160119 12/20/2013 1 04 PM

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 05/01/12 , and ending 04/30/13

Name of foundation
HILL FOUNDATION 0101562400
WELLS FARGO BANK IM&T FIDUCIARY SVC

A Employer identification number
84-6081879

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 53456; MAC S4101-22G

B Telephone number (see instructions)
720-947-6725

City or town, state, and ZIP code
PHOENIX AZ 85072-3456

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 37,096,414

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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) (see instructions))

			(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 (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	407	407		
	4	Dividends and interest from securities	655,684	655,684		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	304,414			
	b	Gross sales price for all assets on line 6a 5,343,279				
	7	Capital gain net income (from Part IV, line 2)		304,414		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) Stmt 1	4,068,910	4,037,074		
	12	**Total.** Add lines 1 through 11	5,029,415	4,997,579	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	171,000	94,050		76,950
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 2	17,795	6,228		11,567
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 3	445,426	400,254		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 4	72,695	46,530		6,332
	24	**Total operating and administrative expenses.** Add lines 13 through 23	706,916	547,062	0	94,849
	25	Contributions, gifts, grants paid	1,887,450			1,887,450
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,594,366	547,062	0	1,982,299
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	2,435,049			
	b	**Net investment income** (if negative, enter -0-)		4,450,517		
	c	**Adjusted net income** (if negative, enter -0-)			0	

ENVELOPE POSTMARK DATE DEC 30 2013

JAN 02 2014

SCANNED JAN 10 2014

For Paperwork Reduction Act Notice, see instructions.

DAA

G14 8 NE

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	7,921	2,224	2,224
	2	Savings and temporary cash investments	2,459,529	2,227,888	2,227,888
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less: allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) See Stmt 5	12,024,097	14,633,254	18,816,412
	c	Investments – corporate bonds (attach schedule) See Stmt 6	4,732,656	4,795,887	4,957,095
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ See Statement 7)	2,860	2,860	11,092,795
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	19,227,063	21,662,113	37,096,414
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 (attach schedule)			
	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.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ 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	19,227,063	21,662,113	
	30	**Total net assets or fund balances** (see instructions)	19,227,063	21,662,113	
	31	**Total liabilities and net assets/fund balances** (see instructions)	19,227,063	21,662,113	

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	19,227,063
2	Enter amount from Part I, line 27a	2	2,435,049
3	Other increases not included in line 2 (itemize) ▶ See Statement 8	3	1
4	Add lines 1, 2, and 3	4	21,662,113
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	21,662,113

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	See Attached Schedule	P	Various	Various
b	See Attached Schedule	P	Various	Various
c	WELLS FARGO ACCT 400			
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	1,326,287		1,243,403	82,884
b	3,958,352		3,795,462	162,890
c	58,640			58,640
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				82,884
b				162,890
c				58,640
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	304,414
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	82,884

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))
2011	1,821,693	26,494,109	0.068758
2010	1,462,169	25,895,112	0.056465
2009	1,227,252	21,132,813	0.058073
2008	1,209,679	19,828,153	0.061008
2007	1,306,429	23,984,612	0.054469

2	**Total** of line 1, column (d)	2	0.298773
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	0.059755
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	34,180,108
5	Multiply line 4 by line 3	5	2,042,432
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	44,505
7	Add lines 5 and 6	7	2,086,937
8	Enter qualifying distributions from Part XII, line 4	8	1,982,299

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	89,010
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	89,010
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	89,010
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	45,375		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	67,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	112,375
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	743
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	22,622
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 22,622 Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK, N.A. Telephone no ▶ 720-947-6725
1740 BROADWAY MC 7300-483
Located at ▶ DENVER CO ZIP+4 ▶ 80274

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

			Yes	No
16	At any time during calendar year 2012, 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. 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?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ 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)?	☐ Yes	☒ 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)	☐ Yes	☒ 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)?		N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
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 2012?			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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes	☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20					
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. ▶ 20 , 20 , 20 , 20					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012)		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 2012?			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)? (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)?	N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	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	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 (see instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WELLS FARGO & CO - DENVER 1740 BROADWAY	DENVER CO 80274	CO-TRUSTEE 28.00	90,000	0	0
JOHN MORAN C/O WELLS FARGO BANK, 1740 BROADWAY	DENVER CO 80274	CO-TRUSTEE 6.00	36,000	0	0
FRANCIS W. COLLOPY C/O WELLS FARGO BANK, 1740 BORADWAY	DENVER CO 80274	CO-TRUSTEE 6.00	3,000	0	0
MARGARET L TOAL C/O WELLS FARGO BANK, 1740 BORADWAY	DENVER CO 80274	CO-TRUSTEE 6.00	42,000	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans 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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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	20,596,549
b	Average of monthly cash balances	1b	3,011,273
c	Fair market value of all other assets (see instructions)	1c	11,092,795
d	**Total** (add lines 1a, b, and c)	1d	34,700,617
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	34,700,617
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	520,509
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	34,180,108
6	**Minimum investment return.** Enter 5% of line 5	6	1,709,005

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	1,709,005
2a	Tax on investment income for 2012 from Part VI, line 5	2a	89,010		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	89,010
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,619,995
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,619,995
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,619,995

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	1,982,299
b	Program-related investments – total from Part IX-B	1b	
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	1,982,299
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 (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,982,299

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					1,619,995
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only					
b	Total for prior years: 20_____ , 20_____ , 20_____					
3	Excess distributions carryover, if any, to 2012					
a	From 2007	142,712				
b	From 2008	255,309				
c	From 2009	203,287				
d	From 2010	219,573				
e	From 2011	563,348				
f	**Total** of lines 3a through e		1,384,229			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,982,299					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required – see instructions)					
c	Treated as distributions out of corpus (Election required – see instructions)					
d	Applied to 2012 distributable amount					1,619,995
e	Remaining amount distributed out of corpus		362,304			
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))					
6	***Enter the net total of each column as indicated below:***					
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5		1,746,533			
b	Prior years' undistributed income Subtract line 4b from line 2b					
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					
d	Subtract line 6c from line 6b Taxable amount – see instructions					
e	Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions					
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		142,712			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,603,821			
10	Analysis of line 9.					
a	Excess from 2008	255,309				
b	Excess from 2009	203,287				
c	Excess from 2010	219,573				
d	Excess from 2011	563,348				
e	Excess from 2012	362,304				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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 of the person to whom applications should be addressed.

WELLS FARGO BANK 720-947-6725
1740 BROADWAY DENVER CO 80274

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

LETTER

c Any submission deadlines:

NONE

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

See Statement 9

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 SEE ATTACHED				1,887,450
Total			▶ 3a	1,887,450
b Approved for future payment N/A				
Total			▶ 3b	

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	407	
4 Dividends and interest from securities			14	655,684	
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	211110	31,836	15	4,037,074	
8 Gain or (loss) from sales of assets other than inventory			18	304,414	
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)		31,836		4,997,579	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,029,415

(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) (See instructions)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of,			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions,			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
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 ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

WELLS FARGO BANK
JAMES H MILLER
VICE PRESIDENT

Signature of officer or trustee | Date 12/30/13 | Title Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Peggy E. Stricklin, CPA	Peggy E. Stricklin, CPA	12/20/13	

Firm's name ▶	JDS PROFESSIONAL GROUP	PTIN	P00294953
Firm's address ▶	10303 E DRY CREEK RD STE 400 ENGLEWOOD, CO 80112	Firm's EIN ▶	20-8019714
		Phone no	303-771-0123

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME - 401	$ 4,037,074	$ 4,037,074	$
OIL AND GAS REVENUES	31,836		
Total	$ 4,068,910	$ 4,037,074	$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 17,795	$ 6,228	$	$ 11,567
Total	$ 17,795	$ 6,228	$ 0	$ 11,567

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID	$ 8,631	$ 8,631	$	$
AD VALOREM TAXES	91,733	91,733		
PRODUCTION TAXES	302,530	300,451		
STATE INCOME TAX W/H	2,229	2,229		
FEDERAL EXCISE TAX ESTIMATES	45,500			
NONRENTAL PROPERTY TAXES	117	117		
STATE INCOME TAX REFUNDS	-2,907	-2,907		
FEDERAL 990 T TAX REFUND	-2,407			
Total	$ 445,426	$ 400,254	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
MINERAL INTANGIBLE COST	1,948	1,948		
LEASE OPERATING EXPENSE	60,029	40,196		
ASSOCIATION DUES	6,332			6,332
MISCELLANEOUS EXPENSES	4,386	4,386		
Total	$ 72,695	$ 46,530	$ 0	$ 6,332

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3M Co	$	$ 160,308		$ 188,478
Aberdeen Emerging Markets		778,008		811,156
Accenture PLC	112,101	124,390		180,390
Ace Limited	98,053	98,053		142,624
Affiliated Managers Group Inc		248,129		264,656
Amgen Inc	79,886			
Apache Corp		102,869		96,044
Apple Inc	165,966	324,508		334,299
Ascena Retail Group	104,367			
Berkshire Hathaway Inc	84,317	84,317		154,164
BHP Billiton Limited - ADR		131,958		120,996
Bristo Myers Squibb	96,488	111,589		178,343
Capital One Financial Corp	101,328	101,328		134,339
Cardinal Health Inc	92,622			
Celanse Corp	104,831	104,831		106,232
Chevron Corp	70,752	54,142		207,417
Cisco Systems Inc	105,350	209,150		209,200
CME Group Ince		166,800		182,580
Coach Inc		173,567		176,580
Coca Cola	101,556	124,791		157,468
Cognizant Tech Solutions	102,235			
Comcast Corp	108,157	129,248		218,890
Companhia De Bebidas Das American	100,809	98,071		126,060
ConocoPhillips	73,211			
Costco Wholesale	126,336	131,169		157,766
CVS/Caremark Corp	122,980	129,114		167,849
Dreyfus Emerging Markets	419,454	574,854		600,684
Eaton Corp PLC		146,769		159,666
Eaton Vance Floating Rate	100,000	243,966		252,802
Emerson Electric Co	64,818			
Exxon Mobil Corp	97,071	78,485		200,228
Fidelity Advisors Emerging Markets	384,826	547,656		594,187
Ford Motor Company	112,985			
General Electric	9,071	9,071		164,946
Gilead Sciences Inc	112,448	123,789		296,750
Google Inc		114,255		148,423
Home Depot inc	41,345	41,345		246,089

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Honeywell International	$ 59,418	$		$
Intel Corp	94,365	97,428		119,750
Intercontinental Exchange	109,447	109,447		140,934
International Business Machs Corp	74,793	74,793		158,994
Intuit.Com	133,288			
iShares Inc MSCI Pacific Ex-Japan	272,082	671,280		796,446
iShares Inc MSCI South Korea	120,537			
iShares MSCI EAFE	1,024,241			
iShares MSCI Emerging Markets	606,317	606,317		695,887
iShares MSCI Taiwan	114,833			
iShares Russell 2000 Growth Index	395,083	395,083		627,020
iShares Russell 2000 Value Index	386,610	454,279		618,320
iShares Russell MidCap Growth	433,176	464,900		657,150
iShares Russell Midcap Value	444,392	493,848		658,350
Invesco International Growth Fund		674,262		772,712
Johnson & Johnson	118,985	118,985		167,477
Johnson Controls		171,921		218,813
JPMorgan Chase	102,363	196,088		252,402
McDonalds Corp	84,394	84,394		155,764
Mckesson Corp	94,369	123,910		126,984
Meadwestvaco Corp	101,808			
Monster Beverage Corp		110,526		126,336
Nestle SA Registered Shares - ADR		83,770		85,476
Occidental Pete Corp	103,457			
Oracle Corporation	113,233	116,347		131,612
PIMCO Foreign Bond	487,442	116,622		121,963
PIMCO Foreign Bond (unhedged)	524,379	129,273		118,614
PIMCO High Yield Fund	904,813	904,813		962,896
Procter & Gamble Co	114,014	118,096		149,702
Pulic Svc Enterprise Group	92,001			
Qualcomm Inc	124,820	124,820		154,000
Schlumberger Ltd	80,936	80,936		186,075
SPDR S&P Midcap	205,313	205,314		438,818
Target Corp	78,609	78,609		169,344
Templeton Frontier Markets Fund		258,000		262,448
Texas Instrument Inc	89,705			
Thermo Fisher Scientific Inc		112,306		121,020

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Timken Co	$ 113,560	$		$
Total S.A. - ADR		97,944		105,504
Travelers Companies	152,075	152,075		298,935
Tweedy Browne Fd Inc	200,000	638,180		790,361
Union Pacific Corp	101,167	223,385		295,920
United Technologies Corp	90,211	90,211		228,225
UnitedHealth Group Inc	91,118	91,118		147,428
US Bancorp Del New	97,687	171,678		180,378
Verizon Communications	84,882			
Walt Disney Co		138,766		187,892
Wasatch Emerging Markets		387,000		407,156
Wynn Resorts	110,811			
Total	$ 12,024,097	$ 14,633,254		$ 18,816,412

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100,000 ANHEUSER-BUSCH 2.5%, 3/26/13	$ 102,672	$		$
100,000 BB&T CORP 3.95%, 4/29/2016	105,150	105,150		108,950
100,000 BRISTOL-MYERS 5.45%, 5/1/18	113,132	113,132		120,770
100,000 CISCO SYSTEMS, 4.95% 2/15/19	108,874	108,874		118,383
100,000 COMCAST 4.95%, 6/15/2016	109,347	109,347		112,524
100,000 CVS CORP 4.875%, 9/15/2014	109,625	109,625		105,964
100,000 DELL INC, 2.1%, 4/1/2014	102,312			
100,000 DEUTSCHE BANK 5.375%, 10/12/	106,267			
100,000 EXPRESS SCRIPTS 3.12%, 5/15/	101,536	101,536		105,846
100,000 GENERAL ELEC CP 5.4% 9/20/13	108,895	108,895		101,945
100,000 HERSHEY 4.85%, 8/15/2015	111,440	111,440		109,333
100,000 HEWLETT-PACKARD, 2.95% 8/15/	102,876			
100,000 JP MORGAN CHASE	108,325	108,325		107,150
100,000 MCDONALD'S COR 5.35% 3/1/18	114,034	114,034		119,418
100,000 PNC FUNDING	110,930	110,930		105,335
100,000 PPG INDUSTRIES	107,921			

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100,000 RIO TINTO FIN	$ 100,570	$ 100,570		$ 104,650
100,000 TEVA PHARMA	102,530	102,530		104,714
100,000 US BANCORP	107,583	107,583		103,983
100,000 STATOILHYDRO 5.25% 04/15/19	99,274	99,274		121,091
100,000 LOWES CO 5.6%, 9/15/2012	99,315			
100,000 OCCIDENTAL PET 4.125 06/01/1	99,383	99,383		110,191
100,000 CITIGROUP INC 5.5% 2/15/2017	100,393	100,393		112,153
100,000 UNILEVER 3.65% 02/15/14	101,028	101,028		102,440
100,000 COSTCO WH 5.5% 3/15/2017	101,097	101,097		117,742
100,000 PITNEY BOWES 5.00 03/15/2015	101,162	101,162		105,768
100,000 AMERICAN EXP 5.5%, 9/12/2016	101,782	101,782		114,082
100,000 EMERSON EL 4.125 04/15/15	101,798	101,798		106,640
100,000 PEPSICO 5 06/01/18	101,917	101,917		117,596
26,000 CONOCOPHILLIPS 4.75%, 2/1/14	102,016	26,524		26,852
100,000 AIG 5.6%, 10/18/2016	102,095	102,095		113,883
100,000 TARGET 4.00% 06/15/13	102,315	102,315		100,424
100.000 GLAXOSMKL 4.375 04/15/14	103,395	103,395		103,803
100,000 NOVARTIS CAPITAL	103,590	103,590		102,830
100,000 BOTTLING GRP 4.125% 06/15/15	104,084	104,084		107,268
100,000 ORACLE 5.25 01/15/16	104,450	104,450		112,325
100,000 3M 4.375% 08/15/13	106,177	106,177		101,154
100,000 HONEYWELL 5.4 03/15/16	106,990	106,990		113,413
100,000 ASTRAZENECA 5.9% 09/15/2017	107,000	107,000		120,323
100,000 SHELL INT'L	107,006	107,006		103,235
100,000 EI DUPONT 4.75 03/15/15	107,353	107,353		107,709
100,000 BOEING	107,580			
100,000 ELI LILLY & CO	107,689	107,689		103,270
100,000 MONSANTO CO	109,817	109,817		118,924
100,000 MERCK & CO INC	109,931	109,931		107,797
100,000 BURLINGTON N SANTA FE		111,300		112,766
100,000 DOW CHEMICAL		109,261		108,926
100,000 ECOLAB INC		113,651		112,623
100,000 ENSCO PLC		112,063		113,745
100,000 KELLOGG CO		113,907		112,597
100,000 LOCKHEED MARTIN		103,293		106,185
100,000 OMNICOM GROUP		101,441		103,894
100,000 WEATHERFORD INTL		102,750		106,481

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Total	$ 4,732,656	$ 4,795,887		$ 4,957,095

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
MINERAL PROPERTIES	$ 1,195,497	$ 1,195,497	$ 11,092,795
DEPLETION	-1,192,637	-1,192,637	
Total	$ 2,860	$ 2,860	$ 11,092,795

Statement 8 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
OTHER TIMING DIFFERENCES	$ 1
Total	$ 1

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
NONE	$
Total	$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	$
Total	$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
LETTER

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Statement 9 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
QUALIFIED ORGANIZATION MAINLY FOR EDUCATION AND MEDICAL PURPOSES.

Wells Fargo
Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
HILL, VIRGINIA W. FDN TUA
Trust Year 5/1/2012 - 4/30/2013

Account Id: 0101562400

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
00081T108	ACCO BRANDS CORP				0101562400				
Sold		05/15/12	0 0631	65					
Acq		03/30/12	0 0631	0 65	66	66	-0 01	-0 01	S
		Total for 5/15/2012			0 66	0 66	-0 01	-0 01	
00081T108	ACCO BRANDS CORP				0101562400				
Sold		06/14/12	1072	10,226 65					
Acq		03/30/12	1072	10,226 65	11,183 00	11,183 00	-956 35	-956 35	S
		Total for 6/14/2012			11,183 00	11,183 00	-956 35	-956 35	
00101J106	ADT COPR/THE				0101562400				
Sold		11/09/12	1250	53,306 80					
Acq		06/14/12	1250	53,306 80	42,246 75	42,246 75	11,060 05	11,060 05	S
		Total for 11/9/2012			42,246 75	42,246 75	11,060 05	11,060 05	
031162100	AMGEN INC				0101562400				
Sold		01/17/13	1420	119,348 62					
Acq		05/04/10	1300	109,262 82	72,966 66	72,966 66	36,296 16	36,296 16	L
Acq		10/22/10	120	10,085 80	6,918 88	6,918 88	3,166 92	3,166 92	L
		Total for 1/17/2013			79,885 54	79,885 54	39,463 08	39,463 08	
03523TAR9	ANHEUSER-BUSCH INBEV 2 500% 3/26/13				0101562400				
Sold		03/26/13	100000	100,000 00					
Acq		06/06/11	100000	100,000 00	102,672 00	102,672 00	-2,672 00	-2,672 00	L
		Total for 3/26/2013			102,672 00	102,672 00	-2,672 00	-2,672 00	
04351G101	ASCENA RETAIL GROUP INC				0101562400				
Sold		06/14/12	7330	138,572 74					
Acq		11/01/11	7330	138,572 74	104,366 74	104,366 74	34,206 00	34,206 00	S
		Total for 6/14/2012			104,366 74	104,366 74	34,206 00	34,206 00	
097023AT2	BOEING CO 5 125% 2/15/13				0101562400				
Sold		02/15/13	100000	100,000 00					
Acq		04/25/11	100000	100,000 00	107,580 00	107,580 00	-7,580 00	-7,580 00	L
		Total for 2/15/2013			107,580 00	107,580 00	-7,580 00	-7,580 00	
14149Y108	CARDINAL HEALTH INC COM				0101562400				
Sold		01/17/13	2695	119,547 79					
Acq		10/22/10	600	26,615 46	19,277 04	19,277 04	7,338 42	7,338 42	L
Acq		05/04/10	2095	92,932 33	73,344 48	73,344 48	19,587 85	19,587 85	L
		Total for 1/17/2013			92,621 52	92,621 52	26,926 27	26,926 27	
166764100	CHEVRON CORP				0101562400				
Sold		06/14/12	500	50,138 87					
Acq		05/15/03	400	40,111 10	13,410 00	13,410 00	26,701 10	26,701 10	L
Acq		01/30/03	100	10,027 77	3,200 50	3,200 50	6,827 27	6,827 27	L
		Total for 6/14/2012			16,610 50	16,610 50	33,528 37	33,528 37	

Wells Fargo
Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
HILL, VIRGINIA W. FDN TUA
Trust Year 5/1/2012 - 4/30/2013

Account Id: 0101562400

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
192446102	COGNIZANT TECH SOLUTIONS CRP COM				0101562400				
Sold		06/14/12	1500	87,733 03					
Acq		06/15/11	1500	87,733 03	102,234 90	102,234 90	-14,501 87	-14,501 87	S
		Total for 6/14/2012			102,234 90	102,234 90	-14,501 87	-14,501 87	
20441W203	COMPANHIA DE BEBIDAS-PRF ADR				0101562400				
Sold		01/17/13	935	41,924 54					
Acq		06/15/11	935	41,924 54	29,455 12	29,455 12	12,469 42	12,469 42	L
		Total for 1/17/2013			29,455 12	29,455 12	12,469 42	12,469 42	
20825C104	CONOCOPHILLIPS				0101562400				
Sold		08/01/12	1650	91,047 92					
Acq		06/08/09	1650	91,047 92	56,437 97	56,437 97	34,609 95	34,609 95	L
		Total for 8/1/2012			56,437 97	56,437 97	34,609 95	34,609 95	
20825CAS3	CONOCOPHILLIPS 4 750% 2/01/14				0101562400				
Sold		08/17/12	74000	78,310 12					
Acq		02/09/09	74000	78,310 12	75,491 84	75,491 84	2,818 28	2,818 28	L
		Total for 8/17/2012			75,491 84	75,491 84	2,818 28	2,818 28	
232996512	COMPANHIA DE BEBIDAS-PRF ADR				0101562400				
Sold		06/21/12	7 7944	49 88					
Acq		06/15/11	7 7944	49 88	00	00	49 88	49 88	L *
		Total for 6/21/2012			0 00	0 00	49 88	49 88	
24702RAN1	DELL INC 2 100% 4/01/14				0101562400				
Sold		01/22/13	100000	100,596 00					
Acq		06/06/11	100000	100,596 00	102,312 00	102,312 00	-1,716 00	-1,716 00	L
		Total for 1/22/2013			102,312 00	102,312 00	-1,716 00	-1,716 00	
2515A0HQ9	DEUTSCHE BANK AG LON 5 375% 10/12/12				0101562400				
Sold		10/12/12	100000	100,000 00					
Acq		05/03/11	100000	100,000 00	106,267 00	106,267 00	-6,267 00	-6,267 00	L
		Total for 10/12/2012			106,267 00	106,267 00	-6,267 00	-6,267 00	
291011104	EMERSON ELECTRIC CO				0101562400				
Sold		06/14/12	2000	93,317 90					
Acq		04/28/09	2000	93,317 90	64,818 00	64,818 00	28,499 90	28,499 90	L
		Total for 6/14/2012			64,818 00	64,818 00	28,499 90	28,499 90	
30231G102	EXXON MOBIL CORPORATION				0101562400				
Sold		06/14/12	500	40,479 09					
Acq		06/22/99	500	40,479 09	18,585 48	18,585 48	21,893 61	21,893 61	L
		Total for 6/14/2012			18,585 48	18,585 48	21,893 61	21,893 61	
345370860	FORD MOTOR COMPANY				0101562400				
Sold		11/09/12	8105	88,909 86					
Acq		11/01/11	1600	17,551 61	17,816 00	17,816 00	-264 39	-264 39	L
Acq		02/24/11	6505	71,358 25	95,169 45	95,169 45	-23,811 20	-23,811 20	L
		Total for 11/9/2012			112,985 45	112,985 45	-24,075 59	-24,075 59	

Wells Fargo
Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
HILL, VIRGINIA W. FDN TUA
Trust Year 5/1/2012 - 4/30/2013

Account Id: 0101562400

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
428236AY9	HEWLETT-PACKARD CO 2 950% 8/15/12				0101562400				
Sold		08/15/12	100000	100,000 00					
Acq		06/06/11	100000	100,000 00	102,876 00	102,876 00	-2,876 00	-2,876 00	L
			Total for 8/15/2012		102,876 00	102,876 00	-2,876 00	-2,876 00	
438516106	HONEYWELL INTERNATIONAL INC				0101562400				
Sold		01/17/13	2000	134,817 17					
Acq		04/28/09	2000	134,817 17	59,418 00	59,418 00	75,399 17	75,399 17	L
			Total for 1/17/2013		59,418 00	59,418 00	75,399 17	75,399 17	
461202103	INTUIT COM				0101562400				
Sold		01/31/13	2225	138,992 85					
Acq		03/30/12	2225	138,992 85	133,287 51	133,287 51	5,705 34	5,705 34	S
			Total for 1/31/2013		133,287 51	133,287 51	5,705 34	5,705 34	
464286731	I SHARES MSCI TAIWAN				0101562400				
Sold		02/28/13	8500	114,832 42					
Acq		10/22/10	8500	114,832 42	114,834 15	114,834 15	-1 73	-1 73	L
			Total for 2/28/2013		114,834 15	114,834 15	-1 73	-1 73	
464286772	ISHARES INC MSCI SOUTH KOREA INDEX				0101562400				
Sold		02/28/13	2200	136,225 12					
Acq		10/22/10	2200	136,225 12	120,399 63	120,399 63	15,825 49	15,825 49	L
			Total for 2/28/2013		120,399 63	120,399 63	15,825 49	15,825 49	
464287465	ISHARES MSCI EAFE				0101562400				
Sold		06/14/12	2000	97,339 81					
Acq		12/21/07	1600	77,871 85	127,871 04	127,871 04	-49,999 19	-49,999 19	L
Acq		03/19/07	400	19,467 96	29,747 20	29,747 20	-10,279 24	-10,279 24	L
			Total for 6/14/2012		157,618 24	157,618 24	-60,278 43	-60,278 43	
464287465	ISHARES MSCI EAFE				0101562400				
Sold		06/14/12	2000	97,235 02					
Acq		03/19/07	600	29,170 51	44,620 80	44,620 80	-15,450 29	-15,450 29	L
Acq		06/01/06	1400	68,064 51	91,882 00	91,882 00	-23,817 49	-23,817 49	L
			Total for 6/14/2012		136,502 80	136,502 80	-39,267 78	-39,267 78	
464287465	ISHARES MSCI EAFE				0101562400				
Sold		06/14/12	2000	97,278 02					
Acq		06/01/06	2000	97,278 02	131,260 00	131,260 00	-33,981 98	-33,981 98	L
			Total for 6/14/2012		131,260 00	131,260 00	-33,981 98	-33,981 98	
464287465	ISHARES MSCI EAFE				0101562400				
Sold		06/14/12	2000	97,279 81					
Acq		05/04/10	1400	68,095 87	73,667 30	73,667 30	-5,571 43	-5,571 43	L
Acq		06/01/06	600	29,183 94	39,378 00	39,378 00	-10,194 06	-10,194 06	L
			Total for 6/14/2012		113,045 30	113,045 30	-15,765 49	-15,765 49	

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
464287465	ISHARES MSCI EAFE				0101562400				
Sold		06/14/12	2000	97,258 02					
Acq		05/04/10	2000	97,258 02	105,239 00	105,239 00	-7,980 98	-7,980 98	L
		Total for 6/14/2012			105,239 00	105,239 00	-7,980 98	-7,980 98	
464287465	ISHARES MSCI EAFE				0101562400				
Sold		06/14/12	2000	97,279 61					
Acq		05/04/10	2000	97,279 61	105,239 00	105,239 00	-7,959 39	-7,959 39	L
		Total for 6/14/2012			105,239 00	105,239 00	-7,959 39	-7,959 39	
464287465	ISHARES MSCI EAFE				0101562400				
Sold		06/14/12	2000	97,319 81					
Acq		05/04/10	750	36,494 93	39,464 63	39,464 63	-2,969 70	-2,969 70	L
Acq		05/15/09	1250	60,824 88	54,600 00	54,600 00	6,224 88	6,224 88	L
		Total for 6/14/2012			94,064 63	94,064 63	3,255 18	3,255 18	
464287465	ISHARES MSCI EAFE				0101562400				
Sold		06/14/12	2000	97,338 02					
Acq		05/15/09	2000	97,338 02	87,360 00	87,360 00	9,978 02	9,978 02	L
		Total for 6/14/2012			87,360 00	87,360 00	9,978 02	9,978 02	
464287465	ISHARES MSCI EAFE				0101562400				
Sold		06/14/12	2150	104,681 37					
Acq		05/15/09	2150	104,681 37	93,912 00	93,912 00	10,769 37	10,769 37	L
		Total for 6/14/2012			93,912 00	93,912 00	10,769 37	10,769 37	
548661CM7	LOWE'S COMPANIES INC 5 600% 9/15/12				0101562400				
Sold		09/15/12	100000	100,000 00					
Acq		11/07/08	100000	100,000 00	99,315 00	99,315 00	685 00	685 00	L
		Total for 9/15/2012			99,315 00	99,315 00	685 00	685 00	
58155Q103	MCKESSON CORP				0101562400				
Sold		08/01/12	1450	129,670 74					
Acq		05/04/10	950	84,956 69	63,535 91	63,535 91	21,420 78	21,420 78	L
Acq		10/22/10	500	44,714 05	30,833 10	30,833 10	13,880 95	13,880 95	L
		Total for 8/1/2012			94,369.01	94,369 01	35,301 73	35,301 73	
583334107	MEADWESTVACO CORP				0101562400				
Sold		03/04/13	3250	115,129 31					
Acq		03/30/12	3250	115,129 31	90,623 89	90,623 89	24,505 42	24,505 42	S
		Total for 3/4/2013			90,623 89	90,623 89	24,505 42	24,505 42	
66987V109	NOVARTIS AG - ADR				0101562400				
Sold		01/31/13	2300	156,135 91					
Acq		08/01/12	2300	156,135 91	134,360 94	134,360 94	21,774 97	21,774 97	S
		Total for 1/31/2013			134,360 94	134,360 94	21,774 97	21,774 97	

Wells Fargo
Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
HILL, VIRGINIA W. FDN TUA
Trust Year 5/1/2012 - 4/30/2013

Account Id: 0101562400

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
674599105	OCCIDENTAL PETE CORP				0101562400				
Sold		11/09/12	1200	92,434 18					
Acq		05/04/10	1200	92,434 18	103,457 04	103,457 04	-11,022 86	-11,022 86	L
		Total for 11/9/2012			103,457 04	103,457 04	-11,022 86	-11,022 86	
693390882	PIMCO FOREIGN BD FD USD H-INST 103				0101562400				
Sold		09/27/12	18069 088	204,000 00					
Acq		06/14/12	18069 088	204,000 00	194,062 00	194,062 00	9,938 00	9,938 00	S
		Total for 9/27/2012			194,062 00	194,062 00	9,938 00	9,938 00	
693390882	PIMCO FOREIGN BD FD USD H-INST 103				0101562400				
Sold		02/28/13	40505 385	438,673 32					
Acq		06/14/12	5121 766	55,468 73	55,007 77	55,007 77	460 96	460 96	S
Acq		05/04/10	35383 619	383,204 59	370,820 33	370,820 33	12,384 26	12,384 26	L
		Total for 2/28/2013			425,828 10	425,828 10	12,845 22	12,845 22	
693506BA4	PPG INDUSTRIES INC 5 750% 3/15/13				0101562400				
Sold		03/15/13	100000	100,000 00					
Acq		05/18/11	100000	100,000 00	107,921 00	107,921 00	-7,921 00	-7,921 00	L
		Total for 3/15/2013			107,921 00	107,921 00	-7,921 00	-7,921 00	
718546104	PHILLIPS 66				0101562400				
Sold		06/14/12	825	27,009 89					
Acq		06/08/09	825	27,009 89	16,772 53	16,772 53	10,237 36	10,237 36	L
		Total for 6/14/2012			16,772 53	16,772 53	10,237 36	10,237 36	
722005220	PIMCO FOREIGN BOND (UNHEDGED) 1853				0101562400				
Sold		06/14/12	22807 421	246,320 15					
Acq		08/25/11	22807 421	246,320 15	260,004 60	260,004 60	-13,684 45	-13,684 45	S
		Total for 6/14/2012			260,004 60	260,004 60	-13,684 45	-13,684 45	
722005220	PIMCO FOREIGN BOND (UNHEDGED) 1853				0101562400				
Sold		02/28/13	11851	124,198 48					
Acq		08/25/11	11851	124,198 48	135,101 40	135,101 40	-10,902 92	-10,902 92	L
		Total for 2/28/2013			135,101 40	135,101 40	-10,902 92	-10,902 92	
744573106	PUBLIC SVC ENTERPRISE GROUP INC				0101562400				
Sold		01/17/13	3375	100,676 01					
Acq		10/27/08	875	26,101 19	24,326 05	24,326 05	1,775 14	1,775 14	L
Acq		10/27/08	2500	74,574 82	67,675 00	67,675 00	6,899 82	6,899 82	L
		Total for 1/17/2013			92,001 05	92,001 05	8,674.96	8,674 96	
882508104	TEXAS INSTRUMENTS INC				0101562400				
Sold		08/01/12	4130	113,998 24					
Acq		05/04/10	3500	96,608 68	89,704 65	89,704 65	6,904 03	6,904 03	L
Acq		06/14/12	630	17,389 56	17,577 00	17,577 00	-187 44	-187 44	S
		Total for 8/1/2012			107,281 65	107,281 65	6,716 59	6,716 59	

Wells Fargo
Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
HILL, VIRGINIA W. FDN TUA
Trust Year 5/1/2012 - 4/30/2013

Account Id: 0101562400

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
887389104	TIMKEN CO				0101562400				
Sold		11/09/12	2700	104,842 70					
Acq		11/01/11	2400	93,193 51	98,287 44	98,287 44	-5,093 93	-5,093 93	L
Acq		03/30/12	300	11,649 19	15,272 97	15,272 97	-3,623 78	-3,623 78	S
			Total for 11/9/2012		113,560 41	113,560 41	-8,717 71	-8,717 71	
92343V104	VERIZON COMMUNICATIONS				0101562400				
Sold		01/17/13	3155	133,012 13					
Acq		09/04/02	200	8,431 83	5,408 00	5,408 00	3,023 83	3,023 83	L
Acq		08/28/02	700	29,511 41	19,413.16	19,413 16	10,098 25	10,098 25	L
Acq		08/30/02	300	12,647 75	8,066 09	8,066 09	4,581 66	4,581 66	L
Acq		09/03/02	200	8,431 83	5,328 78	5,328 78	3,103 05	3,103 05	L
Acq		10/28/03	355	14,966 50	10,570 62	10,570 62	4,395 88	4,395 88	L
Acq		09/26/02	700	29,511 41	18,562 54	18,562 54	10,948 87	10,948 87	L
Acq		09/27/02	350	14,755 70	8,944 17	8,944 17	5,811 53	5,811 53	L
Acq		09/30/02	350	14,755 70	8,588 17	8,588 17	6,167 53	6,167 53	L
			Total for 1/17/2013		84,881 53	84,881 53	48,130 60	48,130 60	
983134107	WYNN RESORTS LTD				0101562400				
Sold		08/01/12	850	81,260 04					
Acq		06/15/11	850	81,260 04	110,811 36	110,811 36	-29,551 32	-29,551 32	L
			Total for 8/1/2012		110,811 36	110,811 36	-29,551 32	-29,551 32	
H6169Q108	PENTAIR, LTD				0101562400				
Sold		10/11/12	0 8575	37 30					
Acq		06/14/12	0 8575	37 30	33 03	33 03	4 27	4 27	S
			Total for 10/11/2012		33 03	33 03	4 27	4 27	
H6169Q108	PENTAIR, LTD				0101562400				
Sold		11/09/12	599	26,725 64					
Acq		06/14/12	599	26,725 64	23,072 08	23,072 08	3,653 56	3,653 56	S
			Total for 11/9/2012		23,072 08	23,072 08	3,653 56	3,653 56	
H89128104	TYCO INTERNATIONAL LTD NEW				0101562400				
Sold		11/09/12	2500	69,127 44					
Acq		06/14/12	2500	69,127 44	64,598 14	64,598 14	4,529 30	4,529 30	S
			Total for 11/9/2012		64,598 14	64,598 14	4,529 30	4,529 30	
			Total for Account: 0101562400		5,038,865 49	5,038,865 49	245,773 50	245,773 50	

Total Proceeds:

5,284,638 99

	Fed	State
S/T Gain/Loss	82,883 97	82,883 97
L/T Gain/Loss	162,889 53	162,889 53

CAUTION: One or more sales in this account may not have Tax Cost. The Gain/Loss from these sales are included in the totals above.

HILL FOUNDATION
TAX YEAR MAY 1, 2012 - APRIL 30, 2013
CHARITABLE DISTRIBUTIONS
EIN#84-6081879

OrganizationName	AmtGranted	Purpose of Grant
9Health Services, Inc dba 9Health Fair	$10,000 00	$5000 to purchase new materials, replace aging inventory, develop new activities, $3000 for displays and education from the Museum of Nature & Science, and $2000 to partner with Heart Smart Kids to implement a children's cardiovascular risk screening tool
ACCESS Housing of Adams County, Inc	$10,000 00	Program support to provide emergency and short-term shelter, emergency and supplemental food, clothing and household furnishings, job readiness training and placement services, education services, transitional housing supportive services, and life skills t
Adoption Exchange	$10,000 00	Grant funds will be used for the Colorado Family Recruitment Program This Program finds adoptive families for children who are survivors of abuse and neglect The program has found permanent homes in Colorado for more than 6,925 children since 1983
American Council of the Blind of Colorado	$10,000 00	For general operating support to help ensure that blind and low-vision individuals are leading healthy, safe, independent lives
American Diabetes Association Colorado Area	$7,500 00	To support Por Tu Familia, the Latino health promotion and diesease prevention program
American Lung Association of Colorado	*$7,500 00*	*Funds for Champ Camp, Colorado's only summer residential camp for children with asthma*
American Red Cross Mile High Chapter	$10,000 00	General operating support for 6 service lines in CO Disaster Response, Preparedness, Transportation Services, Health & Safety Services, & International Services
Arapahoe House	$10,000 00	Support for the Aspen Center for Women for substance abuse treatment needs of pregnant and postpartum women with dependent children
Arrupe Jesuit High School	$7,500 00	Established in 2003 Tuition assistance to make up the difference between what the family can pay, what the students earn through the Corporate Work Study Program and the cost of their education
ArtReach	$5,000 00	To help sustain the organization's operations by supporting the ArtReach's staff in delivering programs and supporting artists that teach the children and youth Serves the Denver Metro Community
Association for Community Living in Boulder County	$10,000 00	To provide advocacy, support and education to individuals with intellectual and developmental disabilities in Boulder and Broomfield Counties, their families and the wider community
Attention Inc dba Attention Homes	$2,500 00	To support the Runaway and Homeless Youth and Adolescent Residential Care programs by offering at-risk youth comprehensive shelter care and structured community based living
Audio Information Network of Colorado	$2,500 00	Funding will be used for general operating support for services provided to Colorado's blind, visually impaired and print disabled listerners from the plains to the front range, in the mountains, metro and rural areas across the State
Aurora Housing Corporation	$10,000 00	For their transitional housing program The (AHC) has its focus, to improve the lives of its constituents by assisting them in learning new skills and acquiring resources so that they can become *more self sufficient*
Autism Society of Colorado	$5,000 00	General operating support for programs and services that help improve lives in the Denver area impacted by autism
Bal Swan Children's Center	$10,000 00	Support for educational programs for children with special needs who are blended in the classroom with their *typical peers for the 2012-2013 school year*
Bennie E Goodwin After School Academic Program	$5,000 00	General operating support for the academic and parenting programs serving over 100 youth and 150 parents
Bent County HealthCare Center *Prairie View Village*	$5,000 00	General operating expenses, salaries, and supplies to assist 14 medically underserved seniors at Prairie View Village Assisted Living Center
Big Brothers Big Sisters of Colorado	$5,000 00	Funds will be used for general operating support to help provide one-to-one mentoring for youth facing adversity in Colorado to serve metro Denver and Colorado Springs
Bonfils Blood Center Foundation	$25,000 00	Bonfils has saved or enhanced more than nine million lives in partnership with our community This grant would positively impact our ability to ensure a safe and readily available blood supply for patients in need now and in the future
Boulder Community Housing Corporation - Family Self-Sufficiency	$5,000 00	Program support for Family Self-Sufficiency Program to help families gain education and job skills to improve their financial situation and move towards self-sufficiency
Boulder *Philharmonic Orchestra*	$5,000 00	Support for youth-focused education to extend the orchestra to students just discovering music for themselves
Boulder Valley Women's Health Center, Inc	$8,000 00	For on-going support of innovative educational and clincal services for Boulder and Broomfield County Youth The youth benefit from the programs by gaining knowledge and skills necessary to seek out prevention methods and reduce risky sexual behavior

HILL FOUNDATION
TAX YEAR MAY 1, 2012 - APRIL 30, 2013
CHARITABLE DISTRIBUTIONS
EIN#84-6081879

OrganizationName	AmtGranted	Purpose of Grant
Boy Scouts of America Rocky Mountain Council Inc	$3,000 00	To reach out to Hispanic and Latino American population through the Scouting, Es Para Mi initiative, recruiting and retaining minority youth so they can receive lifelong benefits of being a Scout regardless of their economic circumstances, neighborhood, o
Boys & Girls Club of Northwest Colorado	$5,000 00	General operating support to continue afterschool and summer programming
Breakthrough Kent Denver aka Kent Denver County Day School	$10,000 00	To provide general operating support for expenses related to Breakthrough's year-round program
Brothers Redevelopment Inc	$10,000 00	To support the Home Maintenance and Repair Program for low-income seniors and disabled homeowners. The money would allow them to repair 8 or 9 homes at a per job average cost of $1,207 The services help the clients to remain in their homes
Care and Share Inc	$10,000 00	Through the Children's Nutrition Initiative (CNI), three core programs in coming year will provide 20,000 backpacks full of nutritious food to low-income school children in southern Colorado and an additional 110,000 healthy snacks and meals
Carin' Clinic	$10,000 00	To provide primary health care to low-income children including vaccinations, well-child checkups, care for minor acute illnesses such as ear infections and care for chronic illnesses such as asthma
CASA of Adams & Broomfield Counties	$5,000 00	Training and supervision of additional community volunteers
Casa of the Pikes Peak Region	$12,000 00	Support for the Dependency & Neglect program to transition to a Peer Coordinator Model, moving from the current staffing framework to a cadre of volunteer peer coordinators
Catholic Charities Legal Services Archdiocese of Miami, Inc	$15,000 00	The goal is to keep families united when possible and to offer a safe domestic environment for women and children The funds will be used solely for this purpose
Children's Advocacy & Family Resources Inc dba SungateKids	$7,500 00	General operating support to allow child abuse victims to disclose in a warm and friendly setting and to safely tell the truth about what happened at their own pace
Children's Museum of Denver Inc	$10,000 00	Support for Growning Respect by Observing Our World Science & Literacy Collaborative providing approximately 1,920 children in Denver and Adams Counties in-school activities, field trips, and free yearlong Museum family memberships
Children's Outreach Project	$10,000 00	Program support to adapt classroom activities to include all students, to provide free therapeutic services to any child in need, to empower teachers with resources that support their efforts to teach young children to realize successful outcomes, & to pr
Children's Speech and Reading Center	$10,000 00	General operating costs for all areas including subsidies for the sliding scale for low-income families
ChildSafe	$5,000 00	For general operating support to provide counseling to sexually abused children, their non-offending family members and adults who were molested as children In 2011, they provided services to 614 clients throughout northern Colorado
Christian Healing Network Mission Medical Clinic	$7,500 00	General operating expenses to direct integrated healthcare services for chronically ill adults who are underserved, uninsured, and low income
Church of the Holy Ghost	$22,000 00	For support of our Social Ministry Office which provides direct support to homeless and low income individuals who are seeking assistance
City WILD	$5,000 00	Funding for Leadership Development Programs to provide low income, culturally diverse youth with outdoor and environmental service learning opportunities that promote personal empowerment, leadership and community particiaption
Cleo Parker Robinson Dance aka New Dance Theatre, Inc	$7,500 00	General operating support for the upcoming Denver Performance Season that includes five performance series
Colfax Community Network Inc	$10,000 00	Funds will be used to support the general operating epenses of Colfax Community Network CCN programs include emergency referral services, motel outreach, children's after school and summer camp programs for homless children, parent and toddler educatio
Colorado Ballet	$5,000 00	Support for education and outreach programs and Studio Company which provides professional training for young dancers
Colorado Children's Chorale	$7,500 00	Support for the Chorale's Education Program to plan, implement, and evaluate program activities for the 2012-2013 fiscal year
Colorado Coalition for the Homeless	$25,000 00	General operating support to develop, implement, and evaluate ongoing programs that provide a comprehensive approach to lasting solutions to homelessness
Colorado Health Network dba Colorado AIDS Project	$10,000 00	General operating support to offer HIV services including case management, mental health, substance abuse counseling, housing assistance, transportation, food banks, employment assistance, financial aid, utilities, and prevention and education services
Colorado I Have a Dream Foundation	$5,000 00	Assist low-income children to achieve educational and career goals through a 10-year program of mentoring, academic assistance, life skill development, and tuition assistance

HILL FOUNDATION
TAX YEAR MAY 1, 2012 - APRIL 30, 2013
CHARITABLE DISTRIBUTIONS
EIN#84-6081879

OrganizationName	AmtGranted	Purpose of Grant
Colorado Institute of Developmental Pediatrics, Inc Adam's Camp	$5,000 00	General operating support to provide quality programs and develop new programs for Adam's Camp
Colorado Neurological Institute	$10,000.00	To provide customized rehabilitation services on a sliding fee basis to un-insured and underinsured individuals with neurological conditions such as strokes, MS, or brain tumor
Colorado School of Mines Foundation, Inc	$10,000 00	Scholarships for in-state low income engineering students during the 2012-2013 academic year
Colorado Springs Ecumenical Social Ministries	$5,000 00	For general operating support to sustain the increased need for services to the low-income and homeless of central Colorado Springs
Colorado State University	$30,000 00	To provide merit based scholarships/fellowships recognizing student achievement and learning with 3 graduate fellowships at $5000 each in the Warner College of Natural Resources and 3 "first generation" scholarships/fellowships at $5000 each for deserving
Colorado Statewide Parent Coalition	$7,500 00	For our Early Childhood Education (ECE) Training Program which provides long range & intensive training to ECE providers and to Latino parents of children 0-5 years of age in order to increase the number of Latino children who will successfully transition
Colorado Symphony Association	$35,000 00	To support general operating costs of the orchestra and administration
Colorado UpLift	$10,000 00	For continued support of building long-term, life-changing relationships with urban youth We reached over 4400 youth last year, helping 90% of our seniors graduate from hight school We hope to reach even more this year
Colorado Volunteers in Juvenile & Criminal Justice dba Friends for Youth	$5,000 00	General operating support for the Friends for Youth mentoring program Friends for Youth mentor over 229 youths annually
Colorado Women's Employment & Education Inc	$15,000 00	For general operating support to further our vision to lead CO in overcoming the constraints & disparities of poverty, cultivating self-supporting families & optimizing collaborative partnerships
Community Food Share	$10,000 00	General operating costs for the Food Procurement and Food Distribution programs to provide 40,000 meals to low-income residents of Boulder and Broomfield counties
Conflict Center	$5,000 00	Support for TCC's School Program which teaches students to resolve conflicts non-violently and build stronger relationships and communities
Crossroads American Baptist Church	$2,500 00	Established in 1995 Food Bank program support to purchase food for 35 families every month for one year
Delores Project	$7,500 00	Funding for Steps To Stability program which provides individualized support services and access to long-term shelter for women who are ready to end homelessness and move towards a more stable future
Dental Aid Inc	$5,000 00	General operating support to continue to provide subsidized preventative and restorative oral health care and education for the increasing number of low-income, uninsured individuals and families
Denver Art Museum Inc	$15,000 00	To support the cost of exhibition tickets for Title 1-qualifying school students and community groups in underserved communities to attend the exhibition "Becoming Van Gogh" opening on October 21, 2012
Denver Brass	$6,000 00	Established 1981 To produce and present the 2013 Rafael Mendez Brass Institute, a leading performance and career development seminar for brass musicians and educators Approx 130-160 young aspiring brass professionals from Colorado, US and abroad will a
Denver CASA- Child Advocates	$7,500 00	General operating support to provide trained, caring volunteer's to support child victims of abuse and neglect
Denver Children's Home	$25,000 00	For general operating support to continue our vital work serving over 1,000 children with diagnosed mental illnesses and their families each year
Denver Health Foundation	$75,000 00	A grant of $75m would cover half of the cost of staff needed to focus on expanding our initiatives to address childhood obesity
Denver Hospice aka Hospice of Denver	$10,000 00	Program support for The Denver Hospice Grief Center
Denver Museum of Nature and Science aka The Colorado Museum of Natural History	$35,000 00	To help make the museum more accessible to low-income students by defraying the cost of bus fees for Museum field trips as well as participation in education programs offered for qualifying school groups
Denver Rescue Mission	$20,000 00	To pay the costs of restorative dental work for approximately 45 poor and homeless individuals
Denver Scholarship Foundation	$10,000 00	A grant would support comprehensive college and financial aid advising and outreach services at DSF's Future Centers located at 16 Denver Public High Schools
Denver Scholarship Foundation	$50,000 00	For support of our need-based scholarships for Denver Public School graduates
Doctors Care	$10,000 00	Provide access to medical care for low-income children, youth, and families
Dominican Sisters Home Health Agency of Denver Inc	$10,000 00	Funding for the DSHHA Wellness Clinics for low income seniors at subsidized housing sites and a Patient Assistance Fund for unexpected medical and personal expenses or poor, sick and elderly patients
Education Foundation for the Colorado National Guard	$5,000 00	Tuition assistance for dependents of Colorado National Guard families based on a need means test for children between 17 and 24

HILL FOUNDATION
TAX YEAR MAY 1, 2012 - APRIL 30, 2013
CHARITABLE DISTRIBUTIONS
EIN#84-6081879

OrganizationName	AmtGranted	Purpose of Grant
El Comite de Longmont	$7,500 00	Program support for low-to moderate-income, high-need local migrant, immigrant and Spanish-speaking residents, primarily living in Boulder County, Colorado
Emergency Family Assistance Association	$5,000 00	For general operating expenses to provide assistance to prevent eviction or utility disconnection, provide shelter and food, and help improve self-sufficiency throughout Boulder and Broomfield Counties
Escuela de Guadalupe	$7,500 00	To support Escuela's scholarship fund, which makes quality education financially accessible to low-income Denver children who would not have this opportunity otherwise
Family Tree Inc	$5,000 00	Program support to provide necessary healthcare services, including medically necessary prescriptions and lab work, to runaway and homeless at-risk youth at Family Tree Gemini residential center and shelter
Fostering Hope Foundation	$5,000 00	To support the stability and persistence of foster families raising medically fragile children, sibling groups and adolescents-subsets of foster children who have seen trauma in the home and are unlikely to be adopted
Freedom Service Dogs, Inc	$5,000 00	In support of general operations to increase the core progam The Client-Dog Team progam custom trains service and companion dogs to assist their partners
Gathering Place	$10,000 00	General operating support to provide a safe environment and stabilization services to women, children, and transgender individuals who are experiencing homelessness and poverty
Gay Lesbian & Bisexual Community aka The Center	$3,000 00	Program support for the Rainbow Alley Youth Theatre to purchase costumes, scripts, lighting, and support staff salaries
Girl Scouts of Colorado	$7,500 00	General operating support for programs throughout Colorado to continue to build courage, confidence, and character
Girls Incorporated of Metro Denver	$7,500 00	For general operating support for working with at-risk girls in the Denver Metro area
Goodwill Industries of Denver	$5,000 00	To support Youth Career Development programs working with 30 schools to transition youth into adulthood and achieve occupational and economic success
Habitat for Humanity of Colorado	$10,000 00	General operating expenses to sustain and assist building projects statewide
Higher Ground Youth Challenge	$5,000 00	Program support for the summer experiential education program and the year-round mentoring program helping kids set goals, plan careers, and learn about giving back to their community
Hilltop Health Svcs Corp dba Community Resources Inc	$10,000 00	Program support for B4 Babies and Beyond program for prenatal care serices for low-income women and one-stop health access center for children needing primary and preventive health care in Mesa County
Historic Denver Inc dba The Molly Brown House Museum	$10,000 00	To support year-round educational programs for kindergartern through 12th grade, especially for underserved schools defined as Title One
Holy Family High School	$8,000 00	To assist in meeting financial challenges during this period with maintenance of facilities, provide proper technology and support transportation needs and tuition obligations
Imagine! Foundation aka Developmental Disabilities Center	$5,000 00	Funding for the Community Calendar Activities Program to provide intervention services for young children with developmental disabilities or delays through special educators and pediatric occupational therapists
InnovAge Foundation (FKA Seniors! Inc)	$10,000 00	To provide a comprehensive array of services designed to support seniors to remain in their homes living in their communities
Interfaith Hospitality Network of Colorado Springs	$5,000 00	Founded 1996 Return families with children to long-term self-sufficiency so they will never again be in a homeless situation
International Hearing Dog, Inc	$5,000 00	General support for the daily training program for hearing dogs to assist persons who are deaf or hard-of-hearing
Jeffco Action Center, Inc	$5,000 00	General operating support for programs for individuals and families seeking to maintain or regain self-sufficiency
Jewish Family Service of Colorado	$10,000 00	Support for the Hearts and Hands Homemaker Program to provide a total of 375 hours of homemaker services to uninsured or underinsured persons with AIDS or who are HIV postitive to help them maintain independence
Kids in Need of Dentistry	$10,000 00	General operating support to aid in providing dental care for low-income children
KIPP Colorado Schools	$10,000 00	To fund our general operating expenses for our three open enrollment, public charger schools in the 2012-2013 fiscal year
Laradon Hall Society for Exceptional Children and Adults	$10,000 00	General operating support to expand the capacity of programs and services which encourage self-determination, inclusion and integration in the community for children and adults with developmental disabilities
Legal Center for People with Disabilities and Older People	$15,000 00	For general operating support to increase opportunities for people with disabilities to live, work and go to school in the community, enjoying independent and productive lives

HILL FOUNDATION
TAX YEAR MAY 1, 2012 - APRIL 30, 2013
CHARITABLE DISTRIBUTIONS
EIN#84-6081879

OrganizationName	AmtGranted	Purpose of Grant
Life Inter-Faith Team on Unemployment & Poverty LIFT-UP	$10,000 00	Operating support to provide emergency services such as food to Garfield, Eagle, and Pitkin counties
Lighthouse Writers Workshop	$2,500 00	Program support for Bounceback A Writing Mentorship for At-Risk Youth in placement centers and foster homes
Little Sisters of the Poor	$15,000 00	For general operating support to contine caring for the elderly poor by making them feel like family while respecting their freedom & privacy and meeting their needs for security in health and sickness until death
Longmont Meals on Wheels Inc	$4,000 00	General operating expenses to subsidize hot, nutritious meal costs for disabled and elderly people
Maria Droste Services of Colorado, Inc	$7,500 00	Support for the Options program to provide counseling services to low-income, uninsured adults, children, and families, improving the quality of life and expanding access to mental health care
Marycrest Assisted Living	$15,000 00	To partially underwrite the cost of a 1 0 FTE nursing staff position to support the Resident Wellness Program The Resident Wellness Program assures that residents will have access to health care
Meals on Wheels of Boulder Inc	$10,000 00	General operating support to purchase food and other support services for those clients who cannot pay more than $1 or less for a meal
Mercy Housing, Inc	$10,000 00	To support the Resident Services Program Resident services provide educational activities and resources to help low-to moderate-income families reach stability and self-sufficiency
Mercy Housing, Inc	$50,000 00	To implement a Health Screening & Goal Setting project for supportive housing residents in Denver
Metro CareRing	$10,000 00	To support the organization in alleviating hunger and providing self-sufficiency resources to impoverished and homeless individuals in Denver
Metro Community Provider Network Inc	$20,000 00	Requesting a one year grant amount to support general operating costs associated with populations that face significant difficulties accessing health care
Metro Crisis Services	$25,000 00	To maintain 1 half-time professional, 1 half-time crisis clinician for 12 months, and maintain Colorado's most comprehensive service directory to provide the best possible referral sources for callers and community providers
Metro Volunteers	$5,000 00	General operating support in recruiting, training, and deploying volunteers
Metropolitan State University of Denver Center for Math, Science, & Environmental Education's Summer Science Institute	$6,000 00	Provide tuition assistance to enable 20 Denver area students to attend the Summer Science Institute to foster improved learning of science, technology, engineering and mathematics
Metropolitan State University of Denver Center for Math, Science, & Environmental Education's Summer Science Institute	$15,000 00	To support the Summer Science Institute, our middle school camps that provide youth from diverse backgrounds learning experience in science, technology, engineering & math
Mi Casa Resource Center	$10,000 00	For general operating funds to support the program costs of the agency's Career, Business, and Youth & Family Development programs
Montrose County Senior Citizens Transportation, Inc	$5,000 00	To address the continuing transportation demand for senior citizens & persons with disabilities within Delta, Montrose & San Miguel counties
National Jewish Medical and Research Center aka National Jewish Health	$10,000 00	Support for the Kunsberg School to prepare students to reenter public school by helping them catch up academically and learn how to manage their illness
National Sports Center for the Disabled	$10,000 00	To provide low or no cost ski and snowboard lessons who come to NSCD as part of a group
Natl Fdn of Dentistry for Handicapped - Dental Lifeline Network fna CO Fdn of Dentistry for the Handicapped	$7,500 00	Support for the Colorado DDS Program to cover expenses and to provide dental services to vunerable Coloradans
New Genesis Inc	$10,000 00	General operating support and program development for the Shelter, Aftercare, and continuation and expansion of our "single parents with small children program"
North Metro Children's Advocacy Center	$5,000 00	Funds would be used for general operating support for case management services provided to abused children in Adams and Broomfield Counties They will serve approximately 1,500 individuals in 2012
Open World Learning	$5,000 00	General operating support for after-school technology and leadership programs for 3rd-8th grade students who attend Denver Public Schools and are academically at risk
Opera Colorado	$15,000 00	For progam support of Opera Colorado educational and outreach programs that serve 33,000 students and adults throughout Colorado
Partners in Housing aka PIH	$7,500 00	Grant request to support our Homeless Self-Sufficiency program whos goal is to empower homeless people skills & confidence to succeed & never be homeless again
Peak Vista Community Health Centers Foundation	$10,000 00	To support the Homeless Health Center and the Breast Health for Homeless Women program
Physically Handicapped Amateur Musical Actors League, Inc aka Phamaly Theatre Co	$6,000 00	General operating support for individuals with disabilities including 3 professionally-produced productions, 2 original comedic plays written & performed by PHAMALY actors, a touring show for all ages, and outreach performances throughout Denver
Pikes Peak Hospice & Palliative Care, Inc	$7,500 00	Overall costs of hospice services provided for patients facing a terminal illness not fully reimbursed by traditional insurance sources

HILL FOUNDATION
TAX YEAR MAY 1, 2012 - APRIL 30, 2013
CHARITABLE DISTRIBUTIONS
EIN#84-6081879

OrganizationName	AmtGranted	Purpose of Grant
Pikes Peak Therapeutic Riding Center	$2,500 00	For general operating expenses for equine-assisted activities & therapies to help clients with physical, cognitive and emotional challenges find improved health, strenght & independence
Porter Hospice Foundation - Butterfly Program	$10,000 00	Founded 1987 Program support to bring end-of-life services to children who have a life limiting illness while they continue to pursue curative care
Project Angel Heart	$10,000 00	Funding would be for general operating support to deliver 445,000 individually modified, medically appropriate, nutritious meals for 1,950 community members coping with life-threatening illness in 2012
Project VOYCE dba Colorado Nonprofit Development Center	$7,500 00	Founded 2006 Program support for the 2013 Summer Leadership Institute 8 Project Voyce graduates plan and deliver 8 weeks of trainings 3 hrs /day 4 days/wk with 25 nontraditional new youth leaders from 5 low-income schools The trainers and trainees then
Project Wise a Women's Initiative for Service and Empowerment	$5,000 00	For general operating support in 2012 to provide mental health services to at least 150 women with very low incomes,
Prospect Home Care Hospice	$6,000 00	To provide 6 charity hospice patients with home health services and provide a comprehensive breavement program not covered by Medicaid, Medicare, or private insurance for all family members in Ute Pass and neighboring areas
Pueblo SANE SART Inc Pueblo Rape Crisis Services	$5,000 00	For general operating expenses for the Sexual Assault Services Program for serving, healing, & educating victims of all ages
Reach Out and Read Colorado	$5,000 00	General operating expenses to further the mission of making books accessible to all young children in Colorado
RedLine	$6,000 00	Provide innovative art outreach programming to empower self-worth of homeless citizens to move toward self-sufficiency and to reclaim the aesthetics of public spaces
Regis Jesuit High School	$15,000 00	To offer the many benefits of a Regis Jesuit education to students who would otherwise not be able to attend
Regis University	$30,000 00	To support the merit-based Hill Scholars progarm by providing financial aid to talented, financially disadvantaged students who do not qualify for federal grants
Restoration Outreach Programs	$5,000 00	Funds requested for general operating expenses We are giving people a hand up to lives of greater self-sufficiency through education and other vital resources
Rocky Mountain Children's Law Center	$10,000 00	Founded 1981 General operating support for legal representation, advocacy and clinical services for the most marginalized and vulnerable children placed in foster care
Rocky Mountain Down Syndrome Association f k a Mile High Down Syndrome Association	$7,500 00	General operating support to serving approximately 300 families and thousands of students, teachers, and administrators to address issues across the life span of people with Down syndrome and their families
Rocky Mountain HDC Inc aka Archway Housing & Services Inc	$5,000 00	To support the Family Services and After-School Program general operating expenses and be divided among 3 community housing sites where program is offered to adults and youth
Rocky Mountain MS Center	$10,000 00	Support for the hydrotherapy and King Adult Day Enrichment programs to assist young adults with disabilities due to MS, traumatic brain injury, and other neurological diagnoses
Rocky Mountain Stroke Center	$7,500 00	Program support for the Young Stroke Survivors Metrowide Program to reach up to 500 young stroke survivors between ages 20 and 55 and their families
Sacred Heart House of Denver	$12,000 00	To provide services to homeless mothers with children and single women through their In-House Stabilization, Follow-Up and Transitional Housing Programs
Safehouse Denver	$10,000 00	To support the lifesaving programs which provide adults, children and youth many services to keep themselves safe and achieve self-sufficiency
Safehouse Denver	$20,000 00	Funds will allow us to provide a comprehensive range of domestic violence prevention & intervention services through our Emergency Shelter & non-residential Counseling & Advocacy Center
Saint Benedict Health and Healing Ministry	$3,500 00	General operating support In 2012, St Benedict provided 10 to 12 hours per month of free health services in Boulder County providing 3,996 healthcare services
Salvation Army	$5,000 00	The funds would be used for the Harbor Light Center located 2136 Champa Street in Denver making it possible for more individuals to find a safe harbor until they recover their sobreity
Samaritan House - Catholic Charities Archdioces Denver	$100,000 00	Community 1st Manager for the Francis W Collopy Endowment
Save Our Youth	$7,500 00	Provide one-on-one mentoring and educational support services for over 400 at-risk youth
Second Chances fka Baby Bud's	$3,000 00	General operating costs to empower disavantaged women coming out of homelessness, poverty, domestic violence, drug/alcohol abuse, and other adversities by providing classes in skill-building and job training, provide employment for participants and a netw

HILL FOUNDATION
TAX YEAR MAY 1, 2012 - APRIL 30, 2013
CHARITABLE DISTRIBUTIONS
EIN#84-6081879

OrganizationName	AmtGranted	Purpose of Grant
Senior Assistance Center FKA Association for Senior Citizens	$10,000 00	Program support to prevent homelessness for low-income seniors by providing emergency financial assistance for residential eviction and utility shutoff, partner with other nonprofits to expand services such as food/meals, utilities, rent assistance, healt
Senior Resource Services	$5,000 00	Established 2007 General operating support for day to day expenses supporting the goal of assisting elderly to remain independent and retain dignity as long as possible
Senior Services Solutions Plus	$5,000 00	They are in desperate need of financing to help with the transportation expenses for the elderly
Senior Support Services, Inc	$10,000 00	Support for the Senior Dinner Project serving 74 seniors every night, the majority of whom are homeless
Sense of Security Inc	$5,000 00	Established 2000 Provide financial assistance to breast cancer patients experiencing financial hardships due to their medical contition
South Broadway Christian Church	$7,500 00	To assist in underwriting the cost of the Sandwich Ministry to provide 100 sack lunches twice a week to homeless men residing at the New Genesis Center at 17th and Sherman
The Colorado Center for the Blind	$7,500 00	To continue to provide intensive in-home training and support, caregiver training, independence skills and support groups in order to facilitate independent living and quality of life for seniors who are blind or losing vision
United Way Larimer County - Long Term Recovery Group of N Co	$25,000 00	The LTRGNoCo funding all goes to meet the unmet needs of the fire victims No fees are taken out of the funds *The administrative costs are taken from a separate fund*
University of Colorado Foundation Dept of Neurology	$25,000 00	To support the work of Steven Ringel, MD, to improve quality, cost-effectiveness, safety & patient satisfaction for all patients at UCH
University of Wyoming Foundation	$30,000 00	Grant for one year providing scholarships for out-of-state or non-traditional students enrolled in the UW Honors Program
Vanguard Classical School Inc	$15,000 00	For general operating expenses to support the services of the Student Services Team to help students grow & thrive in an inclusive setting
Voices For Children, Inc	$6,450 00	For operating funds which will allow five more child victims to have VFC CASA's assigned to them Each CASA volunteer has only one case, which may include several children
Volunteers of America	$15,000 00	General operating support divided evenly between the Durango Community Shelter and the VOA Colo Branch Western Colo Division Southwest Safehouse
Warren Village	$10,000 00	For general operating support to provide safe and affordable housing to low-income, single parent families, to help adults gain life skills, and to provide Early Childhood Education to at-risk children
Women's Bean Project	$5,000 00	To provide 60-70 low-income women with a transitional job for 6-12 months
Women's Bean Project	$15,000 00	To support our transitional employment program which is designed to provide steady income, arrange support services to overcome barriers to employment & teach job readiness skills
Women's Crisis and Family Outreach Center	$15,000 00	This request for operational assistance which will help them not only maintain, but ultimately grow,the programming at their Emergency Shelter and at their Out-Client sites
YWCA of Boulder County	$5,000 00	Support for the Children's Alley Program serving 710 children in 2011 by providing drop-in, temporary *childcare to low-income individuals and families with severely limited financial resources but who do not* qualify for public assistance
TOTAL CHARITABLE DISTRIBUTIONS	**$1,887,450 00**	