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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation GILL FOUNDATION		A Employer identification number 84-1264186
Number and street (or P.O. box number if mail is not delivered to street address) 2215 MARKET STREET	Room/suite	B Telephone number 303-292-4455
City or town, state or province, country, and ZIP or foreign postal code DENVER, CO 80205		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 234,377,472.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	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	5,370,458.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	738.	738.		STATEMENT 1
	4 Dividends and interest from securities	2,248,773.	2,516,512.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,362,448.			
	b Gross sales price for all assets on line 6a	37,784,651.			
	7 Capital gain net income (from Part IV, line 2)		3,127,667.		
	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	286,290.	431,521.		STATEMENT 3	
12 Total. Add lines 1 through 11	16,268,707.	6,076,438.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	1,337,396.	12,995.		1,319,960.
	14 Other employee salaries and wages	1,241,311.	25,647.		1,240,732.
	15 Pension plans, employee benefits	613,036.	9,365.		603,939.
	16a Legal fees STMT 4	47,165.	0.		45,259.
	b Accounting fees STMT 5	66,895.	0.		70,395.
	c Other professional fees STMT 6	2,628,291.	1,080,734.		1,998,465.
	17 Interest		3,348.		
	18 Taxes STMT 7	130,826.	2,467.		0.
	19 Depreciation and depletion	233,603.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	729,580.	0.		739,318.
	22 Printing and publications	101,539.	0.		101,539.
	23 Other expenses STMT 8	803,886.	883.		768,665.
	24 Total operating and administrative expenses. Add lines 13 through 23	7,933,528.	1,135,439.		6,888,272.
	25 Contributions, gifts, grants paid	11,000,938.			10,952,468.
26 Total expenses and disbursements. Add lines 24 and 25	18,934,466.	1,135,439.		17,840,740.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<2,665,759.>				
b Net investment income (if negative, enter -0-)		4,940,999.			
c Adjusted net income (if negative, enter -0-)			N/A		

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	1,716,861.	986,059.	986,059.
	2 Savings and temporary cash investments	5,834,485.	4,668,868.	4,668,868.
	3 Accounts receivable ▶ 100,105.			
	Less allowance for doubtful accounts ▶	484.	100,105.	100,105.
	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	77,649.	29,079.	29,079.
	10a Investments - U S and state government obligations STMT 9	5,099,736.	6,880,133.	6,880,133.
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 10	8,258,542.	7,423,469.	7,423,469.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	195,946,142.	207,948,882.	207,948,882.
	14 Land, buildings, and equipment basis ▶ 7,518,932.			
	Less accumulated depreciation ▶ 2,409,755.	5,313,099.	5,109,177.	5,109,177.
	15 Other assets (describe ▶ STATEMENT 12)	570,731.	1,231,700.	1,231,700.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	222,817,729.	234,377,472.	234,377,472.
	17 Accounts payable and accrued expenses	686,566.	570,372.	
	18 Grants payable	1,400,060.	1,072,530.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	273,000.	566,400.	
	23 Total liabilities (add lines 17 through 22)	2,359,626.	2,209,302.	
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ☒	24 Unrestricted	220,458,103.	232,168,170.	
	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			
	30 Total net assets or fund balances	220,458,103.	232,168,170.	
	31 Total liabilities and net assets/fund balances	222,817,729.	234,377,472.	

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	220,458,103.
2 Enter amount from Part I, line 27a	2	<2,665,759.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	14,669,226.
4 Add lines 1, 2, and 3	4	232,461,570.
5 Decreases not included in line 2 (itemize) ▶ DEFERRED FEDERAL EXCISE TAX EXPENSE	5	293,400.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	232,168,170.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SALE OF PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
b SEE ATTACHMENT B	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 18,803,895.		17,671,117.	1,132,778.
b			1,994,889.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,132,778.
b			1,994,889.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,127,667.
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	19,867,666.	217,269,248.	.091443
2011	20,599,145.	230,843,089.	.089234
2010	15,914,734.	181,073,699.	.087891
2009	12,401,318.	138,299,738.	.089670
2008	13,457,527.	183,098,960.	.073499

2 Total of line 1, column (d)	2	.431737
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	.086347
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	218,421,663.
5 Multiply line 4 by line 3	5	18,860,055.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	49,410.
7 Add lines 5 and 6	7	18,909,465.
8 Enter qualifying distributions from Part XII, line 4 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	8	17,871,015.

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)		1	98,820.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	98,820.
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	98,820.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	291,156.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	291,156.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
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	192,336.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 192,336. Refunded ☐	11	0.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.GILLFOUNDATION.ORG</u>		X	
14	The books are in care of ► <u>ROBIN HUBBARD, CHIEF OPERATIONS OFF</u> Telephone no ► <u>303-292-4455</u> Located at ► <u>2215 MARKET STREET, DENVER, CO</u> ZIP+4 ► <u>80205</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		1,337,396.	214,372.	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
KARLA RIKANSRUD	DIRECTOR ALLIES ENGAGEMENT			
2215 MARKET STREET, DENVER, CO 80205	40.00	118,479.	36,609.	0.
PATRICK FLAHERTY	DIRECTOR OF POLICY			
2215 MARKET STREET, DENVER, CO 80205	40.00	120,805.	29,835.	0.
DENISE WHINNEN	DIRECTOR CO			
2215 MARKET STREET, DENVER, CO 80205	40.00	110,109.	36,195.	0.
AMBER PTAK	DIRECTOR EDUCATION PROGRAMS			
2215 MARKET STREET, DENVER, CO 80205	40.00	101,124.	33,407.	0.
HOPE WISNESKI	PROGRAM OFFICER			
2215 MARKET STREET, DENVER, CO 80205	40.00	84,981.	34,195.	0.

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

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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
SUMMIT ROCK ADVISORS 9W 57TH STREET, NEW YORK, NY 10019	INVESTMENT ADVISORS	439,203.
INEKE MUSHOVIC CONSULTING INC 2317 MAPLETON AVE, BOULDER, CO 80304	STRATEGIC CONSULTING FOR MAP	258,750.
TRIMPA GROUP 800 18TH STREET, SUITE 310, DENVER, CO 80202	LEGAL CONSULTING	186,557.
CIVITAS PUBLIC AFFAIRS GROUP 409 7TH ST. NW, STE 350, WASHINGTON, DC 20004	CONSULTING	164,627.
RUSSELL REYNOLDS ASSOCIATES - CHURCH STREET STATION, PO BOX 6427, NEW YORK, NY 10249-6427	CEO SEARCH FIRM	154,665.
Total number of others receiving over \$50,000 for professional services		9

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 SEE STATEMENT 15	1,475,066.
2 SEE STATEMENT 16	1,026,392.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	215,073,636.
b	Average of monthly cash balances	1b	6,674,245.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	221,747,881.
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	221,747,881.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,326,218.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	218,421,663.
6	Minimum investment return. Enter 5% of line 5	6	10,921,083.

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	10,921,083.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	98,820.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	98,820.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,822,263.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,822,263.
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	10,822,263.

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	17,840,740.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	30,275.
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	17,871,015.
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	17,871,015.

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.

Form 990-PF (2013)

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				10,822,263.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	4,459,703.			
b From 2009	5,510,225.			
c From 2010	7,509,357.			
d From 2011	9,212,061.			
e From 2012	9,266,682.			
f Total of lines 3a through e	35,958,028.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 17,871,015.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	975,000.			
d Applied to 2013 distributable amount				10,822,263.
e Remaining amount distributed out of corpus	6,073,752.			
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	43,006,780.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	975,000.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	3,484,703.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	38,547,077.			
10 Analysis of line 9				
a Excess from 2009	5,510,225.			
b Excess from 2010	7,509,357.			
c Excess from 2011	9,212,061.			
d Excess from 2012	9,266,682.			
e Excess from 2013	7,048,752.			

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)

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 ATTACHMENT C	N/A		SEE ATTACHMENT C	10,952,468.
Total			3a	10,952,468.
b Approved for future payment				
SEE ATTACHMENT D	N/A		SEE ATTACHMENT D	1,072,530.
Total			3b	1,072,530.

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.		

[illegible]

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		

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.

Sign Here  

Signature of officer or trustee _____ Date 11/17/14 Title COO

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

Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER PETERMANN	Preparer's signature 	Date 4/13/14	Check ☐ if self-employed	PTIN P00097440
	Firm's name ▶ O'CONNOR DAVIES, LLP			Firm's EIN ▶ 27-1728945	
	Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022			Phone no 212-286-2600	

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

GILL FOUNDATION

Employer identification number

84-1264186

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization	Employer identification number
GILL FOUNDATION	84-1264186

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	FORD FOUNDATION 320 EAST 43RD ST NEW YORK, NY 10017	\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	H VAN AMERINGEN FOUNDATION 509 MADISON AVENUE NEW YORK, NY 10022	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	MONA PITTENGER-TULSA COMM FOUNDATION 3055 HARBOR DR. #1401 FORT LAUDERDALE, FL 33316	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	THE DAVID GEFFEN FOUNDATION 12011 SAN VICENTE BLVD, STE 606 LOS ANGELES, CA 90049	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
5	LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD., SUITE 700 LOS ANGELES, CA 90048	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
6	THE COMMUNITY FOUNDATION OF WESTERN NORTH CAROLINA PO BOX 1888 ASHEVILLE, NC 28802	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
GILL FOUNDATION	84-1264186

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
7	TWO SISTERS AND A WIFE FDTN 32 HANCOCK ST. AUBURNDALE, MA 02466	\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
8	JANE MOORE JOHNSON FOUNDATION 55 EXCHANGE PLACE SUITE #404 NEW YORK, NY 10005	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
9	FORD FOUNDATION 320 EAST 43RD ST NEW YORK, NY 10017	\$ 300,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
10	JAMES C HORMEL REVOCABLE LIVING TRUST 19 SUTTER STREET SAN FRANCISCO, CA 94104	\$ 60,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
11	THE PALETTE FUND INC 1201 BROADWAY SUITE 504 NEW YORK, NY 10001	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
12	THE DAVID DECHMAN FOUNDATION 525 PARK AVENUE, #PHC NEW YORK, NY 10065	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

GILL FOUNDATION

84-1264186

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
13	KEVIN J MOSSIER FOUNDATION 2233 UNIVERSITY AVE. W. SUITE 357 SAINT PAUL, MN 55114	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
14	NORTHERN TRUST/ESMOND HARMSWORTH 50 SOUTH LA SALLE ST. CHICAGO, IL 60675	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
15	FREEDOM TO MARRY 155 W. 19TH ST. FLOOR 2 NEW YORK, NY 10011	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
16	THE DAVID BOHNETT FOUNDATION 245 SOUTH BEVERLY DRIVE BEVERLY HILLS, CA 90212	\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
17	EBRAHIMI FAMILY FOUNDATION PO BOX 61339 DENVER, CO 80206	\$ 3,500,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
18	TIM GILL 2215 MARKET ST. DENVER, CO 80205	\$ 545,198.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

Employer identification number

84-1264186

[illegible]

Name of organization

Employer identification number

GILL FOUNDATION

84-1264186

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST AND DIVIDENDS	738.	738.	
TOTAL TO PART I, LINE 3	738.	738.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST AND DIVIDENDS	2,248,773.	0.	2,248,773.	2,516,512.	
TO PART I, LINE 4	2,248,773.	0.	2,248,773.	2,516,512.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME FROM K-1 ACTIVITIES	0.	425,479.	
MAP CONFERENCE REGISTRATION FEES	3,185.	0.	
OTHER INCOME	1,963.	0.	
LEASE INCOME - PARKING LOT	6,042.	6,042.	
NATIONAL OUTGIVING CONFERENCE REGISTRATION FEES	275,100.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	286,290.	431,521.	

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	47,165.	0.		45,259.	
TO FM 990-PF, PG 1, LN 16A	47,165.	0.		45,259.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	66,895.	0.		70,395.	
TO FORM 990-PF, PG 1, LN 16B	66,895.	0.		70,395.	

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	
PARTNERSHIP MANAGEMENT FEES	407,877.	407,877.		0.	
ADVISORY FEES	440,456.	672,857.		0.	
CONSULTING FEES	1,779,958.	0.		1,998,465.	
TO FORM 990-PF, PG 1, LN 16C	2,628,291.	1,080,734.		1,998,465.	

FORM 990-PF	TAXES		STATEMENT		7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	125,396.	0.		0.	
REAL ESTATE TAXES	4,415.	0.		0.	
FOREIGN TAXES	0.	2,467.		0.	
FEDERAL UBTI	1,015.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	130,826.	2,467.		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	
PAYROLL PROCESSING FEES	9,124.	0.		9,124.	
TEMPORARY STAFF	28,170.	0.		28,170.	
OFFICE EXPENSES	48,521.	0.		32,753.	
REPAIRS AND MAINTENANCE	138,420.	0.		138,420.	
TECHNOLOGY	320,359.	0.		320,359.	
PROFESSIONAL DEVELOPMENT	29,412.	0.		29,412.	
DUES	78,817.	0.		56,687.	
OTHER EXPENSES	5,895.	0.		5,895.	
INSURANCE	33,238.	0.		36,798.	
SPONSORSHIPS	34,500.	0.		34,500.	
CREDIT CARD FEES	6,744.	0.		6,744.	
RESTRUCTURING EXPENSE	69,803.	0.		69,803.	
BANK FEES	883.	883.		0.	
TO FORM 990-PF, PG 1, LN 23	803,886.	883.		768,665.	

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT SECURITIES - SEE ATTACHMENT A	X		6,880,133.	6,880,133.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,880,133.	6,880,133.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,880,133.	6,880,133.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A	7,423,469.	7,423,469.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,423,469.	7,423,469.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLOSED ENDED MUTUAL FUNDS - SEE ATTACHMENT A	FMV	64,135,865.	64,135,865.
ASSET BACKED SECURITIES - SEE ATTACHMENT A	FMV	6,109,184.	6,109,184.
HEDGE FUNDS - SEE ATTACHMENT A	FMV	101,843,357.	101,843,357.
PRIVATE EQUITIES - SEE ATTACHMENT A	FMV	35,860,476.	35,860,476.
TOTAL TO FORM 990-PF, PART II, LINE 13		207,948,882.	207,948,882.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM INVESTMENT CUSTODIAN	207,448.	982,490.	982,490.
DUE FROM GILL ACTION FUND	509.	298.	298.
ACCRUED INTEREST	155,457.	116,991.	116,991.
PREPAID FEDERAL EXCISE TAXES	207,317.	131,921.	131,921.
TO FORM 990-PF, PART II, LINE 15	570,731.	1,231,700.	1,231,700.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED FEDERAL EXCISE TAX PAYABLE	273,000.	566,400.	
TOTAL TO FORM 990-PF, PART II, LINE 22	273,000.	566,400.	

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TIM GILL 2215 MARKET STREET DENVER, CO 80205	BOARD CHAIRMAN 1.00	0.	0.	0.
SCOTT MILLER 2215 MARKET STREET DENVER, CO 80205	SECRETARY 1.00	0.	0.	0.
JOHN BARABINO 2215 MARKET STREET DENVER, CO 80205	TREASURER 1.00	0.	0.	0.
TIM SWEENEY - TERM DATE 8/30/2013 2215 MARKET STREET DENVER, CO 80205	FORMER CEO 40.00	349,541.	35,465.	0.
LAUREN ARNOLD - TERM DATE 12/6/2013 2215 MARKET STREET DENVER, CO 80205	FORMER CHIEF OF STAFF 40.00	197,820.	29,721.	0.
KATHERINE PECK 2215 MARKET STREET DENVER, CO 80205	SENIOR VICE PRESIDENT PROG 40.00	218,058.	42,178.	0.
BOBBY CLARK 2215 MARKET STREET DENVER, CO 80205	VP COMMUNICATIONS & MARKET 40.00	198,914.	36,362.	0.
DAVID LANCE KING 2215 MARKET STREET DENVER, CO 80205	VICE PRESIDENT DONOR RESOU 40.00	183,729.	36,136.	0.
COURTNEY CUFF - START DATE 9/30/2013 2215 MARKET STREET DENVER, CO 80205	CEO/PRESIDENT 40.00	63,943.	8,829.	0.
LAURIE MEILI 2215 MARKET STREET DENVER, CO 80205	CFO 40.00	125,391.	25,681.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,337,396.	214,372.	0.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 15
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ACTIVITY ONE

PUBLIC EDUCATION: THE FOUNDATION REACHES OUT TO CORPORATIONS AND MAINSTREAM/CORPORATE FOUNDATIONS TO HELP THEM UNDERSTAND LGBT ISSUES AND THE NEED TO INITIATE OR INCREASE THEIR FUNDING OF LGBT CHARITIES. THIS PROGRAM IS INTENDED TO INCREASE ALLIED AWARENESS OF LGBT CAUSES AND LEGITIMACY. THE FOUNDATION ALSO PROVIDES ONGOING DONOR EDUCATION SERVICES WITH THE PURPOSE OF INCREASING PHILANTHROPIC GIVING TO LGBT ORGANIZATIONS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

1,475,066.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 16
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ACTIVITY TWO

MOVEMENT ADVANCEMENT PROJECT (MAP): FOUNDED IN 2006, MAP IS AN INDEPENDENT OPERATING PROGRAM OF THE GILL FOUNDATION THAT PROVIDES RIGOROUS RESEARCH, INSIGHT AND ANALYSIS THAT HELP SPEED EQUALITY FOR LESBIAN, GAY, BISEXUAL AND TRANSGENDER (LGBT) PEOPLE. MAP'S WORK IS FOCUSED ON THREE PRIMARY AREAS: POLICY & ISSUE ANALYSIS, LGBT MOVEMENT OVERVIEWS, AND EFFECTIVE MESSAGING. MAP'S WORK HELPS EDUCATE AND PERSUADE PUBLIC AUDIENCES (SUCH AS ALLIED ORGANIZATIONS AND FUNDERS, MEDIA, AND THE AMERICAN PUBLIC) AND HELPS SUPPORT LGBT MOVEMENT AUDIENCES (INCLUDING LGBT ORGANIZATIONS, ADVOCATES, AND FUNDERS).

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

1,026,392.

FORM 990-PF

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

STATEMENT 17

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GRANTSMANAGER@GILLFOUNDATION.ORG

TELEPHONE NUMBER

N/A

FORM AND CONTENT OF APPLICATIONS

A LETTER OF INQUIRY IS REQUIRED BEFORE AN ORGANIZATION WILL BE CONSIDERED FOR FUNDING. IF IT IS DETERMINED THAT AN ORGANIZATION WILL BE CONSIDERED FOR FUNDING, THE ORGANIZATION WILL BE ASKED TO SUBMIT AN APPLICATION AND DIRECTED TO THE APPROPRIATE FORM.

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

FUNDING GUIDELINES ARE AVAILABLE ON THE FOUNDATION'S WEBSITE:
WWW.GILLFOUNDATION.ORG.

FORM 990-PF

OTHER REVENUE

STATEMENT 18

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
MAP CONFERENCE REGISTRATION FEES			01	3,185.	
OTHER INCOME			01	1,963.	
LEASE INCOME - PARKING LOT			01	6,042.	
NATIONAL OUTGIVING CONFERENCE REGISTRATION FEES			01	275,100.	
TOTAL TO FORM 990-PF, PG 12, LN 11				286,290.	

Gill Foundation
EIN #84-1264186
Summary of Other Investments
December 31, 2013

	<u>Market Value at 12/31/2013</u>
Corporate Bonds and Notes	
UBS Financial Services BlackRock - See Attachment A-2	\$ 7,423,469
Subtotal Corporate Bonds and Notes	<u>\$ 7,423,469</u>
Government Securities	
UBS Financial Services BlackRock - See Attachment A-4	\$ 6,880,133
Subtotal Government Securities	<u>\$ 6,880,133</u>
Closed Ended Mutual Funds	
UBS Financial Services - See Attachment A-1	\$ 64,135,865
Subtotal Closed Ended Mutual Funds	<u>\$ 64,135,865</u>
Asset Backed Securities	
UBS Financial Services BlackRock - See Attachment A-3	\$ 6,109,184
Subtotal Asset Backed Securities	<u>\$ 6,109,184</u>
Hedge Funds	
Spinnaker Pacnet	\$ 616,104
Strategic Fixed Income	23,995,052
Highfields Capital	511,031
SRA Hedged Equity	26,482,396
Farallon	4,648,401
Och Ziff (OZ Overseas Fund)	876,356
SRA Diversified Strategies	23,631,623
SRA Select Equity	21,082,394
Subtotal Hedge Funds	<u>\$ 101,843,357</u>
Private Equities	
Apple Tree Partners	\$ 1,724,794
Draper Fisher Jurvetson	2,272,857
FirstMark III	687,196
Fox Paine Capital Fund II Int'l	3,346,668
Frontenac VIII Limited	432,886
Paine & Partners Cap Fund III LP	4,367,708
Park Street Capital NRF III	4,717,673
Pouschine Cook Cap Partners 2	1,949,210
Pouschine Cook Cap Partners	1,034
TIFF Partners III	424,611
TIFF Partners IV	3,985,132
TIFF Priv Equity Part 2005	3,899,017
Welsh, Carson, Anderson	1,927,636
Zone Venture II Annex	58,572
Zone Venture II	150,782
SR Private Equity	5,914,700
Subtotal Private Equity	<u>\$ 35,860,476</u>
Total Investments	<u>\$ 222,252,484</u>

Your assets (continued)

Equities

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
ISHARES RUSSELL 3000 ETF									
Symbol	IWW								
Trade date	Jun 11, 09	40,230,000	55,617	2,237,483.98	110,650	4,451,449.50	2,213,965.52		LT
Trade date	Jul 29, 09	129,500,000	56,885	7,366,607.50	110,650	14,329,175.00	6,962,567.50		LT
Trade date	Oct 29, 09	77,000,000	61,714	4,751,980.80	110,650	8,520,050.00	3,768,069.20		LT
Trade date	Nov 19, 13	3,720,000	107,438	399,670.19	110,650	411,618.00	11,947.81		ST
Total reinvested	22,298,000	80,517		1,795,377.30	110,650	2,467,273.70	671,896.40		
EAI	\$486,037	Current yield	1.61%						
Security total	272,748,000	60,683	14,755,742.47	16,551,119.77		30,179,566.20	13,628,446.43	15,423,823.73	
ISHARES MSCI ACWI EX US ETF									
Symbol	ACWX								
Trade date	Jan 11, 10	430,060,000	42,611	18,325,467.18	46,670	20,070,900.20	1,745,433.02		LT
Trade date	Jan 19, 10	198,000,000	42,417	8,398,660.94	46,670	9,240,660.00	841,999.06		LT
Trade date	Nov 19, 13	15,040,000	46,555	700,192.46	46,670	701,916.80	1,724.34		ST
Trade date	Nov 19, 13	12,935,000	46,385	599,990.00	46,670	603,676.45	3,686.45		ST
Total reinvested	71,548,000	40,659		2,909,096.81	46,670	3,339,145.16	430,048.35		
EAI	\$913,117	Current yield	2.69%						
Security total	727,583,000	42,515	28,024,310.58	30,933,407.39		33,956,298.61	3,022,891.22	5,931,988.03	
Total			\$42,780,053.05	\$47,484,527.16		\$64,135,864.81	\$16,651,337.65	\$21,355,811.76	

Total estimated annual income: \$1,399,154

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values. Actual market values may vary and thus gains/losses may not be accurately reflected. Cost basis has been adjusted for accreted original issue discount (OID) if you have made a tax

election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization.

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec. 31 (\$)	Value on Dec. 31 (\$)	Unrealized gain or loss (\$)	Holding period
PRUDENTIAL FINANCIAL INC								
NTS								
RATE 05 100% MATURES 09/20/14								
ACCRUED INTEREST \$2,503.95								
CUSIP 74432QAE5								
Moody: Baa1 S&P: A								
EAI \$8.925 Current yield 4.94%								
Original cost basis \$189,826.00	Aug 29, 12	175,000.000	102,978	180,212.11	103,194	180,589.50	377.39	LT

continued next page

YOUR assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
MORGAN STANLEY B/E								
RATE 04 200% MATURES 11/20/14								
ACCURED INTEREST \$621.82								
CUSIP 61747YCK9								
Moody Baa2 S&P A-								
EAI \$5,460 Current yield 4.07%								
Original cost basis \$135,289.70	Jun 24, 11	130,000,000	101.096	131,426.04	103.180	134,134.00	2,707.96	LT
NEWS AMER INC NTS B/E								
RATE 05.300% MATURES 12/15/14								
ACCURED INTEREST \$435.78								
CUSIP 652482BG4								
Moody Baa1 S&P BBB+								
EAI \$9,805 Current yield 5.08%								
Original cost basis \$207,392.40	Jun 24, 11	185,000,000	103.398	191,287.92	104.422	193,180.70	1,892.78	LT
BK OF NY NTS B/E								
RATE 03 100% MATURES 01/15/15								
ACCURED INTEREST \$7,147.20								
CUSIP 06406HBN8								
Moody A1 S&P A+								
EAI \$15,500 Current yield 3.02%								
Original cost basis \$523,415.00	Apr 18, 13	500,000,000	102.796	513,984.94	102.693	513,465.00	-519.94	ST
BERKSHIRE HATHWAY INC								
MW+12 5BP								
RATE 04 850% MATURES 01/15/15								
ACCURED INTEREST \$2,683.66								
CUSIP 084664AT8								
Moody Aa2 S&P AA								
EAI \$5,820 Current yield 4.63%								
Original cost basis \$134,372.40	Jun 24, 11	120,000,000	103.557	124,268.85	104.672	125,606.40	1,337.55	LT
CONOCOPHILLIPS NTS								
OBP FC011510								
RATE 04 600% MATURES 01/15/15								
ACCURED INTEREST \$2,121.11								
CUSIP 20825CAT1								
Moody A1 S&P A								
EAI \$4,600 Current yield 4.41%								
Original cost basis \$110,672.00	Jun 09, 11	100,000,000	103.139	103,139.84	104.238	104,238.00	1,098.16	LT

continued next page

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
CVS CAREMARK CORP NTS								
CALL@MW+15BP								
RATE 03 250% MATURES 05/18/15								
ACCRUED INTEREST \$1,164.57								
CUSIP 1266508T6								
Moody Baa1 S&P BBB+								
EAI \$9.750 Current yield 3.14%								
Original cost basis \$319,404.00								
	Sep 25, 12	300,000.000	103.389	310,167.03	103.366	310,098.00	-69.03	LT
ENTERPRISE PRODUCTS OPER								
CALL@MW+15BP								
RATE 01 250% MATURES 08/13/15								
ACCRUED INTEREST \$2,395.85								
CUSIP 29379VAX1								
Moody Baa1 S&P BBB+								
EAI \$6.250 Current yield 1.24%								
Original cost basis \$505,250.00								
	May 08, 13	500,000.000	100.751	503,757.73	100.654	503,320.00	-437.73	ST
CREDIT SUISSE FB USA INC								
NTS								
RATE 05 125% MATURES 08/15/15								
ACCRUED INTEREST \$1,936.11								
CUSIP 22541L8K8								
Moody A1 S&P A								
EAI \$5.125 Current yield 4.78%								
Original cost basis \$111,365.00								
	Jun 09, 11	100,000.000	104.532	104,532.45	107.161	107,161.00	2,628.55	LT
JP MORGAN CHASE & CO								
NOTES								
RATE 05 150% MATURES 10/01/15								
ACCRUED INTEREST \$1,287.50								
CUSIP 46625HDF4								
Moody Baa1 S&P A-								
EAI \$5.150 Current yield 4.82%								
Original cost basis \$109,080.00								
	Jun 09, 11	100,000.000	103.819	103,819.35	106.880	106,880.00	3,060.65	LT

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Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
DIRECTV HDGS LLC B/E								
CALL@MW +20BP								
RATE 03 500% MATURES 03/01/16								
ACCRUED INTEREST \$4,083.34								
CUSIP 25459HAY1								
Moody: Baa2 S&P BBB								
EAI \$12,250 Current yield 3.33%								
Original cost basis \$371,318.50	Jun 05, 13	350,000.000	104.833	366,918.64	104.969	367,391.50	472.86	ST
CITIGROUP INC NTS B/E								
RATE 03 953% MATURES 06/15/16								
ACCRUED INTEREST \$737.89								
CUSIP 172967F55								
Moody: Baa2 S&P A-								
EAI \$16,603 Current yield 3.72%								
Original cost basis \$455,103.60	May 01, 13	420,000.000	106.598	447,715.61	106.390	446,838.00	-877.61	ST
AMER EXPRESS CRDT CORP NTS B/E								
RATE 02 800% MATURES 09/19/16								
ACCRUED INTEREST \$1,586.66								
CUSIP 0258MODCO								
Moody: A2 S&P A-								
EAI \$5,600 Current yield 2.68%								
Original cost basis \$211,782.00	Jan 25, 13	200,000.000	104.407	208,814.08	104.488	208,976.00	161.92	ST
VERIZON COMMUNICATIONS CALL@MW+10BP								
RATE 01 100% MATURES 11/01/17								
ACCRUED INTEREST \$549.99								
CUSIP 92343VBFO								
Moody: Baa1 S&P BBB+								
EAI \$3,300 Current yield 1.13%								
Original cost basis \$300,528.00	Dec 03, 12	300,000.000	100.138	300,414.42	97.290	291,870.00	-8,544.42	LT

continued next page

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
DUKE ENERGY CAROLINAS								
OBP NTS								
RATE 07 000% MATURES 11/15/18								
ACCURED INTEREST \$983 88								
CUSIP 26442CAG9								
Moody Aa3 S&P A								
EAI \$7,700 Current yield 5.74%								
Original cost basis \$136,893 90	Jun 24, 11	110,000 000	116 757	128,433 54	121.848	134,032 80	5,599 26	LT
WALGREEN CO NTS B/E								
+458PS								
RATE 05 250% MATURES 01/15/19								
ACCURED INTEREST \$8,472 90								
CUSIP 931422AE9								
Moody Baa1 S&P BBB								
EAI \$18,375 Current yield 4.70%								
Original cost basis \$410,560 50	Mar 05, 13	350,000 000	114 999	402,498 57	111.795	391,282 50	-11,216 07	ST
NOVARTIS SECURITIES								
FOREIGN SECURITY								
RATE 05 125% MATURES 02/10/19								
OBP INVMT LTD								
ACCURED INTEREST \$3,412 39								
ISIN US66989GAA85								
Moody Aa3 S&P AA-								
EAI \$8,713 Current yield 4.53%								
Original cost basis \$191,462 50	Jun 24, 11	170,000 000	108 804	184,967 84	113 237	192,502 90	7,535 06	LT
J P MORGAN CHASE & CO								
NTS								
RATE 06 300% MATURES 04/23/19								
ACCURED INTEREST \$3,570 00								
CUSIP 46625HHL7								
Moody A3 S&P A								
EAI \$18,900 Current yield 5.34%								
Original cost basis \$366,711 00	Sep 25, 12	300,000 000	118,239	354,719 78	118 025	354,075 00	-644.78	LT

continued next page

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
AETNA INC NTS B/E								
CALL@MW+12 SBP								
RATE 01 500% MATURES 11/15/17								
CALLABLE								
ACCRUED INTEREST \$575 01								
CUSIP 00817YALZ								
Moody Baa2 S&P A-								
EAI \$4,500 Current yield 1 52%								
Original cost basis \$301,710 00	Nov 06, 12	300,000 000	100 442	301,328 73	98 529	295,587 00	-5,741 73	LT
MORGAN STANLEY NTS B/E								
RATE 02 125% MATURES 04/25/18								
ACCRUED INTEREST \$1,947 90								
CUSIP 6174467U7								
Moody Baa2 S&P A-								
EAI \$10,625 Current yield 2 14%	Jun 04, 13	500,000 000	98 471	492,355 00	99 137	495,685 00	3,330 00	ST
APPLE INC CALL@MW+10BP								
NTS B/E								
RATE 01 000% MATURES 05/03/18								
ACCRUED INTEREST \$418.88								
CUSIP 037833AJ9								
Moody Aa1 S&P AA+								
EAI \$2,600 Current yield 1 03%								
Original cost basis \$260,291 20	May 01, 13	260,000 000	100 097	260,253 49	96 695	251,407 00	-8,846 49	ST
PEPSICO INC								
CALL@MW +50BP								
RATE 07 900% MATURES 11/01/18								
ACCRUED INTEREST \$1,382 50								
CUSIP 7134488J6								
Moody A1 S&P A-								
EAI \$8,295 Current yield 6 32%								
Original cost basis \$137,229.75	Jun 24, 11	105,000 000	120 964	127,012 49	124 998	131,247 90	4,235 41	LT

continued next page

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ALTRIA GROUP INC NTS B/E								
RATE 09 250% MATURES 08/06/19								
ACCRUED INTEREST \$856.90								
CUSIP 02209SAJ2								
Moody Baa1 S&P BBB								
EAI \$2.128 Current yield 7.02%								
Original cost basis \$30,502.60	Jun 24, 11	23,000,000	123,730	28,458.10	131,731	30,298.13	1,840.03	LT
CISCO SYSTEMS INC NTS								
4.450% 01/15/20 DTD 11/17/09								
FC011510 MW +15BP								
ACCRUED INTEREST \$2,564.92								
CUSIP 17275RAHS								
Moody A1 S&P AA-								
EAI \$5.563 Current yield 4.08%								
Original cost basis \$132,112.50	Jun 24, 11	125,000,000	104,194	130,242.75	109,067	136,333.75	6,090.96	LT
HCP INC NTS B/E								
CALL@MW+25BP								
RATE 02 625% MATURES 02/01/20								
CALLABLE								
ACCRUED INTEREST \$2,187.50								
CUSIP 40414LAH2								
Moody Baa1 S&P BBB+								
EAI \$5.250 Current yield 2.75%	Nov 04, 13	200,000,000	96,821	193,642.00	95,319	190,638.00	-3,004.00	ST
DIRECTV HLDGS LLC NTS								
B/E								
RATE 05 200% MATURES 03/15/20								
ACCRUED INTEREST \$6,200.99								
CUSIP 25459HAT2								
Moody Baa2 S&P BBB								
EAI \$21.060 Current yield 4.78%								
Original cost basis \$166,691.65	Jun 24, 11	155,000,000	105,633	163,732.47	108,897	168,790.35	5,057.88	LT
Original cost basis \$284,952.50	Sep 10, 12	250,000,000	111,771	279,428.08	108,897	272,242.50	-7,185.58	LT
Security total		405,000,000		443,160.55		441,032.85	-2,127.70	

continued next page

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
NEWS AMER HLDGS INC NTS								
CALL@MW+15BP								
RATE 04 500% MATURES 02/15/21								
ACCRUED INTEREST \$6,800.00								
CUSIP 652482CB4								
Moody: Baa1 S&P: BBB+								
EAI \$18,000 Current yield 4.20%								
Original cost basis \$459,744.00	Dec 03, 12	400,000.000	113.138	452,554.27	107.187	428,748.00	-23,806.27	LT
GOLDMAN SACHS GROUP INC								
B/E								
RATE 05 250% MATURES 07/27/21								
ACCRUED INTEREST \$7,298.94								
CUSIP 38141GGQ1								
Moody: Baa1 S&P: A-								
EAI \$17,063 Current yield 4.78%								
Original cost basis \$373,954.75	Apr 11, 13	325,000.000	113.899	370,174.28	109.800	356,850.00	-13,324.28	ST
Total		\$7,053,000.000		\$7,460,260.44		\$7,423,468.93	-\$36,791.51	

Asset backed securities

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values. Actual market values may vary and thus gains/losses may not be accurately reflected. The cost basis for asset backed securities has been adjusted automatically for return of principal payments and if issued at a discount, accreted original issue discount (OID)

Holding	Trade date	Quantity	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
SANTANDER DRIVE AUTO RECEIVABLES 2012-3 CL A-3								
RATE 01 0800% MATURES 04/15/16								
CURRENT PAR VALUE 172,508								
ACCRUED INTEREST \$80.12								
CUSIP 80282WAC4								
EAI \$1,863 Current yield 1.08%	Jun 22, 12	200,000.000	100.179	172,817.08	100.185	172,827.13	10.05	LT

continued next page

Your assets • Fixed income • Asset backed securities (continued)

Holding	Trade date	Quantity	Purchase price(\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
FNMA PL 745418								
RATE 05 5000% MATURES 04/01/36								
FACTOR 0 245837830000								
CURRENT PAR VALUE 461,558								
CUSIP 31403DDX4								
EAI \$25,386 Current yield 5.00%	Jun 09, 11	4,070,000 000	109 281	504,395 44	109 929	507,386 09	2,990 65	LT
FNMA PL 190379								
RATE 05 5000% MATURES 05/01/37								
CURRENT PAR VALUE 149,483								
ACCRUED INTEREST \$685 08								
CUSIP 31368HMA2								
EAI \$8,222 Current yield 5.01%	Jun 09, 11	1,560,000 000	109 218	163,262 68	109 858	164,219 03	956.35	LT
FHLMC PL A97040								
RATE 04 0000% MATURES 02/01/41								
CURRENT PAR VALUE 750,110								
ACCRUED INTEREST \$2,500 25								
CUSIP 312945ZD3								
EAI \$30,004 Current yield 3.89%	Jun 09, 11	1,370,000 000	101 343	760,183 63	102 776	770,933 05	10,749 42	LT
FNMA PL A11886								
RATE 04 5000% MATURES 05/01/41								
CURRENT PAR VALUE 953,926								
ACCRUED INTEREST \$3,577 21								
CUSIP 3138AFCY4								
EAI \$42,927 Current yield 4.24%	Sep 10, 12	650,000 000	109 937	430,464 92	106 255	402,957 75	-27,507 17	LT
	Apr 11, 13	620,000 000	109 562	396,322.32	106 255	384,359 70	-11,962.62	ST
	Apr 11, 13	365,000 000	109 562	235,323 45	106 255	226,276 28	-9,047 17	ST
Security total		1,635,000 000		1,062,110 69		1,013,594 07	-48,516 96	
FNMA PL AJ7689								
RATE 04 0000% MATURES 12/01/41								
CURRENT PAR VALUE 427,054								
ACCRUED INTEREST \$1,423 44								
CUSIP 3138E0RK7								
EAI \$17,082 Current yield 3.88%	Apr 11, 13	375,000 000	107 156	221,426 30	103 019	212,877 38	-8,548 92	ST
	May 08, 13	400,000 000	107 062	235,980 87	103 019	227,069 20	-8,911.67	ST
Security total		775,000 000		457,407 17		439,946 76	-17,460 59	

continued next page

Your assets • Fixed income • Asset backed securities (continued)

Holding	Trace date	Quantity	Purchase price(\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
FNMA PL MA1133								
RATE 03 5000% MATURES 07/01/42								
CURRENT PAR VALUE 393,194								
ACCRUED INTEREST \$1,146 80								
CUSIP 31418AHK7								
EAI \$13,762 Current yield 3.52%	Sep 10, 12	500,000 000	106 187	417,520 57	99 440	390,992 11	-26,528.46	LT
FNMA PL AT2887								
RATE 03 5000% MATURES 04/01/43								
CURRENT PAR VALUE 484,348								
ACCRUED INTEREST \$1,412 65								
CUSIP 3138WQF56								
EAI \$16,952 Current yield 3.52%	May 08, 13	500,000 000	106 890	517,719 39	99 471	481,785 79	-35,933.60	ST
JPMCC 2006-LDP7 AJ								
SER 2006-LDP7 CL A-4								
RATE 05 8630% MATURES 04/15/45								
CURRENT PAR VALUE 250,000								
ACCRUED INTEREST \$1,221.45								
CUSIP 46628FAF8								
EAI \$14,658 Current yield 5.37%	Aug 29, 12	250,000 000	115 230	288,075 00	109.164	272,910 00	-15,165 00	LT
GS MORTGAGE SECURITIES TRUST								
SER 2007-GG10 CL A-4								
RATE 05 9939% MATURES 08/10/45								
CURRENT PAR VALUE 450,000								
CUSIP 36246LAE1								
EAI \$26,973 Current yield 5.46%	May 01, 13	450,000 000	115 214	518,463.00	109 806	494,127 00	-24,336 00	ST
BACM								
SER 2007-2 CL A-4								
RATE 05.6226% MATURES 04/10/49								
CURRENT PAR VALUE 250,000								
ACCRUED INTEREST \$1,171 37								
CUSIP 059511AE5								
EAI \$14,057 Current yield 5.07%	Aug 29, 12	250,000 000	116.320	290,800 00	110 811	277,027 50	-13,772 50	LT

continued next page

Your assets , Fixed income , Asset backed securities (continued)

Holding	Trade date	Quantity	Purchase price(\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
MSC								
SER 2007-IQ16 CL A-3								
RATE 05 8520% MATURES 12/12/49								
CURRENT PAR VALUE 38,228								
ACCRUED INTEREST \$180.20								
CUSIP 61756UAD3								
EAI \$2,237 Current yield 5.84%	Dec 14, 11	200,000.000	105.937	40,497.09	100.182	38,297.57	-2,199.52	LT
Total		17,311,000.000		\$6,280,341.00		\$6,109,184.01	-\$171,157.51	

Government securities

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values. Actual market values may vary and thus gains/losses may not be accurately reflected. Cost basis has been adjusted for accreted original issue discount (OID). If you have made a

tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization

Holding	Trade date	Quantity	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
U S TREASURY NOTE								
RATE 0.2500% MATURES 04/30/14								
ACCRUED INTEREST \$337.04								
CUSIP 912828SR2								
EAI \$1,000 Current yield 0.25%								
Original cost basis \$300,329.10	May 08, 13	300,000,000	100.037	300,113.52	100.051	300,153.00	39.48	ST
Original cost basis \$500,451.00	Jun 19, 13	500,000,000	100.035	500,175.48	100.051	500,255.00	79.52	ST
Security total		800,000,000		800,289.00		800,408.00	119.00	
FHLMC NTS								
RATE 5.0000% MATURES 07/15/14								
ACCRUED INTEREST \$4,611.12								
CUSIP 3134A4UU6								
EAI \$10,000 Current yield 4.87%								
Original cost basis \$223,067.60	Oct 12, 11	200,000,000	102.272	204,544.04	102.598	205,196.00	651.96	LT
U S TREASURY NOTE								
RATE 0.2500% MATURES 02/15/15								
ACCRUED INTEREST \$1,500.00								
CUSIP 912828SE1								
EAI \$4,000 Current yield 0.25%	Sep 18, 12	600,000,000	99.894	599,369.40	100.070	600,420.00	1,050.60	LT
Original cost basis \$1,000,355.00	Apr 18, 13	1,000,000,000	100.024	1,000,241.59	100.070	1,000,700.00	458.41	ST

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Your assets • Fixed income • Government securities (continued)

Holding	Trade date	Quantity	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		1,600,000 000		1,599,610 99		1,601,120 00	1,509 01	
FANNIE MAE BOND								
RATE 0 5000% MATURES 03/30/16								
ACCRUED INTEREST \$275 00								
CUSIP 3135G0VA8								
EAI \$1,100 Current yield 0 50%	Jun 04, 13	220,000 000	99.941	219,870 20	99.892	219,762 40	-107 80	ST
FANNIE MAE NTS								
RATE 2 3750% MATURES 04/11/16								
ACCRUED INTEREST \$1,583 34								
CUSIP 3135G0BA0								
EAI \$7,125 Current yield 2 28%	Sep 18, 12	300,000 000	104.164	312,494.81	104.166	312,498 00	3 19	LT
Original cost basis \$319,485 00								
U S TREASURY NOTE								
RATE 1 0000% MATURES 03/31/17								
ACCRUED INTEREST \$2,527 50								
CUSIP 912828SM3								
EAI \$10,000 Current yield 1 00%	Apr 11, 13	1,000,000 000	101.515	1,015,156 81	100.219	1,002,190 00	-12,966 81	ST
Original cost basis \$1,018,441 00								
FREDDIE MAC BOND								
RATE 1.0000% MATURES 06/29/17								
ACCRUED INTEREST \$35 02								
CUSIP 3137EADH9								
EAI \$6,300 Current yield 1 01%	Apr 11, 13	630,000 000	101.038	636,542 22	99.400	626,220 00	-10,322 22	ST
Original cost basis \$637,875 00								
U S TREASURY NOTE								
RATE 1 8750% MATURES 08/31/17								
ACCRUED INTEREST \$4,423 37								
CUSIP 912828NW6								
EAI \$13,125 Current yield 1 83%	Jul 14, 11	100,000 000	99.579	99,579 00	102.656	102,656 00	3,077 00	LT
Original cost basis \$317,706 90	Sep 25, 12	300,000 000	104.409	313,229.52	102.656	307,968 00	-5,261.52	LT
Original cost basis \$312,715 80	Jun 19, 13	300,000 000	103.708	311,126.26	102.656	307,968 00	-3,158 26	ST
Security total		700,000 000		723,934 78		718,592 00	-5,342 78	

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Your assets • Fixed income • Government securities (continued)

Holding	Trade date	Quantity	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
U S TREASURY NOTE								
RATE 2.3750% MATURES 05/31/18								
ACCRUED INTEREST \$404.54								
CUSIP 912828QQ6								
EAI \$4,750 Current yield 2.29%								
Original cost basis \$202,400.00	Jul 14, 11	200,000.000	100.875	201,751.09	103.805	207,610.00	5,858.91	LT
U S TREASURY NOTE								
RATE 3.3750% MATURES 11/15/19								
ACCRUED INTEREST \$1,286.61								
CUSIP 912828LY4								
EAI \$10,125 Current yield 3.14%								
Original cost basis \$346,501.20	Aug 29, 12	300,000.000	112.735	338,205.50	107.563	322,689.00	-15,516.50	LT
U S TREASURY NOTE								
RATE 2.6250% MATURES 08/15/20								
ACCRUED INTEREST \$5,266.43								
CUSIP 912828NT3								
EAI \$14,044 Current yield 2.57%								
Original cost basis \$558,199.41	Oct 12, 11	535,000.000	103.399	553,185.46	102.031	545,865.85	-7,319.61	LT
U S TREASURY NOTE								
RATE 1.6250% MATURES 08/15/22								
ACCRUED INTEREST \$2,132.83								
CUSIP 912828TJ9								
EAI \$5,688 Current yield 1.79%	Sep 18, 12	350,000.000	98.434	344,519.00	90.852	317,982.00	-26,537.00	LT
Total		6,835,000.000		\$6,950,103.90		\$6,880,133.25	-\$69,970.65	

Gill Foundation
EIN #84-1264186
Form 990PF, Part IV, Line 1b
Capital Gains and Losses For Tax on Investment Income
December 31, 2013

Investment	Realized Gains/(Losses)
HBK Offshore	\$ 182,382
Och Ziff (OZ Overseas Fund)	967,219
Highfields Capital	120,158
Draper Fisher Jurvetson	(76,735)
Farallon Capital - Gill Operating Foundation	(26,171)
Midtown Fund III, L.P. (Formerly FirstMark III)	(433,881)
Frontenac VIII Limited	37,147
Labrador Ventures IV	(293,998)
Paine & Partners Capital Fund III LP	1,476
Paine & Partners Capital Fund III AIV III, L.P.	101
Paine & Partners III CZ II, L.P.	1,282
Park Street Capital NRF III	165,676
Pouschine Cook Cap Partners 2	121,825
Pouschine Cook Cap Partners	79,464
TIFF Partners III	89,370
TIFF Partners IV	649,359
TIFF Priv Equity Part 2005	609,536
Welsh, Carson, Anderson & Stowe IX, L.P.	28,547
SR Private Equity	5,854
Natural Resources (Offshores)	(233,722)
Total Capital Gains	\$ 1,994,889

Gill Foundation
 EIN # 84-1264186
 Paid Grants
 December 31, 2013

Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Tides Foundation	1014 Torrey Avenue San Francisco, CA 94129	PC	N/A	program support for the State Equality Fund	\$ 600,000
Freedom to Marry Inc.	155 W. 19th St., 2nd Floor New York, NY 10011	PC	N/A	general operating support and program support for Familias Familia	\$ 405,000
Public Interest Projects Inc	45 W 36th St., 6th Floor New York, NY 10018	PC	N/A	program support for the Federal Agencies Project	\$ 300,000
The UCLA Foundation	UCLA School of Law, Box 951476 Los Angeles, CA 90095-1476	PC	N/A	program support for the Williams Institute	\$ 300,000
Colorado Health Network, Inc	2490 West 26th Avenue, Suite 300A Denver, CO 80211	PC	N/A	general operating support	\$ 250,000
Equality Pennsylvania Education Fund	1211 Chestnut St Philadelphia, PA 19107	PC	N/A	program support for nondiscrimination	\$ 250,000
Freedom to Marry Inc	155 W. 19th St., 2nd Floor New York, NY 10011	PC	N/A	program support for marriage public education effort	\$ 250,000
Proteus Fund Inc	15 Research Dr., Suite B Amherst, MA 01002	PC	N/A	program support for the Civil Marriage Collaborative	\$ 250,000
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	PC	N/A	general operating support	\$ 200,000
Public Interest Projects Inc	45 W 36th St., 6th Floor New York, NY 10018	PC	N/A	program support for the Federal Agencies Project	\$ 200,000
Services & Advocacy for Gay, Lesbian, Bisexual, & Transgender Elders	305 7th Ave. 15th Floor New York, NY 10001	PC	N/A	program support for SAGENet, the National Resource Center on LGBT Aging, and the AARP Market Research and Membership Initiative	\$ 200,000
The Gay Lesbian Bisexual & Transgender Community Center of CO	1301 E Colfax Ave. Denver, CO 80218	PC	N/A	general operating support	\$ 200,000
Colorado Education Initiative	1660 Lincoln Avenue, Suite 2000 Denver, CO 80264	PC	N/A	program support for Closing the Opportunity Gap through Equity and Excellence in STEM Education	\$ 175,000
Equality Federation Institute	567 Sutter St, 3rd Floor San Francisco, CA 94102	PC	N/A	general operating support and program support for the Strategic Opportunity Initiative and communications	\$ 165,000
Gay & Lesbian Alliance Against Defamation Inc	5455 Wilshire Blvd., Suite 1500 Los Angeles, CA 90036	PC	N/A	general operating support and program support for a convening	\$ 152,000

Gill Foundation
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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Center for American Progress	1333 H St. NW, 10th Floor Washington, DC 20005	PC	N/A	program support for the research and communications project "LGBT Progress"	\$ 150,000
Citizens for Responsibility and Ethics in Washington Inc	1400 Eye Street NW, Suite 450 Washington, DC 20005	PC	N/A	program support for Colorado Ethics Watch	\$ 150,000
Colorado Education Initiative	1660 Lincoln Avenue, Suite 2000 Denver, CO 80264	PC	N/A	program support for the Safe and Welcoming Schools Initiative	\$ 150,000
Public Interest Projects Inc	45 W. 36th St 6th Floor New York, NY 10018	PC	N/A	program support for the Four Freedoms Fund and convenings within the immigration movement	\$ 150,000
Gay and Lesbian Leadership Institute, Inc	1133 15th Street, NW, Suite 350 Washington, DC 20005	PC	N/A	general operating support and program support for the LGBT Leaders 2013 Conference	\$ 132,600
Biological Sciences Curriculum Study, Inc	5415 Mark Dabbling Blvd Colorado Springs, CO 80918	PC	N/A	program support for Colorado Champions for Science, Technology, Engineering, and Math (STEM) Education Leadership Academy	\$ 120,000
Center for American Progress	1333 H St NW, 10th Floor Washington, DC 20005	PC	N/A	program support for LGBT research and communications	\$ 120,000
Media Matters for America	455 Massachusetts Ave NW, Suite 600 Washington, DC 20001	PC	N/A	general operating support	\$ 120,000
American Civil Liberties Union Foundation Inc	125 Broad St 18th Floor New York, NY 10004-2400	PC	N/A	program support for the Lesbian, Gay, Bisexual, Transgender, and AIDS Project	\$ 100,000
American Civil Liberties Union Foundation Inc	125 Broad St 18th Floor New York, NY 10004-2400	PC	N/A	general support and program support for religious exemptions	\$ 100,000
American Independent News Network	455 Massachusetts Ave NW, Suite 600 Washington, DC 20001	PC	N/A	program support for media monitoring and outreach	\$ 100,000
Basic Rights Education Fund	PO Box 40625 Portland, OR 97240	PC	N/A	general operating support	\$ 100,000
Bell Policy Center	1905 Sherman Street, Suite 900 Denver, CO 80203	PC	N/A	general operating support	\$ 100,000
GLSEN Inc	90 Broad St., 2nd Floor New York, NY 10004	PC	N/A	program support for work on securing safe, accessible, respectful, and healthful learning environments	\$ 100,000

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 Paid Grants
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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
National Black Justice Coalition Inc	PO Box 71395 Washington, DC 20024	PC	N/A	general operating support	\$ 100,000
National Council of La Raza	1126 16th St. NW, Suite 600 Washington, DC 20036	PC	N/A	program support for LGBT issue education	\$ 100,000
National Gay and Lesbian Task Force Foundation	1325 Massachusetts Ave NW, Suite 600 Washington, DC 20005	PC	N/A	general operating support	\$ 100,000
National Immigration Law Center	3435 Wilshire Boulevard, Suite 2850 Los Angeles, CA 90010	PC	N/A	program support for United We Dream	\$ 100,000
Park Square Advocates Inc	30 Winter St., Suite 800 Boston, MA 02108	PC	N/A	general operating support and program support	\$ 100,000
ProgressNow Colorado Education	1714 Humboldt St Denver, CO 80218	PC	N/A	general operating support	\$ 100,000
Public Interest Projects Inc	45 W 36th St, 6th Floor New York, NY 10018	PC	N/A	program support for the Four Freedoms Fund	\$ 100,000
State Voices	500 Griswold St., Suite 2850 Detroit, MI 48226	PC	N/A	general operating support	\$ 100,000
The Transgender Law Center	1629 Telegraph Ave., #400 Oakland, CA 94612	PC	N/A	general operating support and program support for the Transgender Advocacy Network	\$ 100,000
Third Way Institute	1025 Connecticut Ave. NW, Suite 501 Washington, DC 20036	PC	N/A	program support for the Commitment Campaign	\$ 100,000
National Black Caucus of State Legislators	444 N Capitol St., Suite 622 NW Washington, DC 20001	PC	N/A	program support for the "Standing on Common Ground" symposium and roundtable	\$ 95,000
The Transgender Law Center	1629 Telegraph Ave., #400 Oakland, CA 94612	PC	N/A	program support for messaging research on transgender youth	\$ 80,000
Small Business Majority Foundation, Inc.	4000 Bridgeway, Suite 101 Sausalito, CA 94965	PC	N/A	program support for research on workplace issues	\$ 78,000
American Independent News Network	455 Massachusetts Ave. NW, Suite 600 Washington, DC 20001	PC	N/A	program support for the Colorado Independent	\$ 75,000
Colorado Forum Fund, Inc	511 16th Street, Suite 210 Denver, CO 80202	PC	N/A	general operating support	\$ 75,000
Public Interest Projects Inc	45 W. 36th St., 6th Floor New York, NY 10018	PC	N/A	program support for the Just and Fair Schools Fund	\$ 75,000
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	PC	N/A	general operating support	\$ 70,000

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 Paid Grants
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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Family Equality Council	PO Box 206 Boston, MA 02133	PC	N/A	general operating support	\$ 65,000
Colorado Department of Public Safety	700 Kipling Street, Suite 1000 Denver, CO 80215	PC	N/A	program support for bullying prevention work through the Colorado School Safety Resource Center	\$ 55,000
Equal Rights Center	11 Dupont Circle NW Washington, DC 20036	PC	N/A	support for the LGBT Senior Housing Project investigation	\$ 55,000
Services & Advocacy for Gay, Lesbian, Bisexual, & Transgender Elders	305 7th Ave., 15th Floor New York, NY 10001	PC	N/A	program support for SAGENet, the National Resource Center on LGBT aging, and project support for a market research study	\$ 52,466
American Civil Liberties Union Foundation	2966 Woodward Ave. Detroit, MI 48201	PC	N/A	program support for nondiscrimination public education campaign	\$ 50,000
American Independent News Network	455 Massachusetts Ave NW, Suite 600 Washington, DC 20001	PC	N/A	program support for the Colorado Independent	\$ 50,000
Anti-Defamation League	1120 Lincoln Street, Suite 1301 Denver, CO 80203	PC	N/A	program support for the No Place for Hate Campaign	\$ 50,000
Astraea Foundation	116 E 16th St, 7th Floor New York, NY 10003-2112	PC	N/A	program support for the LGBT Racial Justice Collaborative	\$ 50,000
Basic Rights Education Fund	PO Box 40625 Portland, OR 97240	PC	N/A	program support for marriage equality public education	\$ 50,000
CAUSA of Oregon	700 Marion St NE Salem, OR 97301	PC	N/A	program support for marriage equality public education	\$ 50,000
Colorado Immigrant Rights Coalition	2525 West Alameda Ave Denver, CO 80219	PC	N/A	program support for the LGBT-Immigration Alliance Building Project	\$ 50,000
Community Initiatives	1220 L Street NW, Suite 100-450 Washington, DC 20005	PC	N/A	program support for Council for Global Equality	\$ 50,000
Empire State Pride Agenda Foundation Inc	16 W 22nd St, Suite 201 New York, NY 10010	PC	N/A	program support for public education on gender expression nondiscrimination	\$ 50,000
Equality Federation Institute	567 Sutter St, 3rd Floor San Francisco, CA 94102	PC	N/A	program support for outreach in Indiana	\$ 50,000
Evan B Donaldson Adoption Institute	120 E 38th St New York, NY 10016	PC	N/A	general operating support	\$ 50,000
Forward Together	1440 Broadway, Ste 301 Oakland, CA 94612	PC	N/A	program support for Strong Families	\$ 50,000

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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Human Rights Campaign Foundation	1640 Rhode Island Ave , NW Washington, DC 20036	PC	N/A	program support for research and communications	\$ 50,000
Know Your Care	1250 Eye Street, Suite 200 Washington, DC 20005	PC	N/A	program support for health care and sensible federal budget and tax project	\$ 50,000
Lambda Legal Defense & Education Fund Inc	120 Wall St., Suite 1500 New York, NY 10005-3904	PC	N/A	general operating support	\$ 50,000
Lulac Institute, Inc	1133 19th St. NW, Suite 1000 Washington, DC 20036	PC	N/A	program support for the LULAC Equality Project	\$ 50,000
Mile High United Way, Inc.	2505 18th St Denver, CO 80211	PC	N/A	program support for the United Way of Colorado Flood Recovery Fund	\$ 50,000
National Center for Lesbian Rights	870 Market St., Suite 370 San Francisco, CA 94102	PC	N/A	program support for immigration project	\$ 50,000
National Center for Lesbian Rights	870 Market St., Suite 370 San Francisco, CA 94102	PC	N/A	general operating support	\$ 50,000
National Center for Transgender Equality	1325 Massachusetts Ave NW, Suite 700 Washington, DC 20005	PC	N/A	general operating support	\$ 50,000
National Immigration Law Center	3435 Wilshire Boulevard, Suite 2850 Los Angeles, CA 90010	PC	N/A	program support for United We Dream	\$ 50,000
New Venture Fund	1201 Connecticut Ave, Ste 300 Washington, DC 20036	PC	N/A	program support for the Latino Victory Foundation	\$ 50,000
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	PC	N/A	program support for youth organizing work	\$ 50,000
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	PC	N/A	general operating support	\$ 50,000
One Iowa Education Fund	419 SW 8th Street Des Moines, IA 50309	PC	N/A	program support for marriage equality public education	\$ 50,000
ProgressNow Education	1600 University Ave W.St , Suite 309B Paul, MN 55104	PC	N/A	general operating support and program support for state capacity building	\$ 50,000
ProgressNow Colorado Education	1714 Humboldt St Denver, CO 80218	PC	N/A	program support for the Media Monitoring Project	\$ 49,000
Colorado Board of Cooperative Educational Services	2020 Clubhouse Drive Greeley, CO 80634	PC	N/A	program support for eNetColorado's STEM Project	\$ 47,100
Services & Advocacy for Gay, Lesbian, Bisexual, & Transgender Elders	305 7th Ave , 15th Floor New York, NY 10001	PC	N/A	program support for SAGENet, the National Resource Center on LGBT aging, and a market research study	\$ 46,872

Gill Foundation
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 Paid Grants
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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
State Voices	500 Griswold St., Suite 2850 Detroit, MI 48226	PC	N/A	program support for Pennsylvania Voices	\$ 42,625
Biological Sciences Curriculum Study, Inc	5415 Mark Dabbling Blvd Colorado Springs, CO 80918	PC	N/A	program support for Colorado Champions for Science, Technology, Engineering, and Math (STEM) Education Leadership Academy	\$ 42,210
Gay-Straight Alliance Network	1550 Bryant St., Suite 600 San Francisco, CA 94103	PC	N/A	general operating support	\$ 40,000
LGBT Labor Leadership Initiative	815 16th Street NW Washington, DC 20006	PC	N/A	general operating support	\$ 40,000
New Organizing Institute Education Fund	1133 19th Street NW, Suite 850 Washington, DC 20036	PC	N/A	program support for ColorOfChange.org	\$ 40,000
Public Education & Business Coalition	600 Grant Street, Suite 525 Denver, CO 80203	PC	N/A	program support for the Colorado STEM Collaborative	\$ 40,000
American Independent News Network	455 Massachusetts Ave NW, Suite 600 Washington, DC 20001	PC	N/A	program support for the Colorado Independent	\$ 37,500
Small Business Majority Foundation, Inc.	4000 Bridgeway, Suite 101 Sausalito, CA 94965	PC	N/A	program support for research on workplace issues	\$ 37,000
Buntport Theater Company	717 Lipan St Denver, CO 80204	PC	N/A	program support for Warm Cookies of the Revolution	\$ 36,000
Alliance for Justice	11 Dupont Circle, 2nd floor Washington, DC 20036	PC	N/A	general operating support and program support for webinars	\$ 35,000
Alliance for Justice	11 Dupont Circle, 2nd floor Washington, DC 20036	PC	N/A	program support for the Boulder Advocacy Initiative	\$ 35,000
American Civil Liberties Foundation of Pennsylvania Inc.	111 S. Independence Mall East, Ste 570 Philadelphia, PA 19106	PC	N/A	program support for LGBT projects	\$ 35,000
Colorado Department of Education	201 E Colfax Ave #405 Denver, CO 80203	PC	N/A	program support for Colorado's District Sample Curriculum Project	\$ 35,000
Forward Together	1440 Broadway, Ste 301 Oakland, CA 94612	PC	N/A	program support for Strong Families	\$ 35,000
Funders for Lesbian and Gay Issues Inc	116 E 16th St, 7th Floor New York, NY 10003-2112	PC	N/A	general operating support and program support for LGBT Southern Funding Project	\$ 35,000
ProgressNow Colorado Education	1714 Humboldt St Denver, CO 80218	PC	N/A	program support for Campaign for a Strong Colorado	\$ 35,000
A Philip Randolph Educational Fund	815 16th Street, NW, 4th Floor Washington, DC 20006	PC	N/A	general operating support	\$ 30,000

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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Catholics United Education Fund	PO Box 33524 Washington, DC 20033	PC	N/A	general operating support	\$ 30,000
Companeros: Four Corners Immigrant Resource Center	701 Camino del Rio, Ste 309 Durango, CO 81301	PC	N/A	general operating support	\$ 30,000
Crossroads Fund	3411 West Diversey, #20 Chicago, IL 60647	PC	N/A	program support for the Solidarity Fund project in Illinois	\$ 30,000
Every Family Education Project	3318 N Halsted St Chicago, IL 60657	PC	N/A	program support for the Allied for Equality project and the Faith & Freedom Initiative	\$ 30,000
Funders for Lesbian and Gay Issues Inc	116 E 16th St, 7th Floor New York, NY 10003-2112	PC	N/A	program support for the LGBT Southern Equality Funding Project	\$ 30,000
Outfront Minnesota Community Services	310 E. 38th St., Suite 204 Minneapolis, MN 55409-1337	PC	N/A	program support for marriage equality public education	\$ 30,000
Public Broadcasting of Colorado Inc	Bridges Broadcast Center S Alton Ct Centennial, CO 80112	PC	N/A	program support and general operating support	\$ 30,000
Asian American-Pacific Islanders In Philanthropy	211 Sutter Street, Suite 600 San Francisco, CA 94108	PC	N/A	program support for the Queer Justice Fund	\$ 25,000
Astraea Foundation	116 E 16th St, 7th Floor New York, NY 10003-2112	PC	N/A	program for Project Pipeline	\$ 25,000
Big Brothers & Big Sisters of Colorado, Inc	1391 N Speer Blvd, Ste 450 Denver, CO 80204	PC	N/A	program support for Big Brothers Big Sisters of Colorado's Inclusiveness Initiative	\$ 25,000
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	PC	N/A	program support for the Colorado C3 Donor Alliance	\$ 25,000
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	PC	N/A	program support for African American Civic Engagement Initiative	\$ 25,000
Colorado Forum Fund, Inc.	511 16th Street, Suite 210 Denver, CO 80202	PC	N/A	general operating support	\$ 25,000
Common Cause Education Fund	1133 19th St NW, 9th FL Washington, DC 20036	PC	N/A	program support for Colorado Common Cause	\$ 25,000
Equality Minnesota	1170 15th Ave SE, Suite 208 Minneapolis, MN 55414	PC	N/A	program support for marriage equality public education	\$ 25,000
Equality New Mexico Foundation	625 Silver Avenue SW, Suite 310 Albuquerque, NM 87102	PC	N/A	program support for Why Marriage Matters New Mexico campaign	\$ 25,000
Every Family Education Project	3318 N Halsted St Chicago, IL 60657	PC	N/A	program support for Allied for Equality project and Faith & Freedom Initiative	\$ 25,000

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 Paid Grants
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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Facing History and Ourselves	7150 Montview Blvd , Suite 580 Denver, CO 80220-1800	PC	N/A	program support for the Denver Rocky Mountain States Regional Office	\$ 25,000
Facing History and Ourselves	7150 Montview Blvd , Suite 580 Denver, CO 80220-1800	PC	N/A	program support for the Denver Rocky Mountain States Regional Office	\$ 25,000
Gay Ice Hockey All Stars	700 North Colorado Blvd, Suite 108 Denver, CO 80206	PC	N/A	program support for You Can Play	\$ 25,000
Gay-Straight Alliance Network	1550 Bryant St , Suite 600 San Francisco, CA 94103	PC	N/A	general operating support	\$ 25,000
GroundSpark	901 Mission Street #205 San Francisco, CA 94103	PC	N/A	general operating support	\$ 25,000
New Era Colorado Foundation	1722 Humboldt St. Denver, CO 80218	PC	N/A	general operating support	\$ 25,000
Outfront Minnesota Community Services	310 E. 38th St Suite 204 Minneapolis, MN 55409-1337	PC	N/A	program support for marriage equality public education	\$ 25,000
PROMO Fund	3701 Lindell Blvd St, Suite 161 Louis, MO 63108	PC	N/A	program support for public education campaign	\$ 25,000
United Gays and Lesbians of Wyoming, Inc	2614 Pioneer Ave Cheyenne, WY 82001	PC	N/A	program support for the "Getting Equal in the Equality State" campaign	\$ 25,000
American Civil Liberties Union Foundation of Colorado, Inc	303 E 17th Ave, Suite 350 Denver, CO 80203-1256	PC	N/A	general operating support	\$ 20,000
Colorado High School Activities Association	14855 East Second Avenue Aurora, CO 80011	PC	N/A	program support for the Positive Leadership Campaign	\$ 20,000
Equality Minnesota	1170 15th Ave SE, Suite 208 Minneapolis, MN 55414	PC	N/A	program support for marriage equality public education	\$ 20,000
Great Education Colorado Fund	1000 East 16th Avenue, Suite #018 Denver, CO 80218	PC	N/A	general operating support	\$ 20,000
Illinois Safe Schools Alliance	70 E. Lake Street, Ste 900 Chicago, IL 60601	PC	N/A	program support for the National Safe Schools Roundtable	\$ 20,000
Naral Pro-Choice Colorado Foundation	1905 Sherman St., Suite 800 Denver, CO 80203	PC	N/A	general operating support	\$ 20,000
New Organizing Institute Education Fund	1133 19th Street NW, Suite 850 Washington, DC 20036	PC	N/A	program support for ColorOfChange org	\$ 20,000
The Colorado College	912 N Weber St Colorado Springs, CO 80903	PC	N/A	program support and general operating support	\$ 20,000
ProgressNow Colorado Education	1714 Humboldt St Denver, CO 80218	PC	N/A	program support for Elevating Women's Voices	\$ 18,325
Boulder County AIDS Project	2118 14th Street Boulder, CO 80302	PC	N/A	general operating support	\$ 17,500

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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	program support for the Colorado Anti-Violence Program	\$ 17,500
Inside Out Youth Services	PO Box 606 Colorado Springs, CO 80901	PC	N/A	general operating support	\$ 17,500
Services & Advocacy for Gay, Lesbian, Bisexual, & Transgender Elders	305 7th Ave., 15th Floor New York, NY 10001	PC	N/A	program support for the National Resource Center on LGBT Aging	\$ 17,328
Boulder Pride	2132 14th St. Boulder, CO 80302	PC	N/A	general operating support	\$ 15,000
Colorado Council of Churches	1140 West 5th Avenue Denver, CO 80209	PC	N/A	general operating support	\$ 15,000
Colorado Immigrant Rights Coalition	2525 West Alameda Ave Denver, CO 80219	PC	N/A	general operating support	\$ 15,000
Community Initiatives	1220 L Street NW, Suite 100-450 Washington, DC 20005	PC	N/A	program support for the Council for Global Equality	\$ 15,000
Gay & Lesbian Alliance Against Defamation Inc	5455 Wilshire Blvd., Suite 1500 Los Angeles, CA 90036	PC	N/A	program support for the Commentator Accountability Project	\$ 15,000
Hartley Film Foundation, Inc.	49 Richmondville Ave Suite 204 Westport, CT 06880	PC	N/A	program support for the documentary project The New Black	\$ 15,000
Hispanic Affairs Project	300 N. Cascade Ave., Suite C4 Montrose, CO 81401	PC	N/A	general operating support	\$ 15,000
Immigration Equality	40 Exchange Place, Ste 1300 New York, NY 10005	PC	N/A	general operating support	\$ 15,000
Mazzoni Center	21 S. 12th St, 12th Floor Philadelphia, PA 19107	PC	N/A	program support for the 13th Annual Philadelphia Trans-Health Conference	\$ 15,000
Oregon Progress Forum	333 SE 2nd Avenue Portland, OR 97214	PC	N/A	program support for 2013 PolitiCorps Project on Marriage Equality	\$ 15,000
Pikes Peak Gay and Lesbian Community Center	2508 E. Bijou Street Colorado Springs, CO 80909	PC	N/A	general operating support	\$ 15,000
Rockwood Leadership Program	426 17th St., 4th Floor Oakland, CA 94612	PC	N/A	program support for cross movement ally engagement	\$ 15,000
Rockwood Leadership Program	426 17th St 4th Floor Oakland, CA 94612	PC	N/A	program support for BCORR program for Colorado Civic Engagement Roundtable	\$ 15,000
Citizens Project	PO Box 2085 Colorado Springs, CO 80901	PC	N/A	general operating support	\$ 13,000

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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	PC	N/A	program support for C3 Communications Hub	\$ 13,000
RAFT Colorado	2875 Blake Street Denver, CO 80205	PC	N/A	program support for RAFT on the Road	\$ 12,500
Buntport Theater Company	717 Lipan St Denver, CO 80204	PC	N/A	program support for Warm Cookies of the Revolution	\$ 12,000
Boulder Pride	2132 14th St. Boulder, CO 80302	PC	N/A	general operating support	\$ 10,000
Citizens Project	PO Box 2085 Colorado Springs, CO 80901	PC	N/A	general operating support	\$ 10,000
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	program support for the Colorado Anti-Violence Program	\$ 10,000
Community Radio for Northern Colorado	1901 56th Avenue, Suite 200 Greeley, CO 80634-2950	PC	N/A	program support and general operating support	\$ 10,000
Grand Valley Public Radio Company	1310 Ute Ave Grand Junction, CO 81501	PC	N/A	program support and general operating support	\$ 10,000
Howard Dental Center	1420 Ogden Street Denver, CO 80218	PC	N/A	general operating support	\$ 10,000
Inside Out Youth Services	PO Box 606 Colorado Springs, CO 80901	PC	N/A	general operating support to rebuild after fire devastation	\$ 10,000
National Center for Civic Innovations Inc	65 Broadway, Ste 832 New York, NY 10006	PC	N/A	program support for the National Center for HIV Law and Policy	\$ 10,000
National Gay and Lesbian Task Force Foundation	1325 Massachusetts Ave. NW, Suite 600 Washington, DC 20005	PC	N/A	program support for a joint project with the Ballot Initiative Strategy Center	\$ 10,000
Rights for All People	1400 Dayton Street Aurora, CO 80010	PC	N/A	general operating support	\$ 10,000
Rocky Mountain Community Radio	2 East Main Cortez, CO 81321	PC	N/A	program support and general operating support	\$ 10,000
Rocky Mountain Public Broadcasting Network, Inc	315 E Costilla St. Colorado Springs, CO 80903	PC	N/A	program support and general operating support	\$ 10,000
The UCLA Foundation	UCLA School of Law, Box 951476 Los Angeles, CA 90095-1476	PC	N/A	program support for the "Religious Accommodation in the Age of Civil Rights" conference	\$ 10,000
Human Rights Campaign Foundation	1640 Rhode Island Ave., NW Washington, DC 20036	PC	N/A	program support for delegation to Prague Pride	\$ 7,000
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	PC	N/A	program support for the C3 Communications Hub	\$ 6,000
Boulder Community Broadcast Association Incorporated	4700 Walnut Street Boulder, CO 80301	PC	N/A	program support and general operating support	\$ 5,000

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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Childrens Museum of Denver, Inc	2121 Children's Museum Drive Denver, CO 80211	PC	N/A	program support for the 2013 Children's Museum of Denver Birthday Bash	\$ 5,000
Colorado High School Activities Association	14855 East Second Avenue Aurora, CO 80011	PC	N/A	program support for the You Can Play Colorado Campaign	\$ 5,000
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	program support for TBD Colorado	\$ 5,000
Colorado Public Television, Inc.	2900 Welton Street Denver, CO 80205	PC	N/A	general operating support and program support	\$ 5,000
Gender Identity Center of Colorado, Inc	1151 S Huron St Denver, CO 80223	PC	N/A	general operating support	\$ 5,000
Gender Identity Center of Colorado, Inc	1151 S Huron St Denver, CO 80223	PC	N/A	general operating support	\$ 5,000
Howard Dental Center	1420 Ogden Street Denver, CO 80218	PC	N/A	general operating support	\$ 5,000
KUVO Denver Educational Broadcasting	2900 Welton St, Ste 200 Denver, CO 80205	PC	N/A	program support and general operating support	\$ 5,000
ProgressNow Education	1600 University Ave W. St. , Suite 309B Paul, MN 55104	PC	N/A	general operating support and program support for state capacity building	\$ 5,000
Roaring Fork Public Radio Inc	110 East Hallam Street #134 Aspen, CO 81654	PC	N/A	program support and general operating support	\$ 5,000
Sylvia Rivera Law Project Inc	147 W 24th St, 5th FL New York, NY 10011	PC	N/A	general operating support	\$ 5,000
Trikone	60 29th Street, #614 San Francisco, CA 94110	PC	N/A	program support for the DesiQ 2013 LGBTQ South Asian Conference	\$ 5,000
Trikone	60 29th Street, #614 San Francisco, CA 94110	PC	N/A	program support for the DesiQ 2013 LGBTQ South Asian Conference	\$ 5,000
United Way of King County	720 Second Avenue Seattle, WA 98104	PC	N/A	program support for YOUTH COUNT!	\$ 5,000
University of Northern Colorado Foundation Inc	Judy Farr Center, Campus Box 20 Greeley, CO 80639	PC	N/A	program support for the first Colorado STEM Teacher Preparation Symposium	\$ 5,000
Western Equality	740 Gunnison Ave , Suite 212 Grand Junction, CO 81501	PC	N/A	general operating support	\$ 5,000
Delores Project	PO Box 1406 Denver, CO 80201	PC	N/A	general operating support	\$ 4,500

Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Justice Now	1322 Webster St., Suite 210 Oakland, CA 94612	PC	N/A	program support for Transgender, Gender Variant, Intersex Justice Project	\$ 4,000
Public Radio for the Front Range	619 S College Ave #4 Fort Collins, CO 80524	PC	N/A	program support and general operating support	\$ 4,000
Colorado Education Initiative	1660 Lincoln Avenue, Suite 2000 Denver, CO 80264	PC	N/A	program support for teacher engagement in the Colorado STEM Education Roadmap	\$ 3,600
CityWild	PO Box 883 Denver, CO 80201	PC	N/A	general operating support	\$ 3,500
ProgressNow Colorado Education	1714 Humboldt St Denver, CO 80218	PC	N/A	program support for Campaign for a Strong Colorado	\$ 3,500
Public Interest Projects Inc	45 W 36th St, 6th Floor New York, NY 10018	PC	N/A	program support for FCCP	\$ 3,500
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	PC	N/A	program support for donor and development projects	\$ 3,250
Fort Lewis College Foundation	1000 Rim Drive Durango, CO 81301	PC	N/A	program support and general operating support for KDUR - Fort Lewis College Community Radio	\$ 3,000
Childrens Museum of Denver, Inc	2121 Children's Museum Drive Denver, CO 80211	PC	N/A	general operating support	\$ 2,500
Equal Representation of Media Advocacy Corporation	528 9th Street Alamosa, CO 81101	PC	N/A	program support and general operating support	\$ 2,500
Girl Scouts of Colorado	400 S Broadway, PO Box 9407 Denver, CO 80209	PC	N/A	program support for 2013 Pikes Peak Thin Mint Dinner Honoring Women of Distinction	\$ 2,500
Greater Chicago Food Depository	4100 W. Ann Lurie Place Chicago, IL 60632	PC	N/A	general support	\$ 2,500
Network on Women in Prison	1540 Market St., Suite 490 San Francisco, CA 94102	PC	N/A	program support for California Coalition for Women Prisoners	\$ 2,500
North Fork Valley Public Radio Incorporated	233 Grand Ave. Paonia, CO 81428	PC	N/A	program support and general operating support	\$ 2,500
The Pride Foundation	1122 E. Pike St., PMB 1001 Seattle, WA 98122	PC	N/A	general operating support	\$ 2,500
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	PC	N/A	general operating support	\$ 2,250
Out Now Inc	PO Box 5321 Springfield, MA 01101	PC	N/A	program support for Black and Pink	\$ 2,000
Resilient Futures International	186 South Eliot Street Denver, CO 80219	PC	N/A	general operating support	\$ 2,000

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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Carbondale Community Access Radio Inc	PO Box 1388 Carbondale, CO 81623	PC	N/A	program support and general operating support	\$ 1,500
Social & Environmental Entrepreneurs SEE Inc.	22231 Mulholland Hwy., Suite A Calabasas, CA 91302	PC	N/A	program support for BreakOUT!	\$ 1,500
Special Olympics New Mexico Inc	6600 Palomas NE, Suite 207 Albuquerque, NM 87109	PC	N/A	general operating support	\$ 1,500
Tenderfoot Transmitting Inc	123 E. Third Street Salida, CO 81201	PC	N/A	program support and general operating support	\$ 1,500
The Gay Lesbian Bisexual & Transgender Community Center of CO	1301 E. Colfax Ave Denver, CO 80218	PC	N/A	program support for "Family OUTing" event	\$ 1,500
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	PC	N/A	general operating support	\$ 1,290
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	PC	N/A	general operating support	\$ 1,250
Amazing Life Games Pre-School	4300 16th Street, NW Washington, DC 20011	PC	N/A	general operating support	\$ 1,000
American Civil Liberties Union Foundation Inc	125 Broad St 18th Floor New York, NY 10004-2400	PC	N/A	general operating support	\$ 1,000
Astraea Foundation	116 E 16th St, 7th Floor New York, NY 10003-2112	PC	N/A	general operating support	\$ 1,000
Baobab Home, Inc	PNC Bank, Box 44 Whitehouse, NJ 08888	PC	N/A	general operating support	\$ 1,000
Boulder Pride	2132 14th St. Boulder, CO 80302	PC	N/A	general operating support	\$ 1,000
Freedom to Marry Inc	155 W 19th St., 2nd Floor New York, NY 10011	PC	N/A	general operating support	\$ 1,000
Gay & Lesbian Alliance Against Defamation Inc	5455 Wilshire Blvd., Suite 1500 Los Angeles, CA 90036	PC	N/A	general operating support	\$ 1,000
Gentle Barn Foundation	15825 Sierra Hwy Santa Clarita, CA 91390	PC	N/A	general operating support	\$ 1,000
Greater Kansas City Community Foundation	1055 Broadway, Ste 130 Kansas City, MO 64105	PC	N/A	general operating support	\$ 1,000
Guttmacher Institute Inc	125 Maiden Lane, 7th Floor New York, NY 10038	PC	N/A	general operating support	\$ 1,000
Hanover College Trustees	Advancement PO Box 108 Hanover, IN 47243	PC	N/A	general operating support	\$ 1,000
Intercambio de Comunidades	4735 Walnut Street, Suite B Boulder, CO 80301	PC	N/A	general operating support	\$ 1,000

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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Mississippi Safe Schools Coalition	PO Box 3442 Jackson, MS 39207	PC	N/A	general operating support	\$ 1,000
National Center for Lesbian Rights	870 Market St., Suite 370 San Francisco, CA 94102	PC	N/A	general operating support	\$ 1,000
National Gay and Lesbian Task Force Foundation	1325 Massachusetts Ave. NW, Suite 600 Washington, DC 20005	PC	N/A	general operating support	\$ 1,000
National Immigration Law Center	3435 Wilshire Boulevard, Suite 2850 Los Angeles, CA 90010	PC	N/A	general operating support	\$ 1,000
Northwest Arkansas Gay Lesbian Bisexual and Transgendered	PO Box 179 Fayetteville, AR 72702	PC	N/A	general operating support	\$ 1,000
Our Family Coalition	1385 Mission St., Suite 340 San Francisco, CA 94103	PC	N/A	general operating support	\$ 1,000
Park Square Advocates Inc.	30 Winter St., Suite 800 Boston, MA 02108	PC	N/A	general operating support	\$ 1,000
Partnership for Safety and Justice	825 NE 20th Ave Suite 250 Portland, OR 97232	PC	N/A	general operating support	\$ 1,000
Sauti Yetu Center for African Women	2417 3rd Ave, Suite 205 Bronx, NY 10451	PC	N/A	general operating support	\$ 1,000
South Carolina Equality Coalition Foundation	PO Box 544 Columbia, SC 29202	PC	N/A	general operating support	\$ 1,000
The Transgender Law Center	1629 Telegraph Ave., #400 Oakland, CA 94612	PC	N/A	general operating support	\$ 1,000
The UCLA Foundation	UCLA School of Law, Box 951476 Los Angeles, CA 90095-1476	PC	N/A	general operating support	\$ 1,000
Trevor Project, Inc	8704 Santa Monica Blvd., Ste 200 West Hollywood, CA 90069	PC	N/A	general operating support	\$ 1,000
True Colors Fund, Inc	330 West 38th Street, Suite 405 New York, NY 10018	PC	N/A	general operating support	\$ 1,000
William J Clinton Foundation	77 Water Street, 18th Floor New York, NY 10005	PC	N/A	general operating support	\$ 1,000
You Can Play	2674 Trenton St Denver, CO 80238	PC	N/A	general operating support	\$ 1,000
You Can Play	2674 Trenton St. Denver, CO 80238	PC	N/A	general operating support	\$ 1,000
Mt. Ennon Baptist Church	9832 Piscataway Road Clinton, MD 20735	PC	N/A	general operating support	\$ 1,000
Colorado Springs Pioneers Museum	215 S Tejon St Colorado Springs, CO 80903	PC	N/A	general operating support	\$ 700

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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Services & Advocacy for Gay, Lesbian, Bisexual, & Transgender Elders	305 7th Ave., 15th Floor New York, NY 10001	PC	N/A	program support for SAGENet, the National Resource Center on LGBT aging, and project support for a market research study	\$ 662
Denver Botanic Gardens	909 York Street Denver, CO 80206	PC	N/A	general operating support	\$ 625
American Civil Liberties Union Foundation of Colorado, Inc	303 E 17th Ave, Suite 350 Denver, CO 80203-1256	PC	N/A	general operating support	\$ 550
Community First Foundation	6870 W 52nd Ave, Ste 103 Arvada, CO 80002	PC	N/A	general operating support	\$ 500
Equality Federation Institute	567 Sutter St, 3rd Floor San Francisco, CA 94102	PC	N/A	general operating support	\$ 500
Gay and Lesbian Leadership Institute, Inc	1133 15th Street, NW, Suite 350 Washington, DC 20005	PC	N/A	general operating support	\$ 500
Intercambio de Comunidades	4735 Walnut Street, Suite B Boulder, CO 80301	PC	N/A	general operating support	\$ 500
Queer Utah Aquatic Club Inc	PO Box 52263 Salt Lake City, UT 84152	PC	N/A	general operating support	\$ 500
New Era Colorado Foundation	1722 Humboldt St Denver, CO 80218	PC	N/A	general operating support	\$ 320
Community First Foundation	6870 W 52nd Ave, Ste 103 Arvada, CO 80002	PC	N/A	general operating support	\$ 300
The Gay Lesbian Bisexual & Transgender Community Center of CO	1301 E. Colfax Ave Denver, CO 80218	PC	N/A	general operating support	\$ 300
Colorado Donor Alliance	PO Box 816 Denver, CO 80201	PC	N/A	general operating support	\$ 250
National Center for Lesbian Rights	870 Market St., Suite 370 San Francisco, CA 94102	PC	N/A	general operating support	\$ 250
New Era Colorado Foundation	1722 Humboldt St Denver, CO 80218	PC	N/A	general operating support	\$ 250
ProgressNow Colorado Education	1714 Humboldt St Denver, CO 80218	PC	N/A	general operating support	\$ 250
State Voices	500 Griswold St., Suite 2850 Detroit, MI 48226	PC	N/A	general operating support	\$ 250
Urban Peak Denver	730 21st Street Denver, CO 80205	PC	N/A	general operating support	\$ 250
IHL Wiki Foundation	191 University Blvd, #285 Denver, CO 80206	PC	N/A	general operating support	\$ 200
Rocky Mountain Public Broadcasting Network, Inc	315 E Costilla St Colorado Springs, CO 80903	PC	N/A	general operating support	\$ 200

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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Denver Zine Library	PO Box 13826 Denver, CO 80201	PC	N/A	general operating support	\$ 170
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	general operating support	\$ 160
Colorado Environmental Coalition	1536 Wymkoop Street, #5C Denver, CO 80202	PC	N/A	general operating support	\$ 150
Opera Colorado	695 S Colorado Blvd, Suite 20 Denver, CO 80246	PC	N/A	general operating support	\$ 125
American National Red Cross	444 Sherman Street Denver, CO 80203	PC	N/A	general operating support	\$ 100
Centro Humanitario Para Los Trabajadores	2260 California Street Denver, CO 80205	PC	N/A	general operating support	\$ 100
Delores Project	PO Box 1406 Denver, CO 80201	PC	N/A	general operating support	\$ 100
Minneapolis Foundation	800 IDS Center 80 S Eighth St Minneapolis, MN 55402	PC	N/A	general operating support	\$ 100
National Alliance on Mental Illness of Massachusetts	400 West Cummings Park, Suite 6650 Woburn, MA 01801	PC	N/A	general operating support	\$ 100
National Gay and Lesbian Task Force Foundation	1325 Massachusetts Ave. NW, Suite 600 Washington, DC 20005	PC	N/A	general operating support	\$ 100
The Gay Lesbian Bisexual & Transgender Community Center of CO	1301 E. Colfax Ave. Denver, CO 80218	PC	N/A	general operating support	\$ 100
The Transgender Law Center	1629 Telegraph Ave, #400 Oakland, CA 94612	PC	N/A	general operating support	\$ 100
Urban Peak Denver	730 21st Street Denver, CO 80205	PC	N/A	general operating support	\$ 100
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	PC	N/A	general operating support	\$ 90
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	PC	N/A	general operating support	\$ 75
Girl Scouts of Colorado	400 S Broadway, PO Box 9407 Denver, CO 80209	PC	N/A	general operating support	\$ 50
Interfaith Alliance of Colorado	1600 S. Pearl Street Denver, CO 80210	PC	N/A	general operating support	\$ 50
Lambda Legal Defense & Education Fund Inc	120 Wall St, Suite 1500 New York, NY 10005-3904	PC	N/A	general operating support	\$ 50

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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
New Era Colorado Foundation	1722 Humboldt St Denver, CO 80218	PC	N/A	general operating support	\$ 50
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	PC	N/A	general operating support	\$ 50
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	PC	N/A	general operating support	\$ 50
One Colorado Education Fund	1490 Lafayette #304 Denver, CO 80218	PC	N/A	general operating support	\$ 50
Public Broadcasting of Colorado Inc	Bridges Broadcast Center S Alton Ct Centennial, CO 80112	PC	N/A	general operating support	\$ 50
Rocky Mountain Public Broadcasting Network, Inc	315 E Costilla St. Colorado Springs, CO 80903	PC	N/A	general operating support	\$ 50
San Francisco AIDS Foundation	1035 Market St, Suite 400 San Francisco, CA 94103	PC	N/A	general operating support	\$ 50
The Gay Lesbian Bisexual & Transgender Community Center of CO	1301 E Colfax Ave Denver, CO 80218	PC	N/A	general operating support	\$ 50
The Gathering Place A Refuge for Rebuilding Lives	1535 High Street Denver, CO 80218	PC	N/A	general operating support	\$ 45
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	general operating support	\$ 40
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	general operating support	\$ 40
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	general operating support	\$ 30
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	general operating support	\$ 30
Resilient Futures International	186 South Eliot Street Denver, CO 80219	PC	N/A	general operating support	\$ 30
American Heart Association Inc	7272 Greenville Avenue Dallas, TX 75231	PC	N/A	general operating support	\$ 25
CityWild	PO Box 883 Denver, CO 80201	PC	N/A	general operating support	\$ 25
Colorado Health Network, Inc	2490 West 26th Avenue, Suite 300A Denver, CO 80211	PC	N/A	general operating support	\$ 25
Colorado Health Network, Inc.	2490 West 26th Avenue, Suite 300A Denver, CO 80211	PC	N/A	general operating support	\$ 25

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Grantee Legal Name	Address	Status of Recipient	Recipient Relationship	Grant Description	Amount
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	general operating support	\$ 25
Delores Project	PO Box 1406 Denver, CO 80201	PC	N/A	general operating support	\$ 25
Denver Film Society	1510 York, 3rd Floor Denver, CO 80206	PC	N/A	general operating support	\$ 25
Denver Zine Library	PO Box 13826 Denver, CO 80201	PC	N/A	general operating support	\$ 25
New Era Colorado Foundation	1722 Humboldt St Denver, CO 80218	PC	N/A	general operating support	\$ 25
Planned Parenthood of the Rocky Mountains Inc	7155 E 38th Ave Denver, CO 80207	PC	N/A	general operating support	\$ 25
ProgressNow Colorado Education	1714 Humboldt St Denver, CO 80218	PC	N/A	general operating support	\$ 25
Queers for Economic Justice, Inc.	147 W 24th St., 4th Floor New York, NY 10011	PC	N/A	general operating support	\$ 25
Su Teatro	721 Santa Fe Dr. Denver, CO 80204	PC	N/A	general operating support	\$ 25
Su Teatro	721 Santa Fe Dr Denver, CO 80204	PC	N/A	general operating support	\$ 25
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	general operating support	\$ 20
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	general operating support	\$ 20
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	general operating support	\$ 20
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	general operating support	\$ 20
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	general operating support	\$ 20
Colorado Nonprofit Development Center	789 Sherman Street Suite 250 Denver, CO 80203	PC	N/A	general operating support	\$ 20
Forward Together	1440 Broadway, Ste 301 Oakland, CA 94612	PC	N/A	general operating support	\$ 20
Colorado Health Network, Inc	2490 West 26th Avenue, Suite 300A Denver, CO 80211	PC	N/A	general operating support	\$ 10
Colorado Progressive Coalition	1029 Santa Fe Drive Denver, CO 80204	PC	N/A	general operating support	\$ 10
Total Grants Paid in 2013					\$ 10,952,468

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Grantee Legal Name (Grantee)	Address	Status of Recipient	Recipient Relationship	Request Project Title	Amount
Urban Peak Denver	730 21st Street Denver, CO 80205	PC	N/A	general operating support	\$ 1,530
Community First Foundation	6870 W 52nd Ave, Ste 103 Arvada, CO 80002	PC	N/A	general operating support for The Liberty Community Fund	\$ 5,000
Association of Black Foundation Executives Inc.	333 7th Ave, 14th FL New York, NY 10001	PC	N/A	general operating support	\$ 5,000
Keystone Progress Education Fund	1500 North 2nd Street, Suite 11 Harrisburg, PA 17102	PC	N/A	general operating support	\$ 5,000
Great Education Colorado Fund	1000 East 16th Avenue Suite #018 Denver, CO 80218	PC	N/A	general operating support	\$ 10,000
Regents of the University of Colorado	1800 Grant St Ste 400 Denver, CO 80203	PC	N/A	program support for the Safe Communities-Safe School Initiative at the Center for the Study and Prevention of Violence	\$ 11,000
Interfaith Alliance of Colorado	1600 S Pearl Street Denver, CO 80210	PC	N/A	general operating support	\$ 15,000
You Can Play	2674 Trenton St. Denver, CO 80238	PC	N/A	general operating support	\$ 15,000
Equality Pennsylvania Education Fund	1211 Chestnut St Philadelphia, PA 19107	PC	N/A	program support for nondiscrimination education work	\$ 15,000
Regents of the University of Colorado	1800 Grant St Ste 400 Denver, CO 80203	PC	N/A	program support for Colorado Geographical Alliance's Moving Geospatial Technology into the Classroom	\$ 15,000
Together Colorado	1980 Dahlia St. Denver, CO 80220	PC	N/A	general operating support	\$ 20,000
Colorado Consumer Health Initiative	1536 Wynkoop St. #101 Denver, CO 80202	PC	N/A	program support for Connect for Health Colorado implementation	\$ 20,000
Vet Voice Foundation Inc	PO Box 10031 Portland, OR 97296	PC	N/A	program support for the Colorado Chapter	\$ 20,000
Colorado Fiscal Institute	1905 Sherman Street Suite 225 Denver, CO 80203	PC	N/A	general operating support	\$ 25,000
Colorado Environmental Coalition	1536 Wynkoop Street, #5C Denver, CO 80202	PC	N/A	general operating support	\$ 25,000
EQTX Equality Texas Foundation	P O Box 2340 Austin, TX 78768	PC	N/A	program support for the Equality is Good for Business public education project	\$ 25,000

Gill Foundation
 EIN #84-1264186
 Grants Approved/Unpaid
 December 31, 2013

Grantee Legal Name (Grantee)	Address	Status of Recipient	Recipient Relationship	Request Project Title	Amount
Catholics United Education Fund	PO Box 33524 Washington, DC 20033	PC	N/A	general operating support	\$ 30,000
University of Colorado Foundation	4740 Walnut St Boulder, CO 80301	PC	N/A	program support for the Physics and Everyday Teaching High School Project	\$ 40,000
Mi Familia Vota Education Fund	2525 W. Alameda Avenue Denver, CO 80219	PC	N/A	program support for the Colorado state chapter	\$ 50,000
Colorado Civic Engagement Roundtable	PO Box 1620 Denver, CO 80201	PC	N/A	program support for election administration working group	\$ 70,000
Lambda Legal Defense & Education Fund Inc	120 Wall St. Suite 1500 New York, NY 10005-3904	PC	N/A	program support to address the growing number of marriage equality lawsuits	\$ 75,000
National Center for Lesbian Rights	870 Market St. Suite 370 San Francisco, CA 94102	PC	N/A	program support to address the growing number of marriage equality lawsuits	\$ 75,000
Public Interest Projects Inc	45 W 36th St 6th Floor New York, NY 10018	PC	N/A	program support for the Federal Agencies Project	\$ 500,000

Total Grants Payable at December 31, 2013 \$ 1,072,530

Gill Foundation
 EIN# 84-1264186
 Part II - Balance Sheet
 Detail of Line 14

<u>Property Description</u>	<u>(A) Beginning of year</u>	<u>(B) End of year</u>
Land and Land Improvements	\$ 1,624,361	\$ 1,624,361
Land Improvements - Accumulated Depreciation	(89,073)	(102,115)
Building	3,778,405	3,778,405
Building - Accumulated Depreciation	(1,109,768)	(1,203,907)
Building Improvement	1,232,755	1,232,755
Building Improvement - Accumulated Depreciation	(291,204)	(341,604)
Furniture	367,498	363,513
Furniture - Accumulated Depreciation	(321,583)	(330,922)
Equipment	430,616	492,911
Equipment - Accumulated Depreciation	(395,177)	(431,208)
Computer Software Development	<u>86,269</u>	<u>26,988</u>
Total of Lines 14 Column (A) and (B)	<u>\$ 5,313,099</u>	<u>\$ 5,109,177</u>

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions. GILL FOUNDATION	Employer identification number (EIN) or 84-1264186
File by the due date for filing your return. See instructions. Number, street, and room or suite no. If a P.O. box, see instructions. 2215 MARKET STREET	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. DENVER, CO 80205	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ROBIN HUBBARD, CHIEF OPERATION OFFICER

- The books are in the care of ☒ 2215 MARKET STREET - DENVER, CO 80205

Telephone No. ☒ 303-292-4455

Fax No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	291,156.
8b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	291,156.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☒ J. Macan

Title ☒ CPA

Date ☒ 8/6/14

Form 8868 (Rev. 1-2014)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	GILL FOUNDATION	Employer identification number (EIN) or 84-1264186
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 2215 MARKET STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DENVER, CO 80205	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

ROBIN HUBBARD, CHIEF OPERATION OFFICER

- The books are in the care of ► 2215 MARKET STREET - DENVER, CO 80205
Telephone No. ► 303-292-4455 Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning , and ending

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 291,156.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 291,156.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.