

Return of Private Foundation

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

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Go to www.irs.gov/Form990PF for instructions and the latest information.

2024

Open to Public Inspection

For calendar year 2024 or tax year beginning , and ending

Name of foundation NEXTFIFTY INITIATIVE		A Employer identification number 26-2700185
Number and street (or P.O. box number if mail is not delivered to street address) 2000 S COLORADO BLVD, TOWER 1	Room/suite 5500	B Telephone number 303-547-1800
City or town, state or province, country, and ZIP or foreign postal code DENVER, CO 80222-7900		C If exemption application is pending, check here ... ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 263,849,808.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d), must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	31,654.	31,654.		STATEMENT 1
	4 Dividends and interest from securities	4,428,219.	4,428,219.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,239,314.			
	b Gross sales price for all assets on line 6a	30,119,751.			
	7 Capital gain net income (from Part IV, line 2)		1,239,314.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold ...					
c Gross profit or (loss)					
11 Other income	62,267.	0.		STATEMENT 3	
12 Total. Add lines 1 through 11	5,761,454.	5,699,187.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	421,065.	42,107.		822,377.
	14 Other employee salaries and wages	1,096,549.	0.		700,323.
	15 Pension plans, employee benefits	241,557.	0.		329,492.
	16a Legal fees STMT 4	32,941.	0.		32,941.
	b Accounting fees STMT 5	52,354.	0.		52,354.
	c Other professional fees STMT 6	1,356,858.	990,766.		469,413.
	17 Interest				
	18 Taxes STMT 7	71,200.	0.		0.
	19 Depreciation and depletion	39,159.	0.		
	20 Occupancy	218,831.	0.		196,220.
	21 Travel, conferences, and meetings	112,066.	0.		175,781.
	22 Printing and publications	2,903.	0.		1,150.
	23 Other expenses STMT 8	341,772.	1,601.		118,943.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,987,255.	1,034,474.		2,898,994.
	25 Contributions, gifts, grants paid	10,448,146.			8,011,949.
26 Total expenses and disbursements. Add lines 24 and 25	14,435,401.	1,034,474.		10,910,943.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...	-8,673,947.				
b Net investment income (if negative, enter -0-)		4,664,713.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	400,911.	81,378.	81,378.
	2 Savings and temporary cash investments	2,285,995.	2,687,050.	2,687,050.
	3 Accounts receivable 16,719.			
	Less: allowance for doubtful accounts	250.	16,719.	16,719.
	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	40,579.	57,323.	57,323.
	10a Investments - U.S. and state government obligations STMT 9	15,240,391.	21,790,228.	21,790,228.
	b Investments - corporate stock STMT 10	133,815,964.	143,705,503.	143,705,503.
	c Investments - corporate bonds STMT 11	50,365,446.	48,260,296.	48,260,296.
	11 Investments - land, buildings, and equipment: basis			
Liabilities	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	41,148,676.	46,459,220.	46,459,220.
	14 Land, buildings, and equipment: basis 249,099.			
	Less: accumulated depreciation STMT 13	101,124.	175,082.	147,975.
	15 Other assets (describe STATEMENT 14)	824,455.	644,116.	644,116.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	244,297,749.	263,849,808.	263,849,808.
	17 Accounts payable and accrued expenses	51,969.	66,896.	
	18 Grants payable	878,410.	3,184,210.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe STATEMENT 15)	912,963.	717,873.	
	23 Total liabilities (add lines 17 through 22)	1,843,342.	3,968,979.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ☒ and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions	242,454,407.	259,880,829.	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ☐ and complete lines 26 through 30.			
	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	242,454,407.	259,880,829.	
	30 Total liabilities and net assets/fund balances	244,297,749.	263,849,808.	

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	242,454,407.
2 Enter amount from Part I, line 27a	2	-8,673,947.
3 Other increases not included in line 2 (itemize) UNREALIZED GAIN	3	26,100,369.
4 Add lines 1, 2, and 3	4	259,880,829.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	259,880,829.

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Part IV Capital Gains and Losses for Tax on Investment Income

(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 SALE OF PUBLICLY TRADED STOCK			P		
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 30,119,751.		28,880,437.	1,239,314.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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			1,239,314.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,239,314.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8			3	N/A	

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	64,840.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) 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	64,840.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	64,840.
6 Credits/Payments:			
a 2024 estimated tax payments and 2023 overpayment credited to 2024	6a	69,474.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	2,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	71,474.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,634.	
11 Enter the amount of line 10 to be: Credited to 2025 estimated tax 6,634. Refunded	11	0.	

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Part VI-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ <u>0.</u> (2) On foundation managers. \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <u>CO</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2024 or the tax year beginning in 2024? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
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.NEXT50INITIATIVE.ORG</u>	X	
14 The books are in care of <u>TRACY LANGWORTHY</u> Telephone no. <u>303-547-1800</u> Located at <u>2000 S COLORADO BLVD, TOWER 1, SUITE 5500, DENVER,</u> ZIP+4 <u>80222</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 <u>N/A</u>		
16 At any time during calendar year 2024, 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

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Part VI-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.****1a** During the year, did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?

1a(1) Yes No X

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

1a(2) Yes No X

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

1a(3) Yes No X

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

1a(4) X Yes 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)?

1a(5) Yes No X

(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.)

1a(6) Yes No X

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

1b Yes No X

c Organizations relying on a current notice regarding disaster assistance, check here ☐**d** 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 2024?

1d Yes No 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 2024, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2024?

2a Yes No X

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

2b Yes No

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?

3a Yes No X

b If "Yes," did it have excess business holdings in 2024 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 2024.)

N/A

3b Yes No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a Yes No 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 2024?

4b Yes No X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

c Organizations relying on a current notice regarding disaster assistance, check here ☐d 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? **SEE STATEMENT 17**

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

8 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?

	Yes	No
5a(1)		X
5a(2)		X
5a(3)		X
5a(4)	X	
5a(5)		X
5b	X	
5d	X	
6a		X
6b		X
7a		X
7b		
8		X

Part VII 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 16		375,336.	45,729.	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
TIFFANY M WELCH - 2000 S COLORADO BLVD, TOWER 1, STE 5500, DENVER, CO	VICE PRESIDENT, STRATEGIC OPERATION	40.00	160,471.	22,379.
JILLIAN KELLY - 2000 S COLORADO BLVD, TOWER 1, STE 5500, DENVER, CO	VICE PRESIDENT, IMPACT	40.00	161,454.	11,233.
SU CHAE - 2000 S COLORADO BLVD, TOWER 1, STE 5500, DENVER, CO 80222	DIRECTOR OF FINANCE AND ACCOUNTING	40.00	116,231.	28,992.
VIRGINIA DEL CASTILLO - 2000 S COLORADO BLVD, TOWER 1, STE 5500,	COMMUNITY IMPACT MANAGER	40.00	112,046.	23,754.
KATHERINE PLOMER - 2000 S COLORADO BLVD, TOWER 1, STE 5500, DENVER, CO	COMMUNITY IMPACT MANAGER	40.00	76,842.	30,688.
Total number of other employees paid over \$50,000				0

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Part VII 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
GOLDMAN SACHS ADVISORS 200 WEST ST, NEW YORK, NY 10282	INVESTMENT ADVISORY	990,766.
IIIQ 724 S. PEARL ST, DENVER, CO 80209	CONSULTING SERVICES	92,132.
PROSONO 1120 LINCOLN ST, STE 704, DENVER, CO 80203	CONSULTING SERVICES	67,260.
RUBINBROWN LLP - 7676 FORSYTH BLVD, STE 2100, ST. LOUIS, MO 63105	AUDIT, TAX, & BUSINESS CONSULTANTS	52,250.
Total number of others receiving over \$50,000 for professional services		0

Part VIII-A Summary of Direct Charitable Activities

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

Part VIII-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.

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Part IX 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	250,330,558.
b	Average of monthly cash balances	1b	3,784,685.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	254,115,243.
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	254,115,243.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	3,811,729.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	250,303,514.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	12,515,176.

Part X 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 IX, line 6	1	12,515,176.
2a	Tax on investment income for 2024 from Part V, line 5	2a	64,840.
b	Income tax for 2024. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	64,840.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,450,336.
4	Recoveries of amounts treated as qualifying distributions	4	60,000.
5	Add lines 3 and 4	5	12,510,336.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	12,510,336.

Part XI 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	10,910,943.
b	Program-related investments - total from Part VIII-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	12,052.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4	4	10,922,995.

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Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2023	(c) 2023	(d) 2024
1 Distributable amount for 2024 from Part X, line 7				12,510,336.
2 Undistributed income, if any, as of the end of 2024:				
a Enter amount for 2023 only			8,053,524.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2024:				
a From 2019				
b From 2020				
c From 2021				
d From 2022				
e From 2023				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2024 from Part XI, line 4: \$ 10,922,995.				
a Applied to 2023, but not more than line 2a ...			8,053,524.	
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 2024 distributable amount				2,869,471.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2024 (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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 2023. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2024. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2025				9,640,865.
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 2019 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2025. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2020 ...				
b Excess from 2021 ...				
c Excess from 2022 ...				
d Excess from 2023 ...				
e Excess from 2024 ...				

Part XIII Private Operating Foundations (see instructions and Part VI-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 2024, 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	Prior 3 years			(e) Total
	(a) 2024	(b) 2023	(c) 2022	(d) 2021	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, 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 IX, 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 XIV 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 18

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 XIV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AGE WISE COLORADO (REPLACES INTERNATIONAL HOME CARE NURSES ORGANIZATION) 393 S OGDEN ST DENVER, CO 80209	N/A	PC	GENERAL SUPPORT	5,000.
ALAMOSA SENIOR CENTER PO BOX 1007 ALAMOSA, CO 81101	N/A	PC	GENERAL SUPPORT	25,000.
ALAMOSA SENIOR CITIZENS, INC. PO BOX 1007 ALAMOSA, CO 81101	N/A	PC	GENERAL SUPPORT	30,000.
ALMOST HOME, INC. 22 S 4TH AVE, STE 102 BRIGHTON, CO 80601	N/A	PC	GENERAL SUPPORT	200,000.
AMERICAN SOCIETY ON AGING 605 MARKET ST, STE 1111 SAN FRANCISCO, CA 94105	N/A	PC	GENERAL SUPPORT	600,000.
Total	SEE CONTINUATION SHEET(S)			3a 8,011,949.
b <i>Approved for future payment</i>				
ALMOST HOME, INC. 22 S 4TH AVE, STE 102 BRIGHTON, CO 80601	N/A	PC	GENERAL SUPPORT	200,000.
AMERICAN SOCIETY ON AGING 605 MARKET ST, STE 1111 SAN FRANCISCO, CA 94105	N/A	PC	GENERAL SUPPORT	300,000.
COAL CREEK MEALS ON WHEELS 455 NORTH BURLINGTON AVE LAFAYETTE, CO 80026	N/A	PC	GENERAL SUPPORT	50,000.
Total	SEE CONTINUATION SHEET(S)			3b 3,184,210.

Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d 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.			

[illegible]

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		

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.					May the IRS discuss this return with the preparer shown below? See instr. ☒ Yes ☐ No		
	Signature of officer or trustee		Date		Title			
Paid Preparer Use Only	Preparer's name KIMBERLY A RYAN		Preparer's signature		Date		Check ☐ if self-employed	PTIN P00829977
	Firm's name RUBINBROWN LLP					Firm's EIN 43-0765316		
	Firm's address 1900 16TH STREET, SUITE 1700 DENVER, CO 80202					Phone no. 303-698-1883		

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ANTONITO SENIOR CITIZENS ASSOCIATION PO BOX 296 ANTONITO, CO 81120	N/A	PC	GENERAL SUPPORT	26,500.
ARIZONA HEALTH CARE ASSOCIATION 3003 N CENTRAL AVE, STE 860 PHOENIX, AZ 85012	N/A	PC	GENERAL SUPPORT	69,991.
ASSOCIATION FOR FRONTOTEMPORAL DEGENERATION 2700 HORIZON DR, #120 KING OF PRUSSIA, PA 19406	N/A	PC	GENERAL SUPPORT	5,000.
BELOVED GRANDFAMILIES 116 S BANNOCK ST DENVER, CO 80223	N/A	PC	GENERAL SUPPORT	5,000.
BOULDER COUNTY AIDS PROJECT 2118 14TH ST BOULDER, CO 80302-4804	N/A	PC	GENERAL SUPPORT	85,000.
BOULDER FOOD RESCUE PO BOX 284 BOULDER, CO 80306-0284	N/A	PC	GENERAL SUPPORT	180,000.
BROTHERS REDEVELOPMENT 2250 EATON ST, STE B EDGEWATER, CO 80214	N/A	PC	GENERAL SUPPORT	260,000.
CATHOLIC CHARITIES AND COMMUNITY SERVICES 6240 SMITH RD DENVER, CO 80216	N/A	PC	GENERAL SUPPORT	300,000.
CENTER FOR PEOPLE WITH DISABILITIES 1675 RANGE ST BOULDER, CO 80301	N/A	PC	GENERAL SUPPORT	125,000.
CHALDEAN COMMUNITY FOUNDATION 3601 15 MILE RD, 3601 STERLING HEIGHTS, MI 48310	N/A	PC	GENERAL SUPPORT	27,500.
Total from continuation sheets				7,151,949.

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHINOOK FUNDS 1031 33RD ST, STE 237 DENVER, CO 80205	N/A	PC	GENERAL SUPPORT	5,000.
CITY AND COUNTY OF DENVER 201 W COLFAX AVE, DEPT 602 DENVER, CO 80022	N/A	GOV	GENERAL SUPPORT	2,500.
CIUDAD NUEVA COMMUNITY OUTREACH 810 N CAMPBELL EL PASO, TX 79902	N/A	PC	GENERAL SUPPORT	30,000.
COAL CREEK MEALS ON WHEELS 455 NORTH BURLINGTON AVE LAFAYETTE, CO 80026	N/A	PC	GENERAL SUPPORT	50,000.
COLORADO CENTER FOR AGING PO BOX 102662 DENVER, CO 80250-2662	N/A	PC	GENERAL SUPPORT	5,000.
COLORADO CONSUMER HEALTH INITIATIVE 303 E 17TH AVE, STE 400 DENVER, CO 80203-1289	N/A	PC	GENERAL SUPPORT	125,000.
COLORADO DIGITAL HEALTH 303 E 17TH AVE, STE 405 DENVER, CO 80203-1258	N/A	PC	GENERAL SUPPORT	2,500.
COLORADO GERONTOLOGICAL SOCIETY 1129 PENNSYLVANIA ST DENVER, CO 80203	N/A	PC	GENERAL SUPPORT	149,600.
COLORADO SPRINGS SPORTS CORP 1631 MESA AVE STE E COLORADO SPRINGS, CO 80906	N/A	PC	GENERAL SUPPORT	5,000.
COMMUNITY CONNECTIONS 281 SAWYER DR DURANGO, CO 81303	N/A	PC	GENERAL SUPPORT	150,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COMMUNITY EMPOWERMENT FUND 208 N COLUMBIA ST, STE 100 CHAPEL HILL, NC 27514	N/A	PC	GENERAL SUPPORT	75,000.
COMMUNITY RESOURCE CENTER 303 E 17TH AVE, STE 405 DENVER, CO 80203	N/A	PC	GENERAL SUPPORT	15,000.
CONSUMER TECHNOLOGY ASSOCIATION FOUNDATION 1919 S EADS ST ARLINGTON, VA 22202	N/A	PC	GENERAL SUPPORT	75,000.
DAYBREAK ADULT CARE 510 17TH ST STE 200 OAKLAND, CA 94612-1567	N/A	PC	GENERAL SUPPORT	54,175.
DELTA HEALTH (DELTA COUNTY MEMORIAL HOSPITAL) 1501 E 3RD ST DELTA, CO 81416	N/A	PC	GENERAL SUPPORT	85,000.
DEMENTIA FRIENDLY COMMUNITIES FOR NORTHERN CO 4025 AUTOMATION WAY, U F2 FORT COLLINS, CO 80525	N/A	PC	GENERAL SUPPORT	60,000.
DENVER ASSET BUILDING COALITION 2475 W 26TH AVE DENVER, CO 80211-5501	N/A	PC	GENERAL SUPPORT	30,000.
DENVER FILM SOCIETY 2516 E COLFAX AVE DENVER, CO 80206	N/A	PC	GENERAL SUPPORT	20,000.
DENVER INDIAN CENTER 4407 MORRISON RD DENVER, CO 80219-2464	N/A	PC	GENERAL SUPPORT	150,000.
DENVER INNER CITY PARISH 1212 MARIPOSA ST DENVER, CO 80204	N/A	PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
EARTHLINKS 2746 WEST 13TH AVE DENVER, CO 80204	N/A	PC	GENERAL SUPPORT	50,000.
EASTER SEALS GREATER HOUSTON 4888 LOOP CENTRAL DR, STE 200 HOUSTON, TX 77081	N/A	PC	GENERAL SUPPORT	75,000.
EL PASO FOUNTAIN VALLEY SENIOR CITIZEN PROGRAM 5745 SOUTHMOOR DR FOUNTAIN, CO 80817-2520	N/A	PC	GENERAL SUPPORT	30,000.
ELDERHAUS ADULT DAY PROGRAM 6813 S COLLEGE AVE FORT COLLINS, CO 80525-4144	N/A	PC	GENERAL SUPPORT	1,500.
FLORENCE SENIOR COMMUNITY CENTER PO BOX 300 FLORENCE, CO 81226-0300	N/A	PC	GENERAL SUPPORT	16,800.
FOCUS POINTS FAMILY RESOURCE CENTER 2501 E 48TH AVE DENVER, CO 80216	N/A	PC	GENERAL SUPPORT	200,000.
FRANKLIN REGIONAL COUNCIL ON GOVERNMENTS 12 OLIVE ST, STE 2 GREENFIELD, MA 01301	N/A	PC	GENERAL SUPPORT	40,749.
GAY ELDERS OF METRO DETROIT DBA MIGEN 290 W NINE MILE RD FERNDAL, MI 48220	N/A	PC	GENERAL SUPPORT	150,000.
GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATION ASSOCIATION 3939 CAMPBELL AVE ARLINGTON, VA 22206	N/A	PC	GENERAL SUPPORT	50,000.
HEALTHY AIR AND WATER COLORADO 303 E 17TH AVE, STE 400 DENVER, CO 80203	N/A	PC	GENERAL SUPPORT	150,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HOSPICE OF MONTEZUMA PO BOX 740 CORTEZ, CO 81321-0740	N/A	PC	GENERAL SUPPORT	25,000.
INNOVATION DEVELOPMENT INSTITUTE, INC (MATTER CHICAGO) 222 W MERCHANDISE MART PLZ, #1230 CHICAGO, IL 60654	N/A	PC	GENERAL SUPPORT	50,000.
INTERFAITH WORKS OF CENTRAL NEW YORK, INC 1010 JAMES ST SYRACUSE, NY 13203	N/A	PC	GENERAL SUPPORT	119,611.
INTERNATIONAL ECONOMIC DEVELOPMENT COUNCIL 1275 K ST NW, STE 300 WASHINGTON, DC 20005	N/A	PC	GENERAL SUPPORT	10,000.
ITNAMERICA 479 MAIN ST WESTBROOK, ME 04092	N/A	PC	GENERAL SUPPORT	150,000.
JANNUS, INC. C/O AGING STRONG 3501 W ELDER ST, STE 104 BOISE, ID 83705-4986	N/A	PC	GENERAL SUPPORT	70,000.
JEWISH COUNCIL FOR THE AGING OF GREATER WASHINGTON, INC. 12320 PARKLAWN DR ROCKVILLE, MD 20852	N/A	PC	GENERAL SUPPORT	70,000.
JUSTICE AND MERCY LEGAL AID CENTER 913 N WYANDOT ST DENVER, CO 80204-3801	N/A	PC	GENERAL SUPPORT	100,000.
KOKUA KALIHI VALLEY COMPREHENSIVE FAMILY SERVICES 2239 N SCHOOL ST HONOLULU, HI 96819	N/A	PC	GENERAL SUPPORT	33,226.
LA ALIANZA HISPANA INC 1000 MASSACHUSETTS AVE, STE 101 BOSTON, MA 02118	N/A	PC	GENERAL SUPPORT	100,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LADIES OF HOPE MINISTRIES INC 8 W 126TH ST NEW YORK, NY 10027	N/A	PC	GENERAL SUPPORT	140,000.
LEADINGAGE 2519 CONNECTICUT AVE NW WASHINGTON, DC 20008	N/A	PC	GENERAL SUPPORT	149,900.
LIFE/ART DANCE 18052 E 104TH PL, UNIT D COMMERCE CITY, CO 80022	N/A	PC	GENERAL SUPPORT	5,500.
MAINE COUNCIL ON AGING 14 MAINE ST, C/O VOLUNTEERS OF AMERICA NNE BRUNSWICK, ME 04011	N/A	PC	GENERAL SUPPORT	30,000.
MI CASA RESOURCE CENTER 345 S GROVE ST DENVER, CO 80219	N/A	PC	GENERAL SUPPORT	75,000.
MILWAUKEE CHRISTIAN CENTER 807 S 14TH ST MILWAUKEE, WI 53204	N/A	PC	GENERAL SUPPORT	50,000.
MONTROSE RECREATION DISTRICT 16350 WOODGATE RD MONTROSE, CO 81401	N/A	PC	GENERAL SUPPORT	11,000.
MOUNT EVANS HOME HEALTH CARE & HOSPICE 3081 BERGEN PEAK DR EVERGREEN, CO 80439	N/A	PC	GENERAL SUPPORT	75,000.
MOUNTAIN RESOURCE CENTER PO BOX 425 CONIFER, CO 80433-0425	N/A	PC	GENERAL SUPPORT	59,777.
NANASP 1612 K ST NW, #200 WASHINGTON, DC 20006	N/A	PC	GENERAL SUPPORT	3,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NATIONAL IOTA FOUNDATION 1600 N CALVERT ST BALTIMORE, MD 21202	N/A	PC	GENERAL SUPPORT	5,000.
NEVADA SENIOR SERVICES INC 901 N JONES BLVD LAS VEGAS, NV 89108	N/A	PC	GENERAL SUPPORT	10,000.
NEW YORK CITY DEPARTMENT FOR THE AGING 2 LAFAYETTE ST, 11TH FLOOR NEW YORK, NY 10007	N/A	GOV	GENERAL SUPPORT	143,686.
NORTH FORK SENIOR CONNECTIONS PO BOX 1738 PAONIA, CO 81428-5074	N/A	PC	GENERAL SUPPORT	2,000.
NORTHWEST COLORADO HEALTH (NORTHWEST COLORADO VISITING NURSE ASSOC) 940 CENTRAL PARK DR, STE 101 STEAMBOAT SPRINGS, CO 80487-8853	N/A	PC	GENERAL SUPPORT	35,500.
OKLAHOMA STATE UNIVERSITY 138 HUMAN SCIENCES STILLWATER, OK 74078-6112	N/A	GOV	GENERAL SUPPORT	77,282.
ONE FAMILY FOUNDATION 15682 CATHEDRAL WAY RAMONA, CA 92065	N/A	PC	GENERAL SUPPORT	500,000.
PARKINSON ASSOCIATION OF THE ROCKIES 1325 S COLORADO BLVD, STE 204-B DENVER, CO 80222	N/A	PC	GENERAL SUPPORT	100,000.
PENINSULA AGENCY ON AGING, INC. 739 THIMBLE SHOALS BLVD, STE 1006 NEWPORT NEWS, VA 23606	N/A	PC	GENERAL SUPPORT	100,000.
PIKES PEAK ELDER JUSTICE CENTER 320 N ACADEMY BLVD, #204 COLORADO SPRINGS, CO 80909-6621	N/A	PC	GENERAL SUPPORT	59,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PINE RIVER SHARES 658 S EAST ST BAYFIELD, CO 81122	N/A	PC	GENERAL SUPPORT	5,000.
PLACES TO AGE P O BOX 492 BUENA VISTA, CO 81211	N/A	PC	GENERAL SUPPORT	75,000.
PROJECT ANGEL HEART 4950 WASHINGTON ST DENVER, CO 80216	N/A	PC	GENERAL SUPPORT	3,500.
ROCKY MOUNTAIN PUBLIC MEDIA 2101 ARAPAHOE ST DENVER, CO 80205	N/A	PC	GENERAL SUPPORT	100,000.
SEBS RECREATION CENTER 1710 S BUCKLEY RD, U 9 AURORA, CO 80017-5639	N/A	PC	GENERAL SUPPORT	5,000.
SECOND CHANCE CENTER, INC. 224 POTOMAC ST AURORA, CO 80011	N/A	PC	GENERAL SUPPORT	228,900.
SISTER CARMEN COMMUNITY CENTER 655 ASPEN RIDGE DR LAFAYETTE, CO 80026-9341	N/A	PC	GENERAL SUPPORT	100,000.
SMALL TOWN PROJECT 805 CHESTNUT ST ROCKY FORD, CO 81067	N/A	PC	GENERAL SUPPORT	30,000.
SMITHSONIAN AMERICAN ART MUSEUM 750 9TH ST NW, STE 3100 WASHINGTON, DC 20001	N/A	PC	GENERAL SUPPORT	25,000.
SOUTHEAST ASIA RESOURCE ACTION CENTER 1628 16TH ST NW WASHINGTON, DC 20009	N/A	PC	GENERAL SUPPORT	75,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SOUTHWEST CENTER FOR INDEPENDENCE 3473 MAIN AVE, STE 23 DURANGO, CO 81301-4040	N/A	PC	GENERAL SUPPORT	70,000.
SOUTHWEST IMPROVEMENT COUNCIL 1000 S LOWELL BLVD DENVER, CO 80219	N/A	PC	GENERAL SUPPORT	20,000.
STERLING FAMILY RESOURCE CENTER PO BOX 9469 NEW YORK, NY 10087-9469	N/A	PC	GENERAL SUPPORT	5,000.
SUNSHINE HOME SHARE COLORADO 3532 N FRANKLIN ST, E2/E3 DENVER, CO 80205-3961	N/A	PC	GENERAL SUPPORT	91,114.
TEENSWHOCARE 8142 150TH PL SSE NEWCASTLE, WA 98059	N/A	PC	GENERAL SUPPORT	25,000.
THE BELL POLICY CENTER 303 E 17TH AVE, STE 400 DENVER, CO 80203	N/A	PC	GENERAL SUPPORT	141,800.
THE HOLDING CO. 320 FLORIDA ST SAN FRANCISCO, CA 94110	N/A	PC	GENERAL SUPPORT	25,000.
THE MEMORY CARE ALLIANCE 1541 S ST FRANCIS DR SANTA FE, NM 87505	N/A	PC	GENERAL SUPPORT	30,000.
THINK 360 ARTS FOR LEARNING 1325 S COLORADO BLVD, STE 605 DENVER, CO 80222	N/A	PC	GENERAL SUPPORT	2,500.
TWO PEAKS FITNESS PO BOX 905 LA VETA, CO 81055-0905	N/A	PC	GENERAL SUPPORT	29,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UNIVERSIDAD DEL SAGRADO CORAZON CALLE ROSALES ESQ SAN ANTONIO SAN JUAN, PR 00914-8505	N/A	PC	GENERAL SUPPORT	116,042.
UNIVERSITY OF COLORADO DENVER E 17TH PL, ROOM W1124 AURORA, CO 88045	N/A	GOV	GENERAL SUPPORT	130,049.
USAGING 1100 NEW JERSEY AVE SE, STE 350 WASHINGTON, DC 20003	N/A	PC	GENERAL SUPPORT	184,698.
VIVE WELLNESS 1620 E 36TH AVE DENVER, CO 80205	N/A	PC	GENERAL SUPPORT	100,000.
WABANAKI PUBLIC HEALTH AND WELLNESS PO BOX 1356 BANGOR, ME 04402	N/A	PC	GENERAL SUPPORT	100,000.
WHOLESOME WAVE 777 CLEVELAND AVE SW, STE 400 ATLANTA, GA 30315	N/A	PC	GENERAL SUPPORT	100,539.
WOODLAND PARK SENIOR ORGANIZATION PO BOX 5813 WOODLAND PARK, CO 80866-5813	N/A	PC	GENERAL SUPPORT	2,510.
WRAY COMMUNITY FOUNDATION (WRAY 55 & OVER CLUB) 206 MAIN ST WRAY, CO 80758	N/A	PC	GENERAL SUPPORT	30,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
DENVER INDIAN CENTER 4407 MORRISON RD DENVER, CO 80219-2464	N/A	PC	GENERAL SUPPORT	150,000.
GAY ELDERS OF METRO DETROIT DBA MIGEN 290 W NINE MILE RD FERNDAL, MI 48220	N/A	PC	GENERAL SUPPORT	150,000.
INTERFAITH WORKS OF CENTRAL NEW YORK, INC 1010 JAMES ST SYRACUSE, NY 13203	N/A	PC	GENERAL SUPPORT	125,148.
ITNAMERICA 479 MAIN ST WESTBROOK, ME 04092	N/A	PC	GENERAL SUPPORT	150,000.
JANNUS, INC. C/O AGING STRONG 3501 W ELDER ST, STE 104 BOISE, ID 83705-4986	N/A	PC	GENERAL SUPPORT	80,000.
JUSTICE AND MERCY LEGAL AID CENTER 913 N WYANDOT ST DENVER, CO 80204-3801	N/A	PC	GENERAL SUPPORT	150,000.
LA ALIANZA HISPANA INC 1000 MASSACHUSETTS AVE, STE 101 BOSTON, MA 02118	N/A	PC	GENERAL SUPPORT	100,000.
LEADINGAGE 2519 CONNECTICUT AVE NW WASHINGTON, DC 20008	N/A	PC	GENERAL SUPPORT	100,100.
MAINE COUNCIL ON AGING 14 MAINE ST, C/O VOLUNTEERS OF AMERICA NNE BRUNSWICK, ME 04011	N/A	PC	GENERAL SUPPORT	30,000.
MI CASA RESOURCE CENTER 345 S GROVE ST DENVER, CO 80219	N/A	PC	GENERAL SUPPORT	75,000.
Total from continuation sheets				2,634,210.

Part XIV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
MOUNT EVANS HOME HEALTH CARE & HOSPICE 3081 BERGEN PEAK DR EVERGREEN, CO 80439	N/A	PC	GENERAL SUPPORT	75,000.
MOUNTAIN RESOURCE CENTER PO BOX 425 CONIFER, CO 80433-0425	N/A	PC	GENERAL SUPPORT	60,402.
NEW YORK CITY DEPARTMENT FOR THE AGING 2 LAFAYETTE ST, 11TH FLOOR NEW YORK, NY 10007	N/A	GOV	GENERAL SUPPORT	246,075.
OKLAHOMA STATE UNIVERSITY 138 HUMAN SCIENCES STILLWATER, OK 74078-6112	N/A	GOV	GENERAL SUPPORT	83,488.
ROCKY MOUNTAIN PUBLIC MEDIA 2101 ARAPAHOE ST DENVER, CO 80205	N/A	PC	GENERAL SUPPORT	200,000.
SOUTHEAST ASIA RESOURCE ACTION CENTER 1628 16TH ST NW WASHINGTON, DC 20009	N/A	PC	GENERAL SUPPORT	75,000.
SUNSHINE HOME SHARE COLORADO 3532 N FRANKLIN ST, E2/E3 DENVER, CO 80205-3961	N/A	PC	GENERAL SUPPORT	291,320.
THE BELL POLICY CENTER 303 E 17TH AVE, STE 400 DENVER, CO 80203	N/A	PC	GENERAL SUPPORT	170,800.
UNIVERSITY OF COLORADO DENVER E 17TH PL, ROOM W1124 AURORA, CO 88045	N/A	GOV	GENERAL SUPPORT	126,186.
USAGING 1100 NEW JERSEY AVE SE, STE 350 WASHINGTON, DC 20003	N/A	PC	GENERAL SUPPORT	87,325.
Total from continuation sheets				

3 Grants and Contributions Approved for Future Payment (Continuation)

423635
04-01-24

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
GUARANTY BANK- NFI SAVINGS	31,654.	31,654.	
TOTAL TO PART I, LINE 3	31,654.	31,654.	

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 & DIVIDENDS	4,428,219.	0.	4,428,219.	4,428,219.	
TO PART I, LINE 4	4,428,219.	0.	4,428,219.	4,428,219.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GRANT RETURN	60,000.	0.	
MISCELLANEOUS REVENUE	1,460.	0.	
SPEAKING FEE REVENUE	807.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	62,267.	0.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	32,941.	0.		32,941.
TO FM 990-PF, PG 1, LN 16A	32,941.	0.		32,941.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	52,354.	0.		52,354.
TO FORM 990-PF, PG 1, LN 16B	52,354.	0.		52,354.

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
CONSULTING	336,050.	0.		439,371.
INVESTMENT FEES	990,766.	990,766.		0.
IT EXPENSE	30,042.	0.		30,042.
TO FORM 990-PF, PG 1, LN 16C	1,356,858.	990,766.		469,413.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INCOME & EXCISE TAXES	71,200.	0.		0.
TO FORM 990-PF, PG 1, LN 18	71,200.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 8	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	181,557.	0.		3,507.
BANK FEES	1,601.	1,601.		0.
DUES & SUBSCRIPTIONS	34,670.	0.		0.
EQUIPMENT	0.	0.		141.
INSURANCE	28,373.	0.		23,371.
IT EXPENSE	44,269.	0.		44,269.
LICENSES	127.	0.		127.
OFFICE EXPENSE	19,573.	0.		38,461.
PAYROLL PROCESSING FEE	5,474.	0.		5,474.
RECRUITING AND PROFESSIONAL DEVELOPMENT	26,128.	0.		1,031.
REPAIRS AND MAINTENANCE	0.	0.		2,562.
TO FORM 990-PF, PG 1, LN 23	341,772.	1,601.		118,943.

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. TREASURY NOTE 0.375000% 12/31/2025 JD ON THE RUN	X		1,184,379.	1,184,379.
U.S. TREASURY NOTE 0.500% 04/30/2027	X		602,225.	602,225.
U.S. TREASURY NOTE 0.500% 05/31/2027	X		1,027,191.	1,027,191.
U.S. TREASURY NOTE 0.500000% 02/28/2026 FA ON THE RUN	X		124,764.	124,764.
U.S. TREASURY NOTE 0.500000% 03/31/2025 MS ON THE RUN	X		2,018,379.	2,018,379.
U.S. TREASURY NOTE 0.625% 08/15/2030	X		419,392.	419,392.
U.S. TREASURY NOTE 1.375000% 11/15/2031 MN OFF THE RUN	X		1,587,900.	1,587,900.
U.S. TREASURY NOTE 1.625% 02/15/2026 FA	X		2,131,067.	2,131,067.
U.S. TREASURY NOTE 2.000% 02/15/2025	X		738,463.	738,463.
U.S. TREASURY NOTE 2.000% 08/15/2025 FA	X		1,192,418.	1,192,418.
U.S. TREASURY NOTE 2.125% 05/15/2025 MN	X		1,492,257.	1,492,257.
U.S. TREASURY NOTE 2.750000% 08/15/2032 FA OFF THE RUN	X		2,063,646.	2,063,646.
U.S. TREASURY NOTE 3.375000% 05/15/2033 MN OFF THE RUN	X		1,793,998.	1,793,998.
U.S. TREASURY NOTE 2.625% 02/15/2029	X		1,487,012.	1,487,012.
U.S. TREASURY NOTE 2.750% 02/15/2028 FA	X		1,930,255.	1,930,255.
U.S. TREASURY NOTE 1.875000% 02/15/2032 FA OFF THE RUN	X		1,996,882.	1,996,882.
TOTAL U.S. GOVERNMENT OBLIGATIONS			21,790,228.	21,790,228.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			21,790,228.	21,790,228.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES MSCI EAFE INTERNATIONAL INDEX FUND K SHARES	7,592,885.	7,592,885.
ISHARES S&P 500 K	117,379,055.	117,379,055.
MULTI-MANAGER INTERNATIONAL EQUITY FUND I	7,630,124.	7,630,124.
MULTI-MANAGER US SMALL CAP EQUITY FUND I	8,656,107.	8,656,107.
STATE STREET EMERGING MARKETS EQUITY INDEX FUND K CLASS	2,447,332.	2,447,332.
TOTAL TO FORM 990-PF, PART II, LINE 10B	143,705,503.	143,705,503.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AERCAP IRELAND CAPITAL DESIGNA 3.4% 10/29/2033 USD SR LIEN AERCAP GLOBAL AVI	379,137.	379,137.
AIR LEASE CORP MTN 2.875% 01/15/2026 USD SR LIEN	416,626.	416,626.
ALEXANDRIA REAL ESTATE EQUITIE 2.95% 03/15/2034 SR LIEN	226,338.	226,338.
ALEXANDRIA REAL ESTATE EQUITIE 4.75% 04/15/2035 SR LIEN	213,381.	213,381.
AMERICAN INTERNATIONAL 5.125% 03/27/2033 SR LIEN	273,691.	273,691.
AMGEN INC. 5.25% 03/02/2030 SR LIEN	222,832.	222,832.
AT&T INC. 4.35% 03/01/2029 USD SER 10YR SR LIEN	332,776.	332,776.
B.A.T. CAPITAL CORPORATION 4.906% 04/02/2030 USD SR LIEN	235,047.	235,047.
BANCO SANTANDER, S.A. HYBRID 09/14/2027 USD SR LIEN CPN 09/14/21 1.722%	380,159.	380,159.
BANK OF AMERICA CORPORATION HYBRID MTN 02/07/2030 USD SER N SR LIEN CPN 02/0	784,574.	784,574.
BARCLAYS PLC HYBRID 11/24/2027 USD SR LIEN CPN 11/24/21 2.279%	437,630.	437,630.
BERKSHIRE HATHAWAY ENERGY COMP 3.25% 04/15/2028 USD SER WI SR LIEN M-W+15.00	237,723.	237,723.
BOEING COMPANY (THE) 2.196% 02/04/2026 USD SR LIEN	254,466.	254,466.
BP CAP MARKETS AMERICA 3.543% 04/06/2027 USD SR LIEN	360,475.	360,475.
BROADCOM INC. 5.0% 04/15/2030 USD SER WI SR LIEN	215,282.	215,282.
BUNGE LIMITED FINANCE CORP. 2.75% 05/14/2031 USD SR LIEN	330,914.	330,914.
CANADIAN IMPERIAL BANK OF COMMERCE 5.26% 04/08/2029 SR LIEN	537,570.	537,570.
CHARLES SCHWAB CORPORATION (TH 1.65% 03/11/2031 SR LIEN	642,690.	642,690.
CITIGROUP 07/24/2028	586,837.	586,837.
COMCAST CORPORATION 4.2% 08/15/2034 USD SR LIEN	523,288.	523,288.
CREDIT SUISSE AG-NEW YORK BRAN 2.95% 04/09/2025 USD SR LIEN	510,908.	510,908.

NEXTFIFTY INITIATIVE

26-2700185

CROWN CASTLE INTL CORP 4.3% 02/15/2029 USD SR LIEN	226,291.	226,291.
CUMMINS INC. 1.5% 09/01/2030 USD SR LIEN	271,089.	271,089.
CVS HEALTH CORPORATION 4.875% 07/20/2035 USD SR LIEN	217,698.	217,698.
DOW CHEMICAL CO/THE 4.25% 10/01/2034 USD SR LIEN	438,790.	438,790.
DUKE ENERGY FLORIDA LLC 3.8% 07/15/2028 USD SR LIEN	179,451.	179,451.
EATON VANCE GROUP EATON VANCE INCM FD OF BOSTON MUTUAL FUND CLASS I SHARES	11,612,684.	11,612,684.
ENERGY TRANSFER PARTNERS 4.75% 01/15/2026 USD SR LIEN	158,162.	158,162.
EOG RESOURCES INC 4.375% 04/15/2030 USD SR LIEN	294,458.	294,458.
EXELON CORPORATION 4.05% 04/15/2030 USD SR LIEN	427,013.	427,013.
FEDERAL HOME LOAN BANK SYSTEM 3.0% 09/11/2026 SER 0000	1,482,265.	1,482,265.
FEDERATED HY BOND FUND	11,562,095.	11,562,095.
FEDEX CORPORATION 4.9% 01/15/2034 USD SR LIEN	411,161.	411,161.
FISERV INC 5.45% 03/15/2034 SR LIEN	257,098.	257,098.
FOX CORP 3.5% 04/08/2030 USD SR LIEN	218,426.	218,426.
FRANKLIN RESOURCES INC 1.6% 10/30/2030 SR LIEN	417,233.	417,233.
GENERAL MOTORS FINL CO 5.75% 02/08/2031 SR LIEN	359,513.	359,513.
HORMEL FOODS CORP 1.8% 06/11/2030 USD SR LIEN	553,094.	553,094.
HSBC HOLDINGS PLC HYBRID 06/19/2029 USD SR LIEN CPN 06/19/18 4.583%	372,840.	372,840.
HUMANA INC. 5.375% 04/15/2031 SR LIEN	315,029.	315,029.
ING GROEP N.V. HYBRID 03/28/2028 USD SR LIEN CPN 03/28/22 4.017%	221,719.	221,719.
ING GROEP N.V. HYBRID 04/01/2032 USD SR LIEN CPN 04/01/21 2.727%	370,404.	370,404.
INTUIT INC 1.65% 07/15/2030 USD SR LIEN	598,371.	598,371.
JOHNSON & JOHNSON 3.55% 03/01/2036 USD SR LIEN	79,682.	79,682.
JP MORGAN CHASE & CO. HYBRID 02/01/2028	348,120.	348,120.
KINDER MORGAN INC 2.0% 02/15/2031 USD SR LIEN	249,518.	249,518.
MIZUHO FINANCIAL GROUP, INC. HYBRID 05/25/2031 USD SR LIEN CPN 02/25/20-05/2	426,820.	426,820.
MIZUHO FINANCIAL GROUP, INC. HYBRID 07/10/2031 USD SR LIEN CPN 07/10/20 2.20	233,511.	233,511.
MORGAN STANLEY HYBRID MTN 01/23/2030 USD SR LIEN CPN 01/23/19 4.431%	425,996.	425,996.
NATIONAL RURAL UTILITIES COOPE 3.4% 02/07/2028	486,930.	486,930.
NORTHERN TRUST CORPORATION HYBRID 05/08/2032 JRSUB LIEN CPN 05/08/17 3.375%	361,709.	361,709.
NORTHROP GRUMMAN CORP 2.93% 01/15/2025	405,080.	405,080.
NXP BV/NXP FUNDING LLC 5.55% 12/01/2028 USD SR LIEN	436,300.	436,300.
ORACLE SYSTEMS CORP 3.4% 07/04/2028	264,178.	264,178.
PAYPAL HOLDINGS, INC. 2.85% 10/01/2029 USD SR LIEN	555,529.	555,529.
PHILIP MORRIS INTERNATIONAL IN 2.75% 02/25/2026 USD SR LIEN	228,252.	228,252.
PHILIP MORRIS INTERNATIONAL INC. 4.375% 11/01/2027 SR LIEN	252,677.	252,677.
PNC BANK NA 4.05% 07/26/2028 USD SER BKNT SUB LIEN	245,914.	245,914.
PUBLIC STORAGE 3.094% 09/15/2027	121,324.	121,324.
RALPH LAUREN CORP 2.95% 06/15/2030 USD SR LIEN	528,643.	528,643.

NEXTFIFTY INITIATIVE26-2700185

REALTY INCOME CORPORATION 3.0% 01/15/2027 USD SR LIEN	269,795.	269,795.
ROPER TECHNOLOGIES INC 1.75% 02/15/2031 USD SR LIEN	236,029.	236,029.
SANTANDER UK GROUP HOLDINGS PL HYBRID 11/03/2028 USD SR LIEN CPN 11/03/17 3.	144,195.	144,195.
S&P GLOBAL INC. 2.95% 01/22/2027 USD SR LIEN	477,605.	477,605.
SKYWORKS SOLUTIONS, INC. 3.0% 06/01/2031 USD SR LIEN	213,012.	213,012.
THE CIGNA GROUP 5.25% 02/15/2034 SR LIEN	414,345.	414,345.
THE J. M. SMUCKER COMPANY 4.25% 03/15/2035 USD SER WI SR LIEN	209,503.	209,503.
U.S. BANCORP HYBRID 10/21/2033 USD SR LIEN CPN 10/21/22 5.85%	215,031.	215,031.
UNITEDHEALTH GROUP INCORPORATE 3.85% 06/15/2028 USD SR LIEN	345,614.	345,614.
VERIZON COMMUNICATIONS INC. 4.4% 11/01/2034 USD SR LIEN	225,109.	225,109.
VERIZON COMMUNICATIONS, INC. 4.329% 09/21/2028 USD SER WI SR LIEN	225,467.	225,467.
WESTPAC BANKING CORPORATION HYBRID 02/04/2030 USD SUB LIEN CPN 01/31/20 2.89	565,414.	565,414.
XILINX, INC. 2.375% 06/01/2030 USD SR LIEN	1,766.	1,766.
TOTAL TO FORM 990-PF, PART II, LINE 10C	48,260,296.	48,260,296.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
E&F PRIVATE EQUITY MANAGERS (2022)	FMV	1,033,073.	1,033,073.
E&F PRIVATE EQUITY MANAGERS (2023)	FMV		
OFFSHORE LP		10,063.	10,063.
PETERSHILL IV OFFSHORE	FMV	410,458.	410,458.
PRIVATE CREDIT MANAGERS (2023)	FMV		
OFFSHORE LP NULL		328,690.	328,690.
PRIVATE CREDIT MANAGERS II OFFSHORE LP	FMV	4,317,263.	4,317,263.
PRIVATE CREDIT MANAGERS III OFFSHORE LP	FMV	7,557,613.	7,557,613.
PRIVATE CREDIT MANAGERS IV OFFSHORE LP	FMV	3,456,712.	3,456,712.
PRIVATE EQUITY MANAGERS (2018)	FMV		
OFFSHORE SCSP		4,766,543.	4,766,543.
PRIVATE EQUITY MANAGERS (2019)	FMV		
OFFSHORE SCSP		5,291,959.	5,291,959.
PRIVATE EQUITY MANAGERS (2020)	FMV		
OFFSHORE SCSP		3,821,995.	3,821,995.
PRIVATE EQUITY MANAGERS (2021)	FMV		
OFFSHORE SCSP		4,161,012.	4,161,012.
PRIVATE TECHNOLOGY OPPORTUNITIES	FMV	932,009.	932,009.
VINTAGE VIII OFFSHORE SCSP	FMV	8,019,719.	8,019,719.
MRI - AGE 1 FUND	FMV	681,679.	681,679.
MRI - 1843 CAPITAL	FMV	1,091,696.	1,091,696.
PRIMETIME PARTNERS FUND II	FMV	578,736.	578,736.
TOTAL TO FORM 990-PF, PART II, LINE 13		46,459,220.	46,459,220.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 13	
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & EQUIPMENT	170,358.	72,942.	97,416.
LEASEHOLD IMPROVEMENTS	31,140.	12,315.	18,825.
WEBSITE	47,601.	15,867.	31,734.
TOTAL TO FM 990-PF, PART II, LN 14	249,099.	101,124.	147,975.

FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OTHER ASSETS	16,955.	16,955.	16,955.
RIGHT OF USE ASSET	807,500.	627,161.	627,161.
TO FORM 990-PF, PART II, LINE 15	824,455.	644,116.	644,116.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED PTO	107,611.	87,527.
OPERATING LEASE LIABILITY	805,352.	630,346.
TOTAL TO FORM 990-PF, PART II, LINE 22	912,963.	717,873.

FORM 990-PF

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

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PETER KALDES 2000 S COLORADO BLVD, TOWER 1, STE 5500 DENVER, CO 80222	PRESIDENT & CEO 40.00	375,336.	45,729.	0.
JOIE GLENN 2000 S COLORADO BLVD, TOWER 1, STE 5500 DENVER, CO 80222	CHAIR 1.00	0.	0.	0.
MAUREEN HANRAHAN 2000 S COLORADO BLVD, TOWER 1, STE 5500 DENVER, CO 80222	VICE CHAIR 1.00	0.	0.	0.
ERIC KUHN 2000 S COLORADO BLVD, TOWER 1, STE 5500 DENVER, CO 80222	SECRETARY 4.00	0.	0.	0.
KEN TAYLOR 2000 S COLORADO BLVD, TOWER 1, STE 5500 DENVER, CO 80222	TREASURER 1.00	0.	0.	0.
KRISTINE BURROWS 2000 S COLORADO BLVD, TOWER 1, STE 5500 DENVER, CO 80222	TRUSTEE 1.00	0.	0.	0.
MARCO CHAYET 2000 S COLORADO BLVD, TOWER 1, STE 5500 DENVER, CO 80222	TRUSTEE 1.00	0.	0.	0.
VATSALA KAPUR 2000 S COLORADO BLVD, TOWER 1, STE 5500 DENVER, CO 80222	TRUSTEE 1.00	0.	0.	0.

NEXTFIFTY INITIATIVE

SEKHAR PALADUGU

2000 S COLORADO BLVD, TOWER 1, STE

5500

DENVER, CO 80222

TRUSTEE

1.00

0.

0.

0.

26-2700185

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII

375,336.

45,729.

0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VI-B, LINE 5D

STATEMENT 17

GRANTEE'S NAME

OKLAHOMA STATE UNIVERSITY

GRANTEE'S ADDRESS219 STUDENT UNION
STILLWATER, OK 74078GRANT AMOUNT

77,282.

DATE OF GRANT

12/05/24

AMOUNT EXPENDEDPURPOSE OF GRANTIMPROVING WELLNESS ACROSS THE LIFESPAN WITH THE ACTIVE AGING FOR L.I.F.E.
HEALTH EDUCATION PROGRAMDATES OF REPORTS BY GRANTEE

SEMI-ANNUAL REPORTS ISSUED

ANY DIVERSION BY GRANTEE

N/A

RESULTS OF VERIFICATIONREPORTS ARE IN COMPLIANCE WITH THE REQUIREMENTS OF EXERCISING EXPENDITURE
RESPONSIBILITY.

GRANTEE'S NAME

UNIVERSITY OF COLORADO DENVER

GRANTEE'S ADDRESS

1201 LARIMER ST
DENVER, CO 80204

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
130,049.	12/19/24	

PURPOSE OF GRANT

RESEARCH ROADSHOWS ENGAGE OLDER ADULTS IN RESEARCH TO ADVANCE HEALTH EQUITY

DATES OF REPORTS BY GRANTEE

SEMI-ANNUAL REPORTS ISSUED

ANY DIVERSION BY GRANTEE

N/A

RESULTS OF VERIFICATION

REPORTS ARE IN COMPLIANCE WITH THE REQUIREMENTS OF EXERCISING EXPENDITURE RESPONSIBILITY.

GRANTEE'S NAME

CITY AND COUNTY OF DENVER

GRANTEE'S ADDRESS

201 W COLFAX AVE, DEPT 602
DENVER, CO 80022

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
2,500.	11/07/24	

PURPOSE OF GRANT

2024 41ST HIAWATHA DAVIS JR SENIOR LUNCHEON

DATES OF REPORTS BY GRANTEE

SEMI-ANNUAL REPORTS ISSUED

ANY DIVERSION BY GRANTEE

N/A

RESULTS OF VERIFICATION

REPORTS ARE IN COMPLIANCE WITH THE REQUIREMENTS OF EXERCISING EXPENDITURE RESPONSIBILITY.

GRANTEE'S NAME

NEW YORK CITY DEPARTMENT FOR THE AGING

GRANTEE'S ADDRESS

2 LAFAYETTE ST, 11TH FLOOR
NEW YORK, NY 10007

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
143,686.	11/21/24	

PURPOSE OF GRANT

NYC'S PARTNERSHIPS FOR ANTI-AGEISM GUIDED EDUCATION (PAGE)

DATES OF REPORTS BY GRANTEE

SEMI-ANNUAL REPORTS ISSUED

ANY DIVERSION BY GRANTEE

N/A

RESULTS OF VERIFICATION

REPORTS ARE IN COMPLIANCE WITH THE REQUIREMENTS OF EXERCISING EXPENDITURE RESPONSIBILITY.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XIV, LINES 2A THROUGH 2D

STATEMENT 18

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ALL GRANT APPLICATIONS SHOULD BE COMPLETED AND SUBMITTED ONLINE
AT WWW.NEXTFIFTYINITIATIVE.ORG
DENVER, CO 80222

TELEPHONE NUMBER

303-547-1800

NAME OF GRANT PROGRAMPLEASE SEE TO WWW.NEXT50FOUNDATION.ORG FOR DETAILS.EMAIL ADDRESSINFO@NEXT50FOUNDATION.ORGFORM AND CONTENT OF APPLICATIONSPLEASE SEE TO WWW.NEXT50FOUNDATION.ORG FOR DETAILS.ANY SUBMISSION DEADLINES

NEXTFIFTY INITIATIVE WILL HAVE TWO GRANT APPLICATION CYCLES.

RESTRICTIONS AND LIMITATIONS ON AWARDSPLEASE SEE TO WWW.NEXT50FOUNDATION.ORG FOR DETAILS

**Application for Extension of Time To File an Exempt Organization
Return or Excise Taxes Related to Employee Benefit Plans**

OMB No. 1545-0047

File a separate application for each return.
Go to www.irs.gov/Form8868 for the latest information.

Electronic filing (e-file). You can electronically file Form 8868 to request up to a 6-month extension of time to file any of the forms listed below except for Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts. An extension request for Form 8870 must be sent to the IRS in a paper format (see instructions). For more details on the electronic filing of Form 8868, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-TE and Form 8879-TE for payment instructions.

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Part I - Identification

Type or Print File by the due date for filing your return. See instructions.	Name of exempt organization, employer, or other filer, see instructions. NEXTFIFTY INITIATIVE	Taxpayer identification number (TIN) 26-2700185
	Number, street, and room or suite no. If a P.O. box, see instructions. 2000 S COLORADO BLVD, TOWER 1, 5500	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DENVER, CO 80222-7900	

Enter the Return Code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 4720 (other than individual)	09
Form 4720 (individual)	03	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06	Form 5330 (individual)	13
Form 990-T (corporation)	07	Form 5330 (other than individual)	14
Form 1041-A	08	Form 990-T (governmental entities)	15

• After you enter your Return Code, complete either Part II or Part III. Part III, including signature, is applicable only for an extension of time to file Form 5330.

• If this application is for an extension of time to file Form 5330, you must enter the following information.

Plan Name _____
Plan Number _____
Plan Year Ending (MM/DD/YYYY) _____

Part II - Automatic Extension of Time To File for Exempt Organizations (see instructions)

The books are in the care of **TRACY LANGWORTHY - 2000 S COLORADO BLVD, TOWER 1, SUITE 5500 - DENVER, CO 80222**

Telephone No. **303-547-1800** Fax No. _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four-digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and TINs of all members the extension is for.

- 1** I request an automatic 6-month extension of time until **NOVEMBER 15**, 20 **25**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 **24** or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 71,474.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 69,474.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 2,000.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.Form **8868** (Rev. 1-2025)

Form 8879-TE

IRS E-file Signature Authorization
for a Tax Exempt Entity

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

For calendar year 2024, or fiscal year beginning _____, 2024, and ending _____, 20____

Do not send to the IRS. Keep for your records.
Go to www.irs.gov/Form8879TE for the latest information.

2024

Name of filer

NEXTFIFTY INITIATIVE

EIN or SSN

26-2700185

Name and title of officer or person subject to tax PETER KALDES
CEO

Part I Type of Return and Return Information

Check the box for the return for which you are using this Form 8879-TE and enter the applicable amount, if any, from the return. Form 8038-CP and Form 5330 filers may enter dollars and cents. For all other forms, enter whole dollars only. If you check the box on line 1a, 2a, 3a, 4a, 5a, 6a, 7a, 8a, 9a, or 10a below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, 5b, 6b, 7b, 8b, 9b, or 10b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a Form 990 check here	☐	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b
2a Form 990-EZ check here ...	☐	b Total revenue, if any (Form 990-EZ, line 9)	2b
3a Form 1120-POL check here	☐	b Total tax (Form 1120-POL, line 22)	3b
4a Form 990-PF check here ...	☒	b Tax based on investment income (Form 990-PF, Part V, line 5)	4b 64,840.
5a Form 8868 check here	☐	b Balance due (Form 8868, line 3c)	5b
6a Form 990-T check here	☐	b Total tax (Form 990-T, Part III, line 4)	6b
7a Form 4720 check here	☐	b Total tax (Form 4720, Part III, line 1)	7b
8a Form 5227 check here	☐	b FMV of assets at end of tax year (Form 5227, Item D)	8b
9a Form 5330 check here	☐	b Tax due (Form 5330, Part II, line 19)	9b
10a Form 8038-CP check here	☐	b Amount of credit payment requested (Form 8038-CP, Part III, line 22)	10b

Part II Declaration and Signature Authorization of Officer or Person Subject to Tax

Under penalties of perjury, I declare that ☒ I am an officer of the above entity or ☐ I am a person subject to tax with respect to (name of entity) _____, (EIN) _____ and that I have examined a copy of the 2024 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the electronic return and, if applicable, the consent to electronic funds withdrawal.

PIN: check one box only

☒ I authorize RUBINBROWN LLP to enter my PIN 80202
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the tax year 2024 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer or person subject to tax with respect to the entity, I will enter my PIN as my signature on the tax year 2024 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Signature of officer or person subject to tax

Date

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

43945763105

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2024 electronically filed return indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature RUBINBROWN LLP

Date

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8879-TE (2024)