

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

# 2008

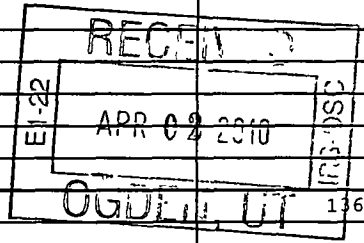
**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2008**, or tax year beginning **DEC 1, 2008**, and ending **NOV 30, 2009**

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 <b>Castle Rock Foundation</b> Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>4100 East Mississippi Avenue 1850</b> City or town, state, and ZIP code <b>Denver, CO 80246</b>	A Employer identification number <b>84-1243301</b> B Telephone number <b>303-388-1636</b>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 37,592,552.</b> (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	729,505.	729,505.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-4,039,613.			Statement 1
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.		
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				
12 Total. Add lines 1 through 11	-3,310,108.	729,505.		
13 Compensation of officers, directors, trustees, etc	143,833.	7,192.		136,641.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	7,200.	360.		6,840.
16a Legal fees				
b Accounting fees Stmt 2	10,500.	525.		9,975.
c Other professional fees Stmt 3	67,398.	245.		67,153.
17 Interest				
18 Taxes Stmt 4	6,750.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	8,098.	405.		7,693.
22 Printing and publications				
23 Other expenses Stmt 5	58,148.	2,486.		55,662.
24 Total operating and administrative expenses. Add lines 13 through 23	301,927.	11,213.		283,964.
25 Contributions, gifts, grants paid	2,415,000.			2,415,000.
26 Total expenses and disbursements. Add lines 24 and 25	2,716,927.	11,213.		2,698,964.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-6,027,035.			
b Net investment income (if negative enter -0-)		718,292.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		24,176.	3,504,443.	3,504,443.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock Stmt 6	46,380,164.	36,872,862.	34,088,109.	
	c	Investments - corporate bonds				
	11	Investments - land, buildings and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment; basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets (to be completed by all filers)</b>			46,404,340.	40,377,305.	37,592,552.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities (add lines 17 through 22)</b>			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds			0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds			46,404,340.	40,377,305.
30	<b>Total net assets or fund balances</b>			46,404,340.	40,377,305.	
31	<b>Total liabilities and net assets/fund balances</b>			46,404,340.	40,377,305.	

**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	46,404,340.
2	Enter amount from Part I, line 27a	2	-6,027,035.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	40,377,305.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>40,377,305.</b>

**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 Vanguard Institutional Index Fund			
b Vanguard Extended Market Fund			
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			-3,003,882.
b			-1,035,731.
c			
d			
e			

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			-3,003,882.
b			-1,035,731.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-4,039,613.
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	2,935,194.	51,554,112.	.056934
2006	2,675,950.	62,028,356.	.043141
2005	2,634,425.	56,464,743.	.046656
2004	2,571,922.	52,538,335.	.048953
2003	2,298,582.	49,535,706.	.046403

2 Total of line 1, column (d)	2	.242087
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	.048417
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	34,238,621.
5 Multiply line 4 by line 3	5	1,657,731.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,183.
7 Add lines 5 and 6	7	1,664,914.
8 Enter qualifying distributions from Part XII, line 4	8	2,698,964.

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	7,183.
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	7,183.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	7,183.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	8,539.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	8,539.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	1,356.
11	Enter the amount of line 10 to be: <b>Credited to 2009 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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.castlerockfoundation.org</u>	13	x	
14	The books are in care of ► <u>The Foundation</u> Telephone no. ► <u>303-388-1636</u> Located at ► <u>4100 East Mississippi Avenue, Denver, CO</u> ZIP+4 ► <u>80246</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 type="checkbox"/> Yes <input checked="" 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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	x
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)  N/A

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?  Yes  No

**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 7		143,833.	0.	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
NONE				

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
John Jackson 7887 East Belleview #100, Denver, CO 80111	Program grants consultant	62,500.

Total number of others receiving over \$50,000 for professional services ▶ 0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	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	30,245,089.
b Average of monthly cash balances	1b	4,514,932.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	34,760,021.
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	34,760,021.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	521,400.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,238,621.
6 Minimum investment return. Enter 5% of line 5	6	1,711,931.

**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	1,711,931.
2a Tax on investment income for 2008 from Part VI, line 5	2a	7,183.
b Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	7,183.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,704,748.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,704,748.
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	1,704,748.

**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	2,698,964.
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	
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	2,698,964.
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	7,183.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,691,781.

**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				1,704,748.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			2,330,263.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 2,698,964.				
a Applied to 2007, but not more than line 2a			2,330,263.	
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				368,701.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				1,336,047.
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	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

**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		Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(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					
3 Subtract line 2d from line 2c					
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).)

None

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

None

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

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

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

Mr. John W. Jackson, 303-388-1636

4100 East Mississippi Avenue, #1850, Denver, CO 80246

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

See attached information.

c Any submission deadlines:

See attached information.

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

See attached information.

**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
See Statement 8				2,415,000.
<b>Total</b>			<b>▶ 3a</b>	2,415,000.
<b>b Approved for future payment</b>				
See Statement 8				175,000.
<b>Total</b>			<b>▶ 3b</b>	175,000.





Form 990-PF	Gain or (Loss) from Sale of Assets					Statement	1
(a) Description of Property				Manner Acquired	Date Acquired	Date Sold	
Vanguard Institutional Index Fund				Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss			
0.	0.	0.	0.	0.			-3,003,882.
(a) Description of Property				Manner Acquired	Date Acquired	Date Sold	
Vanguard Extended Market Fund				Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss			
0.	0.	0.	0.	0.			-1,035,731.
Capital Gains Dividends from Part IV							0.
Total to Form 990-PF, Part I, line 6a							-4,039,613.

Form 990-PF	Accounting Fees				Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes		
Kundinger, Corder & Engle, PC	10,500.	525.		9,975.		
To Form 990-PF, Pg 1, ln 16b	10,500.	525.		9,975.		

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Hostworks, Inc.	3,148.	157.		2,991.
3G Consulting	550.	28.		522.
Johnston Wells Public Relations	1,200.	60.		1,140.
National grants consultant	62,500.	0.		62,500.
To Form 990-PF, Pg 1, ln 16c	67,398.	245.		67,153.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payment of estimated federal taxes in 2009	6,750.	0.		0.
To Form 990-PF, Pg 1, ln 18	6,750.	0.		0.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative fee paid to Adolph Coors Foundation for shared expenses	46,527.	2,326.		44,201.
Philanthropy project	8,415.	0.		8,415.
Telephone	1,877.	94.		1,783.
Insurance	768.	38.		730.
Office supplies	426.	21.		405.
Other	135.	7.		128.
To Form 990-PF, Pg 1, ln 23	58,148.	2,486.		55,662.

Form 990-PF Corporate Stock Statement 6

Description	Book Value	Fair Market Value
Vanguard Institutional Index Fund	22,526,422.	19,482,084.
Vanguard Extended Market Index Fund	13,796,527.	14,380,343.
Graphics Packaging	549,913.	225,682.
<b>Total to Form 990-PF, Part II, line 10b</b>	<b>36,872,862.</b>	<b>34,088,109.</b>

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 7

Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Contrib	Plan Expense Account
John W. Jackson 4100 East Mississippi Ave #1850 Denver, CO 80246	Executive Director 32.00	133,333.	0.	0.
William K. Coors 4100 East Mississippi Ave #1850 Denver, CO 80246	Trustee 1.00	0.	0.	0.
Peter H. Coors 4100 East Mississippi Ave #1850 Denver, CO 80246	President 1.00	0.	0.	0.
Jeffrey H. Coors 4100 East Mississippi Ave #1850 Denver, CO 80246	Treasurer 1.00	0.	0.	0.
Melissa Coors Osborn 4100 East Mississippi Ave #1850 Denver, CO 80246	Trustee 1.00	0.	0.	0.
Cecily Coors Garnsey 4100 East Mississippi Ave #1850 Denver, CO 80246	Trustee 1.00	0.	0.	0.
Robert G. Windsor 4100 East Mississippi Ave #1850 Denver, CO 80246	Vice President 1.00	0.	0.	0.



Castle Rock Foundation

84-1243301

Sally W. Rippey  
4100 East Mississippi Ave #1850  
Denver, CO 80246

Sec Frmr Exec Dir  
2.00

10,500.

0.

0.

Totals included on 990-PF, Page 6, Part VIII

143,833.

0.

0.

**CASTLE ROCK FOUNDATION - FISCAL YEAR 2009**  
**Schedule of Appropriations and Payments by Program Area**

	Beginning Balance Dec. 1, 2008	Newly Allocated 2009	Amount Paid 2009	Ending Balance Nov. 30, 2009
<b>Civic &amp; Cultural</b>				
A Christian Ministry in the National Parks Denver, CO General operating	0	20,000	20,000	0
American Council of Trustees and Alumni Washington, DC General operating	0	25,000	25,000	0
Donors Trust Alexandria, VA General operating	0	82,000	82,000	0
Donors Trust Alexandria, VA General operating	0	15,000	15,000	0
Independent Women's Forum Washington, DC General operating	0	50,000	50,000	0
Philanthropy Roundtable Washington, DC	0	50,000	50,000	0
<b>Total Civic &amp; Cultural (6 items)</b>	<b>0</b>	<b>242,000</b>	<b>242,000</b>	<b>0</b>

**CASTLE ROCK FOUNDATION - FISCAL YEAR 2009**  
**Schedule of Appropriations and Payments by Program Area**

	Beginning Balance Dec. 1, 2008	Newly Allocated 2009	Amount Paid 2009	Ending Balance Nov. 30, 2009
<b>Education</b>				
American Indian College Fund Denver, CO General operating	0	33,000	33,000	0
Association of American Educators Foundation Mission Viejo, CA General operating	0	15,000	15,000	0
College Fund/United Negro College Fund Fairfax, VA General operating	0	40,000	40,000	0
Hillsdale College Hillsdale, MI	625,000	0	625,000	0
Hillsdale College Hillsdale, MI General operating	0	210,000	210,000	0
Leadership Institute Arlington, VA General operating	0	75,000	75,000	0
National Association of Scholars Princeton, NJ General operating	0	50,000	50,000	0
National Foundation for Teaching Entrepreneurship New York, NY General operating	0	50,000	50,000	0
Society for the Increase of the Ministry West Hartford, CT General operating	200,000	0	125,000	75,000
<b>Total Education (9 items)</b>	<b>825,000</b>	<b>473,000</b>	<b>1,223,000</b>	<b>75,000</b>

**CASTLE ROCK FOUNDATION - FISCAL YEAR 2009**  
**Schedule of Appropriations and Payments by Program Area**

	<b>Beginning Balance</b>	<b>Newly Allocated</b>	<b>Amount Paid</b>	<b>Ending Balance</b>
	<b>Dec. 1, 2008</b>	<b>2009</b>	<b>2009</b>	<b>Nov. 30, 2009</b>
<b>Other</b>				
The Becket Fund for Religious Liberty Washington, DC General operating	0	60,000	60,000	0
<b>Total Other</b> (1 items)	<b>0</b>	<b>60,000</b>	<b>60,000</b>	<b>0</b>

**CASTLE ROCK FOUNDATION - FISCAL YEAR 2009**  
**Schedule of Appropriations and Payments by Program Area**

	Beginning Balance Dec. 1, 2008	Newly Allocated 2009	Amount Paid 2009	Ending Balance Nov. 30, 2009
<b>Public Affairs</b>				
American Conservative Union Foundation Alexandria, VA General operating	0	10,000	10,000	0
American Legislative Exchange Council Washington, DC General operating	0	50,000	50,000	0
Americans for Prosperity Foundation Washington, DC General operating	0	50,000	50,000	0
Coalition on Urban Renewal & Education Washington, DC General operating	0	10,000	10,000	0
Competitive Enterprise Institute Washington, DC General operating	0	45,000	45,000	0
Ethics and Public Policy Center Washington, DC General operating	0	75,000	75,000	0
Federalist Society for Law and Public Policy Studie Washington, DC General operating	0	50,000	50,000	0
Freedomworks Foundation Washington, DC General operating	0	25,000	25,000	0
George Mason University Arlington, VA General operating	0	50,000	50,000	0
Heartland Institute Illinois Chicago, IL General operating	0	40,000	40,000	0
Institute for Justice Arlington, VA General operating	0	200,000	100,000	100,000

**CASTLE ROCK FOUNDATION - FISCAL YEAR 2009**  
**Schedule of Appropriations and Payments by Program Area**

	Beginning Balance Dec. 1, 2008	Newly Allocated 2009	Amount Paid 2009	Ending Balance Nov. 30, 2009
Intercollegiate Studies Institute Wilmington, DE General operating	0	50,000	50,000	0
James Madison Institute for Public Policy Studies Tallahassee, FL General operating	0	25,000	25,000	0
Landmark Legal Foundation Leesburg, VA General operating	0	60,000	60,000	0
Property and Environment Research Center Bozeman, MT General operating	0	40,000	40,000	0
Southeastern Legal Foundation Atlanta, GA General operating	0	50,000	50,000	0
State Policy Network Richmond, CA General operating	0	35,000	35,000	0
Statistical Assessment Service Washington, DC General operating	0	40,000	40,000	0
Tennessee Center for Policy Research Nashville, TN General operating	0	10,000	10,000	0
Texas Public Policy Foundation Austin, TX General operating	0	30,000	30,000	0
The Maine Heritage Policy Center Portland, ME General operating	0	25,000	25,000	0
Washington Policy Center Seattle, WA General operating	0	20,000	20,000	0

**CASTLE ROCK FOUNDATION - FISCAL YEAR 2009**  
**Schedule of Appropriations and Payments by Program Area**

	<b>Beginning Balance</b>	<b>Newly Allocated</b>	<b>Amount Paid</b>	<b>Ending Balance</b>
	<b>Dec. 1, 2008</b>	<b>2009</b>	<b>2009</b>	<b>Nov. 30, 2009</b>
<b>Total Public Affairs</b>	<b>0</b>	<b>990,000</b>	<b>890,000</b>	<b>100,000</b>
(22 items)				
<b>Grand Total</b>	<b>825,000</b>	<b>1,765,000</b>	<b>2,415,000</b>	<b>175,000</b>
(38 items)				

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## Grant Criteria & Guidelines

### CRITERIA

- Applicant organizations must be classified as 501(c)(3) by the Internal Revenue Service and must operate within the United States of America.
- Only one request is considered from an organization during any 12-month period.
- The Foundation does not consider grants to organizations that in policy or practice discriminate on the basis of race, creed or sex.

### GUIDELINES

The Foundation will consider general operating or special project requests from organizations whose goals and purposes are in keeping with the mission of the Foundation. Preference will be given to agencies and projects that demonstrate the application of the guiding principles of the Foundation to institutions of society.

Every effort is made to be as effective as possible in awarding the funds that the Foundation has available for distribution. It is not possible, to undertake support of all requests and so the Trustees have established some parameters for the Foundation's grant-making activities. Although it is not possible to detail all programs that fall outside our funding priorities, the Foundation generally will not consider support of the following:

- Human service agencies
- Museums or museum projects
- Organizations primarily supported by tax-derived funding
- Individuals
- Endowments
- Scientific or medical research projects
- Publications or production of films or other media-related projects
- Churches or church projects
- Funding of deficits or retirement of debt
- Special events
- Out-of-country projects
- Purchase of computer equipment

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## Grant Application Procedures

**Deadline for applications: March 15.  
Proposals must be in the Foundation office by 5 p.m., March 15.**

### **PROPOSALS TO THE CASTLE ROCK FOUNDATION SHOULD INCLUDE THE FOLLOWING:**

- Legal name and address of organization
- Most recent copy of IRS letter of exemption with tax identification number
- Date of establishment, brief history and mission statement
- Purpose and amount of grant, as well as a description of the project and a project budget (if applicable)
- Current and/or proposed income and expense budget for the organization
- Anticipated results
- Financial statements for most recent fiscal year (preferably a copy of audit)
- Funding sources and amounts
- Names and occupations of board of directors and officers
- Names and addresses of those who have benefited from your organization's work

One copy of the request needs to be submitted, and it should be noted if any parts of the proposal are to be returned. Books, audio and video tapes, and bound volumes of newspaper clippings should only be submitted when they relate directly to the request.

The Castle Rock Foundation Board of Trustees meets once each year, in late fall, to consider requests. An on-site visit may be conducted. If a grant is approved, a grant agreement is required.

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