

Form **990-PF**

**Return of Private Foundation**

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

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Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0047

**2019**

Open to Public Inspection

For calendar year 2019 or tax year beginning

, and ending

Name of foundation: **GILL FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **1550 WEWATTA STREET**

Room/suite: **720**

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

A Employer identification number: **84-1264186**

B Telephone number: **303-292-4455**

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 205,035,552.**

J Accounting method:  Cash  Accrual  
 Other (specify)

3/4

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		226,087.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		20,614.	20,614.		STATEMENT 1
4 Dividends and interest from securities		2,174,257.	2,200,693.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		5,229,477.			
b Gross sales price for all assets on line 6a		50,744,530.			
7 Capital gain net income (from Part IV, line 2)			3,039,497.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances			113,200		
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		194,437.	11,583.		STATEMENT 3
12 Total. Add lines 1 through 11		7,844,872.	5,272,387.		
13 Compensation of officers, directors, trustees, etc		734,833.	31,994.		702,839.
14 Other employee salaries and wages		1,249,884.	39,792.		1,171,874.
15 Pension plans, employee benefits		619,492.	20,519.		597,875.
16a Legal fees STMT 4		65,999.	0.		67,774.
b Accounting fees STMT 5		66,893.	0.		62,893.
c Other professional fees STMT 6		1,302,499.	689,102.		634,873.
17 Interest			20,807.		
18 Taxes STMT 7		669.	9,136.		669.
19 Depreciation and depletion		645,825.	0.		
20 Occupancy		317,977.	0.		263,339.
21 Travel, conferences, and meetings		940,028.	0.		899,602.
22 Printing and publications		50,113.	0.		50,113.
23 Other expenses STMT 8		1,104,631.	589,836.		995,719.
24 Total operating and administrative expenses. Add lines 13 through 23		7,098,843.	1,401,186.		5,447,570.
25 Contributions, gifts, grants paid		9,976,890.			10,370,540.
26 Total expenses and disbursements. Add lines 24 and 25		17,075,733.	1,401,186.		15,818,110.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-9,230,861.			
b Net investment income (if negative, enter -0-)			3,871,201.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1,911,104.	1,160,936.	1,160,936.	
	2	Savings and temporary cash investments		3,973,012.	2,441,744.	2,441,744.	
	3	Accounts receivable	192.				
		Less: allowance for doubtful accounts		109.	192.	192.	
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges			226,649.	56,236.	56,236.
	10a	Investments - U.S. and state government obligations	STMT 9		3,393,640.	9,338,532.	9,338,532.
	b	Investments - corporate stock	STMT 10		60,186,887.	59,625,966.	59,625,966.
	c	Investments - corporate bonds	STMT 11		3,265,754.	6,728,381.	6,728,381.
	11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 12		111,646,570.	121,991,821.	121,991,821.	
14	Land, buildings, and equipment: basis	4,084,735.					
	Less: accumulated depreciation	1,161,856.		3,433,002.	2,922,879.	2,922,879.	
15	Other assets (describe)			496,541.	768,865.	768,865.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			188,533,268.	205,035,552.	205,035,552.	
Liabilities	17	Accounts payable and accrued expenses		411,661.	440,083.		
	18	Grants payable		767,150.	376,000.		
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe)			424,165.	708,448.	
23	Total liabilities (add lines 17 through 22)			1,602,976.	1,524,531.		
Net Assets or Fund Balances	24	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30.	<input checked="" type="checkbox"/>				
	24	Net assets without donor restrictions		186,930,292.	203,511,021.		
	25	Net assets with donor restrictions					
	26	Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30.	<input type="checkbox"/>				
	26	Capital stock, trust principal, or current funds					
	27	Paid-in or capital surplus, or land, bldg., and equipment fund					
	28	Retained earnings, accumulated income, endowment, or other funds					
29	Total net assets or fund balances			186,930,292.	203,511,021.		
30	Total liabilities and net assets/fund balances			188,533,268.	205,035,552.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	186,930,292.
2	Enter amount from Part I, line 27a	2	-9,230,861.
3	Other increases not included in line 2 (itemize) <b>UNREALIZED GAIN ON INVESTMENTS</b>	3	26,083,890.
4	Add lines 1, 2, and 3	4	203,783,321.
5	Decreases not included in line 2 (itemize) <b>DEFERRED EXCISE TAX PROVISION</b>	5	272,300.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	203,511,021.

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

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
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	50,744,530.	49,695,532.	3,039,497.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			3,039,497.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	3,039,497.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): - If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

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

Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	18,423,578.	199,160,862.	.092506
2017	19,370,798.	198,584,758.	.097544
2016	15,140,950.	190,815,024.	.079349
2015	21,320,400.	215,409,352.	.098976
2014	16,601,844.	225,414,716.	.073650

2 Total of line 1, column (d)	2	.442025
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.088405
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	193,078,403.
5 Multiply line 4 by line 3	5	17,069,096.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	38,712.
7 Add lines 5 and 6	7	17,107,808.
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	15,953,812.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	77,424.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	0.
3	Add lines 1 and 2	3	77,424.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	77,424.
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	281,272.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	281,272.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	203,848.
11	Enter the amount of line 10 to be: <b>Credited to 2020 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	203,848.

**Part VII-A Statements Regarding Activities**

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

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.GILLFOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>PENNY HAMILTON, COO</u> Telephone no. ► <u>303-292-4455</u> Located at ► <u>1550 WEWATTA STREET, DENVER, CO</u> ZIP+4 ► <u>80202</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		
	15	N/A
16 At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?		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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2019?		X

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

		Yes	No
<b>5a</b> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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 Organizations relying on a current notice regarding disaster assistance, check here	N/A <input type="checkbox"/>	5b	
<b>c</b> 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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b	X
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
<b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		734,833.	127,492.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEFF CRITESER - 1550 WEWATTA STREET SUITE 720, DENVER, CO 80202	DIRECTOR OF OUTGIVING 40.00	140,220.	33,364.	0.
DENISE WHINNEN - 1550 WEWATTA STREET SUITE 720, DENVER, CO 80202	DIRECTOR CO PROGRAMS 40.00	121,690.	30,219.	0.
SARA BOWERS - 1550 WEWATTA STREET SUITE 720, DENVER, CO 80202	PROGRAM DIRECTOR 40.00	104,629.	35,199.	0.
OWEN LOFTUS - 1550 WEWATTA STREET SUITE 720, DENVER, CO 80202	PROGRAM OFFICER 40.00	106,870.	22,709.	0.
ROSSE CASE - 1550 WEWATTA STREET SUITE 720, DENVER, CO 80202	SR. FINANCE & INVESTMENT ACCOUNTANT 40.00	92,579.	26,744.	0.

Total number of other employees paid over \$50,000 6

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NEXUSTEK - 5889 S. GREENWOOD PLAZA BLVD, SUITE 201, GREENWOOD VILLAGE, CO	IT SERVICES	151,021.
TRIMPA GROUP - 1800 GLENARM PLACE, STE. 1002, DENVER, CO 80202	CONSULTING	105,382.
THE LEAD PR, LLC 1201 BROADWAY, STE. 505, NEW YORK, NY 10001	PR CONSULTING	84,528.
PKF O'CONNOR DAVIES, LLP 665 FIFTH AVENUE, NEW YORK, NY 10022	ACCOUNTING & TAX SERVICES	66,893.
CAPLIN & DRYSDALE - 1 THOMAS CIRCLE, NW, STE. 100, WASHINGTON, DC 20005	LEGAL SERVICES	50,253.
Total number of others receiving over \$50,000 for professional services		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 16	2,049,943.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	
	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	193,036,972.
b	Average of monthly cash balances	1b	2,981,711.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	196,018,683.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	196,018,683.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,940,280.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	193,078,403.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	9,653,920.

**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	9,653,920.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	77,424.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	31,405.
c	Add lines 2a and 2b	2c	108,829.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,545,091.
4	Recoveries of amounts treated as qualifying distributions	4	846.
5	Add lines 3 and 4	5	9,545,937.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,545,937.

**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	15,818,110.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	135,702.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	15,953,812.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	15,953,812.

**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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				9,545,937.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014	5,529,657.			
b From 2015	10,606,074.			
c From 2016	5,957,148.			
d From 2017	9,492,267.			
e From 2018	8,734,376.			
f Total of lines 3a through e	40,319,522.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 15,953,812.				
a Applied to 2018, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2019 distributable amount				9,545,937.
e Remaining amount distributed out of corpus	6,407,875.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	46,727,397.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	5,529,657.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	41,197,740.			
10 Analysis of line 9:				
a Excess from 2015	10,606,074.			
b Excess from 2016	5,957,148.			
c Excess from 2017	9,492,267.			
d Excess from 2018	8,734,376.			
e Excess from 2019	6,407,875.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling ▶   
 b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
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					
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

**SEE STATEMENT 17**

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient 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
<b>a Paid during the year</b>				
ADVERTISING COUNCIL INC 815 SECOND AVENUE, 8TH FLOOR NEW YORK, NY 10017	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	550,000.
ADVOCATES FOR INFORMED CHOICE 365 BOSTON POST ROAD, SUITE 163 SUDBURY, MA 01776	N/A	PC	GENERAL OPERATING SUPPORT	25.
AMERICAN ASSOCIATION OF PHYSICIANS FOR HUMAN RIGHTS, INC. 1133 19TH ST. NW, STE. 302 WASHINGTON, DC 20036	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	92,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF COLORADO, INC. 303 E 17TH AVE, SUITE 350 DENVER, CO 80203-1256	N/A	PC	GENERAL OPERATING SUPPORT	50.
AMERICAN INSTITUTE OF ARCHITECTURE STUDENTS INC. 1735 NEW YORK AVENUE, NW WASHINGTON, DC 20006	N/A	PC	GENERAL OPERATING SUPPORT	10,000.
<b>Total</b> SEE CONTINUATION SHEET(S) ▶ 3a				10,370,540.
<b>b Approved for future payment</b>				
AMERICAN ASSOCIATION OF PHYSICIANS FOR HUMAN RIGHTS, INC. 1133 19TH ST. NW, STE. 302 WASHINGTON, DC 20036	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	78,000.
FAIRNESS EDUCATION FUND INC. 2263 FRANKFORT AVENUE LOUISVILLE, KY 40206	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	30,000.
FUND FOR A HEALTHIER COLORADO 1536 WYNKOOP ST., SUITE 224 DENVER, CO 80202	N/A	PC	GENERAL OPERATING SUPPORT	1,000.
<b>Total</b> SEE CONTINUATION SHEET(S) ▶ 3b				376,000.

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

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	20,614.	
4 Dividends and interest from securities			14	2,174,257.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	525990	158,601.	01	-158,601.	
8 Gain or (loss) from sales of assets other than inventory	525990	31,002.	18	5,198,475.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a REGISTRATION FEES					188,000.
b GRANT REFUNDS			01	846.	
c OTHER INCOME			01	5,591.	
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		189,603.		7,241,182.	188,000.
13 Total. Add line 12, columns (b), (d), and (e)					7,618,785.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
11A	THE FOUNDATION'S BIENNIAL EVENT, OUTGIVING, BRINGS TOGETHER MAJOR DONORS AND INSTITUTIONAL FUNDERS TO CONNECT, LEARN, EXCHANGE IDEAS ON WAYS TO ADVANCE EQUALITY THROUGH STRATEGIC AND INTENTIONAL PHILANTHROPY. THE OUTGIVING CONFERENCE HAS INSPIRED HUNDREDS OF DONORS TO GIVE MORE STRATEGICALLY AND MORE GENEROUSLY TO IMPROVE THE LIVES OF LGBT PEOPLE ACROSS THE COUNTRY. THE REGISTRATION FEES HELP TO MINIMIZE THE COST OF THE EVENT.

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

		Yes	No
<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash			X
(2) Other assets			X
<b>b</b> Other transactions:			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees			
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here: *Jenny Hamilton* Signature of officer or trustee      11/13/20 Date      COO Title

May the IRS discuss this return with the preparer shown below? See instr.  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>CHRISTOPHER PETERMANN</b>	Preparer's signature <i>[Signature]</i>	Date <u>11/13/20</u>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00097440</b>
	Firm's name ▶ <b>PKF O'CONNOR DAVIES, LLP</b>			Firm's EIN ▶ <b>27-1728945</b>	
	Firm's address ▶ <b>665 FIFTH AVENUE NEW YORK, NY 10022</b>			Phone no. <b>212-286-2600</b>	

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2019**

Name of the organization

**GILL FOUNDATION**

Employer identification number

**84-1264186**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II See instructions for determining a contributor's total contributions

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization <b>GILL FOUNDATION</b>	Employer identification number <b>84-1264186</b>
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**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<p><u>THE JOHN R. GILL TRUST</u></p> <p><u>191 UNIVERSITY BLVD, SUITE 266</u></p> <p><u>DENVER, CO 80206</u></p>	\$ <u>221,022.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	<p><u>LESLIE TRUMBULL</u></p> <p><u>225 NORTH MICHIGAN AVE, SUITE 2200</u></p> <p><u>CHICAGO, IL 80001</u></p>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	<p>_____</p> <p>_____</p> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	<p>_____</p> <p>_____</p> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	<p>_____</p> <p>_____</p> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	<p>_____</p> <p>_____</p> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization <b>GILL FOUNDATION</b>	Employer identification number <b>84-1264186</b>
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**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<b>1</b>	8,218.16 SHARES OF DONATED STOCK _____ _____ _____	\$ <u>221,022.</u>	<u>10/03/19</u>
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____



Name of organization <b>GILL FOUNDATION</b>	Employer identification number <b>84-1264186</b>
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

GILL FOUNDATION

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SALE OF PUBLICLY TRADED SECURITIES	P		
b SALE OF ISHARES RUSSELL 3000 ETF (IWV)	D	08/29/19	10/03/19
c SALE OF DELAWARE DIVERSIFIED (DPDFX)	D	08/29/19	10/03/19
d SALE OF ISHARES MSCI ACWI EX US (ACWX)	D	08/29/19	10/03/19
e PAINE & PARTNERS CAPITAL FUND III AIV III, L.P.	P		
f TIFF PRIV EQUITY PARTNERS 2005, LLC	P		
g ZONE VENTURE II, LP	P		
h FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	P		
i HIGHFIELDS CAPITAL	P		
j OCH ZIFF (OZ OVERSEAS FUND)	P		
k SRA PRIVATE EQUITY I	P		
l ZONE VENTURE II ANNEX, LP	P		
m DRAPER FISHER JURVETSON FUND VII, LP	P		
n SRA PRIVATE EQUITY PORTFOLIO (E&F), LP	P		
o TIFF PARTNERS III, LLC	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 50,523,480.		49,476,021.	1,047,459.
b 64,151.		64,271.	-120.
c 37,315.		37,399.	-84.
d 119,584.		117,841.	1,743.
e			-8,835.
f			1,250,535.
g			-76,629.
h			-15,807.
i			-816,939.
j			75,574.
k			1,673,029.
l			-6,214.
m			-96,680.
n			807,117.
o			4,920.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,047,459.
b			-120.
c			-84.
d			1,743.
e			-8,835.
f			1,250,535.
g			-76,629.
h			-15,807.
i			-816,939.
j			75,574.
k			1,673,029.
l			-6,214.
m			-96,680.
n			807,117.
o			4,920.

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

GILL FOUNDATION

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a <b>TIFF PARTNERS IV, LLC</b>	P		
b <b>PARK STREET CAPITAL NRF III</b>	P		
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			-669,496.
b			-130,076.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-669,496.
b			-130,076.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	3,039,497.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

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
ANTI-DEFAMATION LEAGUE 1120 LINCOLN STREET, SUITE 1301 DENVER, CO 80203	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	150,000.
ANTI-DEFAMATION LEAGUE 1120 LINCOLN STREET, SUITE 1301 DENVER, CO 80203	N/A	PC	GENERAL OPERATING SUPPORT	100.
ARIZONA COMMUNITY FOUNDATION 2201 E. CAMELBACK ROAD, STE 405B PHOENIX, AZ 85016	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	251,000.
ATHLETE ALLY 325 W 38TH STREET, ROOM 305 NEW YORK, NY 10018	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	100,000.
BAGLY INC. 28 COURT SQUARE BOSTON, MA 02108	N/A	PC	GENERAL OPERATING SUPPORT	25,000.
BELL POLICY CENTER 1905 SHERMAN STREET, SUITE 900 DENVER, CO 80203	N/A	PC	PROJECT SUPPORT FOR FINANCIAL SERVICES	85,000.
BELL POLICY CENTER 1905 SHERMAN STREET, SUITE 900 DENVER, CO 80203	N/A	PC	GENERAL OPERATING SUPPORT	650.
<b>Total from continuation sheets</b>				<b>9,718,465.</b>

**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

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
BOULDER COMMUNITY BROADCAST ASSOCIATION INCORPORATED 4700 WALNUT STREET BOULDER, CO 80301	N/A	PC	GENERAL OPERATING SUPPORT	4,000.
CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA ST. #400 LOS ANGELES, CA 90012	N/A	PC	GENERAL OPERATING SUPPORT	150.
CENTER FOR AMERICAN PROGRESS 1333 H ST. NW, 10TH FLOOR WASHINGTON, DC 20005	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	100,000.
CENTER FOR RESPONSIBLE LENDING 302 WEST MAIN STREET DURHAM, NC 27701	N/A	PC	PROJECT SUPPORT FOR FINANCIAL SERVICES	45,000.
CHEYENNE MOUNTAIN PUBLIC BROADCAST HOUSE, INC. 1921 N. WEBER ST. COLORADO SPRINGS, CO 80907	N/A	PC	GENERAL OPERATING SUPPORT	1,500.
CITIES FOR FINANCIAL EMPOWERMENT FUND INC. 44 WALL ST., SUITE 605 NEW YORK, NY 10005	N/A	PC	PROJECT SUPPORT FOR FINANCIAL SERVICES	75,000.
CITIZENS PROJECT PO BOX 2085 COLORADO SPRINGS, CO 80901	N/A	PC	GENERAL OPERATING SUPPORT	100.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLORADO CIVIC ENGAGEMENT ROUNDTABLE 1120 LINCOLN AVENUE, SUITE 900 DENVER, CO 80203	N/A	PC	GENERAL OPERATING SUPPORT	275,000.
COLORADO DEMOCRACY NETWORK 1401 SEVENTEENTH STREET, STE 320 DENVER, CO 80202	N/A	PC	GENERAL OPERATING SUPPORT	25,500.
COLORADO FISCAL INSTITUTE 1905 SHERMAN STREET, STE 225 DENVER, CO 80203	N/A	PC	GENERAL OPERATING SUPPORT	100.
COLORADO HEALTH NETWORK, INC. 6260 EAST COLFAX AVE DENVER, CO 80220	N/A	PC	GENERAL OPERATING SUPPORT	50,975.
COLORADO INDEPENDENT P.O. BOX 40866 DENVER, CO 80204	N/A	PC	GENERAL OPERATING SUPPORT	100.
COLORADO ORGANIZATION FOR LATINA OPPORTUNITY AND REPRODUCTIVE RIGHT PO BOX 40991 DENVER, CO 80204	N/A	PC	GENERAL OPERATING SUPPORT	50.
COLORADO PEOPLE'S ALLIANCE 700 KALAMATH ST. DENVER, CO 80204	N/A	PC	GENERAL OPERATING SUPPORT	75.

Total from continuation sheets

**Part XV** Supplementary Information (continued)

3a Grants and Contributions Paid During the Year		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
Recipient Name and address (home or business)					
COLORADO PUBLIC INTEREST RESEARCH FOUNDATION INC. 1543 WAZEE ST., 2ND FLOOR DENVER, CO 80202	N/A	PC	PROJECT SUPPORT FOR FINANCIAL SERVICES	25,000.	
COLORADO PUBLIC TELEVISION, INC. 2900 WELTON STREET DENVER, CO 80205	N/A	PC	GENERAL OPERATING SUPPORT	5,000.	
COLORADO SUCCEEDS 1390 LAWRENCE ST., #200 DENVER, CO 80204	N/A	PC	PROJECT SUPPORT FOR STEM	50,000.	
COMMON CAUSE EDUCATION FUND 805 15TH STREET, NW, 8TH FLOOR WASHINGTON, DC 20005	N/A	PC	GENERAL OPERATING SUPPORT	100.	
COMMUNITY RADIO FOR NORTHERN COLORADO 1901 56TH AVENUE, STE 200 GREELEY, CO 80634	N/A	PC	GENERAL OPERATING AND UNDERWRITING SUPPORT	10,000.	
COMMUNITY RADIO FOR NORTHERN COLORADO 1901 56TH AVENUE, STE 200 GREELEY, CO 80634	N/A	PC	GENERAL OPERATING SUPPORT	2,500.	
COMMUNITYRADIOPROJECT 2 EAST MAIN STREET CORTEZ, CO 81321	N/A	PC	GENERAL OPERATING SUPPORT	1,596.	
<b>Total from continuation sheets</b>					

**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

<p>Recipient Name and address (home or business)</p>	<p>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</p>	<p>Foundation status of recipient</p>	<p>Purpose of grant or contribution</p>	<p>Amount</p>
<p>CREATIVE MINDS NYC, INC. 250 W. 40TH STREET NEW YORK, NY 10018</p>	<p>N/A</p>	<p>PC</p>	<p>GENERAL OPERATING SUPPORT</p>	<p>10.</p>
<p>DELORES PROJECT PO BOX 1406 DENVER, CO 80201</p>	<p>N/A</p>	<p>PC</p>	<p>GENERAL OPERATING SUPPORT</p>	<p>2,600.</p>
<p>ENGLEWOOD EDUCATION FOUNDATION 4101 SOUTH BANNOCK STREET ENGLEWOOD, CO 80110</p>	<p>N/A</p>	<p>PC</p>	<p>PROJECT SUPPORT FOR STEM</p>	<p>100,000.</p>
<p>EPISCOPAL DIOCESE OF COLORADO 1350 WASHINGTON ST. DENVER, CO 80203</p>	<p>N/A</p>	<p>PC</p>	<p>GENERAL OPERATING SUPPORT</p>	<p>975.</p>
<p>EQTX EQUALITY TEXAS FOUNDATION 1502A WEST AVE AUSTIN, TX 78701</p>	<p>N/A</p>	<p>PC</p>	<p>PROJECT SUPPORT FOR LGBT ISSUES</p>	<p>105,000.</p>
<p>EQUAL REPRESENTATION OF MEDIA ADVOCACY CORPORATION 528 9TH STREET ALAMOSA, CO 81101</p>	<p>N/A</p>	<p>PC</p>	<p>GENERAL OPERATING SUPPORT</p>	<p>1,750.</p>
<p>EQUALITY FEDERATION INSTITUTE 818 SW 3RD AVE. #141 PORTLAND, OR 97204</p>	<p>N/A</p>	<p>PC</p>	<p>PROJECT SUPPORT FOR LGBT ISSUES</p>	<p>515,000.</p>
<p><b>Total from continuation sheets</b></p>				



**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

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
EQUALITY FLORIDA INSTITUTE, INC 4659 26TH AVE. S ST. PETERSBURG, FL 33711	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	355,000.
EQUALITY FORUM INC 1420 LOCUST ST, STE 300 PHILADELPHIA, PA 19102	N/A	PC	PROJECT SUPPORT FOR EVENT SPONSORSHIP	5,000.
EQUALITY FOUNDATION OF GEORGIA INC. 1530 DEKALB AVENUE NE, STE A ATLANTA, GA 30307	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	75,000.
EQUALITY MAINE FOUNDATION PO BOX 1951 PORTLAND, ME 04104	N/A	PC	GENERAL OPERATING SUPPORT	4,000.
EQUALITY MICHIGAN P.O. BOX 19847 KALAMAZOO, MI 49019	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	35,000.
EQUALITY NORTH CAROLINA FOUNDATION 5 W HARGETT ST, SUITE 711 RALEIGH, NC 27601	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	50,000.
EQUALITY OHIO EDUCATION FUND 370 S. 5TH ST., SUITE G3 COLUMBUS, OH 43215	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	75,000.
<b>Total from continuation sheets</b>				

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

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
EQUALITY UTAH FOUNDATION 175 W 200 SOUTH, SUITE 1004 SALT LAKE CITY, UT 84101	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	25,000.
EQUALITY VIRGINIA 530 E MAIN ST., STE 600 RICHMOND, VA 23219	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	50,000.
FAIR WISCONSIN EDUCATION FUND INC 122 EAST OLIN AVENUE, STE 100 MADISON, WI 53713	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	75,000.
FAITH IN PUBLIC LIFE INC. 1990 M STREET NW, SUITE 740 WASHINGTON, DC 20036	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	100,000.
FAMILY EQUALITY COUNCIL 475 PARK AVENUE SOUTH, STE 2100 NEW YORK, NY 10016	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	300,000.
FOOD FOR THOUGHT DENVER P.O. BOX 11813 DENVER, CO 80211	N/A	PC	GENERAL OPERATING SUPPORT	1,000.
FORT LEWIS COLLEGE FOUNDATION 1000 RIM DRIVE DURANGO, CO 81301	N/A	PC	GENERAL OPERATING SUPPORT	3,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a. Grants and Contributions Paid During the Year**

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
FREEDOM FOR ALL AMERICANS EDUCATION FUND 800 PEACHTREE ST. NE #1312 ATLANTA, GA 30309	N/A	PC	GENERAL OPERATING SUPPORT	675,620.
FREEDOM FOR ALL AMERICANS EDUCATION FUND 800 PEACHTREE ST. NE #1312 ATLANTA, GA 30309	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	175,000.
FUNDERS FOR LESBIAN AND GAY ISSUES INC. 45 W. 36TH ST., 8TH FLOOR NEW YORK, NY 10018	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	50,000.
GLBTQ LEGAL ADVOCATES & DEFENDERS INC 18 TREMONT ST., SUITE 950 BOSTON, MA 02108	N/A	PC	GENERAL OPERATING SUPPORT	265,000.
GLBTQ LEGAL ADVOCATES & DEFENDERS INC 18 TREMONT ST., SUITE 950 BOSTON, MA 02108	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	300,000.
GLSEN INC. 110 WILLIAM ST., 30TH FLOOR NEW YORK, NY 10038	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	150,000.
GLSEN INC. 110 WILLIAM ST., 30TH FLOOR NEW YORK, NY 10038	N/A	PC	GENERAL OPERATING SUPPORT	30,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

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
GRAND VALLEY PUBLIC RADIO COMPANY 1310 UTE AVE GRAND JUNCTION, CO 81501	N/A	PC	GENERAL OPERATING SUPPORT	6,000.
GRIFFITH CENTERS FOR CHILDREN INC. 1724 GILPIN STREET DENVER, CO 80218	N/A	PC	GENERAL OPERATING SUPPORT	2,500.
IMAGINE NORTH CAROLINA FIRST 3125 POPLAR WOOD CT., STE 300 RALEIGH, NC 27604	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	25,000.
INTERFAITH ALLIANCE OF COLORADO 1373 GRANT ST. DENVER, CO 80203	N/A	PC	GENERAL OPERATING SUPPORT	360.
INTERFAITH ALLIANCE OF COLORADO 1373 GRANT ST. DENVER, CO 80203	N/A	PC	PROJECT SUPPORT FOR FINANCIAL SERVICES AND LGBT ISSUES	55,000.
JEFFERSON FOUNDATION 581 CONFERENCE PLACE GOLDEN, CO 80402	N/A	PC	PROJECT SUPPORT FOR STEM	265,000.
JUDAISM YOUR WAY 950 S. CHERRY ST., STE 310 DENVER, CO 80246	N/A	PC	GENERAL OPERATING SUPPORT	54.
<b>Total from continuation sheets</b>				

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

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
KANSAS STATE UNIVERSITY FOUNDATION 1800 KIMBALL AVE., SUITE 200 MANHATTAN, KS 66502-3373	N/A	PC	GENERAL OPERATING SUPPORT	100.
KANZA SOCIETY INC. HIGH PLAINS PUBLIC RADIO 210 NORTH 7TH STREET GARDEN CITY, KS 67846	N/A	PC	GENERAL OPERATING SUPPORT	2,500.
KUTE INC. 123 CAPOTE ST. IGNACIO, CO 81137	N/A	PC	GENERAL OPERATING SUPPORT	5,000.
LA RAZA SERVICES, INC. 3131 W. 14TH AVE. DENVER, CO 80204	N/A	PC	GENERAL OPERATING SUPPORT	50.
LAMBDA LEGAL DEFENSE & EDUCATION FUND INC 120 WALL ST., 19TH FLOOR NEW YORK, NY 10005	N/A	PC	GENERAL OPERATING SUPPORT	100.
LEADERS INITIATIVE INC 250 FILLMORE STREET SUITE 225 DENVER, CO 80206	N/A	PC	PROJECT SUPPORT FOR EVENT SPONSORSHIP	10,000.
LION GLOBAL FOUNDATION 4350 S. MONACO STREET, 5TH FLOOR DENVER, CO 80237	N/A	PC	PROJECT SUPPORT FOR EVENT SPONSORSHIP	5,000.

Total from continuation sheets

**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

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
LOS ANGELES LGBT CENTER 1625 N SCHRADER BLVD LOS ANGELES, CA 90028	N/A	PC	GENERAL OPERATING SUPPORT	26.
MEDIA MATTERS FOR AMERICA 455 MASSACHUSETTS AVE NW, STE 600 WASHINGTON, DC 20001	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	325,000.
MEDIA MATTERS FOR AMERICA 455 MASSACHUSETTS AVE NW, STE 600 WASHINGTON, DC 20001	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
MI CASA RESOURCE CENTER 345 S. GROVE STREET DENVER, CO 80219	N/A	PC	GENERAL OPERATING SUPPORT	525.
MONTANA HUMAN RIGHTS NETWORK, INC. 101 N. LAST CHANCE GULCH HELENA, MT 59601	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	25,000.
MONTESSORI ACADEMY OF COLORADO 2500 CURTIS STREET DENVER, CO 80205	N/A	PC	GENERAL OPERATING SUPPORT	1,000.
MOVEMENT ADVANCEMENT PROJECT INC. 1905 15TH STREET #1097 BOULDER, CO 80306	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	25,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a. Grants and Contributions Paid During the Year**

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
MOVEMENT ADVANCEMENT PROJECT INC. 1905 15TH STREET #1097 BOULDER, CO 80306	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
MUSLIM ADVOCATES P.O. BOX 34440 WASHINGTON, DC 20043	N/A	PC	GENERAL OPERATING SUPPORT	1,000.
NARAL PRO-CHOICE COLORADO FOUNDATION 1905 SHERMAN ST., SUITE 800 DENVER, CO 80203	N/A	PC	GENERAL OPERATING SUPPORT	50.
NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET ST., SUITE 370 SAN FRANCISCO, CA 94102	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	475,000.
NATIONAL CENTER FOR TRANSGENDER EQUALITY 1133 19TH ST. NW, STE. 302 WASHINGTON, DC 20036	N/A	PC	GENERAL OPERATING SUPPORT	600.
NATIONAL CENTER FOR TRANSGENDER EQUALITY 1133 19TH ST. NW, STE. 302 WASHINGTON, DC 20036	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	375,000.
NATIONAL NETWORK OF ABORTION FUNDS P.O. BOX 170280 BOSTON, MA 02117	N/A	PC	GENERAL OPERATING SUPPORT	500.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

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
NEO PHILANTHROPY INC 45 W. 36TH ST., 6TH FLOOR NEW YORK, NY 10018	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	600,000.
NEW ERA COLORADO FOUNDATION 907 ACOMA STREET DENVER, CO 80204	N/A	PC	GENERAL OPERATING SUPPORT	100.
NEW ERA COLORADO FOUNDATION 907 ACOMA STREET DENVER, CO 80204	N/A	PC	PROJECT SUPPORT FOR FINANCIAL SERVICES	5,000.
NEW JERSEY SEEDS INC. 494 BROAD STREET SUITE 105 NEWARK, NJ 07102	N/A	PC	GENERAL OPERATING SUPPORT	50.
NEW YORK PUBLIC RADIO PO BOX 1550 NEW YORK, NY 10116-1550	N/A	PC	GENERAL OPERATING SUPPORT	100.
NORTH FORK VALLEY PUBLIC RADIO INCORPORATED 233 GRAND AVE. PAONIA, CO 81428	N/A	PC	GENERAL OPERATING SUPPORT	6,500.
ONE COLORADO EDUCATION FUND 1490 LAFAYETTE ST., SUITE 304 DENVER, CO 80218	N/A	PC	GENERAL OPERATING SUPPORT	150,950.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

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
OUR FUND INC 1600 NE 26TH ST WILTON MANORS, FL 33305	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	150,000.
OUT LEADERSHIP LLC 520 WEST 43RD STREET, UNIT 28A NEW YORK, NY 10036	N/A	NC	PROJECT SUPPORT FOR LGBT ISSUES	125,000.
PALM CENTER 2370 MARKET ST. # 405 SAN FRANCISCO, CA 94114	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	50,000.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS INC 7155 E. 38TH AVE. DENVER, CO 80207	N/A	PC	GENERAL OPERATING SUPPORT	50.
PROGRESSNOW COLORADO EDUCATION 1536 WYNKOOP STREET, STE 300 DENVER, CO 80202	N/A	PC	GENERAL OPERATING SUPPORT	1,050.
PROGRESSNOW COLORADO EDUCATION 1536 WYNKOOP STREET, STE 300 DENVER, CO 80202	N/A	PC	PROJECT SUPPORT FOR COMMUNICATIONS AND CIVIC ENGAGEMENT	25,000.
PROJECT ANGEL HEART 4950 WASHINGTON ST. DENVER, CO 80216	N/A	PC	GENERAL OPERATING SUPPORT	2,500.

Total from continuation sheets

**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

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
PROJECT RIGHT SIDE FOUNDATION 409 7TH STREET, NW, STE 350 WASHINGTON, DC 20004	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	80,000.
PTA COLORADO CONGRESS 2300 S SAINT PAUL ST DENVER, CO 80210	N/A	PC	GENERAL OPERATING SUPPORT	750.
PUBLIC BROADCASTING OF COLORADO INC. 7409 S ALTON COURT CENTENNIAL, CO 80112	N/A	PC	GENERAL OPERATING SUPPORT	6,304.
PUBLIC BROADCASTING OF COLORADO INC. 7409 S ALTON COURT CENTENNIAL, CO 80112	N/A	PC	PROJECT SUPPORT FOR PUBLIC BROADCASTING	18,000.
PUBLIC RELIGION RESEARCH INSTITUTE 1023 15TH STREET, NW WASHINGTON, DC 20005	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	150,000.
RAINBOW RAILROAD USA 601 WEST 26TH STREET #325-41 NEW YORK, NY 10001	N/A	PC	GENERAL OPERATING SUPPORT	1,850.
REFUGEE & IMMIGRANT CENTER FOR EDUCATION & LEGAL SERVICES 1305 N FLORES STREET SAN ANTONIO, TX 78212	N/A	PC	GENERAL OPERATING SUPPORT	40.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

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
REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES 140648 10889 WILSHIRE BLVD, SUITE 700 LOS ANGELES, CA 90095	N/A	PC	GENERAL OPERATING SUPPORT	200,000.
ROARING FORK PUBLIC RADIO INC. 110 EAST HALLAM ST., SUITE 134 ASPEN, CO 81611	N/A	PC	GENERAL OPERATING SUPPORT	3,000.
ROCKY MOUNTAIN COMMUNITY RADIO 700 KALAMATH ST. DENVER, CO 80204	N/A	PC	PROJECT SUPPORT FOR PUBLIC BROADCASTING	16,000.
ROCKY MOUNTAIN IMMIGRANT ADVOCACY NETWORK 3489 W. 72ND AVE, SUITE 211 WESTMINSTER, CO 80030	N/A	PC	GENERAL OPERATING SUPPORT	3,750.
ROCKY MOUNTAIN PUBLIC MEDIA INC. 1089 BANNOCK STREET DENVER, CO 80204	N/A	PC	GENERAL OPERATING SUPPORT	15,300.
ROCKY MOUNTAIN STROKE CENTER 5666 S. BANNOCK STREET LITTLETON, CO 80120	N/A	PC	GENERAL OPERATING SUPPORT	200.
ROIL, INC. 56 NORTH STREET, SUITE 101 PORTLAND, ME 04101	N/A	PC	GENERAL OPERATING SUPPORT	4,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

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
SHARE FAIR NATION 455 S. PIERCE STREET LAKEWOOD, CO 80226	N/A	PC	PROJECT SUPPORT FOR STEM	225,000.
SILK ROAD PROJECT, INC. 175 N HARVARD ST. BOSTON, MA 02134	N/A	PC	GENERAL OPERATING SUPPORT	60.
SOCIAL GOOD FUND 12651 SAN PABLO AVENUE #5473 RICHMOND, CA 94805	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	25,000.
SOUTH FLORIDA INSTITUTE ON AGING INC 2038 N. DIXIE HIGHWAY, SUITE 201 WILTON MANORS, FL 33305	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	40,000.
SOUTHERN MAINE WORKERS CENTER 56 NORTH ST., SUITE 100 PORTLAND, ME 04101	N/A	PC	GENERAL OPERATING SUPPORT	3,000.
SOUTHERNERS ON NEW GROUND PO BOX 11250 ATLANTA, GA 30310	N/A	PC	GENERAL OPERATING SUPPORT	25.
STATE HISTORICAL SOCIETY OF COLORADO THE COLORADO STATE MUSEUM 1200 BROADWAY DENVER, CO 80203	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	100,000.

Total from continuation sheets

**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

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
STATE VOICES 1616 P STREET NW, STE 220 WASHINGTON, DC 20036	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	125,000.
SYLVIA RIVERA LAW PROJECT INC 147 W 24TH ST, 5TH FL NEW YORK, NY 10011	N/A	PC	GENERAL OPERATING SUPPORT	500.
TENDERFOOT TRANSMITTING INC. 123 EAST THIRD STREET SALIDA, CO 81201	N/A	PC	GENERAL OPERATING SUPPORT	5,000.
TEXAS CHRISTIAN UNIVERSITY 2800 SOUTH UNIVERSITY DRIVE FORT WORTH, TX 76109	N/A	PC	GENERAL OPERATING SUPPORT	50.
THE BIDEN FOUNDATION 1440 G STREET NW, 9TH FLOOR WASHINGTON, DC 20005	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	200,000.
THE COLORADO COLLEGE 912 N WEBER ST COLORADO SPRINGS, CO 80903	N/A	PC	GENERAL OPERATING SUPPORT	10,000.
THE GAY LESBIAN BISEXUAL & TRANSGENDER COMMUNITY CENTER OF CO 1301 E. COLFAX AVE. DENVER, CO 80218	N/A	PC	GENERAL OPERATING SUPPORT	60.

Total from continuation sheets

**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

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
THE GENDERCOOL PROJECT 1954 FIRST STREET, #153 HIGHLAND PARK, IL 60035	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	60,000.
THE LEUKEMIA AND LYMPHOMA SOCIETY INC. 3 INTERNATIONAL DRIVE, SUITE 200 RYE BROOK, NY 10573	N/A	PC	GENERAL OPERATING SUPPORT	100.
THE MENTAL HEALTH ASSOCIATION OF NEW YORK CITY INC. 50 BROADWAY, FLOOR 19 NEW YORK, NY 10004	N/A	PC	GENERAL OPERATING SUPPORT	50.
THE TREVOR PROJECT INC. 8704 SANTA MONICA BLVD. #200 WEST HOLLYWOOD, CA 90069	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	150,000.
THE TREVOR PROJECT INC. 8704 SANTA MONICA BLVD. #200 WEST HOLLYWOOD, CA 90069	N/A	PC	GENERAL OPERATING SUPPORT	1,500.
THE UNIVERSITY OF NORTH FLORIDA FOUNDATION INC. 1 UNF DRIVE, ALUMNI HALL JACKSONVILLE, FL 32224	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	40,000.
TRANS LIFELINE 101 BROADWAY, SUITE 311 OAKLAND, CA 94607	N/A	PC	GENERAL OPERATING SUPPORT	300.

Total from continuation sheets

**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

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
TYPE MEDIA CENTER 116 EAST 16TH STREET, 8TH FLOOR NEW YORK, NY 10003	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	50,000.
U.S. CHAMBER OF COMMERCE FOUNDATION 1615 H STREET NW WASHINGTON, DC 20062	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	250,000.
UNITED WE DREAM NETWORK INC 1900 L ST. NW SUITE 900 WASHINGTON, DC 20036	N/A	PC	GENERAL OPERATING SUPPORT	400.
URBAN PEAK DENVER 2100 STOUT STREET DENVER, CO 80205	N/A	PC	GENERAL OPERATING SUPPORT	3,060.
WINGS FOUNDATION, INC 3900 S. WADSWORTH BLVD., SUITE 430 LAKEWOOD, CO 80235	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	100,000.
WINGS FOUNDATION, INC 3900 S. WADSWORTH BLVD., SUITE 430 LAKEWOOD, CO 80235	N/A	PC	GENERAL OPERATING SUPPORT	50.
WOMEN'S FOUNDATION OF COLORADO, INC 1901 E. ASBURY AVE. DENVER, CO 80208	N/A	PC	GENERAL OPERATING SUPPORT	1,000.

Total from continuation sheets

**Part XV** Supplementary Information (continued)

**3b** Grants and Contributions 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
GILSEN INC. 110 WILLIAM ST., 30TH FLOOR NEW YORK, NY 10038	N/A	PC	GENERAL OPERATING SUPPORT	3,000.
GOOD BUSINESS COLORADO 1420 OGDEN ST. SUITE G2 DENVER, CO 80218	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	100,000.
LEADERSHIP CONFERENCE EDUCATION FUND INC. 1620 L ST. NW, SUITE 1100 WASHINGTON, DC 20036	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	100,000.
MAINE WOMEN'S LOBBY EDUCATION FUND 295 WATER STREET, SUITE 10 AUGUSTA, ME 04330	N/A	PC	GENERAL OPERATING SUPPORT	5,000.
MUSLIM ADVOCATES P.O. BOX 34440 WASHINGTON, DC 20043	N/A	PC	GENERAL OPERATING SUPPORT	1,000.
NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORED PEOPLE 4805 MOUNT HOPE DR. BALTIMORE, MD 21215	N/A	PC	GENERAL OPERATING SUPPORT	1,000.
NATIONAL CENTER FOR TRANSGENDER EQUALITY 1133 19TH ST. NW, SUITE 302 WASHINGTON, DC 20036	N/A	PC	PROJECT SUPPORT FOR LGBT ISSUES	50,000.
<b>Total from continuation sheets</b>				267,000.



**Part XV** Supplementary Information (continued)

**3b** Grants and Contributions 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
RAINBOW RAILROAD USA 601 WEST 26TH STREET #325-41 NEW YORK, NY 10001	N/A	PC	GENERAL OPERATING SUPPORT	1,000.
RESOURCES FOR ORGANIZING AND SOCIAL CHANGE PO BOX 2444 AUGUSTA, ME 04338	N/A	PC	GENERAL OPERATING SUPPORT	3,000.
ROIL, INC. 56 NORTH STREET, SUITE 101 PORTLAND, ME 04101	N/A	PC	GENERAL OPERATING SUPPORT	3,000.
<b>Total from continuation sheets</b>				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST AND DIVIDENDS	20,614.	20,614.	
TOTAL TO PART I, LINE 3	20,614.	20,614.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST AND DIVIDENDS	2,174,257.	0.	2,174,257.	2,200,693.	
TO PART I, LINE 4	2,174,257.	0.	2,174,257.	2,200,693.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME FROM K-1 ACTIVITIES	0.	11,583.	
REGISTRATION FEES	188,000.	0.	
GRANT REFUNDS	846.	0.	
OTHER INCOME	5,591.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	194,437.	11,583.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL AND ADMINISTRATIVE LEGAL COUNSEL	65,999.	0.		67,774.
TO FM 990-PF, PG 1, LN 16A	65,999.	0.		67,774.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX SERVICES	66,893.	0.		62,893.
TO FORM 990-PF, PG 1, LN 16B	66,893.	0.		62,893.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN FEES	302,941.	302,941.		0.
ADVISORY FEES	386,161.	386,161.		0.
CONSULTING FEES-OTHER	209,060.	0.		230,536.
CONSULTANTS-COMMUNICATION	124,080.	0.		124,080.
CONSULTANTS-OUTGIVING CONFERENCE	120,257.	0.		120,257.
CONSULTANTS-CEO PROG AND OPPTY FUND	160,000.	0.		160,000.
TO FORM 990-PF, PG 1, LN 16C	1,302,499.	689,102.		634,873.

## FORM 990-PF

## TAXES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	669.	0.		669.
FOREIGN TAXES	0.	9,136.		0.
TO FORM 990-PF, PG 1, LN 18	669.	9,136.		669.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PROCESSING FEES	16,417.	0.		14,989.
TEMPORARY STAFF	4,943.	0.		4,943.
OFFICE EXPENSES	23,739.	0.		5,553.
OTHER EXPENSES	6,252.	0.		7,009.
REPAIRS AND MAINTENANCE	244,998.	0.		244,998.
TECHNOLOGY	534,076.	0.		585,528.
PROFESSIONAL DEVELOPMENT	24,845.	0.		24,845.
DUES AND SUBSCRIPTIONS	79,738.	0.		75,238.
INSURANCE	34,506.	0.		32,612.
CREDIT CARD FEES	4.	0.		4.
BANK FEES	3,798.	3,798.		0.
PARTNERSHIP EXPENSES	131,315.	586,038.		0.
TO FORM 990-PF, PG 1, LN 23	1,104,631.	589,836.		995,719.

## FORM 990-PF

## U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

## STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT SECURITIES - SEE ATTACHMENT A	X		9,338,532.	9,338,532.
TOTAL U.S. GOVERNMENT OBLIGATIONS			9,338,532.	9,338,532.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,338,532.	9,338,532.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHMENT A	59,625,966.	59,625,966.
TOTAL TO FORM 990-PF, PART II, LINE 10B	59,625,966.	59,625,966.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A	6,728,381.	6,728,381.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,728,381.	6,728,381.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ASSET BACKED SECURITIES - SEE ATTACHMENT A	FMV	2,262,098.	2,262,098.
HEDGE FUNDS - SEE ATTACHMENT A	FMV	94,316,761.	94,316,761.
PRIVATE EQUITIES - SEE ATTACHMENT A	FMV	25,023,530.	25,023,530.
MUNICIPAL BONDS - SEE ATTACHMENT A	FMV	389,432.	389,432.
TOTAL TO FORM 990-PF, PART II, LINE 13		121,991,821.	121,991,821.

FORM 990-PF	OTHER ASSETS	STATEMENT 13	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM CUSTODIAN	496,541.	619,648.	619,648.
PREPAID FEDERAL EXCISE TAX	0.	149,217.	149,217.
TO FORM 990-PF, PART II, LINE 15	496,541.	768,865.	768,865.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX	296,100.	568,400.
DEFERRED RENT	128,065.	140,048.
TOTAL TO FORM 990-PF, PART II, LINE 22	424,165.	708,448.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TIM GILL 1550 WEWATTA STREET SUITE 720 DENVER, CO 80202	CO-CHAIR 3.00	0.	0.	0.
SCOTT MILLER 1550 WEWATTA STREET SUITE 720 DENVER, CO 80202	CO-CHAIR 7.00	0.	0.	0.
MARY BONAUTO 1550 WEWATTA STREET SUITE 720 DENVER, CO 80202	SECRETARY 4.00	0.	0.	0.
ELIZA BYARD 1550 WEWATTA STREET SUITE 720 DENVER, CO 80202	TREASURER 4.00	0.	0.	0.
BRAD CLARK 1550 WEWATTA STREET SUITE 720 DENVER, CO 80202	CEO/PRESIDENT 40.00	277,699.	36,442.	0.
HEIDI OVERBECK 1550 WEWATTA STREET SUITE 720 DENVER, CO 80202	VP OF COMMUNICATIONS 40.00	176,925.	35,163.	0.
PENNY K. HAMILTON 1550 WEWATTA STREET SUITE 720 DENVER, CO 80202	COO 40.00	152,673.	32,648.	0.
KAREN WICK 1550 WEWATTA STREET SUITE 720 DENVER, CO 80202	VP OF PROGRAMS 40.00	127,536.	23,239.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		734,833.	127,492.	0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 16

ACTIVITY ONE

PUBLIC EDUCATION: THE FOUNDATION REACHES OUT TO CORPORATIONS AND MAINSTREAM/CORPORATE FOUNDATIONS TO HELP THEM UNDERSTAND LGBT ISSUES AND THE NEED TO INITIATE OR INCREASE THEIR FUNDING OF LGBT CHARITIES. THIS PROGRAM IS INTENDED TO INCREASE ALLIED AWARENESS OF LGBT CAUSES AND LEGITIMACY. THE FOUNDATION ALSO PROVIDES ONGOING DONOR EDUCATION SERVICES WITH THE PURPOSE OF INCREASING PHILANTHROPIC GIVING TO LGBT ORGANIZATIONS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

2,049,943.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GRANTSMANAGER@GILLFOUNDATION.ORG

TELEPHONE NUMBER

N/A

FORM AND CONTENT OF APPLICATIONS

A LETTER OF INQUIRY IS REQUIRED BEFORE AN ORGANIZATION WILL BE CONSIDERED FOR FUNDING. IF IT IS DETERMINED THAT AN ORGANIZATION WILL BE CONSIDERED FOR FUNDING, THE ORGANIZATION WILL BE ASKED TO SUBMIT AN APPLICATION AND DIRECTED TO THE APPROPRIATE FORM.

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

FUNDING GUIDELINES ARE AVAILABLE ON THE FOUNDATION'S WEBSITE:  
WWW.GILLFOUNDATION.ORG.