 West 6th Ave Denver, CO 80204	\$100,000	5/16/2013	501(c)(3)	Military and Veterans
Veteran's Passport to Hope 8020 W 78th Circle Arvada, CO 80005	\$25,000	9/6/2013	501(c)(3)	Military and Veterans
Serving Those Who Serve P O Box 237047 New York, NY 10023	\$ 620	7/9/2013	501(c)(3)	Military and Veterans
Military and Veterans Subtotal	\$1,241,620			
I Liquid House 6668 Lynx Cove Littleton, CO 80124	\$1,000	11/27/2013	501(c)(3)	Out of or After School Programs
America Scores Denver 4900 W 29th Ave Denver, CO 80212	\$10,000	5/22/2013	501(c)(3)	Out of or After School Programs
America SCORES LA (aka LA SCORES) 3685 Motor Ave , Suite 110 Los Angeles, CA 90034	\$10,000	8/27/2013	501(c)(3)	Out of or After School Programs
Aspen Valley Ski & Snowboard Club 200 AVSC Drive Aspen, CO 81611	\$10,000	6/26/2013	501(c)(3)	Out of or After School Programs
Augustana Arts, Inc 5000 E Alameda Avenue Denver, CO 80246-8104	\$25,000	9/9/2013	501(c)(3)	Out of or After School Programs
Bennie E Goodwin After School Academic Program 12400 E Hoffman Blvd Aurora, CO 80011	\$10,000	9/9/2013	501(c)(3)	Out of or After School Programs

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Payee Organization	Amount	Date	Tax Status	Program Area
Boy Scouts of America - Denver Area Council 10455 W 6th Avenue, Suite 100 Denver, CO 80215	\$500,000	10/4/2013	501(c)(3)	Out of or After School Programs
Boy Scouts of America Last Frontier Council 3031 NW 64th St Oklahoma City, OK 73116	\$30,000	9/5/2013	501(c)(3)	Out of or After School Programs
Boy Scouts of America - Pikes Peak Council 985 W Fillmore Street Colorado Springs, CO 80907	\$10,000	11/19/2013	501(c)(3)	Out of or After School Programs
Boys and Girls Clubs of Metro Denver 2017 West 9th Avenue Denver, CO 80204	\$1,000,000	3/4/2013	501(c)(3)	Out of or After School Programs
Boys and Girls Clubs of Metro Denver 2017 West 9th Avenue Denver, CO 80204	\$500,000	9/19/2013	501(c)(3)	Out of or After School Programs
Boys and Girls Clubs of Metro Denver 2017 West 9th Avenue Denver, CO 80204	\$100,000	11/19/2013	501(c)(3)	Out of or After School Programs
Boys and Girls Clubs of Metro Denver 2017 West 9th Avenue Denver, CO 80204	\$5,000	11/23/2013	501(c)(3)	Out of or After School Programs
Boys and Girls Club of Oklahoma County 3535 N Western Ave Oklahoma City, OK 73118	\$25,000	9/5/2013	501(c)(3)	Out of or After School Programs
Breakthrough Kent Denver 4000 E Quincy Avenue Englewood, CO 80113	\$45,000	11/20/2013	501(c)(3)	Out of or After School Programs
cityWILD P O Box 883 Denver, CO 80201	\$10,000	8/28/2013	501(c)(3)	Out of or After School Programs
Colorado State University - Weld County Extension 525 N 15th Avenue Greeley, CO 80631	\$5,000	5/30/2013	501(c)(3)	Out of or After School Programs
Concerts for Kids 1616 Seventeenth Street, Suite 462 Denver, CO 80202	\$50,000	4/9/2013	501(c)(3)	Out of or After School Programs
Denver Police Activities League 12410 W Bayaud Ave Denver, CO 80223	\$29,000	9/9/2013	501(c)(3)	Out of or After School Programs
Denver Public Schools Foundation 900 Grant Street, Suite 503 Denver, CO 80203	\$10,000	2/7/2013	501(c)(3)	Out of or After School Programs
Downtown Aurora Visual Arts 1405 Florence St Aurora, CO 80010	\$25,000	11/20/2013	501(c)(3)	Out of or After School Programs
Environmental Learning for Kids (ELK) 14460 E 50th Ave Denver, CO 80239	\$25,000	11/21/2013	501(c)(3)	Out of or After School Programs
First Serve Oklahoma City 3400 N Portland Avenue Oklahoma City, OK 73112	\$15,000	11/19/2013	501(c)(3)	Out of or After School Programs

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First Tee Metropolitan Oklahoma City, The P.O Box 2381 Oklahoma City, OK 73101	\$30,000	11/19/2013	501(c)(3)	Out of or After School Programs
First Tee of Denver, The 2500 York Street Denver, CO 80205	\$20,000	4/10/2013	501(c)(3)	Out of or After School Programs
First Tee of Pikes Peak, The 40 Broadmoor Ave Colorado Springs, CO 80906	\$25,000	3/27/2013	501(c)(3)	Out of or After School Programs
Fisher DeBerry Foundation 8235 Loganwood court Colorado Springs, CO 80919	\$1,000	5/30/2013	501(c)(3)	Out of or After School Programs
Friends First, Inc P O Box 270302 Littleton, CO 80127	\$10,000	8/28/2013	501(c)(3)	Out of or After School Programs
Friends of Cheyenne Canon P O Box 60275 Colorado Springs, CO 80960	\$10,000	11/22/2013	501(c)(3)	Out of or After School Programs
Girl Scouts Western Oklahoma 6100 N Robinson Oklahoma City, OK 73118	\$10,000	11/19/2013	501(c)(3)	Out of or After School Programs
Gold Crown Foundation 150 S Harlan St Lakewood, CO 80226	\$10,000	4/9/2013	501(c)(3)	Out of or After School Programs
Groundwork Denver 3050 Champa St , Second Floor Denver, CO 80205	\$10,000	11/20/2013	501(c)(3)	Out of or After School Programs
Heart & Hand Center, The 2758 Welton Street Denver, CO 80205	\$15,000	9/6/2013	501(c)(3)	Out of or After School Programs
Horatio Alger Assn of Distinguished Americans 99 Canal Center Plaza Alexandria, VA 22314	\$45,000	11/12/2013	501(c)(3)	Out of or After School Programs
Horizons Student Enrichment Program 3800 South Pierce Street Denver, CO 80235	\$25,000	9/9/2013	501(c)(3)	Out of or After School Programs
Invent Now 3701 Highland Park NW North Canton, OH 44720	\$30,800	9/9/2013	501(c)(3)	Out of or After School Programs
Junior Achievement of Oklahoma 5400 N Grand Blvd , Suite 230 Oklahoma City, OK 73112	\$25,000	9/5/2013	501(c)(3)	Out of or After School Programs
Junior Achievement Inc 1445 Market St, Suite 200 Denver, CO 80202	\$100,000	5/15/2013	501(c)(3)	Out of or After School Programs
Kids at Their Best (The Production Company) P O Box 305 Wiggins, CO 80654	\$10,000	8/28/2013	501(c)(3)	Out of or After School Programs
Learning for Life 10455 W 6th Ave, Suite 100 Denver, CO 80215	\$250	4/18/2013	501(c)(3)	Out of or After School Programs

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Metro Denver Lemonade Day 2460 W. 26th Ave #380C Denver, CO 80211	\$25,000	4/1/2013	501(c)(3)	Out of or After School Programs
Mile High Squash PO Box 40160 Denver, CO 80204	\$25,000	12/6/2012	501(c)(3)	Out of or After School Programs
Mile High Squash PO Box 40160 Denver, CO 80204	\$15,000	10/15/2013	501(c)(3)	Out of or After School Programs
Mile High Squash PO Box 40160 Denver, CO 80204	\$50,000	11/20/2013	501(c)(3)	Out of or After School Programs
National Homeland Defense Foundation, The 1259 Lake Plaza Drive, Suite 250 Colorado Springs, CO 80906	\$10,000	5/22/2013	501(c)(3)	Out of or After School Programs
Northwest Coalition for Better Schools, The PO Box 11264 Denver, CO 80211	\$10,000	4/10/2013	501(c)(3)	Out of or After School Programs
PlatteForum 1610 Little Raven Street, Suite 135 Denver, CO 80202	\$10,000	8/28/2013	501(c)(3)	Out of or After School Programs
Reach Out and Read Colorado 4380 S Syracuse St , Ste 520 Denver, CO 80237	\$25,000	9/9/2013	501(c)(3)	Out of or After School Programs
Rocky Mountain Children's Choir 4340 East Kentucky Avenue, Suite 352 Denver, CO 80246	\$10,000	5/22/2013	501(c)(3)	Out of or After School Programs
Special Olympics Colorado 384 Inverness Parkway, Suite 100 Englewood, CO 80112	\$50,000	9/3/2013	501(c)(3)	Out of or After School Programs
Summer Scholars 3401 Quebec Street #5010 Denver, CO 80207	\$25,000	4/9/2013	501(c)(3)	Out of or After School Programs
University of Colorado at Colorado Springs 1420 Austin Bluffs Parkway Colorado Springs, CO 80918	\$92,429	9/12/2013	501(c)(3)	Out of or After School Programs
University of Denver Bridge Project 2148 S High Street Denver, CO 80208	\$100,000	4/9/2013	501(c)(3)	Out of or After School Programs
Up With People 6830 Broadway, Unit A Denver, CO 80221	\$20,000	4/10/2013	501(c)(3)	Out of or After School Programs
VH1 Save the Music Foundation 1515 Broadway, 20th Floor New York, NY 10036	\$15,000	4/10/2013	501(c)(3)	Out of or After School Programs
Young Americans Center for Financial Education 3550 East First Avenue Denver, CO 80206	\$40,000	11/19/2013	501(c)(3)	Out of or After School Programs
Youth Empowerment Support Services Institute 1029 Santa Fe Drive Denver, CO 80204	\$20,000	11/2/2013	501(c)(3)	Out of or After School Programs

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Payee Organization	Amount	Date	Tax Status	Program Area
Youth on Record (formerly Flobots org) 757 E. 20th Ave., Ste 370 #435 Denver, CO 80205	\$25,000	4/18/2013	501(c)(3)	Out of or After School Programs
Youth on Record (formerly Flobots org) 757 E. 20th Ave., Ste 370 #435 Denver, CO 80205	\$25,000	7/1/2013	501(c)(3)	Out of or After School Programs
YMCA of Greater Oklahoma City 500 North Broadway, Suite 500 Oklahoma City, OK 73102	\$50,000	9/5/2013	501(c)(3)	Out of or After School Programs
YouthRoots 1127 Sherman Street, #100 Denver, CO 80203	\$10,000	9/3/2013	501(c)(3)	Out of or After School Programs
YWCA of Oklahoma City 2460 NW 39th St Oklahoma City, OK 73112	\$50,000	11/19/2013	501(c)(3)	Out of or After School Programs
Zocalo Outreach 1380 Ammons Street Lakewood, CO 80214	\$15,000	8/27/2013	501(c)(3)	Out of or After School Programs
Out of or After School Programs Subtotal	\$3,544,479			
Hillsdale College 33 East College St Hillsdale, MI 49242-9989	\$100,000	1/10/2013	501(c)(3)	Post Secondary Schools/Programs
Horatio Alger Assn of Distinguished Americans 99 Canal Center Plaza Alexandria, VA 22314	\$10,000	3/4/2013	501(c)(3)	Post Secondary Schools/Programs
Horatio Alger Assn of Distinguished Americans 99 Canal Center Plaza Alexandria, VA 22314	\$40,000	3/5/2013	501(c)(3)	Post Secondary Schools/Programs
Oklahoma City University 2501 N Blackwelder Avenue Oklahoma City, OK 73106	\$25,000	5/29/2013	501(c)(3)	Post Secondary Schools/Programs
Stanford Law School Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305-6105	\$25,000	10/15/2013	501(c)(3)	Post Secondary Schools/Programs
University of Colorado Foundation 1800 Grant Street, Suite 725 Denver, CO 80203	\$100,000	12/14/2012	501(c)(3)	Post Secondary Schools/Programs
University of Colorado Foundation 1800 Grant Street, Suite 725 Denver, CO 80203	\$500,000	3/7/2013	501(c)(3)	Post Secondary Schools/Programs
University of Colorado Foundation 1800 Grant Street, Suite 725 Denver, CO 80203	\$67,000	6/12/2013	501(c)(3)	Post Secondary Schools/Programs
University of Colorado Foundation 1800 Grant Street, Suite 725 Denver, CO 80203	\$500,000	9/19/2013	501(c)(3)	Post Secondary Schools/Programs
University of Colorado Foundation 1800 Grant Street, Suite 725 Denver, CO 80203	\$100,000	11/25/2013	501(c)(3)	Post Secondary Schools/Programs

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Payee Organization	Amount	Date	Tax Status	Program Area
University of Colorado Foundation 1800 Grant Street, Suite 725 Denver, CO 80203	\$20,000	11/5/2013	501(c)(3)	Post Secondary Schools/Programs
University of Illinois Foundation 515 E Gregory Dr Champaign, IL 61820	\$11,000	11/5/2013	501(c)(3)	Post Secondary Schools/Programs
University of Oklahoma Foundation 300 W. Timberdell Road Norman, OK 73019	\$30,000	9/5/2013	501(c)(3)	Post Secondary Schools/Programs
Youth With A Vision 3606 W 1st Ave Denver, CO 80219	\$25,000	4/9/2013	501(c)(3)	Post Secondary Schools/Programs
PostSecondary Schools/Programs Subtotal	\$1,553,000			
Celebrations Preschool P O Box 890847 Oklahoma City, OK 73189	\$25,000	4/9/2013	501(c)(3)	PreSchool
Community Partnership for Child Development 2330 Robinson Street Colorado Springs, CO 80904	\$20,000	11/21/2013	501(c)(3)	PreSchool
Diakonia 6460 Flying W Ranch Road Colorado Springs, CO 80919	\$10,000	4/9/2013	501(c)(3)	PreSchool
Early Connections Learning Centers 104 East Rio Grande Street Colorado Springs, CO 80903	\$10,000	5/21/2013	501(c)(3)	PreSchool
Early Excellence Program of Denver 3580 Franklin Street Denver, CO 80205	\$20,000	9/6/2013	501(c)(3)	PreSchool
Family Star 2246 Federal Boulevard Denver, CO 80211	\$40,000	5/28/2013	501(c)(3)	PreSchool
Mile High Montessori Early Learning Centers 1780 Marion Street Denver, CO 80218	\$20,000	11/21/2013	501(c)(3)	PreSchool
MOPS International Inc 2370 S Trenton Way Denver, CO 80231-3822	\$15,000	5/15/2013	501(c)(3)	PreSchool
Qualistar Early Learning 3607 Martin Luther King Blvd Denver, CO 80205	\$25,000	11/21/2013	501(c)(3)	PreSchool
Sewall Child Development Center, Inc 1360 Vine Street Denver, CO 80206	\$50,000	9/3/2013	501(c)(3)	PreSchool
Smart Start 1444 N.W 28th Street Oklahoma City, OK 73106	\$20,000	4/10/2013	501(c)(3)	PreSchool
Special Care 12201 N. Western Ave Oklahoma City, OK 73114	\$50,000	11/19/2013	501(c)(3)	PreSchool

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Payee Organization	Amount	Date	Tax Status	Program Area
Tools of the Mind 225 Union Blvd , Suite #150 Lakewood. CO 80228	\$50,000	8/26/2013	501(c)(3)	PreSchool
PreSchool Subtotal	\$355,000			
A Plus Denver 777 Grant Street, Suite 302 Denver, CO 80203	\$75,000	9/3/2013	501(c)(3)	Reform
Colorado Succeeds 1201 E Colfax Avenue, Suite 201 Denver. CO 80218	\$100,000	11/20/2013	501(c)(3)	Reform
Education Reform Now 1576 Sherman St, Suite 300 Denver, CO 80203	\$75,000	5/28/2013	501(c)(3)	Reform
National Council on Teacher Quality 1420 New York Ave. NW, Suite 800 Washington, DC 20005	\$25,000	11/21/2013	501(c)(3)	Reform
Oklahoma Foundation for Excellence 120 N Robinson, Suite 1420-W Oklahoma City, OK 73102	\$10,000	5/29/2013	501(c)(3)	Reform
Stand for Children Colorado 1201 E Colfax Avenue, Suite 201 Denver, CO 80218	\$60,000	9/3/2013	501(c)(3)	Reform
Reform Subtotal	\$345,000			
American Red Cross - Mile High Chapter 444 Sherman St Denver, CO 80203-4425	\$500,000	8/19/2013	501(c)(3)	Safety
CASA of Adams & Broomfield Counties 1100 Judicial Center Drive Brighton, CO 80601-0763	\$15,000	5/22/2013	501(c)(3)	Safety
CASA of Jefferson and Gilpin Counties 100 Jefferson County Parkway #1536 Golden, CO 80401	\$8,000	9/3/2013	501(c)(3)	Safety
Child Advocates. Denver CASA 1420 Ogden Street, Suite A1 Denver, CO 80218	\$50,000	11/20/2013	501(c)(3)	Safety
CIA Officers Memorial Foundation PO Box 405 Herndon, VA 20172	\$50,000	11/20/2013	501(c)(3)	Safety
City of Colorado Springs P O Box 1575, Mail Code 610 Colorado Springs, CO 80901	\$37,500	10/18/2013	Gov agency	Safety
Colorado Emergency Preparedness Partnership 444 Sherman Street Denver, CO 80203	\$100,000	11/5/2013	501(c)(3)	Safety
Colorado Springs Teen Court, Inc c/o Municipal Court Building PO Box 2169 Colorado Springs, CO 80901	\$10,000	11/22/2013	501(c)(3)	Safety

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Payee Organization	Amount	Date	Tax Status	Program Area
Colorado State Patrol Family Foundation 55 Wadsworth Boulevard Lakewood, CO 80226	\$10,000	11/27/2013	501(c)(3)	Safety
Denver Domestic Violence Coordinating Council PO Box 40041 Denver, CO 80204	\$5,000	5/22/2013	501(c)(3)	Safety
Denver Police Officers Foundation 700 W 39th Ave Denver, CO 80216	\$2,500	11/27/2013	501(c)(3)	Safety
Domestic Violence Initiative for Women with Disabilities P O Box 300535 Denver, CO 80203	\$5,000	9/9/2013	501(c)(3)	Safety
FBI Denver Citizens' Academy Alumni Association 175 S Eudora St Denver, CO 80246	\$10,000	11/27/2013	501(c)(3)	Safety
Friends of the Denver Fire Department 1415 Larimer Square Denver, CO 80202	\$30,000	9/4/2013	501(c)(3)	Safety
Police Foundation of Colorado Springs 10 Lake Circle Colorado Springs, CO 80906	\$30,000	10/18/2013	501(c)(3)	Safety
Police Foundation of C. Springs - The Gazette 10 Lake Circle Colorado Springs, CO 80906	\$3,000	10/17/2013	501(c)(3)	Safety
Safe 2 Tell P O Box 49296 Colorado Springs, CO 80949	\$20,000	5/16/2013	501(c)(3)	Safety
Safety Subtotal	\$886,000			
Alliance for Choice in Education 1201 East Colfax, #302 Denver, CO 80218	\$325,000	5/16/2013	501(c)(3)	Scholarships
Greenhouse Scholars 1881 9th St, Suite 200 Boulder, CO 80302	\$50,000	5/28/2013	501(c)(3)	Scholarships
John Lynch Foundation PO Box 172247 Tampa, FL 33672	\$10,000	4/18/2013	501(c)(3)	Scholarships
Parents Challenge 115 N Union Avenue Colorado Springs, CO 80909	\$50,000	4/10/2013	501(c)(3)	Scholarships
Scholarships Subtotal	\$435,000			
Denver Public Schools Foundation 900 Grant Street, Suite 503 Denver, CO 80203	\$250,000	1/10/2013	501(c)(3)	Teachers, Principals, Training
Professional Association of Colorado Educators 9800 Mount Pyramid Court, Suite 400 Englewood, CO 80112	\$25,000	10/3/2013	501(c)(3)	Teachers, Principals, Training
RAFT Colorado 2875 Blake Street Denver, CO 80205	\$20,000	5/16/2013	501(c)(3)	Teachers, Principals, Training
RAFT Colorado 2875 Blake Street Denver, CO 80205	\$250	9/25/2013	501(c)(3)	Teachers, Principals, Training
RAFT Colorado 2875 Blake Street Denver, CO 80205	\$25,000	10/29/2013	501(c)(3)	Teachers, Principals, Training

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Payee Organization	Amount	Date	Tax Status	Program Area
RAFT Colorado 2875 Blake Street Denver, CO 80205	\$2,500	11/6/2013	501(c)(3)	Teachers, Principals, Training
The Silence Foundation, Inc P O Box 12291 Oklahoma City, OK 73157	\$15,000	9/5/2013	501(c)(3)	Teachers, Principals, Training
Teach For America - Colorado 1391 Speer Boulevard, Suite 710 Denver, CO 80204	\$1,000,000	9/19/2013	501(c)(3)	Teachers, Principals, Training
Teach for America - Oklahoma 1202 West Easton Street Tulsa, OK 74127	\$50,000	4/10/2013	501(c)(3)	Teachers, Principals, Training
Teachers, Principals, Training Subtotal	\$1,387,750			
Bessie's Hope (Rainbow Bridge) P O Box 12675 Denver, CO 80212-0675	\$10,000	5/22/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Big Brothers Big Sisters of Colorado, Inc 1391 North Speer Boulevard, Suite 450 Denver, CO 80204	\$200,000	2/11/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Challenge Denver 1115 Grant Street Denver, CO 80203	\$20,000	5/21/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
City Year 287 Columbus Avenue Boston, MA 02116	\$1,000	2/14/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
City Year 287 Columbus Avenue Boston, MA 02116	\$125,000	5/14/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
College Summit Inc 1201 E Colfax Ave. Suite 301 Denver, CO 80218	\$50,000	11/20/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Colorado "I Have A Dream" Foundation 1836 Grant St Denver, CO 80203	\$50,000	9/3/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Colorado Nonprofit Association 789 Sherman Street, Suite 240 Denver, CO 80203	\$5,000	4/10/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Colorado Youth at Risk PO Box 13410 Denver, CO 80201	\$25,000	5/28/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Colorado Youth Outdoors 209 E 4th Street Loveland, CO 80537	\$10,000	9/10/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring

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Payee Organization	Amount	Date	Tax Status	Program Area
Connect the Kids (formerly Assistant Coach) PO Box 6343 Denver, CO 80206	\$15,000	4/10/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Denver Active 20-30 Children's Foundation 3445 Zuni Street Denver, CO 80211	\$20,000	12/14/2012	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Denver Kids, Inc 1330 Fox Street, 2nd Floor South Denver, CO 80204	\$15,000	12/6/2012	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Denver Kids, Inc 1330 Fox Street, 2nd Floor South Denver, CO 80204	\$287,000	9/16/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Denver Urban Scholars 3532 Franklin Street, Suite T Denver, CO 80205	\$30,000	9/4/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Fisher DeBerry Foundation 8235 Loganwood court Colorado Springs, CO 80919	\$10,000	4/10/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Friends for Youth 5500 E Yale Avenue Denver, CO 80222	\$35,000	6/14/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Girls Incorporated of Metro Denver 1499 Julian Street Denver, CO 80204	\$30,000	9/10/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
In the Arena P.O Box 381513 Cambridge, MA 02138	\$30,000	11/21/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Invest in Kids 1775 Sherman Street, Suite 2075 Denver, CO 80203	\$30,000	11/21/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Juvenile Law Society 325 West Elkhorn Avenue Estes Park, CO 80517	\$10,000	8/28/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
KidsTek P O Box 693 Englewood, CO 80151	\$40,000	4/18/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Open World Learning 2543 California St Denver, CO 80205	\$20,000	9/17/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Playworks Denver 1235 Elati Street Denver, CO 80204	\$50,000	10/4/2013	501(c)(3)	Youth Counseling /Mentoring Tutoring
Project PAVE 4130 Tejon Street, Suite C Denver, CO 80211	\$25,000	5/28/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Rachel's Challenge 7901 Southpark Plaza, Suite 210 Littleton, CO 80120	\$1,000	11/27/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Reading Partners Colorado 6300 E Yale Avenue Denver, CO 80222	\$30,000	9/9/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring

TAF Grants Paid - FY 2013

Payment

Payee Organization	Amount	Date	Tax Status	Program Area
Rocky Mountain Children's Law Center 1325 S Colorado Blvd . Suite 701 Denver, CO 80222	\$10,000	5/22/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Save Our Youth 3443 W 23rd Avenue Denver, CO 80211	\$150,000	11/20/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
SOS Outreach P.O Box 2020 Avon, CO 81620	\$40,000	9/4/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Think Like A Genius Foundation 4950 S Yosemite F2 #200 Greenwood Village, CO 80111	\$20,000	9/3/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
TrueSpark 1920 Main Street. Suite A Santa Monica, CA 90405	\$25,000	9/9/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Whiz Kids Tutoring 5500 East Yale Ave , Suite 101 Denver, CO 80222	\$20,000	5/21/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Youth Biz, Inc 3280 Downing Street, Suite #C Denver, CO 80205	\$15,000	11/21/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Youth Services for Oklahoma County 201 NE 50th Street Oklahoma City, OK 73105	\$15,000	5/22/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Whiz Kids - Oklahoma 923 N Robinson Oklahoma City, OK 73102	\$15,000	4/9/2013	501(c)(3)	Youth Counseling /Mentoring, Tutoring
Youth Counseling/Mentoring, Tutoring Subtotal	\$1,484,000			

Grand Totals (700 items)

\$50,069,897

**The Anschutz Foundation
Committed Grants Payable
As of November 30, 2013**

Payee Organization	Amount	Tax Status	Program Area
Ace Scholarships 1201 East Colfax, #302 Denver, CO 80218	175,000	501(c)(3)	Scholarships
Alpha International 2275 Half Day Road, Suite 185 Bannockburn, IL 60015	250,000	501(c)(3)	Christian Principles & Values
Alpha USA 2275 Half Day Road, Suite 185 Bannockburn, IL 60015	250,000	501(c)(3)	Christian Principles & Values
American Enterprise Institute 1150 Seventeenth Street, N W Washington, DC 20036	666,000	501(c)(3)	Conservaitve Concepts, Public Policy
American Heart Association So. Colorado 1586 South 21st St., Suite 10 Colorado Springs, CO 80904	25,000	501(c)(3)	Health, Wellness and Injuries
American Red Cross - Mile High Chapter 444 Sherman St Denver, CO 80203	282,000	501(c)(3)	Emergency Services
Aurora Public Schools Education Foundation 15701 E. First Avenue, Suite 206 Aurora, CO 80011	200,000	501(c)(3)	K-12 Schools
Boy Scouts - Denver 10455 W 6th Avenue, Suite 100 Denver, CO 80215	1,000,000	501(c)(3)	Out of or After School Programs
Carson Spencer Foundation 1385 S. Colorado Blvd., Suite A-316 Denver, CO 80222	50,000	501(c)(3)	Mental Health
Charter School Growth Fund 350 Interlocken Boulevard, Suite 390 Broomfield, CO 80021	1,000,000	501(c)(3)	K-12 Schools

**The Anschutz Foundation
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Children's Hospital Foundation 13123 East 16th Avenue, B045 Aurora, CO 80045	1,800,000	501(c)(3)	Health, Wellness and Injuries
Children's Hospital Foundation 13123 East 16th Avenue, B045 Aurora, CO 80045	200,000	501(c)(3)	Health, Wellness and Injuries
City Year 287 Columbus Avenue Boston, MA 02116	125,000	501(c)(3)	Youth Counseling/Mentoring , Tutoring
Colorado Academy 3800 S. Pierce Street Denver, CO 80235	50,000	501(c)(3)	K-12 Schools
Colorado Bioscience Institute 216 16th St., Suite 850 Denver, CO 80202	20,000	501(c)(3)	Teachers, Principals, Training
CORE One Tamarac Lane Englewood, CO 80113	60,000	501(c)(3)	Safety
Colorado Springs Fire Department 375 Printers Parkway Colorado Springs, CO 80910	400,000	501(c)(3)	Conservation and Environment
Colorado State University 410 Seventeenth Street, Suite 2440 Denver, CO 80202	1,000,000	501(c)(3)	Post-Secondary Schools/Programs
Colorado Outward Bound 5161 Sheridan Blvd Denver, CO 80212	50,000	501(c)(3)	K-12 Schools
Cultural Office of the Pikes Peak Region P.O. Box 190 Colorado Springs, CO 80901	25,000	501(c)(3)	Art, Culture and Museums
Denver Art Museum 100 West 14th Avenue Parkway Denver, CO 80204	600,000	501(c)(3)	Art, Culture and Museums

**The Anschutz Foundation
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Denver Kids 1330 Fox Street, 2nd Floor South Denver, CO 80204	713,000	501(c)(3)	Youth Counseling/Mentoring , Tutoring
Denver Public Schools Foundation - FNE 900 Grant Street, Suite 503 Denver, CO 80203	500,000	501(c)(3)	K-12 Schools
Denver Public Schools Foundation 900 Grant Street, Suite 503 Denver, CO 80203	250,000	501(c)(3)	K-12 Schools
DSST 3401 Quebec St., Suite 7200 Demver. CO 80207	800,000	501(c)(3)	K-12 Schools
Get Smart 2543 California St Denver, CO 80205	100,000	501(c)(3)	K-12 Schools
Harvard Graduate School of Education 13 Appian Way Cambridge, MA 02138	25,000	501(c)(3)	Post Secondary Schools/Programs
Heritage Foundation 214 Massachusetts Avenue, NE Washington, DC 20002	200,000	501(c)(3)	Conservative Concepts, Public Policy
Horatio Alger Association of Distinguished Americans 99 Canal Center Plaza Alexandria, VA 22314	10,000	501(c)(3)	Post Secondary Schools/Programs
Johnson & Wales 7150 Montview Boulevard Denver, CO 80220	100,000	501(c)(3)	Scholarships
Mi Casa Resource Center 360 Acoma St. Denver, CO 80223	240,000	501(c)(3)	Help People Help Themselves
National Homeland Defense Foundation 1259 Lake Plaza Drive, Suite 250 Colorado Springs, CO 80906	20,000	501(c)(3)	Military & Veterans

**The Anschutz Foundation
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As of November 30, 2013**

Qualistar 3607 Martin Luther King Blvd. Denver, CO 80205	25,000	501(c)(3)	Preschool
Rocky Mountain Human Services 9900 East Illiff Avenue Denver, CO 80231	150,000	501(c)(3)	Military & Veterans
Samaritan House 2301 Lawrence Street Denver, CO 80205	20,000	501(c)(3)	Homeless Services
Sea Island Foundation P.O. Box 30351 Sea Island, GA 31561	73,200	501(c)(3)	Community Benefit Programs/Projects
Special Forces Charitable Trust 105 Admirals Way Philadelphia, PA 19146	200,000	501(c)(3)	Military & Veterans
Strive 1825 South Federal Boulevard Denver, CO 80219	800,000	501(c)(3)	K-12 Schools
Teach for America (13718) 1391 Speer Boulevard, Suite 710 Denver, CO 80204	2,000,000	501(c)(3)	Teachers, Principals, Training
Teen Challenge 15W 10th St Columbus, GA 31901	1,000,000	501(c)(3)	Addiction, Rehabilitation
University of Co. Boulder Chair 1800 Grant Street, Suite 725 Denver, CO 80203	133,000	501(c)(3)	Post Secondary Schools/Programs
CU Center for Women's Health Research 1800 Grant Street, Suite 725 Denver, CO 80203	150,000	501(c)(3)	Health, Wellness, Injuries
CU Foundation (Leeds) 1800 Grant Street, Suite 725 Denver, CO 80203	500,000	501(c)(3)	Post Secondary Schools/Programs

Total Grants Payable 16,237,200

Grants Accrued in Current Year:

Grants Payable at 11/30/13	\$16,237,200
Grants Payable at 11/30/12	<u>\$14,196,329</u>
	<u>\$2,040,871</u>