

Return of Private Foundation

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

2016

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning **JUL 1, 2016**, and ending **JUN 30, 2017**

Name of foundation TOTAL COMMUNITY OPTIONS FOUNDATION, INC. DBA NEXTFIFTY INITIATIVE		A Employer identification number 26-2700185
Number and street (or P.O. box number if mail is not delivered to street address) 950 S. CHERRY STREET	Room/suite 510	B Telephone number 303-547-1800
City or town, state or province, country, and ZIP or foreign postal code DENVER, CO 80246		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input checked="" type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 212,107,232.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			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	363,371.	363,371.		STATEMENT 1
	4 Dividends and interest from securities	450,058.	450,058.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	689,365.			
	b Gross sales price for all assets on line 6a 6,249,685.				
	7 Capital gain net income (from Part IV, line 2)		689,365.		
	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	1,502,794.	1,502,794.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	262,526.	0.		262,526.
	14 Other employee salaries and wages	36,656.	0.		30,791.
	15 Pension plans, employee benefits	62,314.	0.		62,313.
	16a Legal fees STMT 3	270,597.	0.		270,597.
	b Accounting fees STMT 4	36,675.	0.		36,675.
	c Other professional fees STMT 5	161,923.	18,475.		143,448.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy	50,913.	0.		51,580.
	21 Travel, conferences, and meetings	43,512.	0.		43,512.
	22 Printing and publications	18,303.	0.		10,091.
	23 Other expenses STMT 6	3,194,002.	3,994.		176,534.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,137,421.	22,469.		1,088,067.
	25 Contributions, gifts, grants paid	128,394.			128,341.
26 Total expenses and disbursements. Add lines 24 and 25	4,265,815.	22,469.		1,216,408.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,763,021.				
b Net investment income (if negative, enter -0-)		1,480,325.			
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	5,598,176.	865,562.	865,562.
	2 Savings and temporary cash investments	185,562,267.	115,276,914.	115,276,914.
	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 ▶	313,750.		
	Less: allowance for doubtful accounts ▶	0.	0.	313,750.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	56,086.	6,093.	6,093.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	STMT 8 5,556,999.	31,502,836.	31,502,836.
	c Investments - corporate bonds	STMT 9 0.	48,720,084.	48,720,084.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶	30,112.			
Less: accumulated depreciation		4,373.	30,112.	
15 Other assets (describe ▶	STATEMENT 10)	17,895,181.	15,391,881.	15,391,881.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		214,673,082.	212,107,232.	212,107,232.
Liabilities	17 Accounts payable and accrued expenses	1,522,217.	74,800.	
	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 ▶	STATEMENT 11)	108,159.	3,043,577.
23 Total liabilities (add lines 17 through 22)		1,630,376.	3,118,377.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	212,986,520.	208,988,855.	
	25 Temporarily restricted	56,186.	0.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ... ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances		213,042,706.	208,988,855.	
31 Total liabilities and net assets/fund balances		214,673,082.	212,107,232.	

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	213,042,706.
2 Enter amount from Part I, line 27a	2	-2,763,021.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	210,279,685.
5 Decreases not included in line 2 (itemize) ▶	5	SEE STATEMENT 7 1,290,830.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	208,988,855.

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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 SALE OF PUBLICLY TRADED STOCK		P	01/30/17	06/30/17
b				
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 6,249,685.		5,560,320.	689,365.	
b				
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			689,365.	
b				
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 }		2 689,365.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{ }		3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015			
2014			
2013			
2012			
2011			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	29,607.
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	29,607.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	29,607.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	548.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	30,155.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c		X
d		
(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e		
Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2		X
<i>If "Yes," attach a detailed description of the activities.</i>		
3	X	
4a		X
4b		N/A
5		X
<i>If "Yes," attach the statement required by General Instruction T.</i>		
6	X	
7	X	
8a		
Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CO</u>		
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► <u>WWW.NEXTFIFTYINITIATIVE.ORG</u>		
14 The books are in care of ► <u>MARK HOCKENBERG</u> Telephone no. ► <u>303-547-1800</u>		
Located at ► <u>950 S CHERRY STREET STE 510, 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	N/A	
and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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 instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	
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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<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	
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 2016 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 2016.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		X

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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 4945(d)(4)(A)? (see instructions) 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

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? **SEE STATEMENT 13** Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.

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

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

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 12		262,526.	7,876.	26,601.

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
POL SINELLI, PC PO BOX 878681, KANSAS CITY, MO 64187	LEGAL SERVICES	270,597.

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.

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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	62,657,123.
b	Average of monthly cash balances	1b	133,721,680.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	196,378,803.
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	196,378,803.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,945,682.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	193,433,121.
6	Minimum investment return. Enter 5% of line 5	6	9,671,656.

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

1	Minimum investment return from Part X, line 6	1	9,671,656.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	29,607.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	29,607.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,642,049.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9,642,049.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,642,049.

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	1,216,408.
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	30,112.
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	1,246,520.
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	1,246,520.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				9,642,049.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 1,246,520.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				1,246,520.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				8,395,529.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

TOTAL COMMUNITY OPTIONS FOUNDATION, INC.
DBA NEXTFIFTY INITIATIVE

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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 instructions.)

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

NONE

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

NONE

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

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

SEE STATEMENT 14

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

c Any submission deadlines:

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

TOTAL COMMUNITY OPTIONS FOUNDATION, INC.

Form 990-PF (2016)

DBA NEXTFIFTY INITIATIVE

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
COLORADO DEPARTMENT OF HUMAN SERVICES 1575 SHERMAN ST, 8TH FLOOR DENVER, CO 80203	NA	GOV	THE MISSION OF THE PACE OMBUDSMAN PROGRAM IS TO PROTECT THE RIGHTS OF PARTICIPANTS AND ENSURE QUALITY OF	128,341.
Total ▶ 3a				
b Approved for future payment				
COLORADO DEPARTMENT OF HUMAN SERVICES 1575 SHERMAN ST, 8TH FLOOR DENVER, CO 80203	NA	GOV	THE MISSION OF THE PACE OMBUDSMAN PROGRAM IS TO PROTECT THE RIGHTS OF PARTICIPANTS AND ENSURE QUALITY OF	606,479.
Total ▶ 3b				

Form 990-PF (2016)

Part XV Supplementary Information

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

NAME OF RECIPIENT - COLORADO DEPARTMENT OF HUMAN SERVICES

THE MISSION OF THE PACE OMBUDSMAN PROGRAM IS TO PROTECT THE RIGHTS OF PARTICIPANTS AND ENSURE QUALITY OF CARE AND SERVICES.

Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - COLORADO DEPARTMENT OF HUMAN SERVICES

THE MISSION OF THE PACE OMBUDSMAN PROGRAM IS TO PROTECT THE RIGHTS OF PARTICIPANTS AND ENSURE QUALITY OF CARE AND SERVICES.

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return.

FORM 990-PF

2016

▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.

Name **TOTAL COMMUNITY OPTIONS FOUNDATION, INC.**
DBA NEXTFIFTY INITIATIVE

Employer identification number
26-2700185

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

Part I Required Annual Payment

1	Total tax (see instructions)	1	29,607.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation doesn't owe the penalty	3	29,607.
4	Enter the tax shown on the corporation's 2015 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	29,607.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it doesn't owe a penalty. See instructions.

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)	
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	11/15/16	12/15/16	03/15/17	06/15/17
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column.	10	1,000.	1,000.	1,000.	26,607.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11				
<i>Complete lines 12 through 18 of one column before going to the next column.</i>					
12 Enter amount, if any, from line 18 of the preceding column	12				
13 Add lines 11 and 12	13				
14 Add amounts on lines 16 and 17 of the preceding column	14		1,000.	2,000.	3,000.
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	0.	0.	0.	0.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		1,000.	2,000.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17	1,000.	1,000.	1,000.	26,607.
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18				

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

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 2220 (2016)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <i>(C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.)</i> See instructions	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2016 and before 7/1/2016	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{366}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2016 and before 10/1/2016	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\% (0.04)}{366}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2016 and before 1/1/2017	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\% (0.04)}{366}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2016 and before 4/1/2017	27	SEE ATTACHED WORKSHEET		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\% (0.04)}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2017 and before 7/1/2017	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2017 and before 10/1/2017	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2017 and before 1/1/2018	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2017 and before 3/16/2018	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns	38	\$		548.

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

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

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

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%.
 See instructions.

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1 Enter taxable income for the following periods:					
a Tax year beginning in 2013	1a				
b Tax year beginning in 2014	1b				
c Tax year beginning in 2015	1c				
2 Enter taxable income for each period for the tax year beginning in 2016. See the instructions for the treatment of extraordinary items	2				
3 Enter taxable income for the following periods:		First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 2013	3a				
b Tax year beginning in 2014	3b				
c Tax year beginning in 2015	3c				
4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4				
5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5				
6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6				
7 Add lines 4 through 6	7				
8 Divide line 7 by 3.0	8				
9a Divide line 2 by line 8	9a				
b Extraordinary items (see instructions)	9b				
c Add lines 9a and 9b	9c				
10 Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, line 2 or comparable line of corp's return	10				
11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a				
b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b				
c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c				
12 Add lines 11a through 11c	12				
13 Divide line 12 by 3.0	13				
14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14				
15 Enter any alternative minimum tax for each payment period. See instructions	15				
16 Enter any other taxes for each payment period. See instr.	16				
17 Add lines 14 through 16	17				
18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	18				
19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	19				

Part II Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20 Annualization periods (see instructions)	20				
21 Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21	33,330.	50,000.	100,000.	1,110,247.
22 Annualization amounts (see instructions)	22	6.000000	4.000000	2.000000	1.333330
23a Annualized taxable income. Multiply line 21 by line 22 ..	23a	199,980.	200,000.	200,000.	1,480,326.
b Extraordinary items (see instructions)	23b				
c Add lines 23a and 23b	23c	199,980.	200,000.	200,000.	1,480,326.
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return	24	4,000.	4,000.	4,000.	29,607.
25 Enter any alternative minimum tax for each payment period (see instructions)	25				
26 Enter any other taxes for each payment period. See instr.	26				
27 Total tax. Add lines 24 through 26	27	4,000.	4,000.	4,000.	29,607.
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28				
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	4,000.	4,000.	4,000.	29,607.
30 Applicable percentage	30	25%	50%	75%	100%
31 Multiply line 29 by line 30	31	1,000.	2,000.	3,000.	29,607.

Part III Required Installments

		1st installment	2nd installment	3rd installment	4th installment
Note: Complete lines 32 through 38 of one column before completing the next column.					
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	1,000.	2,000.	3,000.	29,607.
33 Add the amounts in all preceding columns of line 32. See instructions	33		1,000.	2,000.	3,000.
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- ..	34	1,000.	1,000.	1,000.	26,607.
35 Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	7,402.	7,402.	7,401.	7,402.
36 Subtract line 38 of the preceding column from line 37 of the preceding column	36		6,402.	12,804.	19,205.
37 Add lines 35 and 36	37	7,402.	13,804.	20,205.	26,607.
38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38	1,000.	1,000.	1,000.	26,607.

Form 2220 (2016)

**** ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION**

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK INTEREST	363,371.	363,371.	
TOTAL TO PART I, LINE 3	363,371.	363,371.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST & DIVIDENDS	450,058.	0.	450,058.	450,058.	
TO PART I, LINE 4	450,058.	0.	450,058.	450,058.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	270,597.	0.		270,597.
TO FM 990-PF, PG 1, LN 16A	270,597.	0.		270,597.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	36,675.	0.		36,675.
TO FORM 990-PF, PG 1, LN 16B	36,675.	0.		36,675.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
I.T. EXPENSE	15,100.	0.		15,100.
CONSULTING	128,348.	0.		128,348.
INVESTMENT FEES	18,475.	18,475.		0.
TO FORM 990-PF, PG 1, LN 16C	161,923.	18,475.		143,448.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	6,526.	0.		15,016.
ADVERTISING	38,530.	0.		38,529.
PAYROLL TAXES	25,170.	0.		25,170.
IT EXPENSE	22,016.	0.		22,016.
OFFICE EXPENSE	42,272.	0.		41,095.
DUES & SUBSCRIPTIONS	3,983.	0.		8,640.
BANK FEES	8,510.	3,994.		0.
LICENSES	25,119.	0.		25,192.
RECRUITING EXPENSE	550.	0.		550.
PROFESSIONAL DEVELOPMENT	249.	0.		249.
STORAGE	77.	0.		77.
LOSS ON ESCROW ACCOUNT SETTLEMENT	3,021,000.	0.		0.
TO FORM 990-PF, PG 1, LN 23	3,194,002.	3,994.		176,534.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7
DESCRIPTION		AMOUNT
PRIOR PERIOD ADJUSTMENT		1,219,495.
UNREALIZED GAINS AND LOSSES		71,335.
TOTAL TO FORM 990-PF, PART III, LINE 5		1,290,830.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DFA INTL RE	1,279,762.	1,279,762.
DFA RE	1,267,214.	1,267,214.
GS TACTICAL TILT	4,915,015.	4,915,015.
ISHARES S&P 500 K	12,494,911.	12,494,911.
MULTI-MANAGER INTL	3,908,247.	3,908,247.
MULTI-MANAGER US SM CAP	2,226,742.	2,226,742.
STATE STREET EMERGING K	1,531,630.	1,531,630.
STATE STREET HEDGED INTL K	3,879,315.	3,879,315.
TOTAL TO FORM 990-PF, PART II, LINE 10B	31,502,836.	31,502,836.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ANHUESER-BUSCH	277,163.	277,163.
BIOGEN INC	308,553.	308,553.
CELGENE CORPORATION	312,062.	312,062.
CITIBANK	1,500,000.	1,500,000.
CITIZENS BANK	376,455.	376,455.
CLOROX COMPANY	207,174.	207,174.
COCA-COLA	242,506.	242,506.
DEUTSCHE TELEKOM INTL	293,317.	293,317.
DEXIA CREDIT	1,201,123.	1,201,123.
DZ BANK	1,250,208.	1,250,208.
EATON VANCE	4,300,000.	4,300,000.
JEA FLA WTR & SWR	1,100,705.	1,100,705.
LOUDOUN CNTY VA	2,211,411.	2,211,411.
MASS ST COMWLTH	2,951,805.	2,951,805.
MET TRANSN AUTH	2,501,562.	2,501,562.
MET WASH DC ARPTS	2,501,569.	2,501,569.
MITSUBISHI UFJ	901,877.	901,877.
MIZUHO BANK	601,015.	601,015.
NORTH CAROLINA EDL	1,000,000.	1,000,000.
OHIO ST UNIV	1,000,610.	1,000,610.
PRIVATE COLLGS & UNIV	800,500.	800,500.
RABOBANK NEDERLAND	1,633,395.	1,633,395.
SKANDINAVISKA	1,503,926.	1,503,926.
STANDARD CHARTERED BK	1,501,676.	1,501,676.
SUMITOMO MITSUI BANKING	1,002,156.	1,002,156.
SUMITOMO MITSUI TRUST	1,202,532.	1,202,532.
UNIVERSITY OF TX UNIV	950,572.	950,572.
USII INFL 04/15/2018	790,608.	790,608.
USII INFL 04/15/2019	783,140.	783,140.
USII INFL 04/15/2020	784,459.	784,459.
USII INFL 04/15/2021	798,494.	798,494.
USII INFL 04/15/2022	775,643.	775,643.
VERSAILLES	1,500,000.	1,500,000.
VOYA FLOATING RATE	1,546,567.	1,546,567.
VRDN IND FIN	2,501,282.	2,501,282.
VRDN MISSISSIPPI	800,507.	800,507.
VRDN NYC	800,497.	800,497.
VRDN SAN BERNARDINO	2,504,007.	2,504,007.
VRDN TEXAS ST	1,501,008.	1,501,008.
TOTAL TO FORM 990-PF, PART II, LINE 10C	48,720,084.	48,720,084.

FORM 990-PF	OTHER ASSETS		STATEMENT 10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ESCROW DEPOSITS	17,895,181. 0.	15,387,283. 4,598.	15,387,283. 4,598.
TO FORM 990-PF, PART II, LINE 15	17,895,181.	15,391,881.	15,391,881.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DUE TO AFFILIATES	108,159.	0.	
ACCRUED PTO	0.	22,577.	
ACCRUED ESCROW DISBURSEMENTS	0.	3,021,000.	
TOTAL TO FORM 990-PF, PART II, LINE 22	108,159.	3,043,577.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GREG IBSEN 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	DIRECTOR 1.00	0.	0.	0.
RANDY MCCALL 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	DIRECTOR 1.00	0.	0.	0.
TIM OWEN 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	DIRECTOR 1.00	0.	0.	0.
JEREMY SCHUPBACH 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	DIRECTOR 1.00	0.	0.	0.
JOIE GLENN 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	DIRECTOR 1.00	0.	0.	0.
PARRISH BOREN 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	BOARD TREASURER 4.00	0.	0.	0.
MARCO CHAYET 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	BOARD CHAIRMAN 4.00	0.	0.	0.
MAUREEN HANRAHAN 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	DIRECTOR 1.00	0.	0.	0.
BO ORTIZ 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	DIRECTOR 1.00	0.	0.	0.
LYNN TAUSSIG 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	DIRECTOR 1.00	0.	0.	0.

TOTAL COMMUNITY OPTIONS FOUNDATION, INC.

26-2700185

ERIC KUHN 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	DIRECTOR 1.00	0.	0.	0.
JILL HIGHAM 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	DIRECTOR 1.00	0.	0.	0.
BEN MOULTRIE 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	DIRECTOR 1.00	0.	0.	0.
LESLIE KAROTKIN 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	EXECUTIVE DIRECTOR 40.00	0.	0.	0.
DIANA MCFAIL 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	CHIEF OPERATING OFFICER 40.00	88,258.	2,648.	5,909.
LISA SULLIVAN 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	PROGRAM OFFICER 40.00	65,537.	1,966.	1,754.
MARGARET FRANCKHAUSER 950 S. CHERRY STREET, STE 510 DENVER, CO 80246	PRESIDENT & CEO 40.00	108,731.	3,262.	18,938.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>262,526.</u>	<u>7,876.</u>	<u>26,601.</u>

GRANTEE'S NAME

STATE PACE OMBUDSMAN PROGRAM

GRANTEE'S ADDRESS

455 SHERMAN STREET
DENVER, CO 80203

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
128,341.	10/13/16	128,341.

PURPOSE OF GRANT

THE MISSION OF THE PACE OMBUDSMAN PROGRAM IS TO PROTECT THE RIGHTS OF PARTICIPANTS AND ENSURE QUALITY OF CARE AND SERVICES.

DATES OF REPORTS BY GRANTEE

QUARTERLY REPORTS AT THE END OF EACH CALENDAR QUARTER

ANY DIVERSION BY GRANTEE

N/A

RESULTS OF VERIFICATION

REPORTS ARE IN COMPLIANCE WITH THE REQUIREMENTS OF EXERCISING EXPENDITURE RESPONSIBILITY.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ALL GRANT APPLICATIONS SHOULD BE SUBMITTED TO WWW.NEXTFIFTYINITIATIVE.ORG
950 SOUTH CHERRY STREET, SUITE 510
DENVER, CO 80246

TELEPHONE NUMBER

303-547-1800

EMAIL ADDRESS

WWW.NEXTFIFTYINITIATIVE.ORG

FORM AND CONTENT OF APPLICATIONS

PLEASE SEE WWW.NEXTFIFTYINITIATIVE.ORG FOR DETAILS.

ANY SUBMISSION DEADLINES

TOTAL COMMUNITY OPTIONS FOUNDATION DBA NEXTFIFTY INITIATIVE WILL HAVE TWO
GRANT APPLICATION CYCLES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

PLEASE SEE WWW.NEXTFIFTYINITIATIVE.ORG FOR DETAILS

