

Form **990-T****Exempt Organization Business Income Tax Return**
(and proxy tax under section 6033(e))

OMB No 1545-0687

For calendar year 2018 or other tax year beginning JUL 1, 2018, and ending JUN 30, 2019**2018**Department of the Treasury
Internal Revenue ServiceGo to www.irs.gov/Form990T for instructions and the latest information.

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3)

Open to Public Inspection for
501(c)(3) Organizations Only

A <input type="checkbox"/> Check box if address changed	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.)	D Employer identification number (Employees' trust, see instructions)
B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	TEMPLE HOYNE BUELL FOUNDATION Number, street, and room or suite no. If a P.O. box, see instructions. 1873 S. BELLAIRE STREET, STE. 600 City or town, state or province, country, and ZIP or foreign postal code DENVER, CO 80222	84-6037604 E Unrelated business activity code (See instructions) 531120
C Book value of all assets at end of year 476,127,092.	F Group exemption number (See instructions.) ▶	
	G Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust	

H Enter the number of the organization's unrelated trades or businesses. **▶ 1** Describe the only (or first) unrelated trade or business here **▶ SEE STATEMENT 16**. If only one, complete Parts I-V. If more than one, describe the first in the blank space at the end of the previous sentence, complete Parts I and II, complete a Schedule M for each additional trade or business, then complete Parts III-V.

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? **▶** ☐ Yes ☒ No
If "Yes," enter the name and identifying number of the parent corporation. **▶**

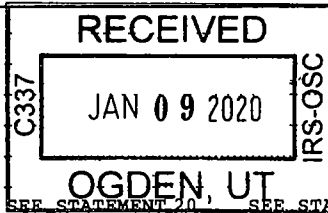
J The books are in care of **▶ SUSAN STEELE** Telephone number **▶ 303-744-1688**

Part I Unrelated Trade or Business Income				(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales		c Balance ▶	1c			
b Less returns and allowances			2			
2 Cost of goods sold (Schedule A, line 7)			3			
3 Gross profit. Subtract line 2 from line 1c			4a	7,641.		7,641.
4a Capital gain net income (attach Schedule D)			4b			
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			4c			
c Capital loss deduction for trusts			5	-244,858.	STMT 17	-244,858.
5 Income (loss) from a partnership or an S corporation (attach statement)			6			
6 Rent income (Schedule C)			7	30,815,895.	26,290,211.	4,525,684.
7 Unrelated debt-financed income (Schedule E)			8			
8 Interest, annuities, royalties, and rents from a controlled organization (Schedule F)			9			
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			10			
10 Exploited exempt activity income (Schedule I)			11			
11 Advertising income (Schedule J)			12			
12 Other income (See instructions; attach schedule)			13	30,578,678.	26,290,211.	4,288,467.
13 Total. Combine lines 3 through 12						

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions)
(Except for contributions, deductions must be directly connected with the unrelated business income)

14 Compensation of officers, directors, and trustees (Schedule K)		14	15,744.
15 Salaries and wages		15	
16 Repairs and maintenance		16	
17 Bad debts		17	
18 Interest (attach schedule) (see instructions)		18	
19 Taxes and licenses		19	80,500.
20 Charitable contributions (See instructions for limitation rules)		20	418,089.
21 Depreciation (attach Form 4562)		21	
22 Less depreciation claimed on Schedule A and elsewhere on return		22a	
23 Depletion		23	
24 Contributions to deferred compensation plans		24	
25 Employee benefit programs		25	
26 Excess exempt expenses (Schedule I)		26	
27 Excess readership costs (Schedule J)		27	
28 Other deductions (attach schedule)	SEE STATEMENT 19	28	12,027.
29 Total deductions. Add lines 14 through 28		29	526,360.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13		30	3,762,107.
31 Deduction for net operating loss arising in tax years beginning on or after January 1, 2018 (see instructions)		31	
32 Unrelated business taxable income. Subtract line 31 from line 30		32	3,762,107.

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Part III Total Unrelated Business Taxable Income

33	Total of unrelated business taxable income computed from all unrelated trades or businesses (see instructions)	33	3,762,107.
34	Amounts paid for disallowed fringes	34	1,690.
35	Deduction for net operating loss arising in tax years beginning before January 1, 2018 (see instructions)	35	
36	Total of unrelated business taxable income before specific deduction. Subtract line 35 from the sum of lines 33 and 34	36	3,763,797.
37	Specific deduction (Generally \$1,000, but see line 37 instructions for exceptions)	37	1,000.
38	Unrelated business taxable income. Subtract line 37 from line 36. If line 37 is greater than line 36, enter the smaller of zero or line 36	38	3,762,797.

Part IV Tax Computation

39	Organizations Taxable as Corporations Multiply line 38 by 21% (0.21)	39	790,187.
40	Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 38 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	40	
41	Proxy tax See instructions	41	
42	Alternative minimum tax (trusts only)	42	
43	Tax on Noncompliant Facility Income See instructions	43	
44	Total. Add lines 41, 42, and 43 to line 39 or 40, whichever applies	44	790,187.

Part V Tax and Payments

45a	Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	45a	
b	Other credits (see instructions)	45b	
c	General business credit. Attach Form 3800	45c	
d	Credit for prior year minimum tax (attach Form 8801 or 8827)	45d	
e	Total credits. Add lines 45a through 45d	45e	
46	Subtract line 45e from line 44	46	790,187.
47	Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	47	
48	Total tax. Add lines 46 and 47 (see instructions)	48	790,187.
49	2018 net 965 tax liability paid from Form 965-A or Form 965-B, Part II, column (k), line 2	49	0.
50a	Payments: A 2017 overpayment credited to 2018	50a	52,273.
b	2018 estimated tax payments	50b	775,000.
c	Tax deposited with Form 8868	50c	
d	Foreign organizations: Tax paid or withheld at source (see instructions)	50d	
e	Backup withholding (see instructions)	50e	
f	Credit for small employer health insurance premiums (attach Form 8941)	50f	
g	Other credits, adjustments, and payments <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total ▶	50g	
51	Total payments. Add lines 50a through 50g	51	827,273.
52	Estimated tax penalty (see instructions). Check if Form 2220 is attached <input checked="" type="checkbox"/>	52	
53	Tax due. If line 51 is less than the total of lines 48, 49, and 52, enter amount owed	53	
54	Overpayment. If line 51 is larger than the total of lines 48, 49, and 52, enter amount overpaid	54	37,086.
55	Enter the amount of line 54 you want: Credited to 2019 estimated tax ▶ 37,086. Refunded ▶	55	0.

Part VI Statements Regarding Certain Activities and Other Information (see instructions)

56	At any time during the 2018 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here ▶	Yes	No
57	During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file.		X
58	Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$		

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 Laurie Anderson Date 1-3-20 Title PRESIDENT & CEO

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name LAURIE ANDERSON Preparer's signature Laurie Anderson Date 12-16-19 Check ☐ if self-employed PTIN P01416697

Firm's name ▶ KUNDINGER, CORDER & ENGLE P.C. Firm's EIN ▶ _____

Firm's address ▶ 475 LINCOLN STREET, SUITE 200 Phone no (303) 534-5953

Firm's address ▶ DENVER, CO 80203

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **N/A**

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 Cost of goods sold Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3 Cost of labor	3				
4a Additional section 263A costs (attach schedule)	4a				
b Other costs (attach schedule)	4b		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?		Yes No
5 Total Add lines 1 through 4b	5				

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions)

1 Description of property

(1)
(2)
(3)
(4)

2 Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total 0.	Total 0.	

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)**(b) Total deductions.** Enter here and on page 1, Part I, line 6, column (B)**Schedule E - Unrelated Debt-Financed Income** (see instructions)

1 Description of debt-financed property	2 Gross income from or allocable to debt-financed property	3 Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach schedule) SEE STATEMENT 21	(b) Other deductions (attach schedule) SEE STATEMENT 22	
(1) TAUBMAN CHERRY CREEK PARTNERSHIP- "NEW MALL"	30,815,895.	5,431,054.	20,859,157.	
(2)				
(3)				
(4)				
4 Amount of average acquisition debt on or allocable to debt-financed property (attach schedule) SEE STATEMENT 23	5 Average adjusted basis of or allocable to debt-financed property (attach schedule) SEE STATEMENT 24	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1) 137,994,586.	120,483,709.	100.00%	30,815,895.	26,290,211.
(2)		%		
(3)		%		
(4)		%		
Totals			Enter here and on page 1, Part I, line 7, column (A) 30,815,895.	Enter here and on page 1, Part I, line 7, column (B) 26,290,211.
Total dividends-received deductions included in column 8				0.

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Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1 Name of controlled organization	2 Employer identification number	Exempt Controlled Organizations			
		3 Net unrelated income (loss) (see instructions)	4 Total of specified payments made	5 Part of column 4 that is included in the controlling organization's gross income	6 Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7 Taxable income	8 Net unrelated income (loss) (see instructions)	9 Total of specified payments made	10 Part of column 9 that is included in the controlling organization's gross income	11 Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
			Add columns 5 and 10 Enter here and on page 1, Part I, line 8, column (A)	Add columns 6 and 11 Enter here and on page 1, Part I, line 8, column (B)
Totals			0.	0.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1 Description of income	2 Amount of income	3 Deductions directly connected (attach schedule)	4 Set-asides (attach schedule)	5 Total deductions and set-asides (col 3 plus col 4)
(1)				
(2)				
(3)				
(4)				
		Enter here and on page 1, Part I, line 9, column (A)	Enter here and on page 1, Part I, line 9, column (B)	
Totals		0.	0.	

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1 Description of exploited activity	2 Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4 Net income (loss) from unrelated trade or business (column 2 minus column 3) If a gain, compute cols 5 through 7	5 Gross income from activity that is not unrelated business income	6 Expenses attributable to column 5	7 Excess exempt expenses (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
		Enter here and on page 1, Part I, line 10, col (A)	Enter here and on page 1, Part I, line 10, col (B)	Enter here and on page 1, Part II, line 26		
Totals		0.	0.	0.		

Schedule J - Advertising Income (see instructions)**Part I Income From Periodicals Reported on a Consolidated Basis**

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))		0.	0.			0.

Part II **Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	Enter here and on page 1, Part I, line 11, col (A) 0.	Enter here and on page 1, Part I, line 11, col (B) 0.				Enter here and on page 1, Part II, line 27 0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1) SUSAN J. STEELE	EXECUTIVE DIRECTOR	5.00%	15,744.
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			15,744.

Form 990-T (2018)

FORM 990-T	DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY	STATEMENT 16
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INCOME FROM DEBT FINANCED ACTIVITIES
INVESTMENTS IN LIMITED PARTNERSHIPS

TO FORM 990-T, PAGE 1

FORM 990-T	INCOME (LOSS) FROM PARTNERSHIPS	STATEMENT 17
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DESCRIPTION	NET INCOME OR (LOSS)
EIG TCW ENERGY FUND - ORDINARY BUSINESS INCOME (LOSS)	-88,989.
EIG TCW ENERGY FUND - OTHER INCOME (LOSS)	-8,997.
MADISON DEARBORN VII-A - OTHER INCOME (LOSS)	-14,517.
MADISON DEARBORN VII-B - ORDINARY BUSINESS INCOME (LOSS)	-37,659.
MADISON DEARBORN VII-B - OTHER NET RENTAL INCOME (LOSS)	201.
MADISON DEARBORN VII-B - INTEREST INCOME	11,254.
PAULS REAL ESTATE - ORDINARY BUSINESS INCOME (LOSS)	-106,151.
TOTAL INCLUDED ON FORM 990-T, PAGE 1, LINE 5	-244,858.

FORM 990-T	CONTRIBUTIONS	STATEMENT 18
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DESCRIPTION/KIND OF PROPERTY	METHOD USED TO DETERMINE FMV	AMOUNT
NUMEROUS - SEE FORM 990PF	N/A	19,614,037.
TOTAL TO FORM 990-T, PAGE 1, LINE 20		19,614,037.

FORM 990-T	OTHER DEDUCTIONS	STATEMENT 19
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DESCRIPTION	AMOUNT
ACCOUNTING FEES	8,115.
TAX PREPARATION FEES	2,600.
LEGAL FEES	1,312.
TOTAL TO FORM 990-T, PAGE 1, LINE 28	12,027.

FORM 990-T

CONTRIBUTIONS SUMMARY

STATEMENT 20

QUALIFIED CONTRIBUTIONS SUBJECT TO 100% LIMIT

CARRYOVER OF PRIOR YEARS UNUSED CONTRIBUTIONS

FOR TAX YEAR 2013

FOR TAX YEAR 2014

FOR TAX YEAR 2015

FOR TAX YEAR 2016

FOR TAX YEAR 2017

TOTAL CARRYOVER

TOTAL CURRENT YEAR 10% CONTRIBUTIONS

19,614,037

TOTAL CONTRIBUTIONS AVAILABLE

19,614,037

TAXABLE INCOME LIMITATION AS ADJUSTED

418,089

EXCESS 10% CONTRIBUTIONS

19,195,948

EXCESS 100% CONTRIBUTIONS

0

TOTAL EXCESS CONTRIBUTIONS

19,195,948

ALLOWABLE CONTRIBUTIONS DEDUCTION

418,089

TOTAL CONTRIBUTION DEDUCTION

418,089

FORM 990-T	SCHEDULE E - DEPRECIATION DEDUCTION	STATEMENT	21
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
STRAIGHT LINE DEPRECIATION		5,431,054.	
- SUBTOTAL -	1		5,431,054.
TOTAL OF FORM 990-T, SCHEDULE E, COLUMN 3(A)			5,431,054.

FORM 990-T	SCHEDULE E - OTHER DEDUCTIONS	STATEMENT	22
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
OTHER SHOPPING CENTER EXPENSES		10,367,468.	
INTEREST (NONINVESTMENT)		10,491,689.	
- SUBTOTAL -	1		20,859,157.
TOTAL OF FORM 990-T, SCHEDULE E, COLUMN 3(B)			20,859,157.

FORM 990-T	AVERAGE ACQUISITION DEBT ON OR ALLOCABLE TO DEBT-FINANCED PROPERTY	STATEMENT	23
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
AVERAGE ACQUISITION INDEBTEDNESS		137,994,586.	
- SUBTOTAL -	1		137,994,586.
TOTAL OF FORM 990-T, SCHEDULE E, COLUMN 4			137,994,586.

FORM 990-T AVERAGE ADJUSTED BASIS OF OR STATEMENT 24
 ALLOCABLE TO DEBT-FINANCED PROPERTY

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
AVERAGE ADJUSTED BASIS OF PROPERTY		120,483,709.	
- SUBTOTAL -	1		120,483,709.
TOTAL OF FORM 990-T, SCHEDULE E, COLUMN 5			120,483,709.

SCHEDULE D
(Form 1120)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.
▶ Go to www.irs.gov/Form1120 for instructions and the latest information.

OMB No 1545-0123

2018

Name

Employer identification number

TEMPLE HOYNE BUELL FOUNDATION

84-6037604

Part I Short-Term Capital Gains and Losses (See instructions)

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				139.
4 Short-term capital gain from installment sales from Form 6252, line 26 or 37			4	
5 Short-term capital gain or (loss) from like-kind exchanges from Form 8824			5	
6 Unused capital loss carryover (attach computation)		SEE STATEMENT 25	6	(2,541.)
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column h			7	- 2,402

Part II Long-Term Capital Gains and Losses (See instructions)

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Enter gain from Form 4797, line 7 or 9			11	10,043.
12 Long-term capital gain from installment sales from Form 6252, line 26 or 37			12	
13 Long-term capital gain or (loss) from like-kind exchanges from Form 8824			13	
14 Capital gain distributions			14	
15 Net long-term capital gain or (loss). Combine lines 8a through 14 in column h			15	10,043.

Part III Summary of Parts I and II

16 Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15)	16	
17 Net capital gain. Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7)	17	7,641.
18 Add lines 16 and 17. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns	18	7,641.

Note: If losses exceed gains, see **Capital losses** in the instructions.

