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1404

Form **990-PF**

# Return of Private Foundation

OMB No. 1545-0052

**2013**

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf)

Open to Public Inspection

For calendar year 2013 or tax year beginning 05/01, 2013, and ending 04/30, 2014

Name of foundation  
**GREATER DENFELD FOUNDATION INC 14296900**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**P O BOX 0634**

City or town, state or province, country, and ZIP or foreign postal code  
**MILWAUKEE, WI 53201-0634**

**A Employer identification number**  
23-7182610

**B Telephone number (see instructions)**  
218-723-2894

**C If exemption application is pending, check here** ☐

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

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

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

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

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

**I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,150,316.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	10,071.			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	8.	8.		STMT 1
4	Dividends and interest from securities	176,598.	176,598.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	126,562.			
b	Gross sales price for all assets on line 6a	641,576.			
7	Capital gain net income (from Part IV, line 2)		126,562.		
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) (attach schedule)				
11	Other income (attach schedule)	2,000.			STMT 8
12	Total Add lines 1 through 11	315,239.	303,168.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages	550.	NONE	NONE	550.
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	37,125.	29,700.		7,425.
17	Interest				
18	Taxes (attach schedule) (see instructions)	2,655.	2,655.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)	6,496.	29.		6,467.
24	Total operating and administrative expenses Add lines 13 through 23	46,826.	32,384.	NONE	14,442.
25	Contributions, gifts, grants paid	273,308.			273,308.
26	Total expenses and disbursements Add lines 24 and 25	320,134.	32,384.	NONE	287,750.
27	Subtract line 26 from line 12	-4,895.			
a	Excess of revenue over expenses and disbursements		270,784.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .		201,119.	225,136.	225,136.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U.S. and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) . <b>STMT 12</b>		3,407,840.	3,598,532.	5,077,836.
	c	Investments - corporate bonds (attach schedule) . <b>STMT 19</b>		2,064,792.	1,844,491.	1,844,886.
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .				
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)				
	15	Other assets (describe ▶ <b>STMT 20</b> )		2,635.	3,222.	2,458.
	16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		5,676,386.	5,671,381.	7,150,316.
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ <b>2012 RETURN OF CAPITAL ADJUS</b> )		419.		
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		419.	NONE	
<b>Net Assets or Fund Balances</b>		<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
		<b>Foundations that do not follow SFAS 117, . . . ▶</b> <input checked="" type="checkbox"/> <b>check here and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds . . . . .		5,675,967.	5,671,381.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		5,675,967.	5,671,381.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		5,676,386.	5,671,381.	

**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	5,675,967.
2	Enter amount from Part I, line 27a . . . . .	2	-4,895.
3	Other increases not included in line 2 (itemize) ▶ <b>COST BASIS ADJUSTMENT</b>	3	309.
4	Add lines 1, 2, and 3 . . . . .	4	5,671,381.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . .	6	5,671,381.

Form 990-PF (2013)

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 641,576.		515,014.	126,562.		
b					
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			126,562.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	126,562.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

**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	318,573.	6,326,661.	0.050354
2011	245,367.	6,121,144.	0.040085
2010			
2009			
2008			
2 Total of line 1, column (d)			2 0.090439
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.045220
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 6,834,784.
5 Multiply line 4 by line 3			5 309,069.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,708.
7 Add lines 5 and 6			7 311,777.
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.			8 287,750.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		1	5,416.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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	
3 Add lines 1 and 2 . . . . .		3	5,416.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		4	NONE
5 <b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	5,416.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a 1,928.		
b Exempt foreign organizations - tax withheld at source . . . . .	6b NONE		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c 6,016.		
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments Add lines 6a through 6d . . . . .		7	7,944.
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		8	
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .		9	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .		10	2,528.
11 Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>2,528.</b> <b>Refunded</b> <input type="checkbox"/> <b>11</b>		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		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 <b>Form 1120-POL</b> 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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 <b>Form 990-T</b> 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) <input type="checkbox"/> <b>MN</b>		
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

Form 990-PF (2013)

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>U S BANK N.A.</u> Telephone no <u>(218) 723-2894</u>			
	Located at <u>130 W SUPERIOR ST, DULUTH, MN</u> ZIP+4 <u>55802</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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>				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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	
Organizations relying on a current notice regarding disaster assistance check here . . . . .		<input type="checkbox"/>
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <u></u>		
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) . . . . .	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . .	4b	X

Form 990-PF (2013)

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 21				

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

Form 990-PF (2013)

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

**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	NONE	
2		
3		
4		

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

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

Amount

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3 . . . . .		

Form 990-PF (2013)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	6,778,900.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	157,673.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	2,294.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	6,938,867.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	6,938,867.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	104,083.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	6,834,784.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	341,739.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	341,739.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	5,416.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	5,416.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	336,323.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	2,000.
<b>5</b>	Add lines 3 and 4	<b>5</b>	338,323.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	338,323.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	287,750.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	287,750.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	287,750.

**Note** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				338,323.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			51,441.	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 287,750.				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			51,441.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				236,309.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				102,014.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 . . . . .	NONE			
<b>b</b> Excess from 2010 . . . . .	NONE			
<b>c</b> Excess from 2011 . . . . .	NONE			
<b>d</b> Excess from 2012 . . . . .	NONE			
<b>e</b> Excess from 2013 . . . . .	NONE			



**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year  SCHEDULE ATTACHED	NONE	N/A	SCHOLARSHIP	273,308.
<b>Total</b> .....			<b>3a</b>	273,308.
<b>b</b> Approved for future payment				
<b>Total</b> .....			<b>3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments				14	8.	
<b>4</b> Dividends and interest from securities . . . . .				14	176,598.	
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	126,562.	
<b>9</b> Net income or (loss) from special events . . . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue a _____						
b RECOVERY OF DIST				1	2,000.	
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . .					305,168.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .						305,168.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST ON SAVINGS AND TEMPORARY CASH	8.	8.
	-----	-----
TOTAL	8.	8.
	=====	=====

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AT&T INC	1,973.	1,973.
ABBVIE INC	227.	227.
ABERDEEN FDS EMRGN	107.	107.
ALLEGHENY TECHNOLOGIES INC	10.	10.
ALTRIA GROUP INC	312.	312.
AMERICAN TOWER CORP	232.	232.
ANADARKO PETROLEUM CORP	26.	26.
ANNALY CAP MGMT INC	28.	28.
APACHE CORP	960.	960.
APPLE INC	220.	220.
ARCHER DANIELS MIDLAND CO	405.	405.
ASTRAZENECA P L C SPSD A D R	162.	162.
BANK OF AMERICA CORP	19.	19.
BANK OF NEW YORK MELLON CORP	52.	52.
BANKUNITED INC	29.	29.
BEAR STEARNS CO 5.700% 11/15/14	2,850.	2,850.
BELLSOUTH CORP 5.200% 9/15/14	2,600.	2,600.
BEST BUY CO INC	201.	201.
BLACKROCK INC	118.	118.
BOEING CO	1,337.	1,337.
BOTTLING GROUP LLC 5.000% 11/15/13	4,090.	4,090.
C M S ENERGY CORP	83.	83.
CVS HEALTH CORPORATION	637.	637.
CA INC	108.	108.
CAPITAL ONE FINANCIAL CORP	54.	54.
CARNIVAL CORP	64.	64.
CATERPILLAR INC	97.	97.
CENTURYLINK INC	151.	151.
CHEVRON CORPORATION	1,664.	1,664.
CINEMARK HLDGS INC	52.	52.
CISCO SYS INC	1,767.	1,767.
CITIGROUP INC	5.	5.

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14296900

28

STATEMENT 2



GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
COCA COLA COMPANY	188.	188.
COMCAST CORP CL A	530.	530.
COMERICA INC	19.	19.
COMMUNITY BK SYS INC	38.	38.
CONAGRA FOODS INC	66.	66.
CONOCOPHILLIPS	1,168.	1,168.
CONOCOPHILLIPS 4.750% 2/01/14	618.	618.
CRANE CO	13.	13.
CULLEN FROST BANKERS INC	152.	152.
DEUTSCHE BK FINL MTN 5.375% 3/02/15	2,531.	2,531.
DEVON ENERGY CORPORATION	30.	30.
DOVER CORP	47.	47.
DOVER CORP 4.875% 10/15/15	2,449.	2,449.
DOW CHEM CO	85.	85.
DUPONT EI NEMOUR 5.000% 7/15/13	1,250.	1,250.
EMC CORPORATION	21.	21.
EMERSON ELECTRIC CO	50.	50.
EMERSON ELECTRIC 5.000% 12/15/14	5,000.	5,000.
ERICSSON LM TEL SP A D R	98.	98.
EXELON CORPORATION	409.	409.
EXXON MOBIL CORP	1,168.	1,168.
FIDELITY NATL INFORMATION SVCS INC	99.	99.
FIFTH THIRD BANCORP	67.	67.
FIRST AMERICAN PRIME OBLIG FUND CL Y	9.	9.
FREEPORT MCMORAN INC	2,711.	2,711.
GENERAL DYNAMICS CORP	54.	54.
GENERAL ELECTRIC CO	1,378.	1,378.
GLAXO SMITHKLINE P L C A D R	148.	148.
GLAXOSMITHKLINE 4.850% 5/15/13	1,213.	1,213.
GOLDMAN SACHS M C VALUE CL INST	6,564.	6,564.
HARTFORD FINANCIAL SERVICES GRP INC	12.	12.
HASBRO INC	90.	90.
HEWLETT PACKARD CO	420.	420.

QK5460 M255 06/01/2015 14:56:54

14296900

29

STATEMENT 3

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HOLLYFRONTIER CORP	22.	22.
HONEYWELL INTERNATIONAL INC	79.	79.
INTEL CORP	2,371.	2,371.
INTERNATIONAL BUSINESS MACHINES CORP	813.	813.
ISHARES MSCI EMERGING MARKETS ETF	6,372.	6,372.
ISHARES MSCI EAFE ETF	1,111.	1,111.
ITC HOLDINGS CORP	73.	73.
J P MORGAN CHASE & CO	319.	319.
JOHNSON & JOHNSON	919.	919.
KBR INC	4.	4.
KELLOGG CO	546.	546.
KIMBERLY CLARK CORP	15.	15.
KINDER MORGAN INC	230.	230.
KOHL'S CORP	40.	40.
LIBERTY PPTY TR SBI	64.	64.
LINCOLN NATIONAL CORP	21.	21.
LORILLARD INC	172.	172.
LOWES CO INC	127.	127.
M T BANK CORP	55.	55.
MFA FINANCIAL INC	238.	238.
MACYS INC	50.	50.
MARATHON OIL CORPORATION	37.	37.
MAXIM INTEGRATED PRODS INC	61.	61.
MCCORMICK CO NON VTG SHRS	98.	98.
MCDONALDS CORP	1,971.	1,971.
MERCK & CO INC 4.750% 3/01/15	2,375.	2,375.
MERCK AND CO INC	1,086.	1,086.
MICROSOFT CORP	3,831.	3,831.
MID-AMER APT CMNTYS INC	46.	46.
MOLEX INC CL A	30.	30.
MONDELEZ INTERNATIONAL W I	30.	30.
MORGAN STANLEY	32.	32.
MOTOROLA SOLUTIONS INC	100.	100.

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14296900

30

STATEMENT 4

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
NATIONAL RETAIL PROPERTIES INC	14.	14.
NEUBERGER BERMAN GENESIS INSTL FD	638.	638.
NEXTERA ENERGY INC	191.	191.
NIKE INC	540.	540.
NOVO NORDISK AS A D R	95.	95.
NUVEEN REAL ESTATE SECS I	4,355.	4,355.
NUVEEN CORE PLUS BOND I	5,152.	5,152.
NUVEEN FUNDS CORE BD FD I	2,997.	2,997.
NUVEEN SHORT TERM BOND FUND CL I	15,905.	15,905.
NUVEEN EQUITY INDEX FUND CL I	5,733.	5,733.
NUVEEN MID CAP INDEX FUND CL I	3,235.	3,235.
NUVEEN SMALL CAP SELECT FD CL I	2,617.	2,617.
OCCIDENTAL PETROLEUM CORPORATION	101.	101.
OCEANEERING INTERNATIONAL INC	4.	4.
OLD REP INTL CORP	54.	54.
OMNICOM GROUP INC	320.	320.
ONEOK INC	147.	147.
ONTARIO PROVIDENCE 4.500% 2/03/15	2,250.	2,250.
PIMCO TOTAL RETURN FUND INST	4,882.	4,882.
P N C FINANCIAL SERVICES GROUP INC	32.	32.
P P G INDS INC	39.	39.
P P L CORPORATION	112.	112.
PACKAGING CORP AMERICA	79.	79.
PEPSICO INC	2,270.	2,270.
PFIZER INC	2,652.	2,652.
PHILIP MORRIS INTL	727.	727.
PHILLIPS 66	517.	517.
PINNACLE WEST CAP CORP	67.	67.
POLARIS INDS INC	57.	57.
PRAXAIR INC	39.	39.
PROCTER & GAMBLE CO	855.	855.
PROCTER & GAMBLE 4.850% 12/15/15	2,425.	2,425.
PRUDENTIAL FINANCIAL INC	90.	90.

QK5460 M255 06/01/2015 14:56:54

14296900

31

STATEMENT 5

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
QUALCOMM INC	697.	697.
QUEBEC PROVINCE 4.600% 5/26/15	2,300.	2,300.
RAYTHEON COMPANY	660.	660.
REDWOOD TRUST INC	89.	89.
REGAL BELOIT CORP	24.	24.
REGIONS FINL CORP	17.	17.
REPUBLIC SVCS INC	685.	685.
ROCKWELL AUTOMATION INC	26.	26.
T ROWE PRICE MID CAP GROWTH FD #64	223.	223.
T ROWE PRICE SC STOCK	27.	27.
T ROWE PRICE MID CAP VALUE FD INC	32.	32.
ROYAL DUTCH SHELL PLC A D R	191.	191.
SLM CORP	55.	55.
ST JUDE MED INC	714.	714.
SCHLUMBERGER LTD	542.	542.
LAUDUS INTERNATIONAL MARKETMASTERS	5,035.	5,035.
SCOUT INTERNATIONAL FUND	7,724.	7,724.
SOUTHERN COPPER CORP DEL	96.	96.
SPECTRA ENERGY CORP	98.	98.
STAPLES INC	81.	81.
STARBUCKS CORP	26.	26.
STARWOOD PROPERTY TRUST INC	264.	264.
STATE STR CORP	67.	67.
STRYKER CORP	9.	9.
SUNTRUST BKS INC	31.	31.
SYMANTEC CORP	65.	65.
TARGET CORP	2,640.	2,640.
TEXAS INSTRUMENTS INC	39.	39.
3M CO MTN 4.375% 8/15/13	1,094.	1,094.
3M CO	552.	552.
TIME WARNER CABLE INC	153.	153.
TUPPERWARE BRANDS CORP	102.	102.
UNILEVER N V A D R	78.	78.

QK5460 M255 06/01/2015 14:56:54

14296900

32

STATEMENT 6

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNION PACIFIC CORP	137.	137.
UNITED TECHNOLOGIES CORP	743.	743.
UNITED TECHNOLOGIES 4.875% 5/01/15	2,438.	2,438.
UNITED HEALTH GROUP INC	107.	107.
UNUM GROUP	41.	41.
V F CORP	120.	120.
VERIZON COMMUNICATIONS	3,501.	3,501.
VODAFONE GROUP PLC A D R	2,038.	2,038.
WACHOVIA CORP 5.250% 8/01/14	2,625.	2,625.
WAL MART STORES INC	756.	756.
WALGREEN CO	68.	68.
WELLS FARGO & CO NEW	1,282.	1,282.
WESTAR ENERGY INC	104.	104.
WHIRLPOOL CORP	143.	143.
WINDSTREAM CORP	45.	45.
WINDSTREAM HOLDINGS INC	53.	53.
WYETH 5.500% 2/01/14	2,406.	2,406.
XYLEM INC	31.	31.
YUM BRANDS INC	1,084.	1,084.
ACCENTURE PLC CL A	988.	988.
COVIDIEN PLC	132.	132.
EATON CORP PLC	91.	91.
SEADRILL LIMITED	596.	596.
SEAGATE TECHNOLOGY	21.	21.
GOLAR LNG LTD	67.	67.
ACE LTD	588.	588.
LYONDELLBASELL INDUSTRIES CL A	69.	69.
NIELSEN NV	24.	24.
	-----	-----
TOTAL	176,598.	176,598.
	=====	=====

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33

STATEMENT 7

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
RECOVERY OF QUALIFYING DISTRIBUTIONS	2,000.
	-----
TOTALS	2,000.
	=====

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
BANK FEES	37,125.	29,700.	7,425.
	-----	-----	-----
TOTALS	37,125.	29,700.	7,425.
	=====	=====	=====

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	45.	45.
FOREIGN TAXES ON QUALIFIED FOR	2,396.	2,396.
FOREIGN TAXES ON NONQUALIFIED	214.	214.
	-----	-----
TOTALS	2,655.	2,655.
	=====	=====



GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER NONALLOCABLE EXPENSES -	29.	29.	
FILING FEES	50.		50.
OTHER EXPENSES	6,417.		6,417.
	-----	-----	-----
TOTALS	6,496.	29.	6,467.
	=====	=====	=====

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
ALTRIA GROUP	4,281.	4,281.	6,658.
ANADARKO PETROLEUM CORP	3,543.	2,915.	3,961.
ANNALY CAP MGMT INC	1,336.		
APACHE CORP	74,615.	74,615.	104,160.
APPLE INC	6,651.	10,004.	11,802.
ARCHER DANIELS MIDLAND	16,295.	16,295.	21,865.
ATT INC	31,419.	32,639.	39,556.
BANKUNITED INC	851.	851.	1,122.
BEST BUY CO	8,987.	9,011.	8,038.
BLACKROCK INC	3,673.	3,264.	4,816.
BOEING CO	54,321.	61,657.	84,379.
CAPITAL ONE FINANCIAL	3,019.	2,124.	2,808.
CATERPILLAR INC	4,340.	4,340.	4,427.
CENTURYLINK INC	2,711.	2,711.	2,444.
CHEVRON CORP	34,834.	34,834.	52,216.
CINEMARK HLDGS INC	1,194.	1,194.	1,599.
CISCO SYS INC	69,741.	66,120.	55,464.
CITIGROUP INC	5,440.	4,913.	6,420.
COCA COLA CO	6,061.	6,061.	6,690.
COMCAST CORP CL A	28,132.	28,132.	33,851.
COMMUNITY BK SYS INC	983.	983.	1,264.
CONAGRA FOOD INC	1,584.		
CONOCOPHILLIPS	16,222.	16,222.	31,805.
CULLEN FROST BANKERS INC	4,438.	4,438.	5,807.
CVS CAREMARK CORP	23,790.	23,217.	48,141.
DOW CHEMICAL CO	2,221.	2,221.	3,194.
EATON CORP PLC	6,649.	2,566.	3,632.
EMERSON ELEC CO	1,571.	1,571.	2,045.
EXELON CORP	13,541.	14,785.	11,910.

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
EXPRESS SCRIPTS HLDGS	12,209.	12,209.	16,179.
EXXON MOBIL CORP	33,933.	38,938.	52,024.
FIDELITY NATL INFORMATION SVCS	4,054.	3,522.	5,664.
FIFTH THIRD BANCORP	1,938.	1,938.	2,885.
FREEPORT MCMORAN COPPER GOLD	24,049.	24,049.	41,244.
GENERAL DYNAMICS CORP	1,765.	1,765.	2,627.
GENERAL ELECTRIC CO	61,287.	64,829.	46,520.
HASBRO INC	2,089.	2,089.	3,095.
HEWLETT PACKARD CO	27,605.	31,612.	27,275.
HJ HEINZ CO	17,159.		
INTEL CORP	55,011.	55,601.	70,782.
INTL BUSINESS MACHINES CORP	29,318.	23,463.	39,294.
ITC HLDGS CORP	3,392.	3,392.	4,880.
J P MORGAN CHASE CO	8,849.	10,895.	12,763.
JOHNSON JOHNSON	19,426.	19,426.	35,249.
KELLOGG CO	13,702.	13,702.	20,049.
KIMBERLY CLARK CORP	1,336.		
KINDER MORGAN INC	4,575.	7,513.	6,728.
LIBERTY PPTY TR	1,700.	1,700.	1,800.
LORILLARD INC	6,647.		
MAXIM INTEGRATED PRODS INC	1,723.	1,723.	1,946.
MCCORMICK CO INC	4,257.	3,602.	4,699.
MCDONALDS CORP	27,309.	24,166.	60,828.
MERCK AND CO INC NEW	26,823.	27,729.	37,478.
MICROCHIP TECHNOLOGY INC	5,153.		
MICROSOFT CORP	114,384.	114,462.	152,550.
MID-AMER APT CMNTYS INC	1,874.	1,205.	1,254.
MOLEX INC	1,461.		
MOTOROLA SOLUTIONS INC	4,276.	4,276.	5,341.

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
NEXTERA ENERGY INC	5,121.	3,536.	5,791.
NIKE INC	15,314.	15,314.	43,770.
OCCIDENTAL PETROLEUM CORP	4,199.	4,542.	4,979.
OLD REP INTL CORP	1,387.		
OMNICOM GROUP INC	8,507.	8,507.	13,536.
ONEOK INC	4,103.		
P P G INDS INC	1,534.	1,534.	3,098.
P P L CORP	2,142.	2,142.	2,534.
PEPSICO INC	56,350.	56,350.	85,890.
PFIZER INC	66,073.	65,435.	84,206.
PHILIP MORRIS INTL	13,086.	14,486.	17,599.
PRAXAIR INC	1,832.	1,832.	2,089.
PRICELINE COM INC	7,880.	7,880.	115,775.
PROCTER & GAMBLE CO	17,743.	25,022.	32,195.
PRUDENTIAL FINANCIAL INC	3,681.	2,919.	3,711.
QUALCOMM INC	16,062.	15,999.	38,253.
RAYTHEON COMPANY	15,128.	15,128.	28,644.
REDWOOD TR INC	1,042.	790.	1,570.
REPUBLIC SVCS INC	12,578.	12,578.	23,686.
SOUTHERN COPPER CORP DL	5,335.	5,335.	5,184.
ST JUDE MED INC	24,937.	24,937.	44,429.
STARBUCKS CORP	3,143.		
STATE STR CORP	3,365.	2,364.	3,357.
TARGET CORP	96,052.	96,052.	98,800.
TEXAS INSTRUMENTS INC	1,152.	1,152.	1,545.
TIME WARNER CABLE	5,046.	6,650.	9,902.
UNION PACIFIC CORP	4,322.	4,250.	6,855.
UNITED HEALTH GROUP INC	2,603.	8,977.	9,755.
UNITED TECHNOLOGIES CORP	15,974.	15,974.	39,049.

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40

STATEMENT 14

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
V F CORP	5,340.	4,450.	7,331.
VERIZON COMMUNICATIONS INC	56,550.	58,095.	80,890.
WAL MART STORES INC	18,921.	18,921.	31,884.
WESTAR ENERGY INC	2,130.	2,130.	2,727.
WHIRLPOOL CORP	6,002.	5,302.	8,283.
WINDSTREAM CORP	2,889.		
YUM BRANDS INC	26,619.	20,620.	53,893.
3M CO	14,970.	14,970.	27,818.
WELLS FARGO CO	24,581.	25,788.	53,413.
AMERICAN TOWER CORP	8,703.	8,703.	16,704.
ACCENTURE PLC	17,422.	17,422.	45,565.
ACE LTD	15,171.	16,493.	27,012.
CARNIVAL CORP	2,061.	2,061.	2,516.
COVIDIAN PLC	6,383.	7,089.	8,835.
GLAXO SMITHKLINE PLC ADR	2,655.	2,205.	2,769.
NOVO NORDISK AS ADR	4,176.	3,174.	5,174.
ROYAL DUTCH SHELL PLC ADR	9,501.		
SCHLUMBERGER LTD	14,704.	12,591.	40,620.
SEADRILL LIMITED	5,801.	6,154.	5,706.
SEAGATE TECHNOLOGY	1,510.		
UNILEVER N V ADR	1,841.	1,841.	2,312.
AMERICAN CENTY SMALL CP GROWTH	50,000.	50,000.	106,547.
AMERICAN CENTY VISTA FD	30,000.		
GOLDMAN SACHS M C VALUE	100,000.	100,000.	167,844.
ISHARES MSCI EAFE INDEX FD ETF	48,569.	48,569.	40,992.
ISHARES MSCI EMERGING MKTS ETF	243,504.	243,504.	263,479.
LAUDUS INTL MARKETMASTERS FD	198,100.	198,100.	308,089.
NEUBERGER BERMAN GENESIS FD	70,000.	70,000.	117,344.
NUVEEN EQUITY INDEX FD	223,584.	216,873.	278,341.

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41

STATEMENT 15

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
NUVEEN MID CAP INDEX FD	133,396.	133,480.	202,453.
NUVEEN REAL ESTATE SECURIT	13,164.	121,329.	123,271.
NUVEEN SMALL CAP SELECT FD	112,932.	122,742.	131,785.
T ROWE PRICE MID CAP GROWTH#64	75,000.	79,500.	128,877.
SCOUT INTERNATIONAL FD	415,000.	415,000.	559,863.
ABBVIE INC	5,564.	4,533.	6,979.
ALLEGHENY TECHNOLOGIES	1,702.		
BANK OF AMERICA CORP	4,585.	3,818.	6,904.
CA INC	2,249.	2,151.	2,652.
CRANE CO	2,054.		
DEVON ENERGY CORP	1,678.		
DOVER CORP	2,055.	1,716.	2,765.
LINCOLN NATL CORP	1,326.	1,326.	1,940.
LOWES CO	6,554.	5,095.	6,978.
MARATHON OIL CORP	1,492.		
MONDELEZ INTERNATIONAL W I	1,840.		
MORGAN STANLEY	3,600.	2,734.	3,712.
P N C FINANCIAL SERVICES GROUP	1,131.	1,451.	1,849.
PHILLIPS 66	8,778.	8,646.	22,636.
PINNACLE WEST CAP CORP	1,475.	1,475.	1,679.
POLARIS INDS INC	3,035.	2,853.	4,299.
ROCKWELL AUTOMATION INC	986.	986.	1,430.
SLM CORP	1,357.		
SPECTRA ENERGY CORP	2,254.	2,254.	3,097.
STAPLES INC	1,967.	2,883.	2,525.
STARWOOD PROPERTY TRUST	1,101.	2,594.	2,405.
SUNTRUST BKS INC	2,105.	2,105.	2,984.
UNUM GROUP	1,357.	2,257.	2,658.
WALGREEN CO	2,101.	1,576.	2,852.

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
XYLEM INC	1,840.		
ASTRAZENECA PLC SPSD ADR	2,788.	1,094.	1,897.
GOLAR LNG LTD	1,073.	1,527.	1,768.
LYONDELLBASELL INDUSTRIES CL A	1,510.	2,250.	3,330.
RIO TINTO PLC ADR	1,594.		
VODAFONE GROUP PLC ADR	2,798.	2,708.	2,126.
ABERDEEN FDS EMRGN MKT	5,000.	9,000.	8,830.
BANK OF NEW YORK MELLON CORP		5,991.	6,503.
CMS ENERGY CORP	2,274.	2,274.	2,425.
COMERICA INC		1,951.	2,219.
DISCOVER FINL SERVICES		5,439.	5,143.
EMC CORP		5,107.	5,366.
HALLIBURTON		1,643.	1,640.
HARTFORD FINANCIAL SERVICES		2,599.	2,798.
HONEYWELL INTERNATIONAL INC		4,791.	5,574.
KOHL'S CORP		1,015.	1,096.
MT BANK CORP		2,956.	3,172.
MACYS		5,087.	5,743.
MFA FINANCIAL INC		1,939.	1,824.
NATIONAL RETAIL PROPERTIES		1,352.	1,502.
OCEANEERING INTERNATIONAL INC		1,367.	1,466.
PACKAGING CORP AMERICA		3,363.	4,398.
REGAL BELOIT CORP		2,783.	2,989.
REGIONS FINI CORP		1,828.	1,866.
SIM CORP		2,040.	2,884.
STARWOOD WAYPOINT RESIDE W I		577.	543.
STRYKER CORP		960.	1,089.
TUPPERWARE BRANDS CORP		3,956.	4,076.
TWENTY FIRST CENTURY FOX		2,427.	2,434.

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
ERICSSON LM TEL SP ADR		2,631.	2,564.
NIELSON HOLDINGS N V		5,288.	5,540.
TECK RESOURCES CORP		2,099.	2,277.
TEVA PHARMACEUTICAL INDS LTD		3,576.	3,518.
AMERICAN CENTURY HERITAGE INST		30,000.	52,153.
T ROWE PRICE MID CAP VALUE FD		4,500.	4,834.
T ROWE PRICE SC STOCK		4,000.	4,424.
VANGUARD 500 INX FUND		15,000.	15,231.
ABERDEEN EMER MKTS INST #5840		1,500.	1,500.
CAMBIAR INTL EQUITY FUND INS		1,500.	1,504.
CAUSEWAY EMER MARKETS INSTL #1		1,500.	1,496.
JOHN HANCOCK FDS III DISCPIN		3,100.	3,103.
MORGAN DEMPSEY SMALL MICRO CAP		1,200.	1,203.
NUVEEN REAL ESTATE SECS I		2,000.	2,009.
SCOUT INTERNATIONAL FUND		4,000.	4,015.
T ROWE PRICE GROWTH STOCK #40		3,100.	3,110.
T ROWE PRICE INTL GR&INC FUND		4,000.	4,010.
T ROWE PRICE MID CAP GROWTH 64		2,000.	2,007.
T ROWE PRICE MID CAP VALUE FD		2,000.	2,012.
VANGUARD 500 INDX FUND		4,500.	4,514.
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TOTALS	3,407,840.	3,598,532.	5,077,836.
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GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
GLAXOSMITHKLINE	52,096.		
DUPONT EI NEMOUR	52,682.		
3M CO	53,569.		
BOTTLING GROUP LLC	48,411.		
CONOCOPHILLIPS	13,335.		
WYETH	52,560.		
WACHOVIA CORP	49,537.	49,537.	50,575.
BELLSOUTH CORP	50,282.	50,275.	50,860.
BEAR STEARNS CO INV GLOBAL NT	51,076.	51,076.	51,400.
EMERSON ELECTRIC	104,820.	104,820.	102,781.
MERCK & CO	52,177.	52,114.	51,822.
DEUTSCHE BK FINL LLC	49,298.		
UNITED TECHNOLOGIES CORP	53,342.	53,342.	52,182.
DOVER CORP	48,110.	48,296.	53,078.
PROCTER & GAMBLE CO	52,767.	52,767.	53,387.
ONTARIO PROVIDENCE GOVT BOND	53,492.	53,433.	51,587.
QUEBEC PROVINCE 4.60 5/26/15	53,577.	53,577.	52,267.
NUVEEN CORE PLUS BOND FD	117,946.	98,039.	101,108.
NUVEEN INTERMEDIATE TERM BD FD	140,000.		
NUVEEN SHORT TERM BD FD	680,715.	770,715.	776,229.
PIMCO TOTAL RETURN FUND	235,000.	244,000.	238,587.
NUVEEN FUNDS CORE BOND FD		140,000.	136,509.
NUVEEN SHORT TERM BOND FUND CL		15,000.	15,000.
PIMCO TOTAL RETURN FUND INST #		7,500.	7,514.
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TOTALS	2,064,792.	1,844,491.	1,844,886.
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GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
ACCRUED INCOME	2,635.	2,458.	2,458.
RETURN OF CAPITAL		764.	
	-----	-----	-----
TOTALS	2,635.	3,222.	2,458.
	=====	=====	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
=====

## OFFICER NAME:

WILLIAM WESTHOLM

## ADDRESS:

2908 TALMADGE CIRCLE  
DULUTH, MN 55811

## TITLE:

CHAIR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 8

## OFFICER NAME:

JON HELSTROM

## ADDRESS:

237 FAIRMONT ST  
DULUTH, MN 55803

## TITLE:

VICE-CHAIR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 8

## OFFICER NAME:

CLAUDE LUTZKA

## ADDRESS:

4917 WYOMING STREET  
DULUTH, MN 55804

## TITLE:

8

## OFFICER NAME:

NANCY ANDERSON

## ADDRESS:

1918 TYROL STREET  
DULUTH, MN 55811

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

## OFFICER NAME:

DON ANNALA

## ADDRESS:

5165 LESTER RIVER RD  
DULUTH, MN 55804

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

JEAN ENDRIZZI

## ADDRESS:

3820 LONDON RD APT 307  
DULUTH, MN 55804

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

HARRY FISHER

## ADDRESS:

216 26TH ST SO  
DULUTH, MN 55802

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

GREGORY FOX

## ADDRESS:

8041 SPIRIT COVE DR  
DULUTH, MN 55807

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
=====

## OFFICER NAME:

ALANA FREIDMAN

## ADDRESS:

8037 E SPIRIT COVE DR  
DULUTH, MN 55807

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

JAMES HEFFERNAN

## ADDRESS:

4773 KEENE CREEK CT  
HERMANTOWN, MN 55811

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

MARVIN HEIKKINEN

## ADDRESS:

123 CHAMBERSBERG DR  
DULUTH, MN 55803

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

PEGGY PEDERSON HILL

## ADDRESS:

2136 W 13TH ST  
DULUTH, MN 55806

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

## OFFICER NAME:

ELLIE MARTIN

## ADDRESS:

2015 WAVERLY STREET

DULUTH, MN 55803

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

TONYA SCONIERS

## ADDRESS:

401 N 44TH AVE W

DULUTH, MN 55807

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

GREATER DENFELD FOUNDATION INC 14296900  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

23-7182610

RECIPIENT NAME:

N/A

ADDRESS:

N/A

N/A, AL N/A

RECIPIENT'S PHONE NUMBER: N/A

FORM, INFORMATION AND MATERIALS:

APPLICATION CAN BE SUBMITTED ON-LINE OR  
ON FORMS AVAILABLE IN DENFELD HIGH SCHOOL  
GUIDEANCE OFFICE

SUBMISSION DEADLINES:

FALL OR WINTER OF SENIOR YEAR IN HIGH SCHOOL

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GRADUATES OF DENFELD HIGH SCHOOL

STATEMENT 25