

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

2009

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.

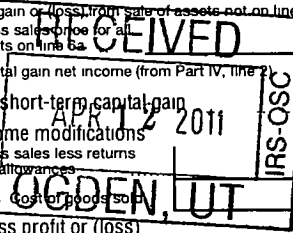
For calendar year 2009, or tax year beginning **DEC 1, 2009**, and ending **NOV 30, 2010**

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Castle Rock Foundation	A Employer identification number 84-1243301
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 4100 East Mississippi Avenue 1850	B Telephone number 303-388-1636
	City or town, state, and ZIP code Denver, CO 80246	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"/>
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	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 38,894,146. (Part I, column (d) must be on cash basis)		

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	617,182.	617,182.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-1,215,468.			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 7)		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	-598,286.	617,182.		
13 Compensation of officers, directors, trustees, etc	145,000.	7,250.		137,750.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	11,828.	591.		11,237.
16a Legal fees Stmt 1	796.	40.		756.
b Accounting fees Stmt 2	11,700.	585.		11,115.
c Other professional fees Stmt 3	23,503.	18,597.		4,906.
17 Interest				
18 Taxes Stmt 4	11,000.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	3,204.	160.		3,044.
22 Printing and publications				
23 Other expenses Stmt 5	67,752.	3,283.		64,469.
24 Total operating and administrative expenses. Add lines 13 through 23	274,783.	30,506.		233,277.
25 Contributions, gifts, grants paid	1,259,000.			1,259,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,533,783.	30,506.		1,492,277.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-2,132,069.			
b Net investment income (if negative, enter -0-)		586,676.		
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	3,504,443.	30,688,267.	30,688,267.
	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	36,872,862.	7,181,345.	7,837,321.
	c Investments - corporate bonds Stmt 7	0.	375,624.	368,558.
	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 Total assets (to be completed by all filers)	40,377,305.	38,245,236.	38,894,146.	
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 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	40,377,305.	38,245,236.	
30 Total net assets or fund balances	40,377,305.	38,245,236.		
31 Total liabilities and net assets/fund balances	40,377,305.	38,245,236.		

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	40,377,305.
2 Enter amount from Part I, line 27a	2	-2,132,069.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	38,245,236.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	38,245,236.

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 Market Index Fund			
b Vanguard Institutional Index Fund			
c AMG National Trust Bank managed funds			
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			1,933,392.
b			-3,148,895.
c			35.
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			1,933,392.
b			-3,148,895.
c			35.
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-1,215,468.
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))
2008	2,691,781.	34,238,621.	.078618
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

2 Total of line 1, column (d)	2	.274302
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	.054860
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	38,761,414.
5 Multiply line 4 by line 3	5	2,126,451.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,867.
7 Add lines 5 and 6	7	2,132,318.
8 Enter qualifying distributions from Part XII, line 4	8	1,492,277.

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Credits/Payments'. Total tax due is 622, with 622 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political campaign influence, political expenditures, and asset requirements.

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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <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 2009 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 2009) 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 2009?	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 "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

	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 8		145,000.	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
NONE		

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	
3 All other program-related investments See instructions.	

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	27,128,692.
b	Average of monthly cash balances	1b	12,222,997.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	39,351,689.
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	39,351,689.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	590,275.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,761,414.
6	Minimum investment return. Enter 5% of line 5	6	1,938,071.

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	1,938,071.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	11,734.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,734.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,926,337.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,926,337.
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	1,926,337.

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	1,492,277.
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	1,492,277.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,492,277.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,926,337.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,336,047.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 1,492,277.				
a Applied to 2008, but not more than line 2a			1,336,047.	
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 2009 distributable amount				156,230.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				1,770,107.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
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).)
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)

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 9		Public Charity	Statement 9	1,259,000.
Total			▶ 3a	1,259,000.
b Approved for future payment				
See Statement 9		Public Charity	Statement 9	75,000.
Total			▶ 3b	75,000.

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					
4 Dividends and interest from securities			14	617,182.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
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			18	-1,215,468.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		-598,286.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	-598,286.	0.

(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

Table with 3 columns: Question, Yes, No. Contains questions 1a through 1d regarding transfers and transactions with noncharitable exempt organizations.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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 section containing signature of officer or trustee, preparer's signature (Suzanne K. Engle), firm name (Kundinger, Corder & Engle, P.C.), and address (475 Lincoln St. Suite 200 Denver, CO 80203).

Form 990-PF	Legal Fees			Statement 1
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tuthill & Hughes	796.	40.		756.
To Fm 990-PF, Pg 1, ln 16a	796.	40.		756.

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	11,700.	585.	.	11,115.
To Form 990-PF, Pg 1, ln 16b	11,700.	585.		11,115.

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
AMG National Trust Bank	18,339.	18,339.		0.
Civicore, LLC	4,725.	236.		4,489.
Hostworks, Inc.	439.	22.		417.
To Form 990-PF, Pg 1, ln 16c	23,503.	18,597.		4,906.

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 federal income taxes in fiscal 2010	11,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	11,000.	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	63,254.	3,163.		60,091.
Philanthropy project	2,108.	0.		2,108.
Insurance	2,191.	110.		2,081.
Other	199.	10.		189.
To Form 990-PF, Pg 1, ln 23	67,752.	3,283.		64,469.

Form 990-PF	Corporate Stock		Statement 6
Description	Book Value	Fair Market Value	
Graphics Packaging	549,913.	310,940.	
AMG National Trust Bank managed funds	6,631,432.	7,526,381.	
Total to Form 990-PF, Part II, line 10b	7,181,345.	7,837,321.	

Form 990-PF	Corporate Bonds	Statement	7
Description	Book Value	Fair Market Value	
AMG National Trust Bank managed funds	375,624.	368,558.	
Total to Form 990-PF, Part II, line 10c	375,624.	368,558.	

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	8
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Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Expense Contrib Account	
John W. Jackson 4100 East Mississippi Ave #1850 Denver, CO 80246	Executive Director 16.00	145,000.	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.
Totals included on 990-PF, Page 6, Part VIII		145,000.	0.	0.

2010 Castle Rock Foundation

ORGANIZATION	CITY	STATE	ZIP	OUTSTANDING	AMOUNT FUNDED	PURPOSE OF GRANT	DATE	OUTSTANDING
				BALANCE			FUNDED	BALANCE
				11/30/2009			11/30/2010	11/30/2010
American Indian College Fund	Denver	CO	80221		\$34,000.00	General operating	11/30/2010	
American Legislative Exchange Council	Washington	DC	20005		\$50,000.00	General operating	07/30/2010	
Atlantic Legal Foundation Inc	Larchmont	NY	10538		\$20,000.00	General operating	11/30/2010	
Center for Competitive Politics	Alexandria	VA	22314		\$15,000.00	General operating	11/30/2010	
Center for Equal Opportunity	Falls Church	VA	22043		\$25,000.00	General operating	11/30/2010	
Clare Boothe Luce Policy Institute	Herndon	VA	20170		\$10,000.00	General operating	11/30/2010	
David Horowitz Freedom Center	Sherman Oaks	CA	81423		\$35,000.00	General operating	11/30/2010	
Episcopal Relief and Development	New York	NY	10017		\$125,000.00	General operating	03/31/2010	
Foundation for Individual Rights in Education	Philadelphia	PA	19106		\$20,000.00	General operating	11/30/2010	
Free Congress Research and Education Foundation	Alexandria	VA	22314		\$25,000.00	General operating	11/30/2010	
Goldwater Institute	Phoenix	AZ	85004		\$50,000.00	General operating	11/30/2010	
Hillsdale College	Hillsdale	MN	49242		\$140,000.00	General operating	11/30/2010	
Illinois Policy Institute	Chicago	IL	60603		\$15,000.00	General operating	11/30/2010	
Institute for Justice	Arlington	VA	22203	\$100,000	\$100,000.00	General operating	11/30/2010	\$0
Institute for Research on the Economics of Taxation	Washington	DC	20036		\$40,000.00	General operating	11/30/2010	
Intellectual Takeout	Nicollet	MN	56074		\$15,000.00	General operating	11/30/2010	
James Madison Institute for Public Policy Studies	Tallahassee	FL	32315		\$25,000.00	General operating	11/30/2010	
Leadership Program of the Rockies	Denver	CO	80210		\$15,000.00	General operating	03/31/2010	
Manhattan Institute for Policy Research	New York	NY	10017		\$25,000.00	General operating	11/30/2010	
Maryland Public Policy Institute	Germantown	MD	20875		\$10,000.00	General operating	11/30/2010	
National Association of Scholars	Princeton	NJ	8540		\$40,000.00	General operating	11/30/2010	
National Catholic Bioethics Center	Philadelphia	PA	19151		\$35,000.00	General operating	11/30/2010	
National Center for Policy Analysis	Dallas	TX	75251		\$25,000.00	General operating	11/30/2010	
Nevada Policy Research Institute	Las Vegas	NV	89120		\$10,000.00	General operating	11/30/2010	
Pacific Research Institute	San Francisco	CA	94111		\$25,000.00	General operating	11/30/2010	
Philanthropy Roundtable	Washington	DC	20036		\$60,000.00	General operating	11/30/2010	
Prometheus Institute	Irvine	CA	92612		\$40,000.00	General operating	11/30/2010	
Reason Foundation	Los Angeles	CA	90034		\$50,000.00	General operating	11/30/2010	
Society for the increase of the Ministry	West Hartford	CT	6107	\$75,000	\$0.00	General operating		\$75,000
Southeastern Legal Foundation	Manetta	GA	30062		\$30,000.00	General operating	11/30/2010	
State Policy Network	Arlington	VA	22201		\$20,000.00	General operating	11/30/2010	
Tax Foundation	Washington	DC	20045		\$30,000.00	General operating	11/30/2010	
The Becket Fund for Religious Liberty	Washington	DC	20036		\$50,000.00	General operating	11/30/2010	
The Buckeye Institute for Public Policy Solutions	Columbus	OH	43215		\$20,000.00	General operating	11/30/2010	
Young America's Foundation	Santa Barbara	CA	93101		\$30,000.00	General operating	11/30/2010	
				\$175,000	\$1,259,000.00			75,000

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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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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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