Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public.**

▶ **Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
FOUNDATION 180 FKA
CATHERINE CLEMENTS MATHEWS FOUNDATION

A Employer identification number
73-1645122

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1190 E. KENYON AVE.

B Telephone number
303-781-6777

City or town, state or province, country, and ZIP or foreign postal code
CHERRY HILLS VILLAGE, CO 80113

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 [X] 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: [X] 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)* ▶$ 14,630,388.

J Accounting method: [X] 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))

		(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	51,000.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	159,530.	159,530.		STATEMENT1
	5a Gross rents	457.	457.		STATEMENT2
	b Net rental income or (loss) 457.				
	6a Net gain or (loss) from sale of assets not on line 10	526,679.			
	b Gross sales price for all assets on line 6a 5,014,900.				
	7 Capital gain net income (from Part IV, line 2)		526,679.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	266,304.	111,306.		STATEMENT3
	12 **Total.** Add lines 1 through 11	1,003,970.	797,972.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	24,024.	0.		24,024.
	b Accounting fees STMT 5	406.	406.		0.
	c Other professional fees STMT 6	29,469.	22,354.		7,115.
	17 Interest				
	18 Taxes STMT 7	16,021.	12,521.		0.
	19 Depreciation and depletion				
	20 Occupancy	40,295.	4,030.		36,266.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	53,259.	50,652.		21.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	163,474.	89,963.		67,426.
	25 Contributions, gifts, grants paid	776,619.			776,619.
	26 **Total expenses and disbursements.** Add lines 24 and 25	940,093.	89,963.		844,045.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	63,877.			
	b **Net investment income** (if negative, enter -0-)		708,009.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2013)

17161120 138837 5750-00 2013.05000 FOUNDATION 180 FKA CATHERIN 5750-001

Q 4

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	15,870.	8,388.	8,388.
	2 Savings and temporary cash investments	0.	211,474.	211,474.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	18,702.	18,702.	770,400.
	c Investments - corporate bonds STMT 10	0.	1,724,290.	1,722,127.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	9,411,128.	7,604,622.	11,722,309.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT12)	823,669.	65,201.	195,690.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	10,269,369.	9,632,677.	14,630,388.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	10,269,369.	9,632,677.	
	30 **Total net assets or fund balances**	10,269,369.	9,632,677.	
	31 **Total liabilities and net assets/fund balances**	10,269,369.	9,632,677.	

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	10,269,369.
2 Enter amount from Part I, line 27a	2	63,877.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,333,246.
5 Decreases not included in line 2 (itemize) ▶ GRANT OF PROGRAM RELATED INVESTMENT	5	700,569.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,632,677.

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	GAIN ON SALE OF PTP			
b	CHARLES SCHWAB - SEE ATTACHED	P		
c	PARTNERSHIP GAIN	P		
d	CAPITAL GAINS DIVIDENDS			
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	1,248,411.		1,179,507.	68,904.
b	3,671,836.		3,308,714.	363,122.
c	30,082.			30,082.
d	64,571.			64,571.
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				68,904.
b				363,122.
c				30,082.
d				64,571.
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 — 526,679.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	166,812.	11,952,135.	.013957
2011	158,639.	11,339,335.	.013990
2010	236,982.	10,846,840.	.021848
2009	20,866.	103,613.	.201384
2008	830,061.	230,907.	3.594785

2	**Total** of line 1, column (d)	2	3.845964
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	.769193
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,497,828.
5	Multiply line 4 by line 3	5	8,844,049.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,080.
7	Add lines 5 and 6	7	8,851,129.
8	Enter qualifying distributions from Part XII, line 4	8	844,045.

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	14,160.
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	14,160.
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	14,160.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,540.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	8,400.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	9,940.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	636.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 13 ▶			9	4,856.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		**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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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, TX			
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 2013 or the taxable year beginning in 2013 (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 ▶ EKS&H LLLP Telephone no. ▶ 303-740-9400

Located at ▶ 7979 E TUFTS AVE, SUITE 400, DENVER, CO ZIP+4 ▶ 80237

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)* 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 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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.

(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
CATHERINE E. MATTHEWS 1190 E. KENYON AVE. CHERRY HILLS VILLAGE, CO 80113	PRESIDENT 0.75	0.	0.	0.
BRUCE MATTHEWS 1190 E. KENYON AVE. CHERRY HILLS VILLAGE, CO 80113	V. PRESIDENT 5.00	0.	0.	0.
GRIFF FREYSCHLAG 5791 N. CANTRELL PARKER, CO 80134	TRUSTEE 0.75	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 PROVIDE A RELIGIOUS RETREAT FOR INDIVIDUALS IN MINISTRY WHILE THEY ARE PRSUING THEIR CALLING.	9,281.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,353,048.
b	Average of monthly cash balances	1b	66,637.
c	Fair market value of all other assets	1c	1,253,237.
d	**Total** (add lines 1a, b, and c)	1d	11,672,922.
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	11,672,922.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	175,094.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,497,828.
6	**Minimum investment return.** Enter 5% of line 5	6	574,891.

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	574,891.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,160.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	5,633.		
c	Add lines 2a and 2b			2c	19,793.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	555,098.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	555,098.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	555,098.

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	844,045.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	844,045.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	844,045.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				555,098.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			331,314.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 844,045.				
a Applied to 2012, but not more than line 2a			331,314.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				512,731.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				42,367.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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 (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

CATHERINE E. MATTHEWS, 303-781-6777
1190 N. KENYON AVE, CHERRY HILLS VILLAGE, CO 80113

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

LETTER CONTAINING EXPLANATION OF REQUEST, AMOUNT REQUESTED, ETC.

c Any submission deadlines:

NO LATER THAN DECEMBER 1

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

FOCUSED ON GRANTS TO INDIVIDUALS/ORGANIZATIONS PROMOTING DISCUSSION OF CHRISTIAN PRINCIPLES IN ALL AREAS OF LIFE.

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				
APPETITES UNITE DBA CAFE 180 3315 S. BROADWAY ENGLEWOOD, CO 80113	UNRELATED	501(C)(3)	SUPPORT OF PAY WHAT YOU CAN RESTAURANT.	213,000.
COMMUNITY FIRST FOUNDATION 6870 W. 52ND AVENUE, SUITE 103 ARVADA, CO 80002	UNRELATED	501(C)(3)	TO IMPROVE QUALITY OF LIFE BY INCREASING COMMUNITY GENEROSITY AND INVOLVEMENT.	12,000.
FINE ARTS FOUNDATION BOX 3049 ENGLEWOOD, CO 80113	UNRELATED	501(C)(3)	TO SUPPORT THE FINE ARTS.	2,500.
DOWNING STREET FOUNDATION 5290 E YALE CIRCLE DENVER, CO 80222	UNRELATED	501(C)(3)	TO SUPPORT PUBLIC FOUDATION PROGRAMS.	3,618.
THE SHILOH FOUNDATION 7975 WISE ROAD AUBURN, CA 85603	UNRELATED	501(C)(3)	TO PROVIDE ASSISTANCE TO FOSTER HORSES.	25,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	776,618.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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					
4 Dividends and interest from securities			14	159,530.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			16	457.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	111,306.	
8 Gain or (loss) from sales of assets other than inventory			14	526,679.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a UBTI FROM K-1S	523000	-48,212.			
b ORDINARY GAIN ON SALE OF PTP	523000	203,210.			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		154,998.		797,972.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 952,970.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			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

Catherine Cl Matthews | Date | PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KAREN WINKELMAN	Karen M W	11/21/2014		P00641466
Firm's name ▶ EKS&H LLLP			Firm's EIN ▶ 46-1497033	
Firm's address ▶ 7979 E. TUFTS AVENUE, SUITE 400 DENVER, CO 80237-2521			Phone no. 303-740-9400	

Form 990-PF (2013)

323622
10-10-13

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs gov/form990 .

OMB No 1545-0047

2013

Name of the organization	Employer identification number
FOUNDATION 180 FKA CATHERINE CLEMENTS MATHEWS FOUNDATION	73-1645122

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
FOUNDATION 180 FKA CATHERINE CLEMENTS MATHEWS FOUNDATION	73-1645122

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CATHERINE CLEMENTS 1190 EAST KENYON AVE ENGLEWOOD, CO 80113	$ 51,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
FOUNDATION 180 FKA CATHERINE CLEMENTS MATHEWS FOUNDATION	73-1645122

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
FOUNDATION 180 FKA CATHERINE CLEMENTS MATHEWS FOUNDATION	73-1645122

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE DENVER FOUNDATION 55 MADISON STREET, 8TH FLOOR DENVER, CO 80206	UNRELATED	501(C)(3)	TO PROVIDE RESOURCES TO STRENGTHEN THE LOCAL COMMUNITY.	520,000.
Total from continuation sheets				520,000.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ANB CORPORATION	24,622.	0.	24,622.	24,622.	
CHARLES SCHWAB - 9917	168,476.	64,571.	103,905.	103,905.	
ESCALANTE	13,545.	0.	13,545.	13,545.	
INTEREST AND DIVIDENDS	8,669.	0.	8,669.	8,669.	
INTEREST INCOME	8,789.	0.	8,789.	8,789.	
TO PART I, LINE 4	224,101.	64,571.	159,530.	159,530.	

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
DENTON FARM	1	457.
TOTAL TO FORM 990-PF, PART I, LINE 5A		457.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES	1,718.	1,718.	
1231 GAIN/LOSS	-2,625.	-2,625.	
OTHER INCOME	6,442.	6,442.	
ORDINARY INCOME - PTP'S	20,471.	20,471.	
ROYALITES FROM DEVON ENERGY	85,277.	85,277.	
ROYALTIES FROM CHEVRON	12.	12.	
ROYALTIES FROM DENBURY	11.	11.	
UBTI FROM K-1S	-48,212.	0.	
ORDINARY GAIN ON SALE OF PTP	203,210.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	266,304.	111,306.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	24,024.	0.		24,024.
TO FM 990-PF, PG 1, LN 16A	24,024.	0.		24,024.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	406.	406.		0.
TO FORM 990-PF, PG 1, LN 16B	406.	406.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADIVSOR FEES	22,354.	22,354.		0.
OUTSIDE CONTRACT SERVICES	7,115.	0.		7,115.
TO FORM 990-PF, PG 1, LN 16C	29,469.	22,354.		7,115.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - PTP'S	681.	681.		0.
PROPERTY TAXES	15,340.	11,840.		0.
TO FORM 990-PF, PG 1, LN 18	16,021.	12,521.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE FEES	223.	223.		0.
PORFOLIO DEDUCTIONS - PTP'S	37,304.	37,304.		0.
NONDEDUCTIBLE EXPENSES - PTP'S	2,586.	0.		0.
AUTO EXPENSE	23.	2.		21.
ROYALTY EXPENSES	13,123.	13,123.		0.
TO FORM 990-PF, PG 1, LN 23	53,259.	50,652.		21.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,284 SHS ANB CORP	18,702.	770,400.
TOTAL TO FORM 990-PF, PART II, LINE 10B	18,702.	770,400.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BOND FUNDS- RIDGEWORTH SEIX FLOAT	500,000.	502,329.
CORPORATE BONDS	1,224,290.	1,219,798.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,724,290.	1,722,127.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB	COST	0.	3,303,267.
UNDIVIDED 1/14 ROYALTY INT. DEVON ENERGY	COST	0.	514,286.
CHARLES SCHWAB EQUITIES	COST	5,949,648.	6,203,861.
FIXED INCOME	COST	140,076.	142,744.
SCHWAB MONEY MARKET	COST	662,069.	662,069.
AT MLP FUND, LLC	COST	730,353.	779,923.
ESCALANTE HOUSTON, LLC	COST	122,476.	116,159.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,604,622.	11,722,309.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DENTON FARM RENTAL RECEIVABLE	426.	457.	457.
SCHWAB	0.	55,585.	52,145.
DENTON FARM - LAND	0.	0.	133,929.
COMPUTER AND EQUIPMENT	0.	9,159.	9,159.
OTHER RECEIVABLE	7,243.	0.	0.
MISSIONARY RETREAT - LAND	554,880.	0.	0.
MISSIONARY RETREAT - BUILDING	261,120.	0.	0.
TO FORM 990-PF, PART II, LINE 15	823,669.	65,201.	195,690.

FORM 990-PF INTEREST AND PENALTIES STATEMENT 13

TAX DUE FROM FORM 990-PF, PART VI	4,220.
LATE PAYMENT INTEREST	194.
LATE PAYMENT PENALTY	442.
TOTAL AMOUNT DUE	4,856.

FOUNDATION 180 FKA CATHERINE CLEMENTS MA 73-1645122

FORM 990-PF LATE PAYMENT PENALTY STATEMENT 14

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/14	12,620.	12,620.	7	442.
DATE FILED	11/17/14		12,620.		
TOTAL LATE PAYMENT PENALTY					442.

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 15

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/14	12,620.	12,620.	.0300	186	194.
DATE FILED	11/17/14		12,814.			
TOTAL LATE PAYMENT INTEREST						194.

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: Tax Lot Optimizer ™

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis *Adjusted*	Realized Gain or (Loss) *Adjusted*
APACHE CORP· APA	160.0000	09/10/13	10/28/13	$14,431.72	$13,987 06	$444.66
Security Subtotal				**$14,431.72**	**$13,987.06**	**$444.66**
BANK OF AMERICA 5.125%14TENDER OFFER EXP: 11/14/1: 060505AU8	50,000.0000	07/15/13	11/04/13	$52,532 05	$52,578 00	($45 95)
					$52,007.62	*$524 43* [b]
Security Subtotal				**$52,532.05**	**$52,578.00**	**($45.95)**
FORD MOTOR COMPANY NEW. F	580.0000	07/12/13	08/08/13	$9,813 25	$9,903 85	($90 60)
Security Subtotal				**$9,813.25**	**$9,903.85**	**($90.60)**
HARDING LOEVNER EMERGING MARKETS ADV CL· HLEMX	1,991 2390	08/15/13	10/15/13	$100,000 00	$94,026.31	$5,973 69
Security Subtotal				**$100,000.00**	**$94,026.31**	**$5,973.69**
MICROSOFT CORP. MSFT	415 0000	07/12/13	11/25/13	$15,631 58	$14,672 82	$958 76
Security Subtotal				**$15,631.58**	**$14,672.82**	**$958.76**
PIMCO COMMODITY REAL RETURN STRAT INST· PCRIX	35,088.6910	multiple	12/02/13	$194,742.24	$200,000 00	($5,257 76)
Security Subtotal				**$194,742.24**	**$200,000.00**	**($5,257.76)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1802-000703 342384

G000007030206

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
FOUNDATION 180

Account Number
2129-9917

Report Period
January 1 - December 31, 2013

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: Tax Lot Optimizer ™

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
QEP RESOURCES INC. QEP	1,005 0000	07/12/13	11/13/13	$32,628.64	$29,456 74	$3,171.90
QEP RESOURCES INC· QEP	540.0000	09/10/13	11/13/13	$17,531 80	$15,329 59	$2,202 21
Security Subtotal				**$50,160.44**	**$44,786.33**	**$5,374.11**
SPECTRA ENERGY CORP· SE	270.0000	07/12/13	08/08/13	$9,496 50	$9,499.94	($3 44)
SPECTRA ENERGY CORP· SE	395.0000	07/12/13	10/28/13	$14,090.75	$13,898.07	$192.68
SPECTRA ENERGY CORP: SE	215 0000	09/10/13	10/28/13	$7,669 65	$7,170.38	$499 27
Security Subtotal				**$31,256.90**	**$30,568.39**	**$688.51**
UNITEDHEALTH GROUP INC. UNH	135.0000	07/12/13	08/28/13	$9,668 41	$9,160 81	$507 60
Security Subtotal				**$9,668.41**	**$9,160.81**	**$507.60**
V F CORPORATION: VFC	45 0000	07/12/13	07/17/13	$8,899 94	$8,981 33	($81.39)
Security Subtotal				**$8,899.94**	**$8,981.33**	**($81.39)**
Total Short-Term				**$487,136.53**	**$478,664.90**	**$8,471.63**
					$478,094.52	*$9,042.01* b

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. Tax Lot Optimizer ™

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
APPLE INC: AAPL	100.0000	02/13/12	07/12/13	$42,574 35	$50,143.22	($7,568.87)
APPLE INC· AAPL	165 0000	02/13/12	07/12/13	$70,247 68	$82,736.18	($12,488 50)
Security Subtotal				**$112,822.03**	**$132,879.40**	**($20,057.37)**
BRISTOL-MYERS SQUIBB CO: BMY	6,250 0000	02/13/12	07/12/13	$283,339 37	$199,815.20	$83,524 17
Security Subtotal				**$283,339.37**	**$199,815.20**	**$83,524.17**
CEDAR FAIR L P DEP UTS FUN	100.0000	02/13/12	07/12/13	$4,228.88	$2,782.13	$1,446.75
CEDAR FAIR L P DEP UTS: FUN	100.0000	02/13/12	07/12/13	$4,228 88	$2,783.12	$1,445 76
CEDAR FAIR L P DEP UTS. FUN	100 0000	02/13/12	07/12/13	$4,228 88	$2,783.13	$1,445 75
CEDAR FAIR L P DEP UTS FUN	100.0000	02/13/12	07/12/13	$4,228.90	$2,785.13	$1,443.77
CEDAR FAIR L P DEP UTS: FUN	200 0000	02/13/12	07/12/13	$8,457.76	$5,568.25	$2,889 51
CEDAR FAIR L P DEP UTS: FUN	200.0000	02/13/12	07/12/13	$8,457.76	$5,574.25	$2,883.51
CEDAR FAIR L P DEP UTS: FUN	300.0000	02/13/12	07/12/13	$12,686.65	$8,349 38	$4,337.27
CEDAR FAIR L P DEP UTS. FUN	2,200.0000	02/13/12	07/12/13	$93,035 40	$61,349 76	$31,685 64

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method· Tax Lot Optimizer ™

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CEDAR FAIR L P DEP UTS: FUN	2,845 0000	02/13/12	07/12/13	$120,311 69	$79,347.73	$40,963 96
Security Subtotal				**$259,864.80**	**$171,322.88**	**$88,541.92**
ENTERPRISE PRD PRTNRS LP EPD	100.0000	02/13/12	08/29/13	$5,950 00	$5,054 09	$895 91
ENTERPRISE PRD PRTNRS LP: EPD	100.0000	02/13/12	08/29/13	$5,950 00	$5,054.19	$895.81
ENTERPRISE PRD PRTNRS LP. EPD	1,300 0000	02/13/12	08/29/13	$77,349 97	$65,703.61	$11,646.36
ENTERPRISE PRD PRTNRS LP: EPD	2,500 0000	02/13/12	08/29/13	$148,749 94	$126,350.60	$22,399.34
Security Subtotal				**$237,999.91**	**$202,162.49**	**$35,837.42**
HEINZ H J CO XXXCASH MERGER @ $72.50/SH EFF 06/10/13: 423074103	100.0000	02/13/12	06/10/13	$7,250 00	$5,220 12	$2,029 88
HEINZ H J CO XXXCASH MERGER @ $72.50/SH EFF 06/10/13· 423074103	100.0000	02/13/12	06/10/13	$7,250.00	$5,220.15	$2,029.85
HEINZ H J CO XXXCASH MERGER @ $72 50/SH EFF 06/10/13. 423074103	155.0000	02/13/12	06/10/13	$11,237 50	$8,091.13	$3,146 37
HEINZ H J CO XXXCASH MERGER @ $72.50/SH EFF 06/10/13: 423074103	3,485 0000	02/13/12	06/10/13	$252,662.50	$181,921 65	$70,740.85
Security Subtotal				**$278,400.00**	**$200,453.05**	**$77,946.95**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. Tax Lot Optimizer ™

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES IBOXX INVESTMENTGRADE CORPORATE BOND ETF. LQD	1,725 0000	02/13/12	07/12/13	$196,860 25	$200,624.73	($3,764.48)
Security Subtotal				**$196,860.25**	**$200,624.73**	**($3,764.48)**
KINDER MORGAN ENERGY LP UNIT LTD PARTNERSHIP INT. KMP	100.0000	02/13/12	08/29/13	$8,318 28	$8,851 38	($533.10)
KINDER MORGAN ENERGY LP UNIT LTD PARTNERSHIP INT. KMP	100.0000	02/13/12	08/29/13	$8,318 29	$8,853.10	($534 81)
KINDER MORGAN ENERGY LP UNIT LTD PARTNERSHIP INT· KMP	250.0000	02/13/12	08/29/13	$20,795 72	$22,135.70	($1,339 98)
KINDER MORGAN ENERGY LP UNIT LTD PARTNERSHIP INT: KMP	500 0000	02/13/12	08/29/13	$41,591.43	$44,271 40	($2,679.97)
KINDER MORGAN ENERGY LP UNIT LTD PARTNERSHIP INT: KMP	1,400 0000	02/13/12	08/29/13	$116,456.02	$123,955.74	($7,499.72)
Security Subtotal				**$195,479.74**	**$208,067.32**	**($12,587.58)**
LINN ENERGY: LINE	100.0000	02/13/12	07/12/13	$2,506.17	$3,606 15	($1,099.98)
LINN ENERGY LINE	200.0000	02/13/12	07/12/13	$5,012 34	$7,212 20	($2,199 86)
LINN ENERGY: LINE	2,160 0000	02/13/12	07/12/13	$54,133 25	$77,891.12	($23,757.87)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method Tax Lot Optimizer ™

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
LINN ENERGY: LINE	2,800 0000	02/13/12	07/12/13	$70,172.74	$100,967 16	($30,794.42)
Security Subtotal				**$131,824.50**	**$189,676.63**	**($57,852.13)**
ONEOK PARTNERS LP· OKS	100 0000	02/13/12	07/12/13	$5,045.72	$5,796 25	($750.53)
ONEOK PARTNERS LP· OKS	100 0000	02/13/12	07/12/13	$5,045.74	$5,796 26	($750.52)
ONEOK PARTNERS LP: OKS	100.0000	02/13/12	07/12/13	$5,045.74	$5,798 26	($752.52)
ONEOK PARTNERS LP: OKS	300.0000	02/13/12	07/12/13	$15,137 21	$17,388 48	($2,251.27)
ONEOK PARTNERS LP: OKS	300.0000	02/13/12	07/12/13	$15,137.21	$17,388.78	($2,251.57)
ONEOK PARTNERS LP OKS	800.0000	02/13/12	07/12/13	$40,365.89	$46,382 08	($6,016.19)
ONEOK PARTNERS LP· OKS	1,750.0000	02/13/12	07/12/13	$88,300 38	$101,432 79	($13,132 41)
Security Subtotal				**$174,077.89**	**$199,982.90**	**($25,905.01)**
PFIZER INCORPORATED: PFE	200.0000	02/13/12	07/12/13	$5,715 82	$4,276.19	$1,439 63
PFIZER INCORPORATED. PFE	400.0000	02/13/12	07/12/13	$11,431.64	$8,551.26	$2,880 38
PFIZER INCORPORATED: PFE	1,200 0000	02/13/12	07/12/13	$34,294 92	$25,655.93	$8,638 99

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method Tax Lot Optimizer ™

Long-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PFIZER INCORPORATED: PFE		6,700 0000	02/13/12	07/12/13	$191,479.94	$143,245.61	$48,234 33
Security Subtotal					**$242,922.32**	**$181,728.99**	**$61,193.33**
PLAINS ALL AMERN PPLN LPUNIT LTD PARTNERSHIP INT: PAA		200 0000	02/13/12	08/29/13	$10,164 74	$8,032.25	$2,132 49
PLAINS ALL AMERN PPLN LPUNIT LTD PARTNERSHIP INT· PAA		200.0000	02/13/12	08/29/13	$10,164.74	$8,032 36	$2,132 38
PLAINS ALL AMERN PPLN LPUNIT LTD PARTNERSHIP INT· PAA		900.0000	02/13/12	08/29/13	$45,741 33	$36,145.13	$9,596.20
PLAINS ALL AMERN PPLN LPUNIT LTD PARTNERSHIP INT: PAA		2,800.0000	02/13/12	08/29/13	$142,306.36	$112,444.51	$29,861.85
Security Subtotal					**$208,377.17**	**$164,654.25**	**$43,722.92**
RAYONIER INC	REIT. RYN	100.0000	02/13/12	07/12/13	$5,675.60	$4,553.20	$1,122.40
RAYONIER INC	REIT· RYN	145.0000	02/13/12	07/12/13	$8,229.63	$6,601.99	$1,627 64
RAYONIER INC	REIT: RYN	200.0000	02/13/12	07/12/13	$11,351 21	$9,105.89	$2,245 32
RAYONIER INC	REIT. RYN	300 0000	02/13/12	07/12/13	$17,026.81	$13,659.29	$3,367.52
RAYONIER INC	REIT: RYN	800.0000	02/13/12	07/12/13	$45,404 83	$36,425 58	$8,979 25

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
FOUNDATION 180

Account Number
2129-9917

Report Period
January 1 - December 31, 2013

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. Tax Lot Optimizer ™

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
RAYONIER INC REIT: RYN	2,000 0000	02/13/12	07/12/13	$113,512 09	$91,061 94	$22,450.15
Security Subtotal				**$201,200.17**	**$161,407.89**	**$39,792.28**
SANDRIDGE MISSISSIPPIAN SDT	1,037 0000	02/13/12	07/12/13	$14,098 31	$37,017 39	($22,919 08)
SANDRIDGE MISSISSIPPIAN SDT	1,963 0000	02/13/12	07/12/13	$26,687 53	$70,080 30	($43,392.77)
Security Subtotal				**$40,785.84**	**$107,097.69**	**($66,311.85)**
SOVRAN SELF STORAGE INC REIT: SSS	100.0000	02/13/12	07/12/13	$6,838 40	$4,867 22	$1,971 18
SOVRAN SELF STORAGE INC REIT: SSS	100.0000	02/13/12	07/12/13	$6,838 40	$4,868.22	$1,970.18
SOVRAN SELF STORAGE INC REIT: SSS	100.0000	02/13/12	07/12/13	$6,838 40	$4,869.22	$1,969 18
SOVRAN SELF STORAGE INC REIT: SSS	150 0000	02/13/12	07/12/13	$10,257 61	$7,305.32	$2,952.29
SOVRAN SELF STORAGE INC REIT: SSS	204 0000	02/13/12	07/12/13	$13,950 34	$9,925.04	$4,025.30
SOVRAN SELF STORAGE INC REIT: SSS	806.0000	02/13/12	07/12/13	$55,117 55	$39,253 11	$15,864 44
SOVRAN SELF STORAGE INC REIT: SSS	2,700.0000	02/13/12	07/12/13	$184,636.90	$131,474.21	$53,162 69
Security Subtotal				**$284,477.60**	**$202,562.34**	**$81,915.26**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method Tax Lot Optimizer ™

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
THE SOUTHERN COMPANY: SO	4,545.0000	02/13/12	07/12/13	$203,562.33	$202,211 46	$1,350 87
Security Subtotal				**$203,562.33**	**$202,211.46**	**$1,350.87**
VERIZON COMMUNICATIONS· VZ	2,630.0000	02/13/12	07/12/13	$132,705.27	$100,524.92	$32,180.35
Security Subtotal				**$132,705.27**	**$100,524.92**	**$32,180.35**
Total Long-Term				**$3,184,699.19**	**$2,825,172.14**	**$359,527.05**
Total Realized Gain or (Loss)				**$3,671,835.72**	**$3,303,837.04**	**$367,998.68**
					$3,303,266.66	***$368,569.06*** b

Schwab has provided realized gain/loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions
Option Customers Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options

Endnotes For Your Account

Symbol	Endnote Legend
b	When available, Adjusted Cost Basis values are used in Gain or (Loss) calculations.

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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