

**Return of Private Foundation**

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

Do not enter Social Security numbers on this form as it may be made public.

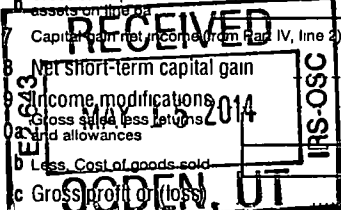
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>Kenneth Kendal King Foundation</b>		<b>A Employer identification number</b> 84-1148157
Number and street (or P O box number if mail is not delivered to street address) <b>100 Fillmore Street, 5th Floor</b>	Room/suite	<b>B Telephone number</b> 303-832-3200
City or town, state or province, country, and ZIP or foreign postal code <b>Denver, CO 80206</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>43,250,847.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received	250.		N/A	
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	1,703.	1,703.		
	<b>4</b> Dividends and interest from securities	1,039,544.	1,039,544.		
	<b>5a</b> Gross rents	116,800.	116,800.		
	<b>b</b> Net rental income or (loss)	<56,396.>			
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	1,247,855.			
	<b>b</b> Gross sales price for all assets on line 10				
	<b>c</b> Capital gain net income (from Part IV, line 2)		1,247,855.		
	<b>7</b> Net short-term capital gain				
	<b>8</b> Income modifications				
	<b>9</b> Gross sales less returns and allowances				
<b>10a</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss)					
<b>11</b> Other income	32,080.	32,080.		Statement 1	
<b>12</b> Total Add lines 1 through 11	2,438,232.	2,437,982.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	366,111.	63,022.		303,089.
	<b>14</b> Other employee salaries and wages	125,472.	77,472.		48,000.
	<b>15</b> Pension plans, employee benefits	78,500.	26,290.		52,210.
	<b>16a</b> Legal fees Stmt 2	256,605.	0.		256,605.
	<b>b</b> Accounting fees Stmt 3	69,410.	20,823.		48,587.
	<b>c</b> Other professional fees Stmt 4	42,501.	12,802.		29,699.
	<b>17</b> Interest	41.	41.		0.
	<b>18</b> Taxes Stmt 5	36,787.	36,787.		0.
	<b>19</b> Depreciation and depletion	64,598.	49,174.		
	<b>20</b> Occupancy	50,113.	15,370.		34,743.
	<b>21</b> Travel, conferences, and meetings	3,810.	0.		3,810.
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses Stmt 6	248,323.	172,284.		76,039.
	<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	1,342,271.	474,065.		852,782.
	<b>25</b> Contributions, gifts, grants paid	865,252.			865,252.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	2,207,523.	474,065.		1,718,034.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements	230,709.				
<b>b</b> Net investment income (if negative, enter -0-)		1,963,917.			
<b>c</b> Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
				(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			409,099.	409,099.	
	2	Savings and temporary cash investments		96,655.	2,261,541.	2,261,541.	
	3	Accounts receivable	15,678.				
		Less: allowance for doubtful accounts	10,500.	500.	5,178.	5,178.	
	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	6,133.	Statement 8			
		Less: allowance for doubtful accounts	0.		6,433.	6,133.	
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations	Stmt 9		0.	999,992.	999,990.
	b	Investments - corporate stock	Stmt 10		28,359,843.	25,527,932.	32,981,360.
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment basis	3,148,098.				
	Less accumulated depreciation	Stmt 7		1,201,421.	1,991,432.	6,351,136.	
12	Investments - mortgage loans						
13	Investments - other	Stmt 11		151,029.	99,659.	236,410.	
14	Land, buildings, and equipment: basis						
	Less accumulated depreciation			879,960.	0.	0.	
15	Other assets (describe )	Statement 12		376,916.	0.	0.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)			31,072,757.	31,300,966.	43,250,847.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe )	Security deposits		7,500.	5,000.	
	23	<b>Total liabilities</b> (add lines 17 through 22)			7,500.	5,000.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds			0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			31,065,257.	31,295,966.		
30	<b>Total net assets or fund balances</b>			31,065,257.	31,295,966.		
31	<b>Total liabilities and net assets/fund balances</b>			31,072,757.	31,300,966.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	31,065,257.
2	Enter amount from Part I, line 27a	2	230,709.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	31,295,966.
5	Decreases not included in line 2 (itemize)	5	0.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	31,295,966.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly traded securities		Various	Various
b Art & collectibles		Various	Various
c Wetar III		Various	Various
d Cancellation of life insurance policy		Various	Various
e Sale of exempt purpose assets		Various	Various

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			1,151,089.
b			92,847.
c			13,534.
d			<10,641.>
e			1,026.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			1,151,089.
b			92,847.
c			13,534.
d			<10,641.>
e			1,026.

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	1,247,855.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,063,787.	37,606,335.	.054879
2011	2,256,487.	36,583,370.	.061681
2010	1,665,765.	32,130,253.	.051844
2009	2,042,682.	25,847,812.	.079027
2008	2,829,999.	35,263,789.	.080252

2 Total of line 1, column (d)	2	.327683
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.065537
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	39,343,448.
5 Multiply line 4 by line 3	5	2,578,452.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,639.
7 Add lines 5 and 6	7	2,598,091.
8 Enter qualifying distributions from Part XII, line 4	8	1,718,034.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	39,278.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	39,278.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	39,278.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	74,914.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	74,914.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
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	35,636.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 35,636. Refunded <input type="checkbox"/>	11	0.	

**Part VII-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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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 XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____ CO		
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 General Instruction G? 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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 <b>kennethkingfoundation.org</b>	X		
14	The books are in care of <b>Kenneth King Foundation</b> Telephone no. <b>303-832-3200</b> Located at <b>100 Fillmore Street, 5th Floor, Denver, CO</b> ZIP+4 <b>80206</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
16	At any time during calendar year 2013, 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 Form TD F 90-22.1. If "Yes," enter the name of the foreign country		16	Yes No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes  No

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

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

Yes  No

6b

x

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?

Yes  No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 13		393,882.	29,822.	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
Brad Sweeney - 100 Fillmore St., 5th Floor, Denver, CO 80206	Office Manager 40.00	60,000.	7,908.	0.

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Holland & Hart P.O. Box 17283, Denver, CO 80217	Legal services	250,869.
<b>Total number of others receiving over \$50,000 for professional services</b>		0

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

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

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	33,305,246.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,234,228.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	5,403,113.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	39,942,587.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	39,942,587.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	599,139.
<b>5</b>	<b>Net value of noncharitable-use assets</b> . Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	39,343,448.
<b>6</b>	<b>Minimum investment return</b> . Enter 5% of line 5	<b>6</b>	1,967,172.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,967,172.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	39,278.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	39,278.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,927,894.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	1,395,889.
<b>5</b>	Add lines 3 and 4	<b>5</b>	3,323,783.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted</b> . Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	3,323,783.

**Part XII** **Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,718,034.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions</b> . Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,718,034.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions</b> . Subtract line 5 from line 4	<b>6</b>	1,718,034.

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

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,323,783.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011	261,945.			
e From 2012	199,548.			
f Total of lines 3a through e	461,493.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,718,034.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,718,034.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	461,493.			461,493.
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,144,256.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
b 85% of line 2a
c Qualifying distributions from Part XII, line 4 for each year listed
d Amounts included in line 2c not used directly for active conduct of exempt activities
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

Table with 5 columns: Tax year (a) 2013, Prior 3 years (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows correspond to items 2a-e and 3a-d.

3 Complete 3a, b, or c for the alternative test relied upon:
a "Assets" alternative test - enter:
(1) Value of all assets
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
c "Support" alternative test - enter:
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
(3) Largest amount of support from an exempt organization
(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

None

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

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

See Statement 14

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

<b>3. Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
All Points Transit PO Box 1416 Montrose, CO 81402		PC	Senior transportation	2,000.
Anchor Center for Blind Children 2550 Roslyn Street Denver, CO 80238		PC	General operating expenses.	5,000.
ARCS Foundation, Inc. PO Box 460874 Denver, CO 80246		PC	To provide one ARC scholarship in 2013.	5,000.
Assistance League of Colorado Springs 211 East Costilla Street Colorado Springs, CO 80903		PC	For 2013 Operation School Bell.	1,500.
Audio Information Network of Colorado 1700 55th Street, Suite A Boulder, CO 80301		PC	For general operating support.	2,500.
<b>Total</b>	See continuation sheet(s)		▶ 3a	865,252.
<b>b Approved for future payment</b>				
Colorado Symphony Association 1000 14th Street, Unit 15 Denver, CO 80202		PC	General operating support.	55,000.
<b>Total</b>			▶ 3b	55,000.





**Part XV** 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
Auraria Library 1100 Lawrence Street Denver, CO 80204		PC	\$50,000 for the Center for Colorado and the West fellows and \$50,000 for the Construction and	100,000.
Aurora Mental Health Center 11059 E. Bethany Drive, Suite 200 Aurora, CO 80014		PC	For the May 3 9th Annual Benefit Luncheon.	1,500.
Ballet Nouveau Colorado 3001 Industrial Lane, #12 Broomfield, CO 80020		PC	To support Community Education programs.	1,500.
Bayaud Industries 333 W. Bayaud Avenue Denver, CO 80223		PC	General operating expenses.	6,000.
Boy Scouts of America - Denver Area Council 10455 West 6th Avenue, Suite 100 Denver, CO 80215		PC	For the Golden Eagle fund.	2,500.
Boys and Girls Club of Chaffee County 340 East 5th Street Salida, CO 81201		PC	For the Summer Food Program.	2,500.
Boys and Girls Club of Northwest Colorado PO Box 1251 Craig, CO 81626		PC	General operating expenses.	1,500.
Brothers Redevelopment Inc. 2250 Eaton Street, Garden Level, Suite B Denver, CO 80214		PC	Home maintenance and repair program.	5,000.
Cancer League of Colorado PO Box 5373 Englewood, CO 80155		PC	General operating expenses	5,000.
Capital Research Center 1513 16th Street N.W. Washington, DC 20036		PC	General operating support.	250.
<b>Total from continuation sheets</b>				<b>849,252.</b>

<b>Part XV   Supplementary Information</b>				
<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
Capitol Hill Community Services 4000 E. Quincy Avenue Englewood, CO 80113		PC	\$20,000 for general operating, \$15,000 for First Baptist Church feeding program.	35,000.
Capitol Hill United Neighborhoods 1290 Williams Street, Suite 101 Denver, CO 80218		PC	General operating expenses.	2,500.
Care And Share Food Bank for Southern Colorado 2605 Preamble Point Colorado Springs, CO 80915		PC	General operating support.	5,000.
Carin Clinic 5150 Allison Street Arvada, CO 80002		PC	General operating support.	2,500.
Catholic Charities and Community Services of the Archdiocese of Denver, dba 2525 West Alameda Denver, CO 80219		PC	For Seton House.	1,500.
Catholic Charities of Diocese of Pueblo 429 W. 10th Street Pueblo, CO 81003		PC	General operating expenses.	1,500.
CHARG Resource Center 709 E. 12th Ave. Denver, CO 80203		PC	General operating expenses.	5,000.
Child & Migrant Services (CMS) 721 Peach Avenue Palisade, CO 81526		PC	General operating expenses.	1,500.
Church of the Holy Ghost 1900 California Street Denver, CO 80202		PC	For the social ministry.	2,000.
Clinica Tepeyac 5075 Lincoln Street Denver, CO 80216		PC	General operating expenses.	5,000.
<b>Total from continuation sheets</b>				

**Part XV** | **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
Colorado Ballet 1278 Lincoln Street Denver, CO 80203		PC	General operating expenses.	5,000.
Colorado Christian University 8787 West Alameda Ave. Lakewood, CO 80226		PC	Beckman Scholarship Annual Fund	5,000.
Colorado Hard at Work Kids (HAWKS) 1305 Krameria Street, Unit 200 Denver, CO 80220		PC	General operating expenses	1,500.
Colorado Historical Society 1300 Broadway Denver, CO 80203		PC	For the Make History Colorado campaign.	2,500.
Colorado Northwestern Community College Foundation (CNCC) 500 Kennedy Drive Rangely, CO 81648		PC	For the Charity Auction for dental supplies and dental hygeine program.	1,000.
Colorado Press Association Foundation 1336 Glenarm Place Denver, CO 80202		PC	General operating support.	2,500.
Colorado Symphony Association 1000 14th Street #15 Denver, CO 80202		PC	General operating expenses.	20,000.
Colorado Youth Baseball Foundation 8296 Jellison Street Arvada, CO 80005		PC	Uniforms and sports equipment for fast pitch softball teams.	500.
Cottonwood Institute PO Box 7067 Denver, CO 80207		PC	General operating expenses.	2,500.
Craig Hospital Foundation 3425 South Clarkson Street Englewood, CO 80113		PC	For the Adaptive Technology Lab.	10,000.
<b>Total from continuation sheets</b>				

**Part XV 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
Creative Growth, Inc. 9745 W. 77th Drive Arvada, CO 80005		PC	School programs in 2013	1,500.
Cross D Bar Recreation Foundation 2299 County Road 328 Westcliffe, CO 81252		PC	General operating expenses.	1,500.
Crossroads Ministry of Estes Park 851 Dry Gulch Road Estes park, CO 80517		PC	For flood relief including emergency assistance post Salvation Army, Red Cross and FEMA.	10,000.
Denver Health Foundation 655 Broadway, Suite 750 Denver, CO 80203		PC	For the child and adolescent unit.	2,500.
Denver Hospice 501 South Cherry Street, Suite 700 Denver, CO 80246		PC	General operating expenses.	5,000.
Denver Inner City Parish 1212 Mariposa Street Denver, CO 80204		PC	General operating.	1,000.
Denver Kids, Inc. 1330 Fox Street, 2nd Floor South Denver, CO 80204		PC	Program support.	1,500.
Denver Lions Foundation 5840 E. Evans Avenue, #302 Denver, CO 80222		PC	For the mission trip to Quito Lions, in Ecuador.	2,500.
Denver Lyric Opera Guild PO Box 339 Englewood, CO 80151		PC	For the 2013 competition.	10,000.
Denver Museum of Nature and Science 2001 Colorado Blvd. Denver, CO 80205		PC	For the Science Collections Initiative.	50,000.
<b>Total from continuation sheets</b>				

**Part XV** 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
Denver Urban Gardens 3377 Blake Street, #113 Denver, CO 80205		PC	General operating support.	500.
Denver Urban Ministries 1717 East Colfax Avenue Denver, CO 80218		PC	General operating support.	1,500.
Desert Edge Therapy 538 36 5/8 Road Palisade, CO 81526		PC	For materials/feed.	1,500.
Doctors Care 609 W. Littleton Blvd., Suite 100 Littleton, CO 80120		PC	General operating expenses.	2,500.
Domus Pacis PO Box 3366 Gold King Way Breckenridge, CO 80424		PC	General operating support.	1,500.
Dress for Success Denver 1510 High Street, 2nd Floor Denver, CO 80218		PC	General operating support.	1,500.
East High School - State Constitutional Scholars Team 1600 City Park Esplanade Denver, CO 80206		PC	For the 2013 trip to Washington D.C.	1,000.
Elbert County Coalition for Outreach 336 Comanche Street Kiowa, CO 80117		PC	Thrift store.	1,000.
Emergency Family Assistance Association 1575 Yarmouth Avenue Boulder, CO 80304		PC	General operating expenses.	1,500.
Empowerment International PO Box 1215 Lyons, CO 80540		PC	For general operating expenses.	2,500.
<b>Total from continuation sheets</b>				

**Part XV 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
Ensign Skills Center 3307 South College Avenue, Ste. 108 Fort Collins, CO 80525		PC	Matching grant providing support for Ensign Onsite.	10,000.
Estes Park Quota Foundation PO Box 1273 Denver, CO 80218		PC	Capital campaign for ambulance.	1,500.
Excelsior! Youth Centers 15001 East Oxford Avenue Aurora, CO 80014		PC	Aftercare program for vulnerable, emancipating Denver young women.	5,000.
FASB Fitness Festival Inc. 8390 East Crescent Parkway Greenwood Village, CO 80111		PC	Platinum sponsor in the 2013 Fitness Festival benefiting Cherry Creek Public Schools.	10,000.
First Baptist Church 1371 Grant Street Denver, CO 80203		PC	For the revitalization of First Baptist Church of Denver's ministry and mission to the city of Denver.	36,000.
First Baptist Church 1371 Grant Street Denver, CO 80203		PC	Capital improvements.	144.
First Baptist Church 1371 Grant Street Denver, CO 80203		PC	General operating support.	2,500.
First Baptist Church 1371 Grant Street Denver, CO 80203		PC	General operating support.	2,850.
First Baptist Church 1371 Grant Street Denver, CO 80203		PC	General operating support.	2,500.
Florence Crittenton Services of Colorado 55 S. Zuni Street Denver, CO 80223		PC	General operating support.	5,000.
<b>Total from continuation sheets</b>				

**Part XV 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
Freedom to Cowboy Therapeutic Riding Center 42510 County Road V Akron, CO 80720		PC	General operating expenses.	500.
Fremont Regional Elder Support at Home (F.R.E.S.H.) 1439 Main Street Canon City, CO 81212		PC	General operating expenses.	1,500.
Friends of Slavens School 3000 S. Clayton Street Denver, CO 80210		PC	General operating expenses.	1,500.
Friends of the Haven PO Box 102375 Denver, CO 80250		PC	For the Baby Haven.	1,500.
Friendship Bridge 405 Urban Street, Suite 140 Lakewood, CO 80228		PC	General operating expenses.	2,500.
Gathering Place 1535 High Street Denver, CO 80218		PC	General operating support.	2,500.
Geneva Glen Camp, Inc. PO Box 248 Geneva Glen, CO 80454		PC	For scholarships for 2013 summer.	1,500.
Global Livingston Institute 2649 Champa Street Denver, CO 80205		PC	For the new retreat center in Uganda.	2,500.
Goodwill Industries of Colorado Springs 1460 Garden of the Gods Road Colorado Springs, CO 80907		PC	To purchase a tunnel washer for Goodwill's Fresh Start Commercial Laundry facility.	50,000.
Goodwill Industries of Denver 6850 North Federal Boulevard Denver, CO 80221		PC	Youth Services	50,000.
<b>Total from continuation sheets</b>				

**Part XV** 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
Grand Junction Symphony Orchestra 225 North 5th Street, Suite 120 Grand Junction, CO 81501		PC	For the 2013 Season.	2,500.
Grand Valley Catholic Outreach 245 S. First Street Grand Junction, CO 81501		PC	General operating expenses.	1,000.
Grand Valley Zoological Quest 2612 H 3/4 Road Grand Junction, CO 81506		PC	General operating expenses.	1,500.
Greenway Foundation, aka South Platte River Greenway Foundation, Inc. 5299 DTC Blvd Suite 710 Greenwood Village, CO 80111		PC	General operating support.	500.
Haven House 4806 North River Road Olathe, CO 81425		PC	General operating support.	1,500.
HospiceCare of Boulder and Broomfield County 2594 Trailridge Drive East Lafayette, CO 80026		PC	In honor of Joe Kelly.	5,000.
I Love U Guys Foundation PO Box 1230 Bailey, CO 80421		PC	For the June 18th symposium.	500.
Inner-City Christian School Partnership 3560 Josephine Street Denver, CO 80205		PC	General operating expenses.	1,500.
Johnson & Wales University 7150 Montview Blvd. Denver, CO 80220		PC	General operating expenses.	21,000.
Junior Achievement - Rocky Mountain Inc. 1445 Market Street, Suite 200 Denver, CO 80220		PC	General operating support.	5,000.
<b>Total from continuation sheets</b>				

**Part XV** 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
Kempe Foundation for the Prevention and Treatment of Child Abuse and Neglec 13123 E. 16th Avenue, B390 Aurora, CO 80045		PC	General operating expenses.	5,000.
Kids in Need of Dentistry /KIND 2465 South Downing Street, Ste. 210 Denver, CO 80210		PC	General operating expenses.	10,000.
Liberty Day Colorado 1530 S. Zang Street Lakewood, CO 80228		PC	General operating expenses.	25,000.
Loaves and Fishes Ministries of Fremont County 241 Justice Center Road Canon City, CO 81212		PC	General operating expenses.	1,500.
Manna - The Durango Soup Kitchen 1100 Avenida de Sol Durango, CO 81302		PC	General operating expenses.	1,500.
Marble Retreat PO Box 176 Carbondale, CO 81632		PC	Scholarship funding.	1,500.
Marine Corps Scholarship Foundation PO Box 3008 Princeton, NJ 08543		PC	General operating expenses.	550.
Mental Health America of Colorado 1385 S. Colorado Blvd., Ste. 610 Denver, CO 80222		PC	Check Your Head program and Mental Health First Aid Training.	2,500.
Mesa Verde Foundation 823 S. Perry Street, Suite 120 Castle Rock, CO 80104		PC	To stablize the structural integrity of Cliff Palace.	2,500.
Metro CareRing 1100 E. 18th Avenue Denver, CO 80203		PC	Hunger Relief Center	10,000.
<b>Total from continuation sheets</b>				

**Part XV** 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
Mi Casa 360 Acoma Street Denver, CO 80223		PC	General operating expenses.	2,500.
Mile High Down Syndrome Association, Inc. 2121 S. Oneida, Ste. 600 Denver, CO 80224		PC	General operating expenses.	1,000.
Moffat County 4H Foundation 539 Barclay St Craig, CO 81625		PC	Contribution to the Shane and Shelly Wilson Scholarship Program.	500.
Mt. Evans Hospice, Inc. 3081 Bergen Peak Drive Evergreen, CO 80439		PC	For the Home and Hospice program.	1,500.
National Day of Prayer Task Force 3710 Sinton Road, Ste. 220 Colorado Springs, CO 80962		PC	General operating expenses.	1,500.
National Repertory Orchestra P.O. Box 6336 Breckenridge, CO 80424		PC	General operating expenses.	2,500.
Northwest Colorado Visiting Nurses Association, Inc. 940 Central Park Drive Steamboat Springs, CO 80487		PC	General operating support.	2,500.
OneMorgan County 815 W. Platte Avenue Fort Morgan, CO 80701		PC	General operating support.	2,500.
Open Door Ministries PO Box 18018 Denver, CO 80218		PC	General operating support.	2,500.
Parents Challenge 2 N. Cascade Avenue, Suite 1280 Colorado Springs, CO 80903		PC	General operating support.	1,000.
<b>Total from continuation sheets</b>				

**Part XV 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
Pedal the Plains 1625 Broadway, Ste. 2700 Denver, CO 80202		PC	For the 2013 Pedal the Plains program.	2,500.
Phillips Foundation One Massachusetts Avenue NW, Suite 620 Washington, CO 20001		PC	For the Novac Journalism Award.	1,500.
Price Pioneer Museum PO Box 131 Florence, CO 81226		PC	General operating expenses.	1,500.
Pueblo Community College Foundation 900 West Orman Avenue, AB-194 Pueblo, CO 81004		PC	Scholarships	2,500.
Pueblo Cooperative Care Center 325 W. 10th Street Pueblo, CO 81003		PC	General operating support.	2,500.
Rainbow Bridge, aka Bessie's Hope PO Box 12675 Denver, CO 80212		PC	To support the annual fundraiser.	2,500.
Regis University 3333 Regis Blvd., Mail Code B-4 Denver, CO 80221		PC	To help Arrupe Jesuit High School students attend Regis University.	12,000.
Respite Care Inc. 6203 S. Lemay Fort Collins, CO 80525		PC	For summer camp 2013.	1,500.
Roaring Fork School District RE-1 160 Snowmass Drive Carbondale, CO 81623		PC	To give at-risk students scholarships for tuition at Crystal River Elementary School	12,458.
Rocky Mountain Children's Law Center 1325 S. Colorado Boulevard, Suite 308 Denver, CO 80222		PC	General operating expenses.	2,500.
<b>Total from continuation sheets</b>				

**Part XV 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
Sacred Heart House of Denver 2844 Lawrence Street Denver, CO 80205		PC	General operating expenses.	1,500.
Savio House 325 King Street Denver, CO 80219		PC	General operating expenses.	2,500.
Senior Assistance Center 2839 West 44th Avenue Denver, CO 80211		PC	General operating expenses.	2,500.
Senior Support Services 846 E. 18th Avenue Denver, CO 80218		PC	General operating expenses.	5,000.
Senior Support Services 846 E. 18th Avenue Denver, CO 80218		PC	General operating expenses.	1,500.
Sigma Chi Foundation 1714 Hinman Avenue Evanston, IL 60201		PC	General operating expenses.	40,000.
South Broadway Christian Church 23 Lincoln Street Denver, CO 80203		PC	For Just Give a Jam Sandwich Ministry to serve 400 more lunches each week.	2,500.
Southern Colorado Repertory Theatre 131 E. Main Street Trinidad, CO 81082		PC	For a theatrical production of the Ludlow massacre.	500.
Spring Institute for International Studies 1610 Emerson Street Denver, CO 80218		PC	General operating and strategic planning/program development.	20,000.
St. Mary's Academy 4545 South University Blvd. Englewood, CO 80110		PC	General operating expenses.	2,500.
<b>Total from continuation sheets</b>				

**Part XV** 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
St. Mary's Hospital Foundation 2635 N. 7th Street Grand Junction, CO 81502		PC	For the Foster Grandparent program.	2,500.
St. Vincent de Paul School 1164 S. Josephine Street Denver, CO 80210		PC	For the 2013 Great Expectations Fundraiser.	1,500.
Stanley Museum of Colorado 333 Wonderview Avenue Estes Park, CO 80517		PC	General operating	1,000.
Street Fraternity PO Box 7463 Denver, CO 80207		PC	To help create the electronic music recording studio.	2,500.
The Delores Project PO Box 1406 Denver, CO 80201		PC	Steps to Stability program.	2,500.
Therapeutic Riding & Education Center 225 North Watusi Drive Pueblo West, CO 81007		PC	General operating expenses	2,500.
Tu Casa PO Box 473 Alamosa, CO 81101		PC	To create the SLV CAC within Tu Casa's current building.	10,000.
University of Denver 2197 S. University Blvd. Denver, CO 80208		PC	Emerging Leaders in Development program.	1,000.
University of Northern Colorado Foundation Campus Box 20 Greeley, CO 80639		PC	To purchase technology and furnishings for the Michener Library's Adaptive Technology and Group Study Rooms.	6,000.
Volunteers of America 2660 Larimer Street Denver, CO 80205		PC	For the Campaign for the Future to build a new VOA Early Childhood Learning Center in southwest	25,000.
<b>Total from continuation sheets</b>				

**Part XV** 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
Warren Village 1323 Gilpin Street Denver, CO 80218		PC	Elevator renovation project.	15,000.
We Don't Waste 3560 Walnut Street, Unit A Denver, CO 80205		PC	General operating expenses.	10,000.
Women with a Cause PO Box 1048 Golden, CO 80402		PC	General operating expenses.	500.
Work Options for Women 1200 Fedral Boulevard Denver, CO 80204		PC	General operating expenses.	1,500.
Yampa Valley Crisis Pregnancy Center PO Box 761 Craig, CO 81626		PC	General operating expenses.	500.
Young America's Foundation PO Box 2518 Santa Barbara, CA 93120		PC	General operating expenses.	1,500.
<b>Total from continuation sheets</b>				

**Part XV** | **Supplementary Information**

**3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

Name of Recipient - Auraria Library

\$50,000 for the Center for Colorado and the West fellows and \$50,000

for the Construction and Renovation fund.

Name of Recipient - Volunteers of America

For the Campaign for the Future to build a new VOA Early Childhood

Learning Center in southwest Denver.

Form 990-PF	Other Income		Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Securities litigation proceeds	6,420.	6,420.		
Wetar partnership income	2,249.	2,249.		
Oil and gas royalties	23,411.	23,411.		
<b>Total to Form 990-PF, Part I, line 11</b>	<b>32,080.</b>	<b>32,080.</b>		

Form 990-PF	Legal Fees			Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Holland & Hart	250,869.	0.		250,869.	
McNamara Roseman & Kazmierski	1,992.	0.		1,992.	
Patrick A. Schilken	844.	0.		844.	
Sherman & Howard	2,900.	0.		2,900.	
<b>To Fm 990-PF, Pg 1, ln 16a</b>	<b>256,605.</b>	<b>0.</b>		<b>256,605.</b>	

Form 990-PF	Accounting Fees			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Avocet Accounting	14,000.	4,200.		9,800.	
Kundinger, Corder & Engle, P.C.	42,450.	12,735.		29,715.	
Bob Scullion	12,960.	3,888.		9,072.	
<b>To Form 990-PF, Pg 1, ln 16b</b>	<b>69,410.</b>	<b>20,823.</b>		<b>48,587.</b>	

Form 990-PF	Other Professional Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Williams Consulting	767.	0.		767.
William Crow Jewelry	1,150.	1,150.		0.
Cyopsis	1,687.	0.		1,687.
Fidelity National Title Company	550.	550.		0.
JRES	2,500.	2,500.		0.
Numismax	700.	700.		0.
Pearl Meyer & Partners	23,835.	0.		23,835.
Placer Title Company	1,000.	1,000.		0.
Rocky Mountain Business Valuation	3,410.	0.		3,410.
Van Horn Engineering	6,902.	6,902.		0.
To Form 990-PF, Pg 1, ln 16c	42,501.	12,802.		29,699.

Form 990-PF	Taxes			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Property taxes (Erie, Grass Valley & Estes Park)	13,858.	13,858.		0.
Oil & gas taxes	3,479.	3,479.		0.
Property taxes (900 Penn)	10,693.	10,693.		0.
Property taxes (901 Penn)	8,757.	8,757.		0.
To Form 990-PF, Pg 1, ln 18	36,787.	36,787.		0.

Form 990-PF	Other Expenses			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Auto	2,771.	1,455.		1,316.
Dues and subscriptions	5,878.	178.		5,700.
Life insurance premiums	19,750.	0.		19,750.
Other insurance	41,095.	14,461.		26,634.
Information technology	2,456.	0.		2,456.

Office expenses	18,038.	0.	18,038.
Repairs and maintenance	48,569.	48,015.	554.
Miscellaneous	2,164.	573.	1,591.
Other rental expenses	86,420.	86,420.	0.
Other rental expenses	21,182.	21,182.	0.
<b>To Form 990-PF, Pg 1, ln 23</b>	<b>248,323.</b>	<b>172,284.</b>	<b>76,039.</b>

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Form 990-PF	Depreciation of Assets Held for Investment	Statement	7
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value	Fair Market Value
Land	1,136,035.	0.	1,136,035.	2,961,665.
Buildings	1,707,085.	971,021.	736,064.	3,336,480.
Furniture & fixtures	52,991.	39,726.	13,265.	52,991.
Building improvements	251,987.	145,919.	106,068.	0.
<b>To 990-PF, Part II, ln 11</b>	<b>3,148,098.</b>	<b>1,156,666.</b>	<b>1,991,432.</b>	<b>6,351,136.</b>

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Form 990-PF	Other Notes and Loans Receivable	Statement	8
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Description	Balance Due	Doubtful Acct Allowance	FMV of Loan
Brad Sweeney	6,133.	0.	6,133.
<b>Total to Fm 990-PF, Part II, ln 7</b>	<b>6,133.</b>	<b>0.</b>	<b>6,133.</b>

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Form 990-PF	U.S. and State/City Government Obligations	Statement	9
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U.S. Treasury Bill	x		999,992.	999,990.
<b>Total U.S. Government Obligations</b>			<b>999,992.</b>	<b>999,990.</b>
<b>Total State and Municipal Government Obligations</b>				
<b>Total to Form 990-PF, Part II, line 10a</b>			<b>999,992.</b>	<b>999,990.</b>

Form 990-PF	Corporate Stock	Statement 10
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Description	Book Value	Fair Market Value
Chevron Corp	3,544,722.	4,996,400.
Coca Cola Co	5,919,640.	8,262,000.
Conoco Phillips Corp	3,260,374.	4,521,600.
Kraft Foods Group	1,231,074.	1,940,760.
McDonalds Corp	3,787,231.	4,560,410.
Philip Morris Intl	1,791,226.	2,295,875.
Microsoft Corp	2,994,760.	3,270,943.
Wells Fargo & Co	2,998,905.	3,133,372.
<b>Total to Form 990-PF, Part II, line 10b</b>	<b>25,527,932.</b>	<b>32,981,360.</b>

Form 990-PF	Other Investments	Statement 11
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Description	Valuation Method	Book Value	Fair Market Value
Wetar III Partnership	COST	97,679.	234,430.
Mineral interests	COST	1,260.	1,260.
Oil interests	COST	720.	720.
<b>Total to Form 990-PF, Part II, line 13</b>		<b>99,659.</b>	<b>236,410.</b>

Form 990-PF	Other Assets	Statement 12
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Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Cash surrender value of life insurance policy	376,916.	0.	0.
<b>To Form 990-PF, Part II, line 15</b>	<b>376,916.</b>	<b>0.</b>	<b>0.</b>

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Form 990-PF                      Part VIII - List of Officers, Directors                      Statement 13  
   Trustees and Foundation Managers

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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	Expense Account
Robert F. Sweeney 100 Fillmore St., 5th Floor Denver, CO 80206	Former President & Chairman 40.00	130,382.	3,388.	0.
Janice Fritsch 100 Fillmore St., 5th Floor Denver, CO 80206	President 40.00	150,000.	14,881.	0.
Minnie P. Lundberg 100 Fillmore St., 5th Floor Denver, CO 80206	Former Treasurer 2.00	83,500.	11,553.	0.
Matthew R. Banner, III 100 Fillmore St., 5th Floor Denver, CO 80206	Director 2.00	10,000.	0.	0.
Timothy Welker 100 Fillmore St., 5th Floor Denver, CO 80206	Chairman & Secretary 2.00	10,000.	0.	0.
John Love 100 Fillmore St., 5th Floor Denver, CO 80206	Treasurer 2.00	10,000.	0.	0.
Jay Davidson 100 Fillmore St., 5th Floor Denver, CO 80206	Former Director 2.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		393,882.	29,822.	0.

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Form 990-PF

Grant Application Submission Information  
Part XV, Lines 2a through 2d

Statement 14

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Name and Address of Person to Whom Applications Should be Submitted

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grants@kennethkingfoundation.org

Name of Grant Program

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Job creation and entrepreneurship

Email Address

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grants@kennethkingfoundation.org

Form and Content of Applications

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Letter of inquiry should be submitted via email to grants@kennethkingfoundation.org. Additional information regarding grant guidelines can be found on the Foundation's website at www.kennethkingfoundation.org.

Any Submission Deadlines

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March 2 of each calendar year.

Restrictions and Limitations on Awards

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Further information can be found at www.kennethkingfoundation.org.

**Attachment 1 to Form 4720**

**The Kenneth Kendal King Foundation**

**EIN: 84-1148157**

**Line B: Description and Documentation of Corrective Action Taken**

The Kenneth Kendal King Foundation (the "Foundation") was incorporated in 1990 by Kenneth Kendal King. The Foundation received some funding from Mr. King during his lifetime, but received most of its funding after Mr. King died in 1992. The Foundation was a beneficiary of Mr. King's estate and received several million dollars worth of stock, real estate and other assets from the estate.

Beginning in 1992, the members of the Foundation's Board of Directors (the "Board") included a long-time friend of Mr. King, Robert F. Sweeney ("Sweeney"). Sweeney became the President of the Foundation in 1993 and a paid employee of the Foundation in 1994. Sweeney continued to serve as the Foundation's President and was a paid employee of the Foundation until mid-June 2013. He continued to serve as a Director of the Foundation until late July 2013.

In early 2013, the Foundation engaged an accounting firm to conduct the Foundation's 2012 audit. In March 2013, the auditor advised the Board that Sweeney had engaged in several acts of self-dealing during 2011 and 2012 and had caused the Foundation to make several taxable expenditures during 2012.

Following receipt of the auditor's report, the Board formed an Audit Committee, which had as its members four of the Foundation's six directors. The Audit Committee conducted an investigation of Sweeney and the Board removed Sweeney as President and terminated his employment with the Foundation on June 12, 2013. Sweeney was removed from the Board on July 23, 2013.

The paragraphs below describe two acts of self-dealing that occurred in 2012 and that were not corrected as of December 31, 2013.

1. Transfer to or Use by Disqualified Person of Foundation Assets (Schedule A, Part 1(a), Item 1)

In 2002, without the approval of the Board, Sweeney caused the Foundation to purchase a long-term care insurance policy for the benefit of Sweeney and his wife. The policy included a rider which provided for the return of 80% of the premiums paid if the policy was maintained for a period of ten years (the "Refund Rider").

Although the Board had not initially approved Sweeney's purchase of the long-term care policy, the Foundation paid the premiums on the policy from 2002 through 2012. The Board approved payment of the premiums through its general approval of budgets and financial statements that included expenditures for long-term care insurance premiums. However, the Board never reviewed or approved the insurance policy and was not aware of the Refund Rider.

The premiums were not included in Sweeney's taxable income, but in most years were disclosed as part of Sweeney's compensation on the Foundation's Forms 990-PF.

**Attachment 1 to Form 4720**

**The Kenneth Kendal King Foundation**

**EIN: 84-1148157**

**Line B: Description and Documentation of Corrective Action Taken**

In 2012, after the policy had been maintained for ten years, Sweeney cancelled the policy and received a refund of premiums totaling \$99,818.20 (the "Premium Refund").

Sweeney never informed the Board about the Refund Rider or of his receipt of the Premium Refund. However, another employee of the Foundation reviewed the long-term care policy, learned about the Refund Rider and, in February 2013, discovered an IRS Form 1099-LTC (the "Form 1099") issued to Sweeney by the long-term care insurance company in connection with its payment of the Premium Refund. The employee provided the Form 1099 to the Foundation's auditors and the auditors, in turn, provided the Form 1099 to the Board in early 2013. This was the first knowledge that the disinterested members of the Board had of the Refund Rider or the Premium Refund.

In June 2013 and again in September 2013 the Foundation demanded that Sweeney repay the Premium Refund to the Foundation. Sweeney has refused to do so.

The Refund Rider was never approved by the Foundation and the Foundation never approved Sweeney's receipt of the Premium Refund as compensation. Consequently, the Premium Refund was an asset of the Foundation and Sweeney's receipt of and failure to repay the Premium Refund to the Foundation was an act of self-dealing.

**2. Transfer to or Use by Disqualified Person of Foundation Assets, (Schedule A, Part 1(a), Items 2 and 3)**

On March 30, 2012 and again on October 26, 2012, without the approval of the Board, Sweeney caused the Foundation to pay \$100 to another employee of the Foundation to provide Sweeney with transportation home from the airport after traveling on non-Foundation business. The Foundation has demanded repayment of the \$200, but Sweeney has not repaid the \$200 to the Foundation.

Form 4720	Taxes on Managers, Self Dealers, Disqualified Persons, Donors, Donor Advisors and Related Persons	Statement	1
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Taxpayer Name, Address and Identification Number	Type of Tax
Robert F. Sweeney 521-52-5846 22095 East Chestnut Place Aurora, CO 80016	
Tax on Self Dealing - Sch A (Manager) Act Num: 2, Transfer to or Use by Disqualified Person of	5.
Tax on Self Dealing - Sch A (Self) Act Num: 2, Transfer to or Use by Disqualified Person of	10.
Tax on Self Dealing - Sch A (Manager) Act Num: 3, Transfer to or Use by Disqualified Person of	5.
Tax on Self Dealing - Sch A (Manager) Act Num: 1, Transfer to or Use by Disqualified Person of	4,991.
Tax on Self Dealing - Sch A (Self) Act Num: 1, Transfer to or Use by Disqualified Person of	9,982.
Tax on Self Dealing - Sch A (Self) Act Num: 3, Transfer to or Use by Disqualified Person of	10.
<b>Total Tax Included on Page 1, Part II-A, Column L</b>	<b>15,003.</b>

Form 4720	Schedule A - Initial Taxes on Self-Dealing Acts of Self-Dealing and Tax Computation	Statement 2
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Act No.	Date of Act	Description	Question Number	Amount Involved	Initial Tax on Self-Dealing	Tax on Foundation Mgr
1	12/01/12	Transfer to or Use by Disqualified Person of Foundation Assets				
			1c	99,818.	9,982.	4,991.
2	03/30/12	Transfer to or Use by Disqualified Person of Foundation Assets				
			1c	100.	10.	5.
3	10/26/12	Transfer to or Use by Disqualified Person of Foundation Assets				
			1c	100.	10.	5.
Total Tax on Self-Dealing				100,018.	10,002.	5,001.

Form 4720	Schedule A - Summary of Tax Liability of Self-Dealers and Proration of Payments	Statement 3
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Name of Self-dealers Liable for Tax	Act Number	Tax from Part I or Prorated Amt	Self-dealers Tax Liability
Robert F. Sweeney	2	10.	
	1	9,982.	
	3	10.	
			10,002.
Total Initial Taxes on Self-Dealers			10,002.

Form 4720	Schedule A - Summary of Tax Liability of Foundation Managers and Proration of Payments	Statement 4
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Name of Foundation Managers Liable for Tax	Act Number	Tax from Part I or Prorated Amt	Manager's Tax Liability
Robert F. Sweeney	2	5.	
	3	5.	
	1	4,991.	
			5,001.
Total Initial Taxes on Foundation Managers			5,001.