

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2008

Department of the Treasury
Internal Revenue Service

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

For calendar year **2008**, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation GILL FOUNDATION Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 2215 Market Street City or town, state, and ZIP code Denver, CO 80205	A Employer identification number 84-1264186 B Telephone number 303-292-4455
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H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 154,538,054.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

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	6,745,131.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	433,632.	433,632.		
4 Dividends and interest from securities	1,702,201.	2,093,282.		
5a Gross rents	34,517.	34,517.		
b Net rental income or (loss)	34,517.			
6a Net gain or (loss) from sale of assets not on line 10	4,351,181.			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		6,561,397.		
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	39,852.	39,852.		Statement 1
12 Total. Add lines 1 through 11	13,306,514.	9,162,680.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	291,536.	3,829.		287,707.
14 Other employee salaries and wages	947,168.	46,258.		900,910.
15 Pension plans, employee benefits	275,013.	11,119.		263,893.
16a Legal fees Stmt 2	56,655.	0.		56,655.
b Accounting fees Stmt 3	31,434.	7,875.		23,559.
c Other professional fees Stmt 4	1,020,549.	777,890.		242,659.
17 Interest				
18 Taxes Stmt 5	<893,231.>	0.		0.
19 Depreciation and depletion	236,790.	0.		
20 Occupancy	51,340.	10,743.		40,597.
21 Travel, conferences, and meetings	228,381.	6,135.		222,246.
22 Printing and publications	62,209.	0.		62,209.
23 Other expenses Stmt 6	266,240.	1,005.		265,240.
24 Total operating and administrative expenses. Add lines 13 through 23	2,574,084.	864,854.		2,365,675.
25 Contributions, gifts, grants paid	10,025,683.			10,351,630.
26 Total expenses and disbursements. Add lines 24 and 25	12,599,767.	864,854.		12,717,305.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	706,747.			
b Net investment income (if negative, enter -0-)		8,297,826.		
c Adjusted net income (if negative, enter -0-)			N/A	

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization GILL FOUNDATION	Employer identification number 84-1264186
	Number, street, and room or suite no. If a P.O. box, see instructions. 2215 Market Street	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Denver, CO 80205	

Check type of return to be filed (File a separate application for each return):

Form 990
 Form 990-EZ
 Form 990-T (sec. 401(a) or 408(a) trust)
 Form 1041-A
 Form 5227
 Form 8870
 Form 990-BL
 Form 990-PF
 Form 990-T (trust other than above)
 Form 4720
 Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

The Foundation

• The books are in the care of 2215 Market Street - Denver, CO 80205
 Telephone No. 303-292-4455 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 EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15, 2009.

5 For calendar year 2008, or other tax year beginning _____, and ending _____.

6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension
Additional time is needed to gather the information to prepare a complete and accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	127,512.
b If this application is for Form 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 and any amount paid previously with Form 8868.	8b	\$	127,512.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Laurie Anderson Title CPA Date 7.29.09

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				
	2	Savings and temporary cash investments		16,639,062.	7,329,651.	7,329,651.
	3	Accounts receivable	3,126,637.			
		Less: allowance for doubtful accounts		731,939.	3,126,637.	3,126,637.
	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		44,335.	49,252.	49,252.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	Stmt 8	161,700.	147,610.	147,610.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	Stmt 9	187,245,628.	137,882,037.	137,882,037.	
14	Land, buildings, and equipment: basis	7,398,347.				
	Less: accumulated depreciation	Stmt 7	1,395,480.	5,418,207.	6,002,867.	
15	Other assets (describe)					
16	Total assets (to be completed by all filers)		210,240,871.	154,538,054.	154,538,054.	
Liabilities	17	Accounts payable and accrued expenses		332,993.	288,510.	
	18	Grants payable		1,459,420.	1,133,475.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
22	Other liabilities (describe)	Statement 10	1,148,742.	93,138.		
23	Total liabilities (add lines 17 through 22)		2,941,155.	1,515,123.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		207,299,716.	153,022,931.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances		207,299,716.	153,022,931.		
31	Total liabilities and net assets/fund balances		210,240,871.	154,538,054.		

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	207,299,716.
2	Enter amount from Part I, line 27a	2	706,747.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	208,006,463.
5	Decreases not included in line 2 (itemize) <u>Unrealized loss on investments</u>	5	54,983,532.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	153,022,931.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statements			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			6,561,397.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			6,561,397.

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	6,561,397.
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 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))
2007	11,974,118.	196,368,785.	.060978
2006	13,891,900.	173,417,554.	.080107
2005	13,234,299.	164,647,203.	.080380
2004	10,174,816.	158,796,972.	.064074
2003	9,953,732.	143,333,077.	.069445

2 Total of line 1, column (d)	2	.354984
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	.070997
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	183,098,960.
5 Multiply line 4 by line 3	5	12,999,477.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	82,978.
7 Add lines 5 and 6	7	13,082,455.
8 Enter qualifying distributions from Part XII, line 4	8	13,540,505.

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 letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	82,978.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	82,978.
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	82,978.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	77,512.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	127,512.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	4.	
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	44,530.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax	11	44,530.	Refunded

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 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
4b 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 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 2008 or the taxable year beginning in 2008 (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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.gillfoundation.org</u>	13	X	
14	The books are in care of ► <u>Lauren Arnold, CFO</u> Telephone no. ► <u>303-292-4455</u> Located at ► <u>2215 Market Street, Denver, CO</u> ZIP+4 ► <u>80205</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the 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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 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 2008.)	3b	X
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 2008?	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
 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

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

5b		
6b		X
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 11		291,536.	44,509.	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
Patrick Flaherty 2215 Market Street, Denver, CO 80205	Deputy Director of Mat'l Programs 40.00	94,100.	16,189.	
Bruce Brothers 2215 Market Street, Denver, CO 80205	Director of Operating & Special Prog. 20.00	78,883.	7,284.	
Marcie Moore-Gantz 2215 Market Street, Denver, Co 80205	Deputy Director of Philanthropy 40.00	71,058.	10,711.	
Debra Hansen 2215 Market Street, Denver, CO 80205	Director of Finance 20.00	66,655.	3,780.	
Julie Voyles 2215 Market Street, Denver, CO 80205	Sr. Program Officer 40.00	61,739.	11,353.	

Total number of other employees paid over \$50,000 1

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
Wellington Trust Company, NA 75 State Street, Boston, MA 02109	Investment manager	130,295.
Silchester International 780 Third Avenue, New York, NY 10017	Investment manager	119,847.
Forker & Associates 9674 E. Arapahoe Rd. #170, Greenwood Village,	HR Consultants	67,387.
Provident Construction 12424 E. Weaver Place, Centennial, CO 80111	Remodeling contractor	473,659.
Monticello Associates One Tabor Center, Denver, CO 80202	Investment advisor	115,000.

Total number of others receiving over \$50,000 for professional services ▶ 3

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.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	174,126,833.
b	Average of monthly cash balances	1b	11,760,436.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	185,887,269.
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	185,887,269.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,788,309.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	183,098,960.
6	Minimum investment return. Enter 5% of line 5	6	9,154,948.

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

1	Minimum investment return from Part X, line 6	1	9,154,948.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	82,978.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	82,978.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,071,970.
4	Recoveries of amounts treated as qualifying distributions	4	8,832.
5	Add lines 3 and 4	5	9,080,802.
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 XIII, line 1	7	9,080,802.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	12,717,305.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	823,200.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	13,540,505.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	82,978.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,457,527.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				9,080,802.
2 Undistributed Income, if any, as of the end of 2007:				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	2,739,637.			
b From 2004	2,489,293.			
c From 2005	5,274,021.			
d From 2006	6,422,891.			
e From 2007	2,504,079.			
f Total of lines 3a through e	19,429,921.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$	13,540,505.			
a Applied to 2007, 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 2008 distributable amount				9,080,802.
e Remaining amount distributed out of corpus	4,459,703.			
5 Excess distributions carryover applied to 2008 (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	23,889,624.			
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
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 2003 not applied on line 5 or line 7	2,739,637.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	21,149,987.			
10 Analysis of line 9:				
a Excess from 2004	2,489,293.			
b Excess from 2005	5,274,021.			
c Excess from 2006	6,422,891.			
d Excess from 2007	2,504,079.			
e Excess from 2008	4,459,703.			

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 2008, enter the date of the ruling
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2008	(b) 2007	Prior 3 years		
			(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the 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).)
- Tim Gill
- 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 of the person to whom applications should be addressed:
- See Statement 12
- b** The form in which applications should be submitted and information and materials they should include:
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

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

Recipient	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 Paid during the year				
See Statement 13				
Total			▶ 3a	10,351,630.
b Approved for future payment				
Total See Statement 14			▶ 3b	1,132,475.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	433,632.	
4 Dividends and interest from securities			14	1,702,201.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			16	34,517.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	<200,417.>	18	4,551,598.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Proceeds from litigation related to					
b investment funds			14	39,852.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		<200,417.>		6,761,800.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		6,561,383.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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 | | X |
| (2) Other assets | | X |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | X |
| (3) Rental of facilities, equipment, or other assets | X | |
| (4) Reimbursement arrangements | X | |
| (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
b(3)	29,412.	Gill Action Fund	See Statement 15
b(4)	405,326.	Gill Action Fund	
c		Gill Action Fund	

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

b If "Yes," complete the following schedule.

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) or fiduciary is based on all information of which preparer has any knowledge.

Sign Here	<i>Lauren Arnold</i>	11-5-09	Chief Financial Officer	
	Signature of officer or trustee	Date	Title	
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number
	Firm's name (or yours if self-employed), address, and ZIP code		EIN	Phone no.

303-534-5953

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No. 1545-0047

2008

Name of the organization

Employer identification number

GILL FOUNDATION

84-1264186

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

General Rule

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

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

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

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization GILL FOUNDATION	Employer identification number 84-1264186
--	---

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Timothy Gill 461 Race Street Denver, CO 80206	\$ 6,745,131.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

GILL FOUNDATION

84-1264186

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Ownership interest in Newport Asia partnership.	\$ 6,745,131.	01/02/08

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 Wellington Micro Cap	P	Various	Various
b Silchester Partnership	P	Various	Various
c Park Street Capital	P	Various	Various
d TIFF III	P	Various	Various
e TIFF III	P	Various	Various
f TIFF Private Equity Partners	P	Various	Various
g TIFF Private Equity Partners	P	Various	Various
h Newport Asia	P	Various	Various
i Labrador Ventures	P	Various	Various
j Zone Ventures II	P	Various	Various
k Pouschine Cook	P	Various	Various
l First Mark III	P	Various	Various
m Welsh Caron	P	Various	Various
n Draper Fisher Jurvetson	P	Various	Various
o Farallon	P	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			<700,583.>
b			947,276.
c			<3,472.>
d			343,875.
e			<10,488.>
f			117,449.
g			<67,313.>
h			<93,412.>
i			<106,616.>
j			<268,634.>
k			<310,892.>
l			131,654.
m			93,418.
n			<52,287.>
o			1,842,654.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<700,583.>
b			947,276.
c			<3,472.>
d			343,875.
e			<10,488.>
f			117,449.
g			<67,313.>
h			<93,412.>
i			<106,616.>
j			<268,634.>
k			<310,892.>
l			131,654.
m			93,418.
n			<52,287.>
o			1,842,654.

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

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 Frontenac VIII	P	Various	Various
b Fox Paine	P	Various	Various
c Fox Paine III	P	Various	Various
d Palo Alto	P	Various	Various
e Palo Alto	P	Various	Various
f TIFF IV	P	Various	Various
g TIFF IV	P	Various	Various
h Zone Ventures II Annex	P	Various	Various
i HBK Offshore Fund	P	Various	Various
j OZ Overseas Fund	P	Various	Various
k Tosca	P	Various	Various
l DivX	P	Various	Various
m Park Street Cap NRF III	P	Various	Various
n Park Street Cap NRF III	P	Various	Various
o UBTI Losses Reported on 990T			

(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			<169,982.>
b			1,345.
c			<13,576.>
d			<621,587.>
e			<94,459.>
f			2,838,797.
g			<22,153.>
h			<160,429.>
i			1,846,671.
j			1,465,195.
k			<407,121.>
l			<187,150.>
m			28,805.
n			<6,004.>
o			200,416.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<169,982.>
b			1,345.
c			<13,576.>
d			<621,587.>
e			<94,459.>
f			2,838,797.
g			<22,153.>
h			<160,429.>
i			1,846,671.
j			1,465,195.
k			<407,121.>
l			<187,150.>
m			28,805.
n			<6,004.>
o			200,416.

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	6,561,397.
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

Form 990-PF	Other Income	Statement	1
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Proceeds from litigation related to investment funds	39,852.	39,852.	
Total to Form 990-PF, Part I, line 11	39,852.	39,852.	

Form 990-PF	Legal Fees	Statement	2
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Caplin & Drysdale	19,783.	0.		19,783.
Holme Roberts & Owen, LLP	19,450.	0.		19,450.
Brownstein Hyatt Farber	8,573.	0.		8,573.
Hogan & Hartson	8,849.	0.		8,849.
To Fm 990-PF, Pg 1, ln 16a	56,655.	0.		56,655.

Form 990-PF	Accounting Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TASC	507.	0.		507.
Fidelity Payroll	2,979.	0.		2,979.
Fidelity 401K Services	3,250.	0.		3,250.
Kundinger, Corder & Engle, P.C.	23,865.	7,875.		15,990.
Scott Panter	833.	0.		833.
To Form 990-PF, Pg 1, ln 16b	31,434.	7,875.		23,559.

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
Appletree Partners	7,372.	7,372.		0.
Draper Fisher Jurvetson Fund VI	52,849.	52,849.		0.
Fox Paine Capital Fund II	19,343.	19,343.		0.
Fox Paine International Fund	22,117.	22,117.		0.
Frontenac VIII LP	41,296.	41,296.		0.
Labrador Ventures IV, LP	46,831.	46,831.		0.
Meritage Private Equity	15,851.	15,851.		0.
Paine & Partners Capital Fund III	32,028.	32,028.		0.
TIFF Partners III	5,104.	5,104.		0.
TIFF Partners IV	63,698.	63,698.		0.
TIFF Private Equity Partners	26,812.	26,812.		0.
Wellington Trust Company Micro-Cap	130,295.	130,295.		0.
Welsh, Carson, Anderson Zone Ventures	29,164.	29,164.		0.
Silchester Int'l	50,283.	50,283.		0.
Monticello Associates	119,847.	119,847.		0.
5280 Solutions, LLC	115,000.	115,000.		0.
Box Studio	439.	0.		439.
Branistorming a la mod	197.	0.		197.
Highland PR, Inc.	2,054.	0.		2,054.
Humanetic Consulting Service	18,658.	0.		18,658.
ICB Consulting	34,977.	0.		34,977.
Jack Ziegler	2,530.	0.		2,530.
John R. Oraves	2,000.	0.		2,000.
lea Ann Purvis	525.	0.		525.
Lee Hecht Harrison, LLP	609.	0.		609.
Forker & Associates	1,250.	0.		1,250.
Marcum Partners	67,387.	0.		67,387.
Nancy Henderson	20,453.	0.		20,453.
Qortex, LLC	913.	0.		913.
Richard J. Daniluk	10,465.	0.		10,465.
Scott Panter	32,511.	0.		32,511.
The Center for Effective Philanthropy	7,710.	0.		7,710.
PR Newswire	14,191.	0.		14,191.
Other consultants	2,733.	0.		2,733.
	23,057.	0.		23,057.
To Form 990-PF, Pg 1, ln 16c	1,020,549.	777,890.		242,659.

Form 990-PF	Taxes			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2007 excise taxes paid in 2008	25,796.	0.		0.
2008 excise taxes paid in 2008	77,512.	0.		0.
Decrease in deferred excise taxes payable	<1,055,604.>	0.		0.
Federal income taxes paid in 2008	49,065.	0.		0.
Colorado income taxes paid in 2008	10,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	<893,231.>	0.		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
Technology & software Recruitment & staff development	38,253.	0.		38,253.
Contract labor	54,536.	0.		54,536.
Office supplies & equipment	25,361.	0.		25,361.
Postage	53,439.	909.		52,530.
Dues	6,905.	96.		6,809.
Miscellaneous fees	2,730.	0.		2,730.
Sponsorships	26,272.	0.		26,272.
Public relations	51,473.	0.		51,473.
Communications	3,478.	0.		3,478.
To Form 990-PF, Pg 1, ln 23	3,793.	0.		3,798.
	266,240.	1,005.		265,240.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 7

Description	Cost or Other Basis	Accumulated Depreciation	Book Value	Fair Market Value
Land	1,394,102.	0.	1,394,102.	1,394,102.
Land Improvements	219,676.	36,613.	183,063.	183,063.
Buildings	3,778,405.	732,955.	3,045,450.	3,045,450.
Furniture & fixtures	360,804.	275,625.	85,179.	85,179.
Building improvements	1,210,428.	135,044.	1,075,384.	1,075,384.
Equipment	434,932.	215,243.	219,689.	219,689.
To 990-PF, Part II, ln 14	7,398,347.	1,395,480.	6,002,867.	6,002,867.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
Universal American	76,099.	76,099.
DivX	0.	0.
MedAssets	71,511.	71,511.
Total to Form 990-PF, Part II, line 10b	147,610.	147,610.

Form 990-PF Other Investments Statement 9

Description	Valuation Method	Book Value	Fair Market Value
Wellington Micro Cap Equity	FMV	2,732,429.	2,732,429.
ICAP Offshore Fund	FMV	4,751,428.	4,751,428.
Indus Asia Prime	FMV	739,338.	739,338.
Children's Investment Fund	FMV	3,877,499.	3,877,499.
Indus Japan	FMV	3,099,638.	3,099,638.
Indus Asia	FMV	3,053,441.	3,053,441.
Park Street Capital	FMV	2,476,545.	2,476,545.
Spinnaker GEM	FMV	6,121,250.	6,121,250.
Highfields Capital	FMV	8,051,939.	8,051,939.
Silchester	FMV	10,513,343.	10,513,343.
Indus Alternative Equity	FMV	27,598.	27,598.
TIFF III	FMV	1,083,579.	1,083,579.
TIFF Private Equity Partners 2005	FMV	2,818,432.	2,818,432.
Meritage	FMV	887,492.	887,492.
Newport Asia	FMV	8,228,903.	8,228,903.
Labrador Ventures	FMV	192,895.	192,895.

Zone Ventures II	FMV	523,998.	523,998.
Pouschine Cook	FMV	1,193,358.	1,193,358.
Pouschine Cook Capital Partners II	FMV	830,855.	830,855.
FirstMark III	FMV	4,777,463.	4,777,463.
HBK Offshore	FMV	7,640,155.	7,640,155.
Welsh Carsen	FMV	5,708,487.	5,708,487.
Draper Fisher Jurvetson	FMV	2,144,009.	2,144,009.
Farallon	FMV	10,406,329.	10,406,329.
Frontenac VIII	FMV	2,131,559.	2,131,559.
Fox Paine International	FMV	4,281,056.	4,281,056.
Fox Paine	FMV	5,183.	5,183.
Tosca	FMV	2,175,735.	2,175,735.
Och Ziff	FMV	11,156,537.	11,156,537.
Paine & Partners Capital Fund	FMV	130,931.	130,931.
Palo Alto	FMV	5,554,997.	5,554,997.
Impala	FMV	4,493,658.	4,493,658.
Paine & Partners III	FMV	1,607,406.	1,607,406.
TIFF IV	FMV	6,917,302.	6,917,302.
Appletree Partners II	FMV	2,344,341.	2,344,341.
Zone Ventures II Annex	FMV	277,779.	277,779.
Tudor Global Emerging Markets	FMV	4,925,150.	4,925,150.
Total to Form 990-PF, Part II, line 13		137,882,037.	137,882,037.

Form 990-PF	Other Liabilities	Statement	10
Description		BOY Amount	EOY Amount
Deferred excise taxes payable		1,148,742.	93,138.
Total to Form 990-PF, Part II, line 22		1,148,742.	93,138.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Tim Gill 2215 Market Street Denver, CO 80205	President & Chair 10.00	0.	0.	0.
David Dechman 2215 Market Street Denver, CO 80205	Treasurer 1.00	0.	0.	0.
Urvashi Vaid 2215 Market Street Denver, CO 80205	Secretary 1.00	0.	0.	0.
Tim Sweeney 2215 Market Street Denver, CO 80205	Executive Director 20.00	95,901.	9,775.	0.
Katherine Peck 2215 Market Street Denver, CO 80205	VP of National Programs 10.00	42,934.	6,575.	0.
Mary Lou Makepiece 2215 Market Street Denver, CO 80205	VP of Colorado Programs 40.00	152,701.	28,159.	0.
Totals included on 990-PF, Page 6, Part VIII		291,536.	44,509.	0.

Form 990-PF

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

Statement 12

Name and Address of Person to Whom Applications Should be Submitted

grantsmanager@gillfoundation.org; juliev@gillfoundation.org;

Telephone Number

N/A

Form and Content of Applications

A letter of inquiry is required before an organization will be considered for funding. If it is determined that an organization will be considered for funding, the organization will be asked to submit an application and directed to the appropriate form.

Any Submission Deadlines

The deadline for the letter of inquiry is May 1st of each year.

Restrictions and Limitations on Awards

Funding guidelines are available on the Foundation's website:
www.gillfoundation.org.

Form 990-PF

Grants and Contributions
Paid During the Year

Statement 13

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
9-5 Colorado, 655 Broadway, Suite 400, Denver, CO 80203	None support for nonpartisan civic engagement programs	Public Charity	15,000.
ACORN Institute, 2609 Canal Street, New Orleans, LA 70117	None general operating support for work in Colorado	Public Charity	10,000.
Adoption Alliance, 2121 South Oneida Street, Suite #420, Denver, CO 80224	None general operating support	Public Charity	500.
AIDSpirit Montana, 521 Custer Avenue, Billings, MT 59101	None general operating support	Public Charity	1,500.
Alexander Foundation, PO Box 1995, Denver, CO 80201	None general operating support	Public Charity	5,000.
Alliance for Justice, 11 Dupont Circle, 2nd floor, Washington, DC 20036	None support for Nonprofit Advocacy Project	Public Charity	35,000.
Alliance for Justice, 11 Dupont Circle, 2nd floor, Washington, DC 20036	None general operating support	Public Charity	50,000.

American Association of University Professors 1012 14th Street NW Suite 500, Washington, DC 20005	None general operating support	Public Charity	25,000.
American Civil Liberties Union Foundation 125 Broad St. 18th Floor, New York, NY 10004-2400	None general operating support	Public Charity	200,000.
American Civil Liberties Union Foundation of Colorado 400 Corona Street, Denver, CO 80218	None support for nonpartisan civic engagement programs	Public Charity	10,000.
American Constitution Society for Law and Policy 1333 H St NW, 11th Floor, Washington, DC 20005	None general operating support	Public Charity	25,000.
Asian and Pacific Islander Wellness Center 730 Polk Street, 4th Floor, San Francisco, CA 94109-7813	None project support	Public Charity	15,000.
Association of Black Foundation Executives 55 Exchange Place, New York, NY 10005	None Institutional Membership	Public Charity	1,500.
Astraea Foundation, 116 E 16th St, 7th Floor, New York, NY 10003-2112	None general operating support	Public Charity	150,000.
Audre Lorde Project, 85 South Oxford St., Brooklyn, NY 11217-1607	None general operating support	Public Charity	5,000.

Bea Romer College of Parental Arts 1600 Stout Street, #900, Denver, CO 80202	None LGBT program support	Public Charity	15,000.
Bell Policy Center, 1801 Broadway Suite 280, Denver, CO 80202	None general operating support	Public Charity	50,000.
Bell Policy Center, 1801 Broadway Suite 280, Denver, CO 80202	None general operating support	Public Charity	50,000.
Boulder County AIDS Project, 2118 14th Street, Boulder, CO 80302	None general operating support	Public Charity	15,000.
Boulder County AIDS Project, 2118 14th Street, Boulder, CO 80302	None general operating support	Public Charity	20,000.
Boulder County Public Health, 529 Coffman, Suite 200, Longmont, CO 80501	None support for the OASOS program	Public Charity	15,000.
Boulder Pride, PO Box 1018, Boulder, CO 80306	None general operating support	Public Charity	3,445.
Boulder Pride, PO Box 1018, Boulder, CO 80306	None general operating support	Public Charity	10,000.
Buntport Theater, 717 Lipan Street, Denver, CO 80204	None general operating support	Public Charity	5,000.

Carnegie Mellon University, 5000 Forbes Avenue, Pittsburgh, PA 15213	None	Public Charity	30,000.
	deliberative polling		
CASA of the Pikes Peak Region, 701 S. Cascade, Colorado Springs, CO 80903	None	Public Charity	5,000.
	general operating support		
Center for Captive Chimpanzee Care PO Box 12220, Ft Pierce, FL 34979	None	Public Charity	20,000.
	general operating support		
Center for Community Change, 1536 U Street, NW, Washington, DC 20009	None	Public Charity	1,000.
	general operating support		
Center for Community Change, 1536 U Street, NW, Washington, DC 20009	None	Public Charity	50,000.
	Generation Change program support		
Center for Independent Media, 1825 Connecticut Ave NW, Ste 625, Washington,	None	Public Charity	150,000.
	general operating support		
Chicago Theological Seminary, 5757 South University Avenue, Chicago, IL 6063	None	Public Charity	50,000.
	endowment		
Chicago Theological Seminary, 5757 South University Avenue, Chicago, IL 6063	None	Public Charity	50,000.
	endowment		

Children's Hospital Foundation, 13123 East 16th Avenue, Box 045, Denver, CO	None	Public Charity	5,000.
	program support for the 2008 Youth Alley		
Children's Hospital Foundation, 13123 East 16th Avenue, Box 045, Denver, CO	None	Public Charity	9,100.
	general operating support		
Children's Museum of Denver, 2121 Children's Museum Drive, Denver, CO 80211	None	Public Charity	10,000.
	LGBT program support		
Cimarron Alliance Foundation, PO Box 18432, Oklahoma City, OK 73154	None	Public Charity	5,000.
	support of messaging efforts in Oklahoma		
Citizens for Responsibility and Ethics in Washington, D.C., Inc. 1400 Eye Street, NW, Suite 450, Washington, DC 20005	None	Public Charity	25,000.
	general operating support		
Citizens for Responsibility and Ethics in Washington, D.C., Inc. 1400 Eye Street, NW, Suite 450, Washington, DC 20005	None	Public Charity	125,000.
	general operating support		
Coloradans for Fairness and Equality PO Box 1620, Denver, CO 80201	None	Public Charity	60,000.
	support for the Colorado C-3 Round Tables		
Colorado AIDS Project, 2490 W 26th Ave. Suite 300A, Denver, CO 80211	None	Public Charity	60,000.
	general operating support		

Colorado Black Women Endowment Fund Inc 2444 Washington Street, Denver, CO 80205	None African American Voter Registration	Public Charity	5,000.
Colorado Center on Law and Policy, 789 Sherman Street, Suite 300, Denver, CO	None nonpartisan civic engagement programs	Public Charity	15,000.
Colorado Children's Campaign, 1580 Lincoln Street, Suite 420, Denver, CO 802	None general operating support	Public Charity	5,000.
Colorado College, 14 East Cache La Poudre, Colorado Springs, CO 80903-3298	None Gill Scholars program	Public Charity	2,000.
Colorado College, 14 East Cache La Poudre, Colorado Springs, CO 80903-3298	None Gill Scholars program	Public Charity	4,000.
Colorado Housing Investment Fund Coalition 670 Santa Fe Drive, Denver, CO 80204	None nonpartisan civic engagement programs	Public Charity	5,000.
Colorado Nonprofit Development Center 4130 Tejon Street, Suite A, Denver, CO 80211	None Colorado Anti-Violence Program	Public Charity	5,000.
Colorado Nonprofit Development Center 4130 Tejon Street, Suite A, Denver, CO 80211	None Colorado Anti-Violence Program	Public Charity	25,000.

Colorado Progressive Coalition, 1600 Downing Street, Suite 210, Denver, CO 8	None general operating support	Public Charity	500.
Colorado Progressive Coalition, 1600 Downing Street, Suite 210, Denver, CO 8	None nonpartisan civic engagement programs	Public Charity	10,000.
Colorado Springs Conservatory, 1600 North Union Blvd., Colorado Springs, CO	None general operating support	Public Charity	500.
Colorado Youth At Risk, 1156 Delaware Street, Denver, CO 80204	None general operating support	Public Charity	14,000.
Commercial Closet Association Corporation 29 Avenue B, #3H, New York, NY 10009	None operational support	Public Charity	25,000.
Community Foundation Serving Greeley and Weld County 711 8th Avenue, Greeley, CO 80631	None general operating support	Public Charity	2,000.
Community Shares of Colorado, 1536 Wynkoop Street, Suite 202, Denver, CO 802	None general operating support	Public Charity	500.
Council on Foundations, 2121 Crystal Drive, Suite 700, Arlington, VA 22202	None COF 2008 Dues	Public Charity	21,990.

Denver Art Museum, 100 West 14th Avenue Parkway, Denver, CO 80204	None general operating support	Public Charity	10,000.
Denver Indian Center, 4407 Morrison Road, Denver, CO 80219	None general operating support	Public Charity	14,000.
EQTX: Equality Texas Foundation, PO Box 2340, Austin, TX 78768	None general operating support	Public Charity	1,000.
Equal Rights Washington Foundation P.O. Box 12216, Seattle, WA 98102	None general operating support	Public Charity	1,000.
Equality Arizona Foundation, PO Box 25044, Phoenix, AZ 85002-5044	None general operating support	Public Charity	1,000.
Equality California Institute, 2370 Market Street, 2nd Floor, San Francisco,	None general operating support	Public Charity	5,000.
Equality California Institute, 2370 Market Street, 2nd Floor, San Francisco,	None general operating support	Public Charity	25,000.
Equality California Institute, 2370 Market Street, 2nd Floor, San Francisco,	None support for Let California Ring	Public Charity	100,000.
Equality California Institute, 2370 Market Street, 2nd Floor, San Francisco,	None support for Let California Ring	Public Charity	300,000.

Equality Federation Institute, 2069A Mission Street, San Francisco, CA 94111	None	Public Charity	25,000.
	staffing support for the National Collaborative		
Equality Federation Institute, 2069A Mission Street, San Francisco, CA 94111	None	Public Charity	150,000.
	general operating support		
Equality Federation Institute, 2069A Mission Street, San Francisco, CA 94111	None	Public Charity	200,000.
	Advocacy Service Project, general operating support		
Equality Forum, 1420 Locust Street, Ste 300, Philadelphia, PA 19102	None	Public Charity	15,000.
	project support for GLBT History Month		
Equality Maine Foundation, PO Box 1951, Portland, ME 04104	None	Public Charity	1,000.
	general operating support		
Equality Maryland Foundation, 1319 Apple Avenue, Silver Spring, MD 20910	None	Public Charity	100,000.
	relationship recognition work in Maryland		
Equality NC Foundation, PO Box 28768, Raleigh, NC 27011-8768	None	Public Charity	1,000.
	general operating support		

Equality Ohio Education Fund, 50 West Broad Street, Suite 1970, Columbus, OH	None	Public Charity	1,000.
	general operating support		
Equality Virginia Education Fund, 403 N Robinson St, Richmond, VA 23220	None	Public Charity	1,000.
	general operating support		
Family Pride Coalition dba Family Equality Council PO Box 206, Boston, MA 02133	None	Public Charity	15,000.
	support for the LGBTQ National Family Summit		
Family Pride Coalition dba Family Equality Council PO Box 206, Boston, MA 02133	None	Public Charity	50,000.
	general operating support		
First Congregational Church - United Church of Christ 20 E. Saint Vrain St., Colorado Springs, CO 80903	None	Public Charity	2,000.
	support for educational lecture series		
Front Range Economic Strategy Center 140 Sheridan Blvd, Denver, CO 80226	None	Public Charity	10,000.
	nonpartisan civic engagement programs		
Garden State Equality Educational Fund 67 Church Street, Montclair, NJ 07042	None	Public Charity	100,000.
	field program		
Garden State Equality Educational Fund 67 Church Street, Montclair, NJ 07042	None	Public Charity	100,000.
	support for marriage equality work		
Gay and Lesbian Advocates and Defenders 30 Winter Street, Suite 800, Boston, MA 02108	None	Public Charity	125,000.
	OMA challenge and New England Regional Marriage Work		

Gay and Lesbian Alliance Against Defamation 104 W 29th Street, New York, NY 10001	None support for the Transgender Messaging Project	Public Charity	5,000.
Gay and Lesbian Alliance Against Defamation 104 W 29th Street, New York, NY 10001	None LGBT movement organization	Public Charity	10,000.
Gay and Lesbian Alliance Against Defamation 104 W 29th Street, New York, NY 10001	None MAP Messaging Toolkit	Public Charity	200,000.
Gay and Lesbian Alliance Against Defamation 104 W 29th Street, New York, NY 10001	None MAP Messaging Toolkit	Public Charity	200,000.
Gay and Lesbian Alliance Against Defamation 104 W 29th Street, New York, NY 10001	None to conduct a national poll	Public Charity	240,000.
Gay and Lesbian Leadership Institute, Inc. 1133 15th Street, NW, Suite 350, Washington, DC 20005	None general operating support	Public Charity	75,000.
Gay Men's Health Crisis, 119 W. 24th St., New York, NY 10011	None Savor 2008 event sponsorship	Public Charity	10,000.
Gay, Lesbian and Straight Education Network 90 Broad Street, 2nd Floor, New York, NY 10004	None general operating and program support	Public Charity	500.
Gay, Lesbian and Straight Education Network 90 Broad Street, 2nd Floor, New York, NY 10004	None general operating support	Public Charity	1,000.

Gay, Lesbian and Straight Education Network 90 Broad Street, 2nd Floor, New York, NY 10004	None event sponsorship	Public Charity	3,000.
Gay, Lesbian and Straight Education Network 90 Broad Street, 2nd Floor, New York, NY 10004	None general operating support	Public Charity	30,000.
Gay, Lesbian and Straight Education Network 90 Broad Street, 2nd Floor, New York, NY 10004	None general operating support	Public Charity	100,000.
Gender Identity Center of Colorado, Inc 3895 Upham St., Suite 40, Wheat Ridge, CO 80033	None general operating support	Public Charity	5,000.
Gender PAC, 1731 Connecticut Ave NW, 4th Floor, Washington, DC 20009	None general operating support	Public Charity	1,200.
Gender PAC, 1731 Connecticut Ave NW, 4th Floor, Washington, DC 20009	None transition of organization's mission and message	Public Charity	5,000.
Gender PAC, 1731 Connecticut Ave NW, 4th Floor, Washington, DC 20009	None transition of organization's mission and message	Public Charity	5,000.
Gender PAC, 1731 Connecticut Ave NW, 4th Floor, Washington, DC 20009	None transition of organization's mission and message	Public Charity	5,000.

Gender PAC, 1731 Connecticut Ave NW, 4th Floor, Washington, DC 20009	None	Public Charity	10,000.
	transition of organization's mission and message		
Gender PAC, 1731 Connecticut Ave NW, 4th Floor, Washington, DC 20009	None	Public Charity	25,000.
	transition of organization's mission and message		
Gender PAC, 1731 Connecticut Ave NW, 4th Floor, Washington, DC 20009	None	Public Charity	30,000.
	university policies and practices, Black Men & Boys initiative		
GroundSpark, 2180 Bryant Street, Suite 203, San Francisco, CA 94110	None	Public Charity	25,000.
	National Safe Schools Roundtable		
GroundSpark, 2180 Bryant Street, Suite 203, San Francisco, CA 94110	None	Public Charity	100,000.
	general operating support		
GSA Network, 1550 Bryant St, Ste. 800, San Francisco, CA 94103	None	Public Charity	40,000.
	program support and purchase Donor Management System		
Hispanics in Philanthropy, 200 Pine Street, Suite 700, San Francisco, CA 941	None	Public Charity	25,000.
	general operating support		

Housing Works, 57 Willoughby St, Brooklyn, NY 11201	None project support for 'New Ryan White'	Public Charity	15,000.
Howard Dental Center, 1420 Ogden Street, Denver, CO 80218	None general operating support	Public Charity	3,745.
Human Rights Campaign Foundation, 1640 Rhode Island Ave NW, Washington, DC 2	None general operating support	Public Charity	80,000.
In the Life Media, Inc, 184 5th Avenue 4th Fl, New York, NY 10010	None sponsorship for ITL's 2008 Season Premiere Gala	Public Charity	10,000.
In the Life Media, Inc, 184 5th Avenue 4th Fl, New York, NY 10010	None general operating support	Public Charity	50,000.
Independent Sector, PO Box 758736, Baltimore, MD 21275	None institutional membership	Public Charity	11,000.
Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None general operating support	Public Charity	1,600.
Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None general operating support	Public Charity	1,690.

Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None	Public Charity	8,310.
	general operating support		
Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None	Public Charity	15,000.
	general operating support		
Intermedia Arts of Minnesota, Inc, 2822 Lyndale Avenue South, Minneapolis, M	None	Public Charity	15,000.
	program support for Two-Spirit Press Room		
International Federation of Black Prides 910 M Street NW, #304, Washington, DC 20001	None	Public Charity	30,000.
	general operating support		
International Federation of Black Prides 910 M Street NW, #304, Washington, DC 20001	None	Public Charity	30,000.
	support for a National Black/Brown LGBT Coalition Summit		
International Federation of Black Prides 910 M Street NW, #304, Washington, DC 20001	None	Public Charity	90,000.
	support for National Black/Brown LGBT Conference		
International Gay and Lesbian Human Rights Commission 80 Maiden Lane, Suite 1505, New York, NY 10038	None	Public Charity	2,500.
	general operating support		
Just Media, 1536 Wynkoop St, Ste 201, Denver, CO 80202	None	Public Charity	25,000.
	education, outreach and media awareness efforts		

Lambda Community Center, 212 South Mason Street, Fort Collins, CO 80524	None general operating support	Public Charity	10,000.
Lambda Legal Defense & Education Fund 120 Wall St, #1500, New York, NY 10005-3904	None general operating support	Public Charity	500.
Lambda Legal Defense & Education Fund 120 Wall St, #1500, New York, NY 10005-3904	None in honor of Thomas Koveleskie	Public Charity	500.
Lambda Legal Defense & Education Fund 120 Wall St, #1500, New York, NY 10005-3904	None program support for Advocates for Informed Choice	Public Charity	10,000.
Lambda Legal Defense & Education Fund 120 Wall St, #1500, New York, NY 10005-3904	None general operating support	Public Charity	125,000.
Latina Initiative, 1536 Wynkoop Street, 4B, Denver, CO 80202	None nonpartisan civic engagement programs	Public Charity	15,000.
LGBT Labor Leadership Initiative, 815 16th Street NW, Washington, DC 20006	None LGBT Union Certification Program	Public Charity	50,000.
Liberty Education Forum, 1901 Pennsylvania Ave NW, Suite 902, Washington, DC	None general operating support	Public Charity	100,000.

Liberty Hill Foundation, 2121 Cloverfield Blvd, Suite 113, Santa Monica, CA	None	Public Charity	750.
	Upton Sinclair Awards Dinner		
Love Makes A Family Foundation, 576 Farmington Ave, Hartford, CT 06105	None	Public Charity	50,000.
	religious organizing project		
Mass Equality Education Fund, 11 Beacon Street, Suite 1125, Boston, MA 02108	None	Public Charity	50,000.
	support for marriage equality work in New England.		
Matthew Shepard Foundation, 1580 Lincoln Street, Suite 1150, Denver, CO 8020	None	Public Charity	5,000.
	for general operating support		
Matthew Shepard Foundation, 1580 Lincoln Street, Suite 1150, Denver, CO 8020	None	Public Charity	20,000.
	General Operating Support		
Matthew Shepard Foundation, 1580 Lincoln Street, Suite 1150, Denver, CO 8020	None	Public Charity	25,000.
	general operating support		
Mautner Project, 1875 Connecticut Ave, NW, Ste 710, Washington, DC 20009	None	Public Charity	10,000.
	general operating support		

Media Matters for America, 1625 Massachusetts Ave, NW, Suite 300, Washington	None	Public Charity	350,000.
	general operating support for Colorado Media Matters		
Metropolitan State College of Denver Foundation Campus Box 14, PO Box 173362, Denver, CO 80217-3362	None	Public Charity	2,000.
	program support for Gill Scholars program		
Mi Casa, 360 Acoma Street, Denver, CO 80223	None	Public Charity	1,000.
	general operating support		
Montana Human Rights Network, PO Box 1509, Helena, MT 59624	None	Public Charity	35,000.
	program support for polling		
Museum of Contemporary Art-Denver, 1485 Delgany Street, Denver, CO 80202	None	Public Charity	35,000.
	general operating support		
Naral Pro-Choice Colorado Foundation 1905 Sherman Street Suite 800, Denver, CO 80203	None	Public Charity	15,000.
	nonpartisan civic engagement programs		
National Black Justice Coalition, 1638 R Street, NW Suite 300, Washington, D	None	Public Charity	25,000.
	Strategic Event Sponsorship		
National Black Justice Coalition, 1638 R Street, NW Suite 300, Washington, D	None	Public Charity	35,000.
	National Strategic Partnership Convening		

National Black Justice Coalition, 1638 R Street, NW Suite 300, Washington, D	None general operating, program, and sponsorship support	Public Charity	90,000.
National Center for Lesbian Rights 870 Market St, Ste. 370, San Francisco, CA 94102	None general operating support	Public Charity	1,000.
National Center for Lesbian Rights 870 Market St, Ste. 370, San Francisco, CA 94102	None general operating support	Public Charity	2,500.
National Center for Lesbian Rights 870 Market St, Ste. 370, San Francisco, CA 94102	None general operating support	Public Charity	3,000.
National Center for Lesbian Rights 870 Market St, Ste. 370, San Francisco, CA 94102	None general operating support	Public Charity	50,000.
National Center for Lesbian Rights 870 Market St, Ste. 370, San Francisco, CA 94102	None general operating support	Public Charity	140,000.
National Center for Transgender Equality 1325 Massachusetts Ave, NW 700, Washington, DC 20005	None general operating support	Public Charity	25,000.
National Center for Transgender Equality 1325 Massachusetts Ave, NW 700, Washington, DC 20005	None general operating support	Public Charity	25,000.
National Gay and Lesbian Task Force Foundation 1325 Massachusetts Avenue NW Ste 600, Washington, DC 20005	None sponsorship of Creating Change, Colorado LGBT leaders scholarships	Public Charity	25,000.

National Gay and Lesbian Task Force Foundation 1325 Massachusetts Avenue NW Ste 600, Washington, DC 20005	None to develop briefing materials for a new federal administration	Public Charity	40,000.
National Gay and Lesbian Task Force Foundation 1325 Massachusetts Avenue NW Ste 600, Washington, DC 20005	None general operating support	Public Charity	275,000.
New Era Colorado Foundation, 2025 16th Street, Boulder, CO 80302	None nonpartisan civic engagement programs	Public Charity	25,000.
Northern Colorado AIDS Project, 400 Remington, Suite 100, Fort Collins, CO 8	None general operating support	Public Charity	10,000.
Northern Colorado AIDS Project, 400 Remington, Suite 100, Fort Collins, CO 8	None general operating support	Public Charity	10,000.
Northern Colorado AIDS Project, 400 Remington, Suite 100, Fort Collins, CO 8	None general operating support	Public Charity	20,000.
Opera Colorado, 695 S. Colorado Blvd., Suite 20, Denver, CO 80246	None general operating support	Public Charity	5,000.
Parents Families and Friends of Lesbians and Gays, Boulder 4475 Laguna Place, #207, Boulder, CO 80303	None event sponsorship for the 2008 PFLAG Regional Conference	Public Charity	4,000.

Parents, Families and Friends of Lesbians and Gays 1726 M Street NW, Suite 400, Washington, DC 20036-4521	None Let California Ring campaign	Public Charity	30,000.
Parents, Families and Friends of Lesbians and Gays 1726 M Street NW, Suite 400, Washington, DC 20036-4521	None support for marriage equality efforts in Iowa	Public Charity	30,000.
Partnership for Community Design, PO Box 383, Colorado Springs, CO 80901	None general operating support	Public Charity	2,000.
People for the American Way Foundation 2000 M Street NW, Ste 400, Washington, DC 20036	None support for YEO National Convening	Public Charity	50,000.
Pikes Peak Community Foundation, 730 N. Nevada Avenue, Colorado Springs, CO	None general operating support	Public Charity	5,000.
Pikes Peak Gay and Lesbian Community Center PO Box 607, Colorado Springs, CO 80901	None general operating support	Public Charity	320.
Pikes Peak Gay and Lesbian Community Center PO Box 607, Colorado Springs, CO 80901	None nonpartisan civic engagement programs	Public Charity	5,000.
Pikes Peak Gay and Lesbian Community Center PO Box 607, Colorado Springs, CO 80901	None general operating support	Public Charity	9,680.

Pikes Peak Gay and Lesbian Community Center PO Box 607, Colorado Springs, CO 80901	None general operating support	Public Charity	10,000.
Pikes Peak Lavender Film Festival, PO Box 1987, Colorado Springs, CO 80901	None event sponsorship for the 2008 Pikes Peak Lavender Film Festival	Public Charity	3,000.
Point Foundation, 2753 Broadway, Suite 317, New York, NY 10025	None event sponsorship	Public Charity	2,500.
Pride Foundation, 1122 E Pike St, PMB 1001, Seattle, WA 98122	None to serve towards match posed by Bill & Melinda Gates Foundation	Public Charity	25,000.
ProgressNow.org, 1536 Wynkoop Street, #200, Denver, CO 80202	None nonpartisan civic engagement programs	Public Charity	16,125.
Project Angel Heart, 4190 Garfield Street, Unit 5, Denver, CO 80216	None general operating support	Public Charity	1,000.
Project Inform, 1375 Mission Street, San Francisco, CA 94103-2621	None general operating support	Public Charity	2,500.
PROMO Fund, 438 N Skinker, St. Louis, MO 63130	None general operating support	Public Charity	1,000.

Proteus Fund, 101 University Drive, Suite A2, Amherst, MA 01002	None	Public Charity	250,000.
	program support for the Civil Marriage Collaborative		
Public Interest Projects, 80 Broad Street, 16th Floor, New York, NY 10004	None	Public Charity	30,000.
	general operating support for the Colorado Area Dream		
Pueblo After 2, PO Box 1602, Pueblo, CO 81002	None	Public Charity	4,000.
	general operating support		
Pueblo Hispanic Education Foundation 2200 Bonforte Blvd, Admin Bldg. Room 325, Pueblo, CO 81001	None	Public Charity	1,000.
	general operating support		
Pueblo Hispanic Education Foundation 2200 Bonforte Blvd, Admin Bldg. Room 325, Pueblo, CO 81001	None	Public Charity	1,000.
	general operating support		
Rights for All People, 3131 W. 14th Avenue, Denver, CO 80204	None	Public Charity	5,000.
	general operating support		
Rights for All People, 3131 W. 14th Avenue, Denver, CO 80204	None	Public Charity	15,000.
	Colorado Immigrant Rights Coalition		
Rockwood Leadership Program, 1648 Martin Luther King Jr. Way, Berkeley, CA 9	None	Public Charity	50,000.
	program support for the LGBT leadership cohort		

Rocky Mountain Community Land Trust 1212 W Colorado Ave, Colorado Springs, CO 80904	None general operating support	Public Charity	1,000.
Rocky Mountain Farmers Union, 5655 S. Yosemite Street #400, Greenwood Villag	None nonpartisan civic engagement programs	Public Charity	20,000.
Servicemembers Legal Defense Network PO Box 65301, Washington, DC 20035-5301	None general operating support	Public Charity	50,000.
Southern Colorado AIDS Project, 1301 S 8th St, Suite 200, Colorado Springs,	None general operating support and for donor software for capacity	Public Charity	35,000.
Standby Program, 123 W 18th St, 7th Floor, New York, NY 10011	None general operating support	Public Charity	25,000.
Sundance Institute, 8530 Wilshire Blvd, 3rd Floor, Beverly Hills, CA 90211	None LGBT-themed programs	Public Charity	100,000.
Sylvia Rivera Law Project, 322 8th Avenue, 3rd Floor, New York, NY 10001	None general operating support	Public Charity	5,000.
Tectonic Theater Project, 204 West 84th Street 2nd Floor, New York, NY 10024	None general operating support	Public Charity	2,500.

Tectonic Theater Project, 204 West 84th Street 2nd Floor, New York, NY 10024	None general operating support	Public Charity	5,000.
The Denver Foundation, 55 Madison Street, 8th Floor, Denver, CO 80206	None support for the Colorado HIV/AIDS Community Partnership	Public Charity	3,600.
The Denver Foundation, 55 Madison Street, 8th Floor, Denver, CO 80206	None general operating support for the Colorado HIV/AIDS	Public Charity	15,000.
The Gay, Lesbian, Bisexual & Transgender Community Center of CO PO Box 9798, Denver, CO 80209	None general operating support	Public Charity	1,000.
The Gay, Lesbian, Bisexual & Transgender Community Center of CO PO Box 9798, Denver, CO 80209	None general operating support	Public Charity	1,000.
The Gay, Lesbian, Bisexual & Transgender Community Center of CO PO Box 9798, Denver, CO 80209	None general operating support	Public Charity	2,500.
The Gay, Lesbian, Bisexual & Transgender Community Center of CO PO Box 9798, Denver, CO 80209	None general operating support	Public Charity	30,000.
The Gay, Lesbian, Bisexual & Transgender Community Center of CO PO Box 9798, Denver, CO 80209	None general operating support	Public Charity	50,000.

The Greater Des Moines Community Foundation 1915 Grand Avenue, Des Moines, IA 50309	None program support for One Iowa Education Fund	Public Charity	10,000.
The Greater Des Moines Community Foundation 1915 Grand Avenue, Des Moines, IA 50309	None program support for One Iowa Education Fund	Public Charity	34,000.
The Greater Des Moines Community Foundation 1915 Grand Avenue, Des Moines, IA 50309	None program support for One Iowa Education Fund	Public Charity	66,000.
The Greater Des Moines Community Foundation 1915 Grand Avenue, Des Moines, IA 50309	None program support for One Iowa Education Fund	Public Charity	100,000.
The Hetrick Martin Institute, 740 Broadway, 8th Floor, New York, NY 10003	None program and general operating support	Public Charity	500.
The Main Street Project, P.O. Box 80066, Minneapolis, MN 55408	None vote by Mail Project's nonpartisan civic engagement programs	Public Charity	15,000.
The University of Colorado Foundation, Inc. 1420 Austin Bluffs Parkway, COH1, Colorado Springs, CO 80918	None general operating and program support	Public Charity	1,000.
Tides Foundation, PO Box 29903, San Francisco, CA 94129	None Third Way Fund	Public Charity	110,000.
Tides Foundation, PO Box 29903, San Francisco, CA 94129	None State Equality Fund	Public Charity	500,000.

Transgender Law Center, 870 Market St, Suite 823, San Francisco, CA 94102	None	Public Charity	1,000.
	general operating and program support		
Transgender Law Center, 870 Market St, Suite 823, San Francisco, CA 94102	None	Public Charity	2,000.
	general operating support		
Transgender Law Center, 870 Market St, Suite 823, San Francisco, CA 94102	None	Public Charity	10,000.
	donor management system and IT infrastructure		
Truth Wins Out, PO Box 25491, Brooklyn, NY 11202	None	Public Charity	5,000.
	general operating and program support		
Truth Wins Out, PO Box 25491, Brooklyn, NY 11202	None	Public Charity	5,000.
	general operating support		
United States Artists, 5757 Wilshire Boulevard, Suite 580, Los Angeles, CA 9	None	Public Charity	1,000.
	general operating support		
Universal Fellowship of Metropolitan Community Churches PO Box 1374, Abilene, TX 79604	None	Public Charity	10,000.
	Metropolitan Community Church People of African Descent		
University of California, 1210 Cheadle Hall, Santa Barbara, CA 93106-9420	None	Public Charity	75,000.
	general operating support for Palm Center		

University of California, Los Angeles 2214 Rolfe Hall Box 951531, Los Angeles, CA 90095-1531	None general operating support	Public Charity	5,000.
University of California, Los Angeles UCLA School of Law Box 951476, Los Angeles, CA 90095-1476	None continuing support of public policy research/think tank	Public Charity	200,000.
University of California, Los Angeles UCLA School of Law Box 951476, Los Angeles, CA 90095-1476	None continuing support of public policy research/think tank	Public Charity	200,000.
University of California, Santa Barbara Resource Center for Sexual & Gender Diversity 3137 University Center, Santa	None program support for LGBT Youth Leadership and Advocacy Institute	Public Charity	<3,832.>
University of Colorado at Boulder, Development Office PO Box 1140, Boulder,	None \$4,000 program support for the Gill Scholars program	Public Charity	2,000.
University of Colorado Foundation, University of Colorado 227 Willard Hall,	None general operating support for the GLBT Resource Center	Public Charity	3,235.
University of Colorado Foundation, University of Colorado 227 Willard Hall,	None general operating support for the GLBT Resource Center	Public Charity	4,436.

University of Colorado Foundation, University of Colorado 227 Willard Hall,	None general operating support for the GLBT Resource Center	Public Charity	12,329.
University of Denver - The Women's College 1901 E Asbury Ave, Denver, CO 80208	None general operating and program support	Public Charity	1,200.
Urban Peak Denver, 730 21st Street, Denver, CO 80205	None general operating and program support	Public Charity	14,000.
Western Colorado AIDS Project, 805 Main St, Grand Junction, CO 81501	None general operating and program support	Public Charity	22,000.
Western Colorado Congress, PO Box 1931, Grand Junction, CO 81502	None nonpartisan civic engagement programs	Public Charity	15,000.
Western Progress, 1536 Wynkoop St., Suite 510, Denver, CO 80202	None general operating support	Public Charity	25,000.
White House Project, 1536 Wynkoop #4A, Denver, CO 80202	None program support for Vote, Run, Lead	Public Charity	10,000.
White House Project, 1536 Wynkoop #4A, Denver, CO 80202	None program support for Vote, Run, Lead	Public Charity	20,000.
Women Alive, 1566 Burnside Ave, Los Angeles, CA 90019	None program support for programs like World Pride & Power	Public Charity	5,000.

Women Make Movies Inc, 462 Broadway, Suite 500, New York, NY 10013	None	Public Charity	3,000.
	general operating support		
Women's Lighthouse Project, 4130 Tejon Street, Suite A, Denver, CO 80211	None	Public Charity	2,500.
	general operating support		
Women's Lighthouse Project, 4130 Tejon Street, Suite A, Denver, CO 80211	None	Public Charity	5,000.
	general operating support		
Women's Sports Foundation, Eisenhower Park East Meadow, New York, NY 11554	None	Public Charity	5,000.
	general operating support		
Working America Education Fund, 815 Sixteenth Street, NW 5th Floor, Washingt	None	Public Charity	50,000.
	civic engagement and education programming		
Young People for the American Way, 149 Fifth Avenue, Seventh Floor, New York	None	Public Charity	10,000.
	general operating support		
Young People for the American Way, 149 Fifth Avenue, Seventh Floor, New York	None	Public Charity	50,000.
	general operating support		

Employee Matching Program:

AfricaJack Foundation, 400 Derby Avenue, Apt 7, Oakland, CA 94601	None general operating support	Public Charty	50.
AIDSpirit Montana, 521 Custer Avenue, Billings, MT 59101	None general operating support	Public Charity	500.
Alzheimer's Association, 455 Sherman Street, Suite 500, Denver, CO 80203	None general operating support	Public Charity	10.
American Heart Association, 1586 S. 21st Street, Suite 10, Colorado Springs,	None general operating support	Public Charity	25.
American Heart Association, 1586 S. 21st Street, Suite 10, Colorado Springs,	None general operating support	Public Charity	50.
American Heart Association, 1586 S. 21st Street, Suite 10, Colorado Springs,	None general operating support	Public Charity	25.
American Heart Association, 1586 S. 21st Street, Suite 10, Colorado Springs,	None general operating support	Public Charity	65.
Boys & Girls Club - Girls Inc of Pueblo County & Lower Arkansas Valley 2601 Sprague Avenue, Pueblo, CO 81004	None general operating support	Public Charity	40.

Care and Share, 2520 Aviation Way, Suite 130, Colorado Springs, CO 80916	None	Public Charity	10.
	general operating support		
Care and Share, 2520 Aviation Way, Suite 130, Colorado Springs, CO 80916	None	Public Charity	75.
	general operating support		
Care and Share, 2520 Aviation Way, Suite 130, Colorado Springs, CO 80916	None	Public Charity	135.
	general operating support		
Care and Share, 2520 Aviation Way, Suite 130, Colorado Springs, CO 80916	None	Public Charity	25.
	general operating support		
Care and Share, 2520 Aviation Way, Suite 130, Colorado Springs, CO 80916	None	Public Charity	10.
	general operating support		
Care and Share, 2520 Aviation Way, Suite 130, Colorado Springs, CO 80916	None	Public Charity	75.
	general operating support		
Care and Share, 2520 Aviation Way, Suite 130, Colorado Springs, CO 80916	None	Public Charity	50.
	general operating support		
CASA of the Pikes Peak Region, 701 S. Cascade, Colorado Springs, CO 80903	None	Public Charity	100.
	general operating support		

CASA of the Pikes Peak Region, 701 S. Cascade, Colorado Springs, CO 80903	None	Public Charity	125.
	general operating support		
Citizens Project, PO Box 2085, Colorado Springs, CO 80901	None	Public Charity	50.
	general operating support		
Citizens Project, PO Box 2085, Colorado Springs, CO 80901	None	Public Charity	100.
	general operating support		
City Wild, PO Box 883, Denver, CO 80201	None	Public Charity	40.
	general operating support		
City Wild, PO Box 883, Denver, CO 80201	None	Public Charity	20.
	general operating support		
City Wild, PO Box 883, Denver, CO 80201	None	Public Charity	50.
	general operating support		
City Wild, PO Box 883, Denver, CO 80201	None	Public Charity	80.
	general operating support		
City Wild, PO Box 883, Denver, CO 80201	None	Public Charity	60.
	general operating support		
Colorado AIDS Project, 2490 W 26th Ave. Suite 300A, Denver, CO 80211	None	Public Charity	25.
	general operating support		

Colorado Children's Campaign, 1580 Lincoln Street, Suite 420, Denver, CO 802	None	Public Charity	200.
	general operating support		
Colorado Children's Campaign, 1580 Lincoln Street, Suite 420, Denver, CO 802	None	Public Charity	150.
	general operating support		
Colorado Nonprofit Association, 455 Sherman Street, Suite 207, Denver, CO 80	None	Public Charity	200.
	general operating support		
Colorado Nonprofit Development Center 4130 Tejon Street, Suite A, Denver, CO 80211	None	Public Charity	150.
	general operating support		
Colorado Progressive Coalition, 1600 Downing Street, Suite 210, Denver, CO 8	None	Public Charity	45.
	general operating support		
Colorado Public Radio, 7409 South Alton Court, Centennial, CO 80112	None	Public Charity	100.
	general operating support		
Colorado Springs Children's Chorale PO Box 7841, Colorado Springs, CO 80933	None	Public Charity	100.
	general operating support		
Colorado Springs Community Ventures 111 S. Tejon, Ste 309, Colorado Springs, CO 80933	None	Public Charity	100.
	general operating support		

Colorado Springs Conservatory, 1600 North Union Blvd., Colorado Springs, CO	None general operating support	Public Charity	250.
Colorado Springs Fine Arts Center, 30 West Dale St., Colorado Springs, CO 80	None general operating support	Public Charity	25.
Community Shares of Colorado, 1536 Wynkoop Street, Suite 202, Denver, CO 802	None general operating support	Public Charity	35.
Curious Theatre Company, 1080 Acoma Street, Denver, CO 80204	None general operating support	Public Charity	50.
Denver Botanical Gardens, 1005 York Street, Denver, CO 80206	None general operating support	Public Charity	200.
Denver Center for International Studies Foundation PO Box 9044, Denver, CO 80209	None general operating support	Public Charity	300.
Denver Center for International Studies Foundation PO Box 9044, Denver, CO 80209	None general operating support	Public Charity	250.
Denver Dumb Friends League, 2080 S Quebec Street, Denver, CO 80231-3298	None general operating support	Public Charity	100.

Denver Film Society, 900 Auraria Parkway, Denver, CO 80204	None general operating support	Public Charity	500.
Denver Gay Men's Chorus, PO Box 18251, Denver, CO 80218	None general operating support	Public Charity	50.
Dream Power Animal Rescue, PO Box 62923, Colorado Springs, CO 80962	None general operating support	Public Charity	50.
Friends of the Fountain Fund, PO Box 1930, Colorado Springs, CO 80901	None general operating support	Public Charity	100.
Gay and Lesbian Alliance Against Defamation 104 W 29th Street, New York, NY 10001	None general operating support	Public Charity	750.
Gay Men's Health Crisis, 119 W. 24th St., New York, NY 10011	None general operating support	Public Charity	500.
Gay, Lesbian and Straight Education Network 90 Broad Street, 2nd Floor, New York, NY 10004	None general operating support	Public Charity	600.
Gay, Lesbian and Straight Education Network 90 Broad Street, 2nd Floor, New York, NY 10004	None general operating support	Public Charity	420.
Gender PAC, 1731 Connecticut Ave NW, 4th Floor, Washington, DC 20009	None general operating support	Public Charity	280.

Gender PAC, 1731 Connecticut Ave NW, 4th Floor, Washington, DC 20009	None	Public Charity	120.
	general operating support		
Horizons Foundation, 870 Market St Ste 488, San Francisco, CA 94102	None	Public Charity	1,000.
	general operating support		
Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None	Public Charity	50.
	general operating support		
Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None	Public Charity	100.
	general operating support		
Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None	Public Charity	100.
	general operating support		
Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None	Public Charity	50.
	general operating support		
Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None	Public Charity	50.
	general operating support		
Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None	Public Charity	50.
	general operating support		

Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None	Public Charity	40.
	general operating support		
Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None	Public Charity	30.
	general operating support		
Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None	Public Charity	20.
	general operating support		
Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None	Public Charity	20.
	general operating support		
Kennedy Center Imagination Celebration 1515 North Academy Blvd, Suite 200, Colorado Springs, CO 80909	None	Public Charity	25.
	general operating support		
KIDPOWER, 627 North Weber St, Suite 6, Colorado Springs, CO 80903	None	Public Charity	50.
	general operating support		
KRCC - FM, 912 North Weber Street, Colorado Springs, CO 80903	None	Public Charity	125.
	general operating support		
KRCC - FM, 912 North Weber Street, Colorado Springs, CO 80903	None	Public Charity	60.
	general operating support		

Leadership Pikes Peak, PO Box 128, Colorado Springs, CO 80901	None general operating support	Public Charity	50.
Leadership Pikes Peak, PO Box 128, Colorado Springs, CO 80901	None general operating support	Public Charity	50.
Leadership Pikes Peak, PO Box 128, Colorado Springs, CO 80901	None general operating support	Public Charity	34.
Leadership Pikes Peak, PO Box 128, Colorado Springs, CO 80901	None general operating support	Public Charity	100.
Matthew Shepard Foundation, 1580 Lincoln Street, Suite 1150, Denver, CO 8020	None general operating support	Public Charity	175.
National Center for Lesbian Rights 870 Market St, Ste. 370, San Francisco, CA 94102	None general operating support	Public Charity	250.
National Multiple Sclerosis Society, Colorado Chapter 900 South Broadway, Second Floor, Denver, CO 80209	None general operating support	Public Charity	50.
National Multiple Sclerosis Society, Colorado Chapter 900 South Broadway, Second Floor, Denver, CO 80209	None general operating support	Public Charity	25.
National Multiple Sclerosis Society, Colorado Chapter 900 South Broadway, Second Floor, Denver, CO 80209	None general operating support	Public Charity	175.

New York City Gay and Lesbian Anti-Violence Project 240 West 35th Street, Suite 200, New York, NY 10001	None general operating support	Public Charity	540.
New York City Gay and Lesbian Anti-Violence Project 240 West 35th Street, Suite 200, New York, NY 10001	None general operating support	Public Charity	50.
Newsed Community Development Corporation, Inc. 1029 Santa Fe Drive, Denver, CO 80204	None general operating support	Public Charity	25.
Northern Plains Resource Council, 220 S 27th Street, Suite A, Billings, MT 5	None general operating support	Public Charity	250.
Northern Plains Resource Council, 220 S 27th Street, Suite A, Billings, MT 5	None general operating support	Public Charity	1,000.
Peak Education, 730 N Nevada, Colorado Springs, CO 80903	None general operating support	Public Charity	50.
Pikes Peak Community College Foundation 5675 S Academy Blvd, Campus Box 11, Colorado Springs, CO 80906	None general operating support	Public Charity	50.
Pikes Peak Gay and Lesbian Community Center PO Box 607, Colorado Springs, CO 80901	None general operating support	Public Charity	375.

Planned Parenthood of the Rocky Mountains 7155 East 38th Avenue, Denver, CO 80207	None general operating support	Public Charity	100.
Project PAVE, 2051 York Street, Denver, CO 80205	None general operating support	Public Charity	250.
Rocky Mountain Womens Film Festival 421 S. Tejon Street, Suite 333, Colorado Springs, CO 80903	None general operating support	Public Charity	30.
SafeHouse Denver, 1649 Downing Street, Denver, CO 80218	None general operating support	Public Charity	40.
Southern Colorado AIDS Project, 1301 S 8th St, Suite 200, Colorado Springs,	None general operating support	Public Charity	185.
Southern Colorado AIDS Project, 1301 S 8th St, Suite 200, Colorado Springs,	None general operating support	Public Charity	53.
Southern Colorado AIDS Project, 1301 S 8th St, Suite 200, Colorado Springs,	None general operating support	Public Charity	20.
Southern Colorado AIDS Project, 1301 S 8th St, Suite 200, Colorado Springs,	None general operating support	Public Charity	50.

Susan G. Komen Breast Cancer Foundation, Denver Affilliate 1835 Franklin Street, Denver, CO 80218	None general operating support	Public Charity	50.
TESSA, PO Box 2662, Colorado Springs, CO 80901	None general operating support	Public Charity	50.
The Gay, Lesbian, Bisexual & Transgender Community Center of CO PO Box 9798, Denver, CO 80209	None general operating support	Public Charity	1,200.
The Gay, Lesbian, Bisexual & Transgender Community Center of CO PO Box 9798, Denver, CO 80209	None general operating support	Public Charity	100.
The Gay, Lesbian, Bisexual & Transgender Community Center of CO PO Box 9798, Denver, CO 80209	None general operating support	Public Charity	25.
The Gay, Lesbian, Bisexual & Transgender Community Center of CO PO Box 9798, Denver, CO 80209	None general operating support	Public Charity	1,250.
The Oregon Active Foundation, 2505 SE 11th Ave, Ste 272, Portland, OR 97202	None general operating support	Public Charity	400.
Unity Church, 1945 Mesa Road, Colorado Springs, CO 80904	None general operating support	Public Charity	300.

GILL FOUNDATION

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Unity Church, 1945 Mesa Road, Colorado Springs, CO 80904	None general operating support	Public Charity	60.
Unity Church, 1945 Mesa Road, Colorado Springs, CO 80904	None general operating support	Public Charity	300.
Unity Church, 1945 Mesa Road, Colorado Springs, CO 80904	None general operating support	Public Charity	30.
Unity Church, 1945 Mesa Road, Colorado Springs, CO 80904	None general operating support	Public Charity	60.
Unity Church, 1945 Mesa Road, Colorado Springs, CO 80904	None general operating support	Public Charity	60.
University of California, Los Angeles UCLA School of Law, Box 951476, Los Angeles, CA 90095-1476	None general operating support	Public Charity	500.
University of Denver - The Women's College 1901 E Asbury Ave, Denver, CO 80208	None general operating support	Public Charity	250.
Up with People, 1600 Broadway, Suite 1460, Denver, CO 80202	None general operating support	Public Charity	100.
Urban Peak Denver, 730 21st Street, Denver, CO 80205	None general operating support	Public Charity	100.

Volunteers for Outdoor Colorado, 600 South Marion Parkway, Denver, CO 80209	None	Public Charity	100.
	general operating support		
Women's Bean Project, 3201 Curtis Street, Denver, CO 80205	None	Public Charity	50.
	general operating support		
Women's Bean Project, 3201 Curtis Street, Denver, CO 80205	None	Public Charity	100.
	general operating support		
Women's Foundation of Colorado, Inc 1901 E Asbury Ave, Denver, CO 80208	None	Public Charity	50.
	general operating support		
Women's Foundation of Colorado, Inc 1901 E Asbury Ave, Denver, CO 80208	None	Public Charity	250.
	general operating support		
Women's Foundation of Colorado, Inc 1901 E Asbury Ave, Denver, CO 80208	None	Public Charity	250.
	general operating support		
Grants paid by the Gay & Lesbian Fund of Colorado:			
9-5 Colorado, 655 Broadway, Suite 400, Denver, CO 80203	None	Public Charity	10,000.
	general operating support		
9-5 Colorado, 655 Broadway, Suite 400, Denver, CO 80203	None	Public Charity	8,228.
	general operating support		

9-5 Colorado, 655 Broadway, Suite 400, Denver, CO 80203	None general operating support	Public Charity	3,927.
9-5 Colorado, 655 Broadway, Suite 400, Denver, CO 80203	None general operating support	Public Charity	6,073.
ACORN Institute, 2609 Canal Street, New Orleans, LA 70117	None general operating support for work in Colorado	Public Charity	10,000.
Advocates for Children, 10855 East Bethany Drive, Suite 200, Aurora, CO 8001	None general operating support	Public Charity	5,700.
Advocates for Children, 10855 East Bethany Drive, Suite 200, Aurora, CO 8001	None general operating support	Public Charity	1,800.
Alliance Francaise de Denver, 571 Galapago Street, Denver, CO 80204	None event sponsorship for the 2008 French Summer Soiree	Public Charity	3,500.
Alzheimers Disease and Related Disorders Association Inc - Colorado Chapter 2315 Bott Ave., Colorado Springs, CO 80904	None event sponsorship for the 2008 Memories in the Making Art Auctions	Public Charity	1,500.
Alzheimers Disease and Related Disorders Association Inc - Colorado Chapter 2315 Bott Ave., Colorado Springs, CO 80904	None event sponsorship for the 2008 Memories in the Making Art Auctions	Public Charity	1,500.

American Civil Liberties Union Foundation of Colorado 400 Corona Street, Denver, CO 80218	None general operating support	Public Charity	11,000.
American Civil Liberties Union Foundation of Colorado 400 Corona Street, Denver, CO 80218	None general operating support	Public Charity	14,000.
American Civil Liberties Union Foundation of Colorado 400 Corona Street, Denver, CO 80218	None event sponsorship for the 2008 Carle Whitehead Memorial	Public Charity	2,250.
American Civil Liberties Union Foundation of Colorado 400 Corona Street, Denver, CO 80218	None general operating support	Public Charity	701.
American Council of the Blind of Colorado 1536 Wynkoop Street, Suite 203, Denver, CO 80202	None event sponsorship for the 2008 Annual State Convention	Public Charity	350.
American Heart Association, 1586 S. 21st Street, Suite 10, Colorado Springs,	None 2008 Heart Ball and the 2008 Go Red for Women	Public Charity	10,000.
American Heart Association, 1586 S. 21st Street, Suite 10, Colorado Springs,	None 2008 Heart Ball and the 2008 Go Red for Women	Public Charity	10,000.
American Red Cross Mile High Chapter 444 Sherman St, Denver, CO 80203	None 6th Annual American Red Cross Breakfast of Champions	Public Charity	5,000.

American Red Cross Mile High Chapter 444 Sherman St, Denver, CO 80203	None	Public Charity	10,000.
	6th Annual American Red Cross Breakfast of Champions		
Anti-Defamation League, 1120 Lincoln Street, Suite 1301, Denver, CO 80203	None	Public Charity	50,000.
	program support for 'No Place for Hate'		
Arapahoe/Douglas Mental Health Network 155 Inverness Drive West, Suite 200, Englewood, CO 80112	None	Public Charity	1,500.
	7th Annual Mental Health Awareness Benefit Luncheon		
Arc of Denver, 1905 Sherman Street, Suite 300, Denver, CO 80203	None	Public Charity	1,000.
	event sponsorship for the 2008 Aint Singing the Blues Gala		
Art Students League of Denver, 200 Grant Street, Denver, CO 80203	None	Public Charity	5,000.
	event sponsorship for the 2008 Summer Art Market		
Aspen Santa Fe Ballet, 0245 Sage Way, Aspen, CO 81611	None	Public Charity	10,000.
	event sponsorship for the 2008-2009 Season		
Big Brothers Big Sisters, 111. S. Tejon Suite 302, Colorado Springs, CO 8090	None	Public Charity	1,000.
	event sponsorship for Bowl for Kids Sake 2008		

Organization Name and Address	None	Public Charity	Amount
Boys & Girls Club - Girls Inc of Pueblo County & Lower Arkansas Valley 2601 Sprague Avenue, Pueblo, CO 81004	event sponsorship for the 2008 Steak n Burger		2,500.
Bravo Colorado at Vail-Beaver Creek PO Box 2270, Vail, CO 81658	event sponsorship for the 2008 Music Matters Adult Programming		2,500.
Breckenridge Festival of Film, PO Box 718, Breckenridge, CO 80424	event sponsorship for the 2008 Breckenridge Festival of Film		1,000.
Business of Art Center, 513 Manitou Ave, Manitou Springs, CO 80829	support for the Jumpstart Campaign		5,000.
Capitol Hill United Neighborhoods, 1290 Williams Street, Denver, CO 80218	event sponsorship for the 37th Annual Capitol Hill People's Fair		10,000.
Care and Share, 2520 Aviation Way, Suite 130, Colorado Springs, CO 80916	2009 Taste of the Springs and Taste of Pueblo		8,500.
Care and Share, 2520 Aviation Way, Suite 130, Colorado Springs, CO 80916	2009 Taste of the Springs and Taste of Pueblo		5,000.

Carriage House Homeless Community Center PO Box 626, Boulder, CO 80306	None	Public Charity	1,000.
	event sponsorship for the 2nd Annual Fundraiser		
CASA of the Pikes Peak Region, 701 S. Cascade, Colorado Springs, CO 80903	None	Public Charity	15,000.
	general operating support		
Catholic Health Initiatives Colorado Foundation 961 E. Colorado Avenue at Centerpoint, Colorado Springs, CO 80903	None	Public Charity	5,000.
	project to provide Automated External Defibrillators		
Center for Nonprofit Excellence, 518 North Nevada Ave, Colorado Springs, CO	None	Public Charity	500.
	event sponsorship for Funders Forum Nonprofit Survival Workshops		
Center for Nonprofit Excellence, 518 North Nevada Ave, Colorado Springs, CO	None	Public Charity	10,000.
	support for the Nonprofit Standards for Excellence program		
Center for Nonprofit Excellence, 518 North Nevada Ave, Colorado Springs, CO	None	Public Charity	750.
	event sponsorship for the 2008 Partners in Philanthropy		
Central City Opera, 400 South Colorado Blvd, Suite 530, Denver, CO 80246	None	Public Charity	10,000.
	event sponsorship for the 2008 Education and Community Outreach		

Centro de la Familia, 802 South Nevada Avenue, Colorado Springs, CO 80903	None	Public Charity	2,500.
	event sponsorship for the 2008 Cinema Latino		
Cherry Creek Arts Festival, 2 Steele St, Ste B-100, Denver, CO 80206	None	Public Charity	22,500.
	2008 Cherry Creek Arts Festival Artists' Demonstration		
Cheyenne Village, 6275 Lehman Drive, Colorado Springs, CO 80918	None	Public Charity	1,000.
	memorial gift in honor of Dr. Michael McNally		
Cheyenne Village, 6275 Lehman Drive, Colorado Springs, CO 80918	None	Public Charity	2,500.
	event sponsorship for the 2008 Vineyard in the Village		
Children's Museum of Denver, 2121 Children's Museum Drive, Denver, CO 80211	None	Public Charity	7,500.
	general operating support		
Children's Museum of Durango, 802 E 2nd Ave, Durango, CO 81301	None	Public Charity	4,500.
	event sponsorship for the 2008 Who's Your Daddy Street Festival		
Chinook Fund, 2418 W. 32nd. Ave., Denver, CO 80211	None	Public Charity	10,000.
	Seeds of Justice: 2008 Chinook Fund Conference & 20th		
Citizens Project, PO Box 2085, Colorado Springs, CO 80901	None	Public Charity	25,000.
	general operating support		

City and County of Denver, Denver Office of Cultural Affairs, 201 W. Colfax	None	Public Charity	5,000.
	event sponsorship for Latino Rhythms		
City Wild, PO Box 883, Denver, CO 80201	None	Public Charity	5,000.
	event sponsorship for the Free Raft Rides at Confluence Park		
Colorado College, 14 East Cache La Poudre, Colorado Springs, CO 80903-3298	None	Public Charity	5,000.
	event sponsorship for Sandra Bernhard is Plan B from Outer Space		
Colorado Conservation Voters Education Fund 1536 Wynkoop St, Suite 4-C, Denver, CO 80202	None	Public Charity	100.
	general operating support		
Colorado Consumer Health Initiative 1536 Wynkoop St. #101, Denver, CO 80202	None	Public Charity	5,000.
	general operating support		
Colorado Consumer Health Initiative 1536 Wynkoop St. #101, Denver, CO 80202	None	Public Charity	7,500.
	general operating support		
Colorado Council of Churches, 3690 Cherry Creek South Drive, Denver, CO 8020	None	Public Charity	18,000.
	Immigration Curriculum Project		
Colorado Dragon Boat Festival, 605 Parfet Street, Suite 200, Lakewood, CO 80	None	Public Charity	8,000.
	event sponsorship for the 2008 Colorado Dragon Boat Festival		

Colorado Festival of World Theatre 6 South Tejon Street, Suite 850, Colorado Springs, CO 80903	None event sponsorship	Public Charity	7,500.
Colorado Nonprofit Association, 455 Sherman Street, Suite 207, Denver, CO 80	None Principles and Practices Guidebook, event sponsorship	Public Charity	25,000.
Colorado Nonprofit Development Center 4130 Tejon Street, Suite A, Denver, CO 80211	None South Meets the West - A Celebration of Western Heritage	Public Charity	2,500.
Colorado Organization for Latina Opportunity and Reproductive Rights PO Box 201061, Denver, CO 80220	None event sponsorship for the 2007 Latina Health Summit	Public Charity	2,500.
Colorado Preservation, Inc, 333 West Colfax Ave, Suite 300, Denver, CO 80204	None event sponsorship for the 2008 Saving Places Conference	Public Charity	5,000.
Colorado Preservation, Inc, 333 West Colfax Ave, Suite 300, Denver, CO 80204	None event sponsorship for the 2008 Saving Places Conference	Public Charity	15,000.
Colorado Progressive Coalition, 1600 Downing Street, Suite 210, Denver, CO 8	None general operating support	Public Charity	17,551.

Colorado Progressive Coalition, 1600 Downing Street, Suite 210, Denver, CO 8	None general operating support	Public Charity	7,449.
Colorado Public Radio, 7409 South Alton Court, Centennial, CO 80112	None Public Insight Network, and underwriting and general operating	Public Charity	45,000.
Colorado Public Radio, 7409 South Alton Court, Centennial, CO 80112	None underwriting and general operating support	Public Charity	5,000.
Colorado Springs Children's Chorale PO Box 7841, Colorado Springs, CO 80933	None event sponsorship for the 2008 'Celebrating Youth in the Arts'	Public Charity	1,000.
Colorado Springs Community Ventures 111 S. Tejon, Ste 309, Colorado Springs, CO 80933	None event sponsorship for the 2008 Art on the Streets exhibition	Public Charity	2,000.
Colorado Springs Conservatory, 1600 North Union Blvd., Colorado Springs, CO	None general operating support	Public Charity	4,845.
Colorado Springs Conservatory, 1600 North Union Blvd., Colorado Springs, CO	None general operating support	Public Charity	4,169.
Colorado Springs Conservatory, 1600 North Union Blvd., Colorado Springs, CO	None general operating support	Public Charity	5,806.

Colorado Springs Conservatory, 1600 North Union Blvd., Colorado Springs, CO	None general operating support	Public Charity	5,000.
Colorado Springs Conservatory, 1600 North Union Blvd., Colorado Springs, CO	None general operating support	Public Charity	35,000.
Colorado Springs Conservatory, 1600 North Union Blvd., Colorado Springs, CO	None general operating support	Public Charity	5,000.
Colorado Springs Fine Arts Center, 30 West Dale St., Colorado Springs, CO 80	None 2008-2009 Theatre Company season, lobby sponsorship	Public Charity	9,000.
Colorado Women's Bar Association Foundation 1801 California Street, Suite 3600, Denver, CO 80202	None event sponsorship for the 2008 Raising the Bar Awards Dinner	Public Charity	5,000.
Colorado Women's Hall of Fame, PO Box 18849, Denver, CO 80218	None event sponsorship for the 2008 Induction Ceremony	Public Charity	7,500.
Colorado Women's Hall of Fame, PO Box 18849, Denver, CO 80218	None event sponsorship for the 2008 Induction Ceremony	Public Charity	2,500.

Community Action Development Corp, PO Box 471, Boulder, CO 80306	None	Public Charity	2,500.
	event sponsorship for the 2008 Multicultural Awards Banquet		
Community Resource Center, 655 Broadway, Suite 300, Denver, CO 80203	None	Public Charity	15,000.
	Colorado Nonprofit Leadership and Management Program		
Community Shares of Colorado, 1536 Wynkoop Street, Suite 202, Denver, CO 802	None	Public Charity	5,000.
	general operating support		
Community Shares of Colorado, 1536 Wynkoop Street, Suite 202, Denver, CO 802	None	Public Charity	10,000.
	event sponsorship for the 2008 Summer Celebration Event		
Community Shares of Colorado, 1536 Wynkoop Street, Suite 202, Denver, CO 802	None	Public Charity	10,000.
	program support for My Colorado		
Conflict Center, 4140 Tejon Street, Denver, CO 80211	None	Public Charity	5,000.
	general operating support		
Congregations Building Community, 1218 West Ash Street Suite F, Windsor, CO	None	Public Charity	2,069.
	general operating support		
Court Care for the Pikes Peak Region 270 S. Tejon, Room 104, Colorado Springs, CO 80903	None	Public Charity	4,340.
	general operating support		

Crestone Performances, PO Box 6, Crestone, CO 81131	None	Public Charity	1,000.
	event sponsorship for the 2008 Crestone Music Festival		
Curious Theatre Company, 1080 Acoma Street, Denver, CO 80204	None	Public Charity	6,000.
	2008-2009 production season, and general operating support		
Denver Art Museum, 100 West 14th Avenue Parkway, Denver, CO 80204	None	Public Charity	50,000.
	event sponsorship for the 2008 Inspiring Impressionism		
Denver Center for International Studies Foundation PO Box 9044, Denver, CO 80209	None	Public Charity	2,500.
	event sponsorship for Passport to Knowledge		
Denver Center for the Performing Arts 1245 Champa St., Denver, CO 80204	None	Public Charity	50,000.
	event sponsorship for the 2008-2009 season		
Denver Public Schools Foundation, 900 Grant Street, Suite 503, Denver, CO 80	None	Public Charity	10,000.
	event sponsorship for ACHIEVE 2008		
Denver Public Schools Foundation, 900 Grant Street, Suite 503, Denver, CO 80	None	Public Charity	15,000.
	event sponsorship for ACHIEVE 2008		
Denver Zoological Foundation, 2300 Steele Street, Denver, CO 80205	None	Public Charity	25,000.
	event sponsorship for the Wild Encounters Amphitheater		

Doctors Care, 191 E. Orchard Rd, Suite 102NE, Littleton, CO 80120	None	Public Charity	2,000.
	event sponsorship for the 20th Anniversary Gala		
Douglas Public Library Foundation, 100 S. Wilcox, Castle Rock, CO 80104	None	Public Charity	10,000.
	Douglas County Shakespeare Festival		
Durango Independent Film Festival, PO Box 1587, Durango, CO 81302	None	Public Charity	2,000.
	event sponsorship for the 2008 Durango Independent Film		
El Centro AMISTAD, 2222 14th Street, Boulder, CO 80302	None	Public Charity	1,500.
	event sponsorship for the Second Annual Latina Women's Summit		
El Cinco de Mayo, P.O. Box 17373, Colorado Springs, CO 80903	None	Public Charity	5,000.
	event sponsorship for the 2008 Cinco de Mayo Celebration		
El Comite de Longmont, 455 Kimbark Street, Longmont, CO 80501	None	Public Charity	1,500.
	event sponsorship for the Multicultural Film Festival		
El Comite de Longmont, 455 Kimbark Street, Longmont, CO 80501	None	Public Charity	1,500.
	event sponsorship for the Multicultural Film Festival		

El Comite de Longmont, 455 Kimbark Street, Longmont, CO 80501	None	Public Charity	5,000.
	expansion of the civic education program and event sponsorship		
Escuela Tlatelolco Centro de Estudios 2949 N. Federal Blvd., Denver, CO 80211	None	Public Charity	2,500.
	2008 Flor y Canto Champions of Change Awards Festival		
Escuela Tlatelolco Centro de Estudios 2949 N. Federal Blvd., Denver, CO 80211	None	Public Charity	2,500.
	2008 Flor y Canto Champions of Change Awards Festival		
Escuela Tlatelolco Centro de Estudios 2949 N. Federal Blvd., Denver, CO 80211	None	Public Charity	15,000.
	general operating support		
Especiallly Me/Just Say Know, PO Box 370244, Denver, CO 80237-0244	None	Public Charity	5,000.
	10th Anniversary Especiallly Me High School Conference		
Facing History and Ourselves, 789 Sherman Street, Suite 580, Denver, CO 8020	None	Public Charity	3,275.
	support for the 'Examining Homophobia in History' Workshops		
Family Tree, Inc, 3805 Marshall Street, Suite 100, Wheat Ridge, CO 80033	None	Public Charity	10,000.
	general operating support		

First Congregational Church - United Church of Christ 20 E. Saint Vrain St., Colorado Springs, CO 80903	None program support for Our Whole Lives: Human Sexuality and Our Faith	Public Charity	5,000.
Fort Collins Museum of Contemporary Art 201 S College Ave, Fort Collins, CO 80524	None event sponsorship for Masks at MOCA	Public Charity	2,500.
Frequent Flyers Production, PO Box 1979, Boulder, CO 80306	None event sponsorship for The Historic Performance	Public Charity	5,000.
Friends of the Fountain Fund, PO Box 1930, Colorado Springs, CO 80901	None event sponsorship for the 2008 Uncle Wilber Opening Day	Public Charity	1,000.
Front Range Economic Strategy Center 140 Sheridan Blvd, Denver, CO 80226	None general operating support	Public Charity	5,109.
Front Range Economic Strategy Center 140 Sheridan Blvd, Denver, CO 80226	None general operating support	Public Charity	7,500.
FutureSelf, 515 Manitou Ave, Manitou, CO 80829	None program support	Public Charity	5,000.
FutureSelf, 515 Manitou Ave, Manitou, CO 80829	None general operating support and event sponsorship for Flaunt	Public Charity	10,000.

Galileo School of Math & Science, 1600 N. Union Blvd., Colorado Springs, CO	None	Public Charity	5,000.
	event sponsorship for the Dan Pink VIP Reception		
Girl Scouts of Colorado, PO Box 9407, Denver, CO 80209	None	Public Charity	5,000.
	event sponsorship for the 2008 Women of Distinction Dinner		
Greeley Philharmonic Orchestra Association PO Box 1535, Greeley, CO 80632	None	Public Charity	2,500.
	event sponsorship for the 2008 American Generations performance		
Health S.E.T., 4200 West Conejos Place Suite 436, Denver, CO 80204	None	Public Charity	2,500.
	event sponsorship for 'Harvest of Hope'		
Hilltop Community Resources, 1331 Hermosa Ave., Grand Junction, CO 81506	None	Public Charity	1,500.
	event sponsorship for the 2008 Extraordinary Women		
Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None	Public Charity	2,500.
	general operating support		
Intercambio de Comunidades, 4735 Walnut Street, Suite B, Boulder, CO 80301	None	Public Charity	1,000.
	event sponsorship for La Fiesta de Intercambio		
Interfaith Alliance of Colorado, 1600 S. Pearl Street, Denver, CO 80210	None	Public Charity	5,000.
	general operating support		

Interfaith Alliance of Colorado, 1600 S. Pearl Street, Denver, CO 80210	None	Public Charity	4,522.
	general operating support		
Juvenile Diabetes Research Foundation 3710 Sinton Road, Suite 220, Colorado Springs, CO 80907	None	Public Charity	5,000.
	event sponsorship for the 2008 Promise Ball		
Juvenile Diabetes Research Foundation 3710 Sinton Road, Suite 220, Colorado Springs, CO 80907	None	Public Charity	5,000.
	event sponsorship for the 2008 Promise Ball		
KAFM - Grand Valley Public Radio, 1310 Ute Avenue, Grand Junction, CO 81501	None	Public Charity	2,500.
	program support for 'Notes', and general operating support		
KAFM - Grand Valley Public Radio, 1310 Ute Avenue, Grand Junction, CO 81501	None	Public Charity	10,000.
	program support for 'Notes', and general operating support		
KAJX-FM Aspen Public Radio, 110 East Hallam, #134, Aspen, CO 81611	None	Public Charity	2,500.
	underwriting and general operating support		
KAJX-FM Aspen Public Radio, 110 East Hallam, #134, Aspen, CO 81611	None	Public Charity	2,500.
	underwriting and general operating support		

KAJX-FM Aspen Public Radio, 110 East Hallam, #134, Aspen, CO 81611	None	Public Charity	2,500.
	general operating support		
KBDI Channel 12, 2900 Welton Street, Suite 100, Denver, CO 80205	None	Public Charity	5,000.
	underwriting support		
KDNK, PO Box 1388, Carbondale, CO 81623	None	Public Charity	1,000.
	underwriting and general operating support		
KDNK, PO Box 1388, Carbondale, CO 81623	None	Public Charity	1,500.
	underwriting and general operating support		
KDUR, 1000 Rim Drive, Durango, CO 81301	None	Public Charity	2,500.
	underwriting and general operating support		
KDUR, 1000 Rim Drive, Durango, CO 81301	None	Public Charity	1,500.
	underwriting and general operating support		
KDUR, 1000 Rim Drive, Durango, CO 81301	None	Public Charity	2,500.
	general operating support		
Kempe Foundation for the Prevention and Treatment of Child Abuse and Neglec 1825 Marion Street, Denver, CO 80218	None	Public Charity	10,000.
	event sponsorship for TGIF Happy Hour with Dana Carvey		

Kempe Foundation for the Prevention and Treatment of Child Abuse and Neglec 1825 Marion Street, Denver, CO 80218	None event sponsorship for TGIF Happy Hour with Dana Carvey	Public Charity	5,000.
KGNU, 4700 Walnut St., Boulder, CO 80301	None Capitol Coverage project, underwriting, general support	Public Charity	20,000.
KHEN Radio - Tenderfoot Transmitting PO Box 596, Salida, CO 81201	None general operating support	Public Charity	1,500.
KRCC - FM, 912 North Weber Street, Colorado Springs, CO 80903	None underwriting and general operating support	Public Charity	16,000.
KREV, 1509 Fish Hatchery Rd, Estes Park, CO 80517	None underwriting and general operating support	Public Charity	1,500.
KRFC, 619 South College Ave, #4, Fort Collins, CO 80524	None underwriting and general operating support	Public Charity	2,500.
KRFC, 619 South College Ave, #4, Fort Collins, CO 80524	None underwriting and general operating support	Public Charity	2,500.

KRZA, 528 9th St, Alamosa, CO 81101	None underwriting and general operating support	Public Charity	1,500.
KRZA, 528 9th St, Alamosa, CO 81101	None general operating support	Public Charity	2,500.
KUNC - Community Radio for Northern Colorado 822 7th St, Ste 530, Greeley, CO 80631	None underwriting and general operating support	Public Charity	2,500.
KUNC - Community Radio for Northern Colorado 822 7th St, Ste 530, Greeley, CO 80631	None underwriting and general operating support	Public Charity	2,500.
KUVO, 2900 Welton Street, Suite 200, Denver, CO 80205	None underwriting and general operating support	Public Charity	2,500.
KUVO, 2900 Welton Street, Suite 200, Denver, CO 80205	None underwriting and general operating support	Public Charity	2,500.
KUVO, 2900 Welton Street, Suite 200, Denver, CO 80205	None underwriting and general operating support	Public Charity	2,000.
KVNF Community Radio, P.O. Box 1350, 233 Grand Ave, Paonia, CO 81428	None underwriting and general operating support	Public Charity	1,500.

KVNF Community Radio, P.O. Box 1350, 233 Grand Ave, Paonia, CO 81428	None underwriting and general operating support	Public Charity	1,000.
Lafayette Pro Musica Chamber Orchestra PO Box 806, Lafayette, CO 80026	None event sponsorship for Explorations: A Latin American Music Festival	Public Charity	1,000.
Lakewood Heritage, Culture and the Arts Alliance, Inc. PO Box 280395, Lakewood, CO 80228	None Lakewood Cultural Center's 2008 Summer Concert Series	Public Charity	7,500.
Latin American Educational Foundation 561 Santa Fe Drive, Denver, CO 80204	None general operating support	Public Charity	25,000.
Latina Initiative, 1536 Wynkoop Street, 4B, Denver, CO 80202	None general operating support	Public Charity	15,000.
Latina Initiative, 1536 Wynkoop Street, 4B, Denver, CO 80202	None event sponsorship	Public Charity	15,000.
Latina Initiative, 1536 Wynkoop Street, 4B, Denver, CO 80202	None event sponsorship	Public Charity	5,000.
Latina Initiative, 1536 Wynkoop Street, 4B, Denver, CO 80202	None general operating support	Public Charity	5,000.

Leadership Pikes Peak, PO Box 128, Colorado Springs, CO 80901	None	Public Charity	5,000.
	Annual Celebration of Community Leadership Gala		
Leadership Pikes Peak, PO Box 128, Colorado Springs, CO 80901	None	Public Charity	15,000.
	Annual Celebration of Community Leadership Gala		
League of Women Voters of Denver Education Fund 1980 Dahlia Street, Denver, CO 80220	None	Public Charity	2,000.
	event sponsorship for the 2008 Visions of the City Dinner		
Memorial Health System Foundation, 1519 East Boulder Street, Colorado Spring	None	Public Charity	5,000.
	event sponsorship for the 2008 'Ooh, The Places You'll Go' Gala		
Memorial Health System Foundation, 1519 East Boulder Street, Colorado Spring	None	Public Charity	5,000.
	event sponsorship for the 2008 'Ooh, The Places You'll Go' Gala		
Mental Health Center of Denver, 4141 E. Dickenson Place, Denver, CO 80222	None	Public Charity	2,000.
	event sponsorship for the 2008 Annual Recovery Conference		
Mental Health Center of Denver, 4141 E. Dickenson Place, Denver, CO 80222	None	Public Charity	500.
	event sponsorship for the 2008 Annual Recovery Conference		

Mesa State College Foundation, 1450 North 12th Street, Grand Junction, CO 81	None	Public Charity	5,000.
	event sponsorship for Angels in America - Millennium Approaches		
Mi Casa, 360 Acoma Street, Denver, CO 80223	None	Public Charity	1,400.
	general operating support		
Mi Casa, 360 Acoma Street, Denver, CO 80223	None	Public Charity	3,600.
	general operating support		
Mizel Museum, 400 South Kearney Street, Denver, CO 80224	None	Public Charity	5,000.
	2008 Mizel Museum Annual Dinner		
Museo de las Americas, 861 Santa Fe Drive, Denver, CO 80204	None	Public Charity	15,000.
	Teen Dialogues, event sponsorship for Rojo		
Museo de las Americas, 861 Santa Fe Drive, Denver, CO 80204	None	Public Charity	10,000.
	event sponsorships for Rojo 2007 and the Spring Celebration 2008		
Museum of Contemporary Art-Denver, 1485 Delgany Street, Denver, CO 80202	None	Public Charity	10,000.
	event sponsorship for the Logan Conversations		
Naral Pro-Choice Colorado Foundation 1905 Sherman Street Suite 800, Denver, CO 80203	None	Public Charity	10,000.
	general operating support		

Naral Pro-Choice Colorado Foundation 1905 Sherman Street Suite 800, Denver, CO 80203	None general operating support	Public Charity	2,500.
National Guard Association - Colorado Education Foundation PO Box 440889, Aurora, CO 80044	None program support for tuition assistance	Public Charity	3,000.
National Multiple Sclerosis Society, Colorado Chapter 900 South Broadway, Second Floor, Denver, CO 80209	None event sponsorships for the 2008 Annual Women Against MS Luncheons	Public Charity	3,000.
National Trust for Historic Preservation 535 16th Street, Suite 750, Denver, CO 80202	None program support for 'Explore Colorado'	Public Charity	30,000.
Newsed Community Development Corporation, Inc. 1029 Santa Fe Drive, Denver, CO 80204	None event sponsorship for the 2008 Cinco de Mayo Festival	Public Charity	20,000.
Newsed Community Development Corporation, Inc. 1029 Santa Fe Drive, Denver, CO 80204	None event sponsorship for the 2008 Cinco de Mayo Festival	Public Charity	4,567.
Partners in Routt County, PO Box 774325, Steamboat Springs, CO 80477	None event sponsorship for the 2008 Java and Jazz	Public Charity	2,500.
PeaceJam Foundation, 5605 Yukon Street, Arvada, CO 80002	None general operating support	Public Charity	7,551.

PeaceJam Foundation, 5605 Yukon Street, Arvada, CO 80002	None general operating support	Public Charity	11,049.
PeaceJam Foundation, 5605 Yukon Street, Arvada, CO 80002	None general operating support	Public Charity	10,625.
PeaceJam Foundation, 5605 Yukon Street, Arvada, CO 80002	None general operating support	Public Charity	776.
Pikes Peak Blues Community, Inc, PO Box 6855, Colorado Springs, CO 80934	None event sponsorship for the 2008 'Paint the Town Blue' Series	Public Charity	2,500.
Pikes Peak Community Foundation, 730 N. Nevada Avenue, Colorado Springs, CO	None 2009 Fort Carson Town Hall Meeting	Public Charity	1,000.
Pikes Peak Community Foundation, 730 N. Nevada Avenue, Colorado Springs, CO	None event sponsorship for the 2008 'Everybody Welcome Celebration'	Public Charity	1,000.
Pikes Peak Community Foundation, 730 N. Nevada Avenue, Colorado Springs, CO	None STOP Family Violence Coalition's 2008/2009 media campaign	Public Charity	7,500.
Pikes Peak Community Foundation, 730 N. Nevada Avenue, Colorado Springs, CO	None event sponsorship for the Fort Carson Town Hall Meeting	Public Charity	2,000.

Pikes Peak Community Foundation, 730 N. Nevada Avenue, Colorado Springs, CO	None	Public Charity	5,000.
	general operating support for the Diversity Forum		
Pikes Peak Community Foundation, 730 N. Nevada Avenue, Colorado Springs, CO	None	Public Charity	5,000.
	support for the Leon's Kids Scholarship Fund		
Pikes Peak Library Foundation, PO Box 1579, Colorado Springs, CO 80901	None	Public Charity	7,500.
	All Pikes Peak Reads, and event sponsorship		
Pikes Peak Library Foundation, PO Box 1579, Colorado Springs, CO 80901	None	Public Charity	5,000.
	World Multi-Cultural Visual & Performing Arts Series		
Pikes Peak Partnership, 2377 North Academy Blvd, Colorado Springs, CO 80909	None	Public Charity	5,000.
	event sponsorship for the 2008 Cowboy Cotillion		
Pikes Peak Therapeutic Riding Center 13620 Halleluiah Trail, Elbert, CO 80106	None	Public Charity	1,000.
	event sponsorship for Miracles in Motion		
Planned Parenthood of the Rocky Mountains 7155 East 38th Avenue, Denver, CO 80207	None	Public Charity	1,000.
	event sponsorship for 'Smart Love'		

Planned Parenthood of the Rocky Mountains 7155 East 38th Avenue, Denver, CO 80207	None general operating support	Public Charity	908.
Planned Parenthood of the Rocky Mountains 7155 East 38th Avenue, Denver, CO 80207	None general operating support	Public Charity	24,093.
Project Angel Heart, 4190 Garfield Street, Unit 5, Denver, CO 80216	None event sponsorship for the 2008 Dining Out for Life	Public Charity	5,000.
Project Angel Heart, 4190 Garfield Street, Unit 5, Denver, CO 80216	None event sponsorship for the 2008 Dining Out for Life	Public Charity	5,000.
Project PAVE, 2051 York Street, Denver, CO 80205	None 2008 Project Pave - Janus Foundation Scholarship	Public Charity	5,000.
Project Safeguard, 815 E. 22nd Ave, Denver, CO 80205	None event sponsorship for the 2008 Valentine's Fling	Public Charity	1,500.
Project WISE: A Women's Initiative for Service & Empowerment 3401 W. 29th Ave, Denver, CO 80211	None general operating support	Public Charity	2,500.
Pueblo Hispanic Education Foundation 2200 Bonforte Blvd, Admin Bldg. Room 325, Pueblo, CO 81001	None event sponsorship for the Annual Scholarship Awards Celebration	Public Charity	3,000.

Pueblo StepUp, 1925 E. Orman Avenue, Suite G-52, Pueblo, CO 81004	None	Public Charity	1,500.
	event sponsorship for 'Wine & Small Plates'		
Rights for All People, 3131 W. 14th Avenue, Denver, CO 80204	None	Public Charity	8,000.
	for work with the Colorado Immigrant Rights Coalition		
Rocky Mountain Children's Law Center 1325 S Colorado Blvd, Ste 308, Denver, CO 80222	None	Public Charity	5,000.
	Champions for Children Annual Dinner & Celebration		
Rocky Mountain PBS, 1089 Bannock Street, Denver, CO 80204	None	Public Charity	10,000.
	underwriting and general operating support		
Rocky Mountain Repertory Theatre, PO Box 1682, Grand Lake, CO 80447	None	Public Charity	5,000.
	event sponsorship for the 2008 Season		
Rocky Mountain Womens Film Festival 421 S. Tejon Street, Suite 333, Colorado Springs, CO 80903	None	Public Charity	5,000.
	event sponsorship for the 2008 Rocky Mountain Women's Film Festival		
Rose Community Foundation, 600 South Cherry Street, Suite 1200, Denver, CO 8	None	Public Charity	30,000.
	televised/webstream the Colorado General Assembly floor program		
San Luis Valley Resource Conservation & Development Council 101 South Craft Drive, Alamosa, CO 81101	None	Public Charity	1,500.
	Second Annual Eastern Plains Intertribal Association		

Sangre de Cristo Arts and Conference Center 210 N. Santa Fe Avenue, Pueblo, CO 81003	None event sponsorship for the 2008-2009 Center Stage Performing Arts	Public Charity	10,000.
Sangre de Cristo Arts and Conference Center 210 N. Santa Fe Avenue, Pueblo, CO 81003	None Center Stage Performing Arts Series and general operating support	Public Charity	5,000.
Shadow Theatre Company, 1468 Dayton Street, Aurora, CO 80010	None event sponsorship for the 2007/2008 season	Public Charity	5,000.
Sisters of Color United for Education 2895 W. 8th Avenue, Denver, CO 80204	None general operating support	Public Charity	3,574.
Sisters of Color United for Education 2895 W. 8th Avenue, Denver, CO 80204	None general operating support	Public Charity	1,810.
Sisters of Color United for Education 2895 W. 8th Avenue, Denver, CO 80204	None general operating support	Public Charity	700.
Sixth Avenue United Church of Christ 3250 East 6th Avenue, Denver, CO 80206	None support for "Becoming a Welcoming Congregation"	Public Charity	1,000.
Southern Colorado AIDS Project, 1301 S 8th St, Suite 200, Colorado Springs,	None event sponsorship for the 2008 Red Ribbon Ball	Public Charity	2,500.

Southern Colorado AIDS Project, 1301 S 8th St, Suite 200, Colorado Springs,	None	Public Charity	500.
	a table sponsorship at the 2008 Red Ribbon Ball		
Southern Colorado Community Foundation 121 West 1st Street Suite 240, Pueblo, CO 81003	None	Public Charity	<5,000.>
	program support for Eve-Olve Center		
Stories on Stage, 216 S. Grant Street, Denver, CO 80209	None	Public Charity	2,500.
	event sponsorship for one 'Always on Sunday' 2008 season performance		
Su Teatro, 4725 High Street, Denver, CO 80216	None	Public Charity	10,000.
	event sponsorship and general operating support		
Su Teatro, 4725 High Street, Denver, CO 80216	None	Public Charity	10,000.
	event sponsorship for the XicanIndie Film Fes		
Suicide Prevention Partnership, 2860 S. Circle Drive Ste. 102, Colorado Spri	None	Public Charity	4,063.
	support for the Safe Teen Program		
Summer Heat Fire Camp, 375 Printers Parkway, Colorado Springs, CO 80910	None	Public Charity	2,000.
	event sponsorship for Summer Heat		
Summerbridge at Kent Denver, 4000 East Quincy Avenue, Englewood, CO 80113	None	Public Charity	1,000.
	2nd Annual 007 James Bond Themed Party		

TESSA, PO Box 2662, Colorado Springs, CO 80901	None	Public Charity	3,000.
	event sponsorship for the 2008 Pasta in the Park		
The Gay, Lesbian, Bisexual & Transgender Community Center of CO PO Box 9798, Denver, CO 80209	None	Public Charity	2,500.
	program support for Rainbow Alley		
The Laboratory of Art and Ideas at Belmar 404 S. Upham Street, Lakewood, CO 80226	None	Public Charity	1,500.
	general operating and program support		
The Matrix Center at UCCS, University of Colorado Foundation, 1420 Austin Bl	None	Public Charity	5,000.
	"program and general operating support		
The Matrix Center for the Advancement of Social Equity and Inclusion at UCC University of Colorado Foundation, 1420 Austin Bluffs Parkway, Colorado Spri	None	Public Charity	1,075.
	event sponsorship for the Matrix Center's White Privilege		
The Morgan Adams Foundation, 5303 East Evans Avenue, Suite 202, Denver, CO 8	None	Public Charity	5,000.
	event sponsorship for the 2008 Artma		
The Resource Exchange, 418 South Weber, Colorado Springs, CO 80903	None	Public Charity	5,000.
	2008 Developmental Disabilities Awareness Day		
The Veterans of Hope Project, 2201 South University Blvd., Denver, CO 80210	None	Public Charity	2,500.
	event sponsorship for The Welcome Table		

Thunder River Theatre Company, 67 Promenade, Carbondale, CO 81623	None	Public Charity	1,000.
	event sponsorship for the 2008 El de los Muertos Celebration		
UCCS Theatreworks, PO Box 7150, Colorado Springs, CO 80933	None	Public Charity	12,500.
	2008-2009 season sponsorship		
University of Colorado Denver, School of Public Affairs, Center on Domestic	None	Public Charity	2,500.
	2008 Colorado Regional Conference on the Healthcare		
University of Denver (Newman Center for the Performing Arts) 2344 E. Iliff Ave., Denver, CO 80208	None	Public Charity	25,000.
	event sponsorship for the 2008-2009 season		
Urban League of the Pikes Peak Region 1322 N. Academy Blvd., Suite 201, Colorado Springs, CO 80909	None	Public Charity	5,000.
	general operating support		
Urban Peak Colorado Springs, 423 East Cucharras, Colorado Springs, CO 80903	None	Public Charity	1,900.
	event sponsorship for the 2008 Building Futures Building Lives		
Urban Peak Colorado Springs, 423 East Cucharras, Colorado Springs, CO 80903	None	Public Charity	1,100.
	event sponsorship for the 2008 Building Futures Building Lives		
Volunteer Connection, 2885 East Aurora Ave, Suite 32, Boulder, CO 80303	None	Public Charity	2,500.
	event sponsorship for the 2008 I Volunteer Day		

Warren Village, 1323 Gilpin St., Denver, CO 80218	None	Public Charity	15,000.
	event sponsorship for the 2008 Camp Experience		
Western Museum of Mining & Industry 225 North Gate Road, Colorado Springs, CO 80921	None	Public Charity	2,500.
	event sponsorship for the 2008 Burro Birthday Bash and Concert		
White House Project, 1536 Wynkoop #4A, Denver, CO 80202	None	Public Charity	2,500.
	event sponsorship for the 10th Anniversary Celebration		
Women's Crisis & Family Outreach Center PO Box 367, Castle Rock, CO 80104	None	Public Charity	5,000.
	general operating support		
Women's Foundation of Colorado, Inc 1901 E Asbury Ave, Denver, CO 80208	None	Public Charity	20,000.
	general operating support		
Women's Resource Agency, 750 Citadel Drive East, Suite 3116, Colorado Spring	None	Public Charity	600.
	event sponsorship for Ladies Who Lunch		
Work Options for Women, 1200 Federal Blvd, Denver, CO 80204	None	Public Charity	2,500.
	event sponsorship for the 2008 Women Cook		
YouthBiz, Inc, 3535 Larimer Street, Denver, CO 80205	None	Public Charity	5,000.
	general operating support		

YWCA of Boulder County, 2222 14th Street, Boulder, CO 80302	None	Public Charity	1,500.
	event sponsorship for the 17th Annual Hall of Fame		

YWCA of Pueblo, 801 N. Santa Fe Avenue, Pueblo, CO 81003	None	Public Charity	2,500.
	event sponsorship for the 2008 Tribute to Women		

Total to Form 990-PF, Part XV, line 3a			10,351,630.
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Form 990-PF

Grants and Contributions
Approved for Future Payment

Statement 14

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
The Center for Progressive Leadership 1133 19th St NW, 9th Fl, Washington, DC 20036	None general operating support	Public Charity	2,700.
Coloradans for Fairness and Equality PO Box 1620, Denver, CO 80201	None support for the Catalist project	Public Charity	2,175.
Mi Familia Vota Education Fund, 2525 W. Alameda Avenue, Denver, CO 80219	None support for the Ya Es Hora program	Public Charity	40,000.
People for the American Way Foundation 2000 M Street NW, Ste 400, Washington, DC 20036	None nonpartisan civic engagement programs	Public Charity	15,000.
Planned Parenthood of the Rocky Mountains Inc 7155 East 38th Avenue, Denver, CO 80207	None support for the Colorado C-3 Roundtable's hub	Public Charity	12,000.
The Main Street Project, P.O. Box 80066, Minneapolis, MN 55408	None support for the Vote by Mail Project's post-election analysis	Public Charity	10,000.
The University of Colorado Foundation, Inc. University of Colorado Foundation, 1420 Austin Bluffs Parkway, Colorado Spri	None support for the Gay & Lesbian Fund evaluation project	Public Charity	25,000.

Western Colorado Congress, PO Box 1931, Grand Junction, CO 81502	None	Public Charity	12,000.
	support for the Colorado C-3 Roundtable's hub		
GroundSpark, 2180 Bryant Street, Suite 203, San Francisco, CA 94110	None	Public Charity	2,500.
	support for 'Straight-laced'		
New York Lesbian and Gay Experimental Film Festival Inc. 79 Pine Street Room 132, New York, NY 10005	None	Public Charity	20,000.
	support for the Human Bonobo Project		
Oregon Progress Forum, Bus Project Foundation, 333 SE 2nd Ave, Portland, OR	None	Public Charity	2,500.
	support for Oregon Progress Forum's Trick or Vote GOTV campaign		
Colorado Seminary, 2197 S University Blvd, Denver, CO 80208	None	Public Charity	2,500.
	support for the Emerging Leaders in Development Program		
Gay, Lesbian Alliance Against Defamation, Inc. 104 W 29th Street, New York, NY 10001	None	Public Charity	500.
	In honor of Yvette Burton		
Parents, Families and Friends of Lesbians and Gays 1726 M Street NW, Suite 400, Washington, DC 20036-4521	None	Public Charity	500.
	In honor of Claire Lyons		
Inside Out Youth Services, 235 South Nevada, Colorado Springs, CO 80903	None	Public Charity	2,600.
	general operating support		

Pikes Peak Gay and Lesbian Community Center PO Box 607, Colorado Springs, CO 80901	None capacity building and general operating support	Public Charity	7,000.
The Gay Lesbian Bisexual & Transgender Community Center of CO PO Box 9798, Denver, CO 80209	None capacity building	Public Charity	95,000.
ProgressNow.org, 1536 Wynkoop Street, #200, Denver, CO 80202	None general operating support	Public Charity	75,000.
Ark of Refuge, Inc., 1025 Howard Street, San Francisco, CA 94103	None general operating support	Public Charity	15,000.
Equality Federation Institute, 2069A Mission Street, San Francisco, CA 94111	None \$50,000 General operating support, \$50,000 Donor	Public Charity	100,000.
Family Pride Coalition, PO Box 206, Boston, MA 02133	None general operating support	Public Charity	50,000.
Funders for Lesbian and Gay Issues 116 E 16th St, 7th Floor, New York, NY 10003-2112	None general operating support	Public Charity	50,000.
Garden State Equality Educational Fund 67 Church Street, Montclair, NJ 07042	None Outcome Funding: Marriage equality n New Jersey	Public Charity	75,000.

GroundSpark, 2180 Bryant Street, Suite 203, San Francisco, CA 94110	None	Public Charity	15,000.
	project support for Rapid Response roundtable		
LGBT Labor Leadership Initiative, 815 16th Street NW, Washington, DC 20006	None	Public Charity	25,000.
	general operating support		
Liberty Education Forum, 1901 Pennsylvania Ave NW, Suite 902, Washington, DC	None	Public Charity	75,000.
	general operating support		
National Association for the Advancement of Colored People 4805 Mt Hope Drive, Baltimore, MD 21215	None	Public Charity	50,000.
	general operating support		
People for the American Way Foundation 2000 M Street NW, Ste 400, Washington, DC 20036	None	Public Charity	50,000.
	program support for the African-American Ministers Leadership		
Proteus Fund, 101 University Drive, Suite A2, Amherst, MA 01002	None	Public Charity	250,000.
	support for Civil Marriage Collaborative		
The Transgender Law Center, 870 Market St, Suite 823, San Francisco, CA 9410	None	Public Charity	15,000.
	general operating support		
Zuna Institute, 4660 Natomas Blvd, #120-181, Sacramento, CA 95835	None	Public Charity	10,000.
	general operating support		

Colorado Preservation, Inc - CPI, None 333 West Colfax Ave, Suite 300, Denver, CO	event sponsorship for Saving Places 2009	Public Charity	7,500.
Anti-Defamation League of Bnai Brith 1120 Lincoln Street, Suite 1301, Denver, CO 80203	None general operating support	Public Charity	5,000.
The University of Colorado Foundation, Inc. University of Colorado Foundation, 1420 Austin Bluffs Parkway, Colorado Spri	None program and general operating support	Public Charity	5,000.
Colorado Nonprofit Development Center 4130 Tejon Street, Suite A, Denver, CO 80211	None general operating support for the Colorado Anti-Violence	Public Charity	5,000.
National Guard Association Colorado Education Foundation, Inc PO Box 440889, Aurora, CO 80044	None gener operating support for the Colorado Anti-Violence Program	Public Charity	3,000.
Total to Form 990-PF, Part XV, line 3b			<u>1,132,475.</u>

990-PF	Involvement With Noncharitable Organizations Part XVII, Line 1, Column (d)	Statement 15
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Name of Noncharitable Exempt Organization

Gill Action Fund

Description of Transfers, Transactions, and Sharing Arrangements

Gill Action Fund leases a portion of the Foundation's office facilities from the Foundation.

Name of Noncharitable Exempt Organization

Gill Action Fund

Description of Transfers, Transactions, and Sharing Arrangements

The Foundation has personnel and office equipment that it makes available to the Gill Action Fund on a cost sharing basis. The Fund reimburses the Foundation for its share of these costs.

Name of Noncharitable Exempt Organization

Gill Action Fund

Description of Transfers, Transactions, and Sharing Arrangements

Same as above.

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.
▶ Attach to the corporation's tax return.

Form 990-PF

2008

Name GILL FOUNDATION	Employer identification number 84-1264186
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1 Total tax (see instructions)		1	82,978.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	82,978.
4 Enter the tax shown on the corporation's 2007 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	313,126.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	82,978.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).	
6 <input type="checkbox"/> The corporation is using the adjusted seasonal installment method.	
7 <input checked="" type="checkbox"/> The corporation is using the annualized income installment method.	
8 <input checked="" type="checkbox"/> The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.	

Part III Figuring the Underpayment					
		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/08	06/15/08	09/15/08	12/15/08
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	10	6,596.	14,375.		
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	5,872.	40,494.	31,146.	
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12				
13 Add lines 11 and 12	13		40,494.		
14 Add amounts on lines 16 and 17 of the preceding column	14		724.		
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	5,872.	39,770.		
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.		
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17	724.			
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18		25,395.		

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers; Use 5th month instead of 3rd month.)				
20 Number of days from due date of installment on line 9 to the date shown on line 19				
21 Number of days on line 20 after 4/15/2008 and before 7/1/2008				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 6\%}{366}$	\$	\$	\$	\$
23 Number of days on line 20 after 06/30/2008 and before 10/1/2008				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 5\%}{366}$	\$	\$	\$	\$
25 Number of days on line 20 after 9/30/2008 and before 1/1/2009				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 6\%}{366}$	\$	\$	\$	\$
27 Number of days on line 20 after 12/31/2008 and before 4/1/2009	See Attached Worksheet			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 5\%}{365}$	\$	\$	\$	\$
29 Number of days on line 20 after 3/31/2009 and before 7/1/2009				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	\$	\$	\$	\$
31 Number of days on line 20 after 6/30/2009 and before 10/01/2009				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	\$	\$	\$	\$
33 Number of days on line 20 after 9/30/2009 and before 1/1/2010				
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	\$	\$	\$	\$
35 Number of days on line 20 after 12/31/2009 and before 2/16/2010				
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	\$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	\$	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns				\$ 4.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method (see instructions)

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I - Adjusted Seasonal Installment Method (Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.)

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1 Enter taxable income for the following periods:					
a Tax year beginning in 2005	1a				
b Tax year beginning in 2006	1b				
c Tax year beginning in 2007	1c				
2 Enter taxable income for each period for the tax year beginning in 2008. (see instructions for the treatment of extraordinary items).	2				
3 Enter taxable income for the following periods:		First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 2005	3a				
b Tax year beginning in 2006	3b				
c Tax year beginning in 2007	3c				
4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4				
5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5				
6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6				
7 Add lines 4 through 6	7				
8 Divide line 7 by 3.0	8				
9a Divide line 2 by line 8	9a				
b Extraordinary items (see instructions)	9b				
c Add lines 9a and 9b	9c				
10 Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, ln 2 (or comparable ln of corp's return) ...	10				
11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a				
b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b				
c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c				
12 Add lines 11a through 11c	12				
13 Divide line 12 by 3.0	13				
14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14				
15 Enter any alternative minimum tax for each payment period (see instructions)	15				
16 Enter any other taxes for each payment period (see instr)	16				
17 Add lines 14 through 16	17				
18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	18				
19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	19				

Part II - Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20 Annualization periods (see instructions)	20				
21 Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items) ...	21	439,722.	1,012,342.	1,048,878.	2,375,133.
22 Annualization amounts (see instructions)	22	6.000000	4.000000	2.000000	1.333330
23a Annualized taxable income. Multiply line 21 by line 22 ...	23a	2,638,332.	4,049,368.	2,097,756.	3,166,836.
b Extraordinary items (see instructions)	23b				
c Add lines 23a and 23b	23c	2,638,332.	4,049,368.	2,097,756.	3,166,836.
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	24	26,383.	40,494.	20,978.	31,668.
25 Enter any alternative minimum tax for each payment period (see instructions)	25				
26 Enter any other taxes for each payment period (see instr)	26				
27 Total tax. Add lines 24 through 26	27	26,383.	40,494.	20,978.	31,668.
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	28				
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	26,383.	40,494.	20,978.	31,668.
30 Applicable percentage	30	25%	50%	75%	100%
31 Multiply line 29 by line 30	31	6,596.	20,247.	15,734.	31,668.

Part III - Required Installments

		1st installment	2nd installment	3rd installment	4th installment
		Note: Complete lines 32 through 38 of one column before completing the next column.			
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	6,596.	20,247.	15,734.	31,668.
33 Add the amounts in all preceding columns of line 38 (see instructions)	33		6,596.	20,971.	20,971.
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- ...	34	6,596.	13,651.	0.	10,697.
35 Enter 25% of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	6,596.	14,375.		
36 Subtract line 38 of the preceding column from line 37 of the preceding column	36				
37 Add lines 35 and 36	37	6,596.	14,375.		
38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	38	6,596.	14,375.	0.	0.

** Annualized Income Installment Method Using Standard Option

Form 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

Name(s)					Identifying Number
GILL FOUNDATION					84-1264186
(A)	(B)	(C)	(D)	(E)	(F)
*Date	Amount	Adjusted Balance Due	Number Days Balance Due	Daily Penalty Rate	Penalty
		-0-			
05/15/08	6,596.	6,596.			
05/15/08	<5,872.>	724.	31	.000163934	4.
06/15/08	14,375.	15,099.			
06/15/08	<40,494.>	<25,395.>			
06/30/08	0.	<25,395.>	77	.000136612	
09/15/08	<31,146.>	<56,541.>			
09/30/08	0.	<56,541.>	92	.000163934	
12/31/08	0.	<56,541.>	90	.000136986	
03/31/09	0.	<56,541.>	43	.000109589	
05/13/09	<50,000.>	<106,541.>			
Penalty Due (Sum of Column F)					4.

* Date of estimated tax payment, withholding credit date or installment due date.

Return by a U.S. Transferor of Property to a Foreign Corporation

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor GILL FOUNDATION	Identifying number (see instructions) 84-1264186
---	---

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.
- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	94-3106323

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) JUPITER TM IV, LTD (CLASS F SHARES)	4 Identifying number, if any N/A
--	--

5 Address (including country)
 608 ST. JAMES COURT, ST DENIS STREET
 PORT LOUIS, Mauritius

6 Country code of country of incorporation or organization
 MP

7 Foreign law characterization (see instructions)
 CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2008		114,205.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.10 % (b) After 0.10 %

10 Type of nonrecognition transaction (see instructions) ► SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

OMB No. 1545-0026

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Attachment
 Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor GILL FOUNDATION	Identifying number (see instructions) 84-1264186
---	---

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.
- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	94-3106323

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) PT ADARO ENERGY TBK	4 Identifying number, if any N/A
--	--

5 Address (including country)
 MENARA KARYA, 23RD FLOOR, JLN H.R. RASUNA SAID, BLOK X-5, KAV. 1-2
 JAKARTA 12950, Indonesia

6 Country code of country of incorporation or organization
 ID

7 Foreign law characterization (see instructions)
 CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	07/15/2008		291,918.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.10 % (b) After 0.10 %

10 Type of nonrecognition transaction (see instructions) ► SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property to a Foreign Corporation

OMB No. 1545-0026

▶ **Attach to your Income tax return for the year of the transfer or distribution.**

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor GILL FOUNDATION	Identifying number (see instructions) 84-1264186
---	---

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.
- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
TIFF PRIVATE EQUITY PARTNERS 2005, LLC	20-2619423

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) PC III A LP	4 Identifying number, if any
--	-------------------------------------

5 Address (including country)
 AUGUSTINE HOUSE, AUSTIN FRIARS
 LONDON, United Kingdom

6 Country code of country of incorporation or organization
 UK

7 Foreign law characterization (see instructions)
 CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	06/30/2008		120,191.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.10 % (b) After 0.10 %

10 Type of nonrecognition transaction (see instructions) **Section 351**

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred **\$** _____

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2008

Department of the Treasury
Internal Revenue Service

▶ **Attach to your tax return. See separate instructions.**

Information furnished for the foreign partnership's tax year beginning , 2008, and ending , 20

Attachment Sequence No. **118**

Name of person filing this return GILL FOUNDATION	Filer's identifying number 84-1264186
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Filer's address (if you are not filing this form with your tax return) 2215 Market Street	A Category of filer (see Categories of Filers in the instructions and check applicable box(es)): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> B Filer's tax year beginning Jan 1 , 20 08 , and ending Dec 31 , 20 08
---	---

C Filer's share of liabilities: Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Other \$ _____

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name	EIN
Address	

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership DRAPER FISHER JURVETSON FUND VIII, L.P. 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	2 EIN (if any) 98-0228292 3 Country under whose laws organized CAYMAN ISLANDS
---	--

4 Date of organization 8/3/2000	5 Principal place of business MENLO PARK, CA	6 Principal business activity code number 525990	7 Principal business activity VENTURE CAPITAL	8a Functional currency US DOLLAR	8b Exchange rate (see instr.)
--	---	---	--	---	--------------------------------------

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States TIMOTHY DRAPER 2882 SAND HILL ROAD, STE. 150, MENLO PARK, CA 94025	2 Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: OGDEN, UTAH
3 Name and address of foreign partnership's agent in country of organization, if any WALKERS, WALKER HOUSE 0.9. BOX 265GT, MARY STREET GEORGETOWN, GRAND CAYMAN, CAYMAN ISLANDS	4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different

5 Were any special allocations made by the foreign partnership? Yes No

6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) **0**

7 How is this partnership classified under the law of the country in which it is organized? **PARTNERSHIP**

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No

9 Does this partnership meet **both** of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$1 million. } Yes No
 If "Yes," **do not** complete Schedules L, M-1, and M-2.

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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return.	Signature of general partner or limited liability company member	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN
	Preparer's signature	Date	Firm's name (or yours if self-employed), address, and ZIP code	EIN

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest **b** Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? **Yes** **No**

Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B Income Statement—Trade or Business Income

Caution. Include *only* trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a			
	b Less returns and allowances	1b			1c
	2 Cost of goods sold				2
	3 Gross profit. Subtract line 2 from line 1c				3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)				4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))				5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)				6
	7 Other income (loss) (attach statement).				7
8 Total income (loss). Combine lines 3 through 7				8	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)				9
	10 Guaranteed payments to partners				10
	11 Repairs and maintenance				11
	12 Bad debts				12
	13 Rent				13
	14 Taxes and licenses				14
	15 Interest				15
	16a Depreciation (if required, attach Form 4562)	16a			
	b Less depreciation reported elsewhere on return	16b			16c
	17 Depletion (Do not deduct oil and gas depletion.)				17
	18 Retirement plans, etc.				18
	19 Employee benefit programs				19
	20 Other deductions (attach statement)				20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20.				21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8				22	

SCHEDULE O
(Form 8865)

Transfer of Property to a Foreign Partnership
(under section 6038B)

OMB No. 1545-1668

2008

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 8865. See Instructions for Form 8865.**

Name of transferor GILL FOUNDATION	Filer's identifying number 84-1264186
Name of foreign partnership DRAPER FISHER JURVETSON FUND VII, L.P.	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		178,500				.005%
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported(see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No