

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

Department of the Treasury  
Internal Revenue Service

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

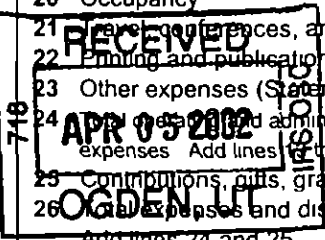
For the calendar year 2000 or tax year beginning **12/1/2000**, and ending **11/30/2001**

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

<b>Use the IRS label</b>	Name of organization <b>CASTLE ROCK FOUNDATION</b>	<b>A</b> Employer identification number <b>84-1243301</b>
<b>Otherwise, please print or type</b>	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>4100 East Mississippi Ave 1850</b>	<b>B</b> Telephone number (see page 9 of the instr) <b>303-388-1636</b>
	City or town State Zip + 4 <b>Denver CO 80246</b>	<b>C</b> If exemption application is pending check here <input type="checkbox"/>
<b>H</b> Check organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D</b> 1 Foreign organizations check here <input type="checkbox"/> 2 Organizations meeting the 85% test, check <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) <b>50,862,306</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, col (d) must be on cash basis)	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
1 Contributions, gifts, grants, etc., received				
2 Distributions from split-interest trusts				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	671,789	671,789		
<b>R</b> 5a Gross rents				
<b>e</b> b (Net rental income/loss _____)				
6 Net gain or (loss) from sale of assets not on line 10	1,838,597			
7 Capital gain net income (Part IV, line 2)		1,838,597		
8 Net short-term capital gain			0	
9 Income modifications				
<b>u</b> 10a Gross sales less returns				
<b>e</b> b Less COGS				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	2,510,386	2,510,386	0	
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
<b>E</b> b Accounting fees (Statement 5)	4,780	239		4,541
c Other professional fees				
17 Interest				
<b>x</b> 18 Taxes (Statement 6)	23,000	0		0
<b>p</b> 19 Depreciation and depletion				
<b>e</b> 20 Occupancy				
<b>n</b> 21 Travel, conferences, and meetings	5,039	252		4,787
<b>s</b> 22 Printing and publications	1,852	93		1,759
23 Other expenses (Statement 1)	91,801	2,332		89,469
24 Other professional and administrative expenses. Add lines 16 through 23	126,472	2,916	0	100,556
25 Contributions, gifts, grants paid	3,397,000			3,397,000
<b>s</b> 26 Total expenses and disbursements	3,523,472	2,916	0	3,497,556
Add lines 24 and 25				
27 Subtract line 26 from line 12				
<b>a</b> Excess of revenue over expenses and disbursements	-1,013,086			
<b>b</b> Net investment income (if negative, enter -0-)		2,507,470		
<b>c</b> Adjusted net income (if negative, enter -0-)			0	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
	1 Cash - non-interest bearing	142,226	36,039	36,039
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
A	7 Other notes and loans receivable			
s	Less allowance for doubtful accounts			
s	8 Inventories for sale or use			
e	9 Prepaid expenses and deferred charges			
t	10a Investments - U S and state government obligations			
s	b Investments - corporate stock (Statement 2)	61,616,968	60,710,069	50,826,267
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land buildings and equipment basis			
	Less accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation			
	15 Other assets (describe )			
	16 Total assets (to be completed by all filers-see page 16 of the instructions Also, see page 1, item I)	61,759,194	60,746,108	50,862,306
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Lia-	19 Deferred revenue			
bili-	20 Loans from officers directors trustees and other disqualified persons			
ties	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )			
	23 Total liabilities (add lines 17 through 22)	0	0	
	<b>Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31</b>			
N	24 Unrestricted			
e	25 Temporarily restricted			
t	26 Permanently restricted			
	<b>Organizations that do not follow SFAS 117, check here and complete lines 27 through 31</b>	X		
A	27 Capital stock trust principal, or current funds			
s	28 Paid in or capital surplus or land bldg and equipment fund			
e	29 Retained earnings accumulated income endowment or other funds	61,759,194	60,746,108	
t	30 Total net assets or fund balances (see page 17 of the instructions)	61,759,194	60,746,108	
s	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	61,759,194	60,746,108	

**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	61,759,194
2	Enter amount from Part I, line 27a	2	-1,013,086
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	60,746,108
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	60,746,108

**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)
<b>1a</b>	SEE STATEMENT 3			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>			1,838,597	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
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		
<b>a</b>		0	1,838,597	
<b>b</b>		0	0	
<b>c</b>		0	0	
<b>d</b>		0	0	
<b>e</b>		0	0	
<b>2</b>	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	<b>2</b>	1,838,597	
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	<b>3</b>		

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

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

**1** Enter the appropriate amount in each column for each year, see page 16 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
11/30/2000	2,911,808	70,171,546	0.0415
11/30/1999	2,910,078	63,382,547	0.0459
11/30/1998	2,847,747	62,881,640	0.0453
11/30/1997	2,584,703	62,110,816	0.0416
11/30/1996	1,158,328	51,577,705	0.0225
<b>2</b>	Total of line 1, column (d)	<b>2</b>	0.1968
<b>3</b>	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	<b>3</b>	0.0394
<b>4</b>	Enter the net value of noncharitable-use assets for 2000 from Part X, line 5	<b>4</b>	55,349,690
<b>5</b>	Multiply line 4 by line 3	<b>5</b>	2,180,778
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	25,075
<b>7</b>	Add lines 5 and 6	<b>7</b>	2,205,853
<b>8</b>	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18	<b>8</b>	3,497,556

Part VI Excise Tax on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 16)

Table with 11 rows for excise tax calculations. Includes fields for exempt operating foundations, domestic organizations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (2000 estimated tax, foreign organizations, etc.), total credits, penalty, tax due, overpayment, and amount to be credited to 2001 estimated tax.

Part VII-A Statements Regarding Activities

Table with 13 rows for statements regarding activities. Includes questions about influencing legislation, political purposes, political expenditures, IRS reporting, business income, liquidation, requirements of section 508(e), assets, state reporting, private operating foundation status, substantial contributors, annual return requests, and books in care.

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

Table with columns for question number, question text, response box, and Yes/No columns. Includes questions 1a through 6a regarding organizational activities and disaster assistance.

**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 (see instructions)**

(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 & deferred compensation	(e) Expense account other allowances
SEE STATEMENT 4				

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 21 of the instructions) 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 & deferred compensation	(e) Expense account, other allowances
NONE				

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

**3 Five highest-paid independent contractors for professional services - (see page 21 of the instructions) If none, enter "NONE"**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

**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 NONE	
2	
3	
4	

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

(see page 22 of the instructions)

	Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	NONE	
2		
3	All other program-related investments See page 22 of the instructions	

**Part X Minimum Investment Return**

(All domestic foundations must complete this part Foreign foundations see

page 22 of the 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	56,088,507
b	Average of monthly cash balances	1b	104,072
c	Fair market value of all other assets (see page 23 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	56,192,579
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	56,192,579
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 23 of the instructions)	4	842,889
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	55,349,690
6	Minimum investment return Enter 5% of line 5	6	2,767,485

**Part XI Distributable Amount**

(see page 23 of the 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	2,767,485
2a	Tax on investment income for 2000 from Part VI, line 5	2a	25,075
b	Income tax for 2000 (This does not include the tax from Part VI )	2b	0
c	Add lines 2a and 2b	2c	25,075
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,742,410
4a	Recoveries of amounts treated as qualifying distributions	4a	0
b	Income distributions from section 4947(a)(2) trusts	4b	0
c	Add lines 4a and 4b	4c	0
5	Add lines 3 and 4c	5	2,742,410
6	Deduction from distributable amount (see page 23 of the instructions)	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,742,410

**Part XII Qualifying Distributions**

(see page 24 of the 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	3,497,556
b	Program-related investments - total of lines 1-3 of Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,497,556
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	25,075
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	3,472,481

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 page 24 of the instructions)

	(a) Corpus	(b) Years prior to 1999	(c) 1999	(d) 2000
<b>1</b> Distributable amount for 2000 from Part XI, line 7				2,742,410
<b>2</b> Undistributed income if any as of the end of 1999				
<b>a</b> Enter amount for 1999 only			3,327,326	
<b>b</b> Total for prior years 19__, 19__, 19__		0		
<b>3</b> Excess distributions carryover if any to 2000				
<b>a</b> From 1995	0			
<b>b</b> From 1996	0			
<b>c</b> From 1997	0			
<b>d</b> From 1998	0			
<b>e</b> From 1999	0			
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2000 from Part XII, line 4 \$ 3,497,556				
<b>a</b> Applied to 1999, but not more than line 2a			3,327,326	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0			
<b>d</b> Applied to 2000 distributable amount				170,230
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2000 (If an amount appears in column (d) the same amount must be shown in column (a))	0			0
<b>6</b> Enter the net total of each column as indicated below				
<b>a</b> Corpus Add 3f 4c and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0		
<b>e</b> Undistributed income for 1999 Subtract line 4a from line 2a Taxable amount			0	
<b>f</b> Undistributed income for 2000 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2001				2,572,180
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0			
<b>8</b> Excess distributions carryover from 1995 not applied on line 5 or line 7 (see page 23 of the instructions)	0			
<b>9</b> Excess distributions carryover to 2001 Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 1996	0			
<b>b</b> Excess from 1997	0			
<b>c</b> Excess from 1998	0			
<b>d</b> Excess from 1999	0			
<b>e</b> Excess from 2000	0			



**Part XIV Private Operating Foundations** (see page 25 of the instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation and the ruling is effective for 2000 enter the date of the ruling

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

	Tax Year				(e) Total
	(a) 2000	(b) 1999	(c) 1998	(d) 1997	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
<b>b</b> 65% of line 2a	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII line 4 for each year listed	0				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> Assets alternative test enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> Endowment alternative test Enter 2/3 of minimum investment return shown in Part X line 8 for each year listed	0				0
<b>c</b> 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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 26 of 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))

NONE

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

NONE

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

Check here if the  organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 26 of the 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

Sally Rippey, 4100 East Mississippi Ave, #1850, Denver, CO 80246 303-388-1636

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

IRS determination letter, purpose of the grant, list of directors, mission of the organization, funding sources and amounts

**c** Any submission deadlines

April 30

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

NONE

**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)				
<p>a Paid during the year SEE STATEMENT 7</p>				<p>3,397,000</p>
<b>Total</b>				<b>3a</b> 3,397,000
<p>b Approved for future payment SEE STATEMENT 7</p>				<p>725,000</p>
<b>Total</b>				<b>3b</b> 725,000





**CASTLE ROCK FOUNDATION**  
**Year Ending November 30, 2001**

**84-1243301**  
**Statement 1**

Form 990PF, Part I, Line 23, Other Expenses

<u>Description</u>	<u>Total</u>	<u>Investment Expense</u>	<u>Charitable Disbursement</u>
Administrative fee paid to Adolph Coors Foundation for shared facilities and expenses	\$ 43,940	2,197	41,743
Telephone	1,065	53	1,012
National grants administrator	45,150	0	45,150
Web site	1,200	60	1,140
Other	446	22	424
	\$ <u>91,801</u>	<u>2,332</u>	<u>89,469</u>

**CASTLE ROCK FOUNDATION**  
**November 30, 2001**

**84-1243301**  
**Statement 2**

Form 990PF, Part II, Investments

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Description

	<u>Cost</u>	<u>FMV</u>
Vanguard S & P 500 Index	\$ 39,063,466	34,257,147
Vanguard Extd Mkt Index	20,563,039	15,329,414
Coors Tek	533,651	755,743
Graphics Packaging	549,913	483,963
Total	<u>\$ 60,710,069</u>	<u>50,826,267</u>

CASTLE ROCK FOUNDATION  
November 30, 2001

84-1243301  
Statement 3

Form 990PF, Part IV Capital Gains and Losses for Tax on Investment Income

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<u>Description</u>	<u>Books</u>	<u>Tax</u>
Vanguard S & P 500 Index	\$ 2,233,574	2,233,574
Vanguard Extd Mkt Index	(394,977)	(394,977)
Total	<u>\$ 1,838,597</u>	<u>1,838,597</u>

CASTLE ROCK FOUNDATION  
November 30, 2001

84-1243301  
Statement 4

Form 990PF, Part VIII, Information about Officers, Directors

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<u>Name and Address</u>	<u>Title, and Average Hours per Week</u>	<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>	<u>Expense acct and Other Allowances</u>
Sally W Rippey C/O Foundation	Secretary Part	None	None	None
William K Coors C/O Foundation	President Part	None	None	None
Peter H Coors C/O Foundation	VP	None	None	None
Jeffrey H Coors C/O Foundation	Treasurer	None	None	None
Holland H Coors C/O Foundation	Trustee	None	None	None
Robert G Windsor C/O Foundation	Trustee	None	None	None



CASTLE ROCK FOUNDATION  
Year Ended November 30, 2001

84-1243301  
Statement 5

Form 990PF, Part I, Line 16, Legal, Accounting, Professional Fees

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<u>Description</u>	<u>Total</u>	<u>Investment Expense</u>	<u>Charitable Disbursements</u>
<u>Line 16b, Accounting Fees</u>			
Kundinger, McCutcheon, Corder & Engle, P C			
Audit and tax work	\$ 4,780	239	4,541

CASTLE ROCK FOUNDATION  
November 30, 2001

84-124330  
Statement 6

Form 990PF, Part I, Line 18, Legal, Taxes

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<u>Description</u>	<u>Total</u>	<u>Investment Expense</u>	<u>Charitable Disbursements</u>
Final payment for 11-30-00 return	\$ 0	0	0
First installment of 11-30-01 taxes	0	0	0
Second installment of 11-30-01 taxes	23,000	0	0
Third installment of 11-30-01 taxes	0	0	0
Fourth installment of 11-30-01 taxes	0	0	0
	<u>\$ 23,000</u>	<u>0</u>	<u>0</u>

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CASTLE ROCK FOUNDATION  
SCHEDULE OF APPROPRIATES AND PAYMENTS BY PROGRAM AREA  
FOR THE YEAR ENDING 2001

Recipient and/or Purpose	Beginning Balance December 1 2000	Newly Allocated 2001	Amount Paid 2001	Ending Balance November 30, 2001
<b><u>CASTLE ROCK FOUNDATION</u></b>				
A Christian Ministry in the National Parks Boston MA General support	0	15 000	15 000	0
American Battle Monuments Commission Arlington VA General operating support	300,000	0	200 000	100,000
American Council of Trustees and Alumni Washington DC General operating support	0	25 000	25,000	0
American Enterprise Institute for Public Policy Research Washington DC General support	0	50 000	50 000	0
American Indian College Fund ny NY Scholarships "Student of the Year" scholarship awards at each of the 32 American Indian Colleges	0	32 000	32 000	0
American Legislative Exchange Council Washington DC General support	0	50,000	50 000	0
American Studies Center Washington DC Support of Hispanic Heritage Month and Black History Month	0	50,000	50 000	0
Atlantic Legal Foundation Inc New York NY General support of public interest law firm	0	20 000	20 000	0

Continued

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CASTLE ROCK FOUNDATION  
SCHEDULE OF APPROPRIATES AND PAYMENTS BY PROGRAM AREA  
FOR THE YEAR ENDING 2001

Recipient and/or Purpose	Beginning Balance December 1, 2000	Newly Allocated 2001	Amount Paid 2001	Ending Balance November 30 2001
CASTLE ROCK FOUNDATION (continued)				
Boston Historical Society and Museum Boston MA Support of Boston Museum Project	0	25 000	25 000	0
Boy Scouts of America/Denver Area Council Denver CO Inner City Scouting Program	375 000	0	250 000	125 000
Cato Institute Washington DC General operating support	0	50 000	50,000	0
Center for Individual Rights Washington, DC General operating support	0	50 000	50,000	0
Center for the Study of Popular Culture Los Angeles CA General support	0	50 000	50 000	0
College Fund/United Negro College Fund Fairfax VA General support	0	40 000	40,000	0
Congressional Medal of Honor Society of the United States of America Mt Pleasant, SC General support	0	20 000	20 000	0
Denver Foundation Denver CO Support for Educational Options for Children providing tuition assistance for low income children to attend a school of choice	0	100 000	100 000	0

Continued

CASTLE ROCK FOUNDATION  
SCHEDULE OF APPROPRIATES AND PAYMENTS BY PROGRAM AREA  
FOR THE YEAR ENDING 2001

Recipient and/or Purpose	Beginning Balance December 1, 2000	Newly Allocated 2001	Amount Paid 2001	Ending Balance November 30 2001
CASTLE ROCK FOUNDATION (continued)				
Denver Health and Hospitals Foundation Denver CO Expansion of telecommunications capacity of the Denver Health NurseLine	0	50,000	50,000	0
Educational Research Analysts Longview, TX General support	0	5,000	5,000	0
Episcopal Diocese of Massachusetts Boston, MA Capital support for religious camp and conference center	0	1,000,000	500,000	500,000
Evergreen Freedom Foundation Olympia WA General support	0	20,000	20,000	0
Federalist Society for Law and Public Policy Studies Washington DC General operating support	0	60,000	60,000	0
Global Futures San Francisco CA Support of public education campaign	0	50,000	50,000	0
Greater Educational Opportunities Foundation Indianapolis, IN General operating support	0	25,000	25,000	0
Heritage Foundation Washington DC General support	0	200,000	200,000	0

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CASTLE ROCK FOUNDATION  
SCHEDULE OF APPROPRIATES AND PAYMENTS BY PROGRAM AREA  
FOR THE YEAR ENDING 2001

Recipient and/or Purpose	Beginning Balance December 1 2000	Newly Allocated 2001	Amount Paid 2001	Ending Balance November 30 2001
CASTLE ROCK FOUNDATION (continued)				
Hillsdale College Hillsdale, MI Center for Constructive Alternatives	0	190 000	190,000	0
Independence Institute Golden CO General support	0	30 000	30 000	0
Independent Women's Forum Arlington VA General operating support	0	50,000	50,000	0
Institute for American Values New York NY General operating support	0	50,000	50 000	0
Institute for Justice Washington DC General support of public interest law firm	0	75 000	75 000	0
Institute on Religion and Public Life New York, NY General support	0	20 000	20,000	0
John Wayne Cancer Institute Santa Monica CA General support of cancer research and treatment agency	0	200 000	200 000	0
Leadership Institute Arlington VA General support	0	75 000	75 000	0
Manhattan Institute for Policy Research New York, NY General operating support	0	35,000	35 000	0

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CASTLE ROCK FOUNDATION  
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Recipient and/or Purpose	Beginning Balance December 1 2000	Newly Allocated 2001	Amount Paid 2001	Ending Balance November 30, 2001
CASTLE ROCK FOUNDATION (continued)				
Marshall Area Community Center Inc Marshall MN Capital support for community center	0	150,000	150 000	0
Mount Vernon Ladies' Association Mount Vernon, VA Support of George Washington Education Center at Mt Vernon	0	250 000	250,000	0
Mountain States Legal Foundation Denver CO General support of public interest law firm	0	75 000	75 000	0
National Association of Scholars Princeton, NJ General operating support	0	30 000	30 000	0
National Catholic Bioethics Center Boston, MA General operating support	0	50 000	50 000	0
National Center for Public Policy Research Washington DC General support of agency with free market focus on public policy issues	0	30,000	30 000	0
Pacific Legal Foundation Sacramento, CA General support of public interest law firm	0	50,000	50,000	0
Political Economy Research Center Bozeman MT General support	0	40 000	40 000	0

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CASTLE ROCK FOUNDATION  
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Recipient and/or Purpose	Beginning Balance December 1 2000	Newly Allocated 2001	Amount Paid 2001	Ending Balance November 30 2001
CASTLE ROCK FOUNDATION (continued)				
Southeastern Legal Foundation Atlanta GA General support of public interest law firm	0	50,000	50 000	0
Youth Development Foundation Alexandria VA General support	0	10 000	10 000	0
<b>Total CASTLE ROCK FOUNDATION</b> (43 items)	<b>675,000</b>	<b>3,447,000</b>	<b>3,397,000</b>	<b>725,000</b>
<b>Grand total</b> (43 items)	<b>675,000</b>	<b>3,447,000</b>	<b>3,397,000</b>	<b>725,000</b>

End of report