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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning 05/01/13, and ending 04/30/14

Name of foundation HILL FOUNDATION 0101562400		A Employer identification number 84-6081879
Number and street (or P O box number if mail is not delivered to street address) WELLS FARGO BANK IM&T FIDUCIARY SVC		B Telephone number (see instructions) 720-947-6725
Room/suite PO BOX 53456; MAC S4101-22G		
City or town, state or province, country, and ZIP or foreign postal code PHOENIX AZ 85072-3456		C If exemption application is pending, check here ☐
Check all that apply ☐ Initial return ☐ Initial return of a former public charity		D 1 Foreign organizations, check here ☐
☐ Final return ☐ Amended return		2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Address change ☐ Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
Check type of organization ☒ Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 45,760,272	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)				
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,217	3,217		
4	Dividends and interest from securities	633,824	633,824		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	694,381			
b	Gross sales price for all assets on line 6a	5,317,331			
7	Capital gain net income (from Part IV, line 2)		694,381		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) STMT 1	6,151,550	6,145,059		
12	Total. Add lines 1 through 11	7,482,972	7,476,481	0	
13	Compensation of officers, directors, trustees, etc	252,000	138,600		113,400
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	19,784	10,881		8,903
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	883,517	692,956		
19	Depreciation (attach schedule) and depletion	2,860			
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) STMT 4	76,826	59,030		4,788
24	Total operating and administrative expenses. Add lines 13 through 23	1,234,987	901,467	0	127,091
25	Contributions, gifts, grants paid	1,642,500			1,642,500
26	Total expenses and disbursements. Add lines 24 and 25	2,877,487	901,467	0	1,769,591
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	4,605,485			
b	Net investment income (if negative, enter -0-)		6,575,014		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing		2,224	119,591	119,591
	2	Savings and temporary cash investments		2,227,888	7,221,657	7,221,657
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) SEE STMT 5		14,633,254	14,761,012	20,224,156
	c	Investments – corporate bonds (attach schedule) SEE STMT 6		4,795,887	4,166,661	4,194,296
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶				
	15	Other assets (describe ▶ SEE STATEMENT 7)		2,860		14,000,572
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		21,662,113	26,268,921	45,760,272
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		21,662,113	26,268,921	
	30	Total net assets or fund balances (see instructions)		21,662,113	26,268,921	
	31	Total liabilities and net assets/fund balances (see instructions)		21,662,113	26,268,921	

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	21,662,113
2	Enter amount from Part I, line 27a	2	4,605,485
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,323
4	Add lines 1, 2, and 3	4	26,268,921
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	26,268,921

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE	P		
b SEE ATTACHED SCHEDULE	P		
c WELLS FARGO ACCT 400			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,145,858		1,153,911	-8,053
b 4,137,914		3,469,039	668,875
c 33,559			33,559
d			
e			

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-8,053
b			668,875
c			33,559
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	694,381
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	1,982,299	34,180,108	0.057996
2011	1,821,693	26,494,109	0.068758
2010	1,462,169	25,895,112	0.056465
2009	1,227,252	21,132,813	0.058073
2008	1,209,679	19,828,153	0.061008

2 Total of line 1, column (d)	2	0.302300
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	0.060460
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	42,038,487
5 Multiply line 4 by line 3	5	2,541,647
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	65,750
7 Add lines 5 and 6	7	2,607,397
8 Enter qualifying distributions from Part XII, line 4	8	1,769,591

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	131,500
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	131,500
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	131,500
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	145,622
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	145,622
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	128
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	13,994
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 13,994 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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

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? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK, N.A. 1740 BROADWAY MC 7300-483 Located at ► DENVER	Telephone no ► 720-947-6725 CO ZIP+4 ► 80274		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15	► ☐	
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 N/A ► ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WELLS FARGO & CO - DENVER 1740 BROADWAY DENVER CO 80274	CO-TRUSTEE 28.00	180,000	0	0
JOHN MORAN C/O WELLS FARGO BANK, 1740 BROADWAY DENVER CO 80274	CO-TRUSTEE 6.00	36,000	0	0
MARGARET L TOAL C/O WELLS FARGO BANK, 1740 BROADWAY DENVER CO 80274	CO-TRUSTEE 6.00	36,000	0	0

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

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

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

0

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

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

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	24,199,666
b	Average of monthly cash balances	1b	4,478,429
c	Fair market value of all other assets (see instructions)	1c	14,000,572
d	Total (add lines 1a, b, and c)	1d	42,678,667
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	42,678,667
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	640,180
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,038,487
6	Minimum investment return. Enter 5% of line 5	6	2,101,924

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	2,101,924
2a	Tax on investment income for 2013 from Part VI, line 5	2a	131,500
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	131,500
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,970,424
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,970,424
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,970,424

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	1,769,591
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,769,591
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,769,591

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,970,424
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				255,309
b From 2009				203,287
c From 2010				219,573
d From 2011				563,348
e From 2012				362,304
f Total of lines 3a through e	1,603,821			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,769,591				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				1,769,591
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	200,833			200,833
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,402,988			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
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) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	54,476			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,348,512			
10 Analysis of line 9				
a Excess from 2009				203,287
b Excess from 2010				219,573
c Excess from 2011				563,348
d Excess from 2012				362,304
e Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
WELLS FARGO BANK 720-947-6725
1740 BROADWAY DENVER CO 80274

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

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE STATEMENT 9

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

Recipient	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)				
a Paid during the year SEE ATTACHED				1,642,500
Total			▶ 3a	1,642,500
b Approved for future payment N/A				
Total			▶ 3b	

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

- 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
- (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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**

WELLS FARGO BANK
JASNA MARKOVIC
BANK OFFICER

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

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name/

Preparer's signature

Date _____

Check ☐ if self-employed

PEGGY N. STRICKLIN, CPA

PEGGY E. STRICKLIN, CPA

08/22/14

Firm's name ► **JDS PROFESSIONAL GROUP**

PTIN P00294953

Firm's address ▶ 10303 E DRY CREEK RD STE 400
ENGLEWOOD, CO 80112

Firm's EIN ▶ 20-8019714

Phone no **303-771-0123**

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME - 401	\$ 6,145,059	\$ 6,145,059	\$
OIL AND GAS REVENUES	6,491		
TOTAL	\$ 6,151,550	\$ 6,145,059	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 19,784	\$ 10,881	\$	\$ 8,903
TOTAL	\$ 19,784	\$ 10,881	\$ 0	\$ 8,903

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID	\$ 11,910	\$ 11,910	\$	\$
AD VALOREM TAXES	139,049	138,503		
PRODUCTION TAXES	521,402	521,387		
STATE INCOME TAX W/H	21,034	21,034		
FEDERAL EXCISE TAX ESTIMATES	123,000			
NONRENTAL PROPERTY TAXES	122	122		
FEDERAL PY BALANCE DUE	67,000			
TOTAL	\$ 883,517	\$ 692,956	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
MINERAL INTANGIBLE COST	1,431			
LEASE OPERATING EXPENSE	67,489	55,912		3,764
ASSOCIATION DUES	3,764			1,024
CONFERENCES	2,274	1,250		
MISCELLANEOUS EXPENSES	1,868	1,868		
TOTAL	\$ 76,826	\$ 59,030	\$ 0	\$ 4,788

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3M CO	\$ 160,308	\$ 106,427		\$ 166,213
ABERDEEN EMERGING MARKETS	778,008	778,008		750,193
ACCENTURE PLC	124,390			
ACE LIMITED	98,053			
AFFILIATED MANAGERS GROUP INC	248,129	159,094		216,038
ANHEUSER-BUSCH		104,302		123,280
APACHE CORP	102,869	102,869		112,840
APPLE INC	324,508	324,508		445,518
BAXTER INTL INC		103,050		109,185
BERKSHIRE HATHAWAY INC	84,317	237,990		357,559
BHP BILLITON LIMITED - ADR	131,958	131,958		126,972
BRISTO MYERS SQUIBB	111,589	67,012		145,762
CAPITAL ONE FINANCIAL CORP	101,328	124,689		196,574
CELANESE CORP	104,831	104,831		132,075
CHEVRON CORP	54,142	54,142		213,384
CISCO SYSTEMS INC	209,150	209,150		231,100
CME GROUP INCE	166,800	173,596		217,153
COACH INC	173,567	184,401		142,880
COCA COLA	124,791	124,791		151,739
COMCAST CORP	129,248	129,248		274,328
COMPANHIA DE BEBIDAS DAS AMERICAN	98,071			

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
COSTCO WHOLESALE	\$ 131,169	\$ 72,513		\$ 93,122
CUMMINS INC		216,218		241,360
CVS/CAREMARK CORP	129,114	129,114		209,797
DREYFUS EMERGING MARKETS	574,854	261,187		250,735
EATON CORP PLC	146,769	146,769		188,864
EATON VANCE FLOATING RATE	243,966	582,932		589,063
EXXON MOBIL CORP	78,485	78,485		230,423
FACEBOOK INC		194,282		168,879
FIDELITY ADVISORS EMERGING MARKETS	547,656	241,806		258,624
GENERAL ELECTRIC	9,071	6,865		150,584
GILEAD SCIENCES INC	123,789	89,554		342,216
GOOGLE INCCL A	114,255	79,843		123,022
GOOGLE INC CL C		79,588		121,132
HOME DEPOT	41,345	34,444		222,230
HSBC - ADR		141,175		133,432
INTEL CORP	97,428			
INTERCONTINENTAL EXCHANGE	109,447			
INTERNATIONAL BUSINESS MACHS CORP	74,793			
ISHARES INC MSCI PACIFIC EX-JAPAN	671,280			
ISHARES MSCI EMERGING MARKETS	606,317	606,317		664,380
ISHARES RUSSELL 2000 GROWTH INDEX	395,083	395,083		756,467
ISHARES RUSSELL 2000 VALUE INDEX	454,279	454,279		724,889
ISHARES RUSSELL MIDCAP GROWTH	464,900	464,900		783,408
ISHARES RUSSELL MIDCAP VALUE	493,848	493,848		786,714
INVESCO INTERNATIONAL GROWTH FUND	674,262	674,262		880,160
JOHCM INTERNATIONAL SELECT FUND		850,000		843,465
JOHNSON & JOHNSON	118,985			
JOHNSON CONTROLS	171,921	112,677		196,133
JPMORGAN CHASE	196,088	196,088		288,297
MCDONALDS CORP	84,394			
MCKESSON CORP	123,910	123,910		203,028
MICROSOFT CORP		123,830		146,450
MONSTER BEVERAGE CORP	110,526	110,526		149,990
NESTLE SA REGISTERED SHARES - ADR	83,770	83,770		92,616
ORACLE CORPORATION	116,347	116,347		164,133
PIMCO FOREIGN BOND	116,622	116,622		119,849
PIMCO FOREIGN BOND (UNHEDGED)	129,273	129,273		118,840

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PIMCO HIGH YIELD FUND	\$ 904,813	\$ 567,317		\$ 602,199
PROCTER & GAMBLE CO	118,096	107,966		147,352
QUALCOMM INC	124,820	124,820		196,775
RIDGEWORTH SEIX FLOATING RATE HIGH		592,000		591,346
SCHLUMBERGER LTD	80,936	80,936		253,875
SPDR S&P MIDCAP	205,314	205,314		513,427
TARGET CORP	78,609	178,782		241,134
TEMPLETON FRONTIER MARKETS FUND	258,000	258,000		285,763
THERMO FISHER SCIENTIFIC INC	112,306	112,306		171,000
TOTAL S.A. - ADR	97,944	97,944		149,604
TRAVELERS COMPANIES	152,075	143,168		298,461
TWEEDY BROWNE FD INC	638,180	685,131		897,443
UNION PACIFIC CORP	223,385	223,385		380,860
UNITED TECHNOLOGIES CORP	90,211	64,524		212,402
UNITEDHEALTH GROUP INC	91,118	116,210		210,862
US BANCORP DEL NEW	171,678	171,678		221,028
VISA INC CL A		189,933		172,219
WALT DISNEY CO	138,766	215,025		323,311
WASATCH EMERGING MARKETS	387,000			
TOTAL	\$ 14,633,254	\$ 14,761,012		\$ 20,224,156

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100,000 3M 4.375% 08/15/13	\$ 106,177	\$		\$
100,000 AIG 5.6%, 10/18/2016	102,095	102,095		110,659
100,000 AMERICAN EXP 5.5%, 9/12/2016	101,782	101,782		110,515
100,000 ASTRAZENECA 5.9% 09/15/2017	107,000	107,000		114,710
100,000 BB&T CORP 3.95%, 4/29/2016	105,150	105,150		106,210
100,000 BOTTLING GRP 4.125% 06/15/15	104,084	104,084		103,990
100,000 BRISTOL-MYERS 5.45%, 5/1/18	113,132			
100,000 BURLINGTON N SANTA FE	111,300	111,300		106,910
100,000 CISCO SYSTEMS, 4.95% 2/15/19	108,874	108,874		112,885

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100,000 CITIGROUP INC 5.5% 2/15/2017	\$ 100,393	\$ 100,393		\$ 110,370
100,000 COMCAST 4.95%, 6/15/2016	109,347	109,347		108,651
100,000 COSTCO WH 5.5% 3/15/2017	101,097	101,097		112,468
100,000 CVS CORP 4.875%, 9/15/2014	109,625	109,625		101,543
100,000 DEUTSCHE BANK 6%, 9/1/2017	109,261	115,621		113,852
100,000 DOW CHEMICAL	113,651	109,261		105,648
100,000 ECOLAB INC	107,353	113,651		108,835
100,000 EI DUPONT 4.75 03/15/15	107,689	107,353		103,675
100,000 ELI LILLY & CO	101,798	101,798		103,490
100,000 EMERSON EL 4.125 04/15/15	112,063	112,063		108,034
100,000 ENSCO PLC	101,536	101,536		104,795
100,000 EXPRESS SCRIPTS 3.12%, 5/15/	108,895			
100,000 GENERAL ELEC CP 5.4% 9/20/13	111,440	111,440		105,588
100,000 HERSHEY 4.85%, 8/15/2015		112,189		113,206
100,000 HEWLETT-PACKARD, 5.5% 3/1/18	106,990	106,990		108,932
100,000 HONEYWELL 5.4 03/15/16	108,325	108,325		103,500
100,000 JP MORGAN CHASE	113,907	113,907		108,250
100,000 KELLOGG CO	103,293	103,293		102,910
100,000 LOCKHEED MARTIN	114,034	114,034		113,328
100,000 MCDONALD'S COR 5.35% 3/1/18	109,931	109,931		103,644
100,000 MERCK & CO INC		107,587		106,194
100,000 MERILL LYNCH, 5.30%, 9/30/15	109,817	109,817		112,075
100,000 MONSANTO CO	103,590			
100,000 NOVARTIS CAPITAL	99,383	99,383		106,802
100,000 OCCIDENTAL PET 4.125 06/01/1	101,441	101,441		100,395
100,000 OMNICOM GROUP	104,450	104,450		107,865
100,000 ORACLE 5.25 01/15/16	101,917	101,917		112,674
100,000 PEPSCO 5 06/01/18	101,162			
100,000 PITNEY BOWES 5.00 03/15/2015	110,930	110,930		100,496
100,000 PNC FUNDING		116,290		115,203
100,000 PRUDENTIAL FINANCIAL INC	100,570	100,570		103,357
100,000 RIO TINTO FIN				
100,000 SHELL INT'L	99,274	99,274		114,249
100,000 STATOILHYDRO 5.25% 04/15/19	102,315			
100,000 TARGET 4.00% 06/15/13	102,530	102,530		102,788
100,000 TEVA PHARMA	101,028			
100,000 UNILEVER 3.65% 02/15/14				

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100,000 US BANCORP	\$ 107,583	\$ 107,583		\$ 100,131
100,000 WEATHERFORD INTL	102,750	102,750		105,469
100,000 GLAXOSMKL 4.375 04/15/14	103,395			
26,000 CONOCOPHILLIPS 4.75%, 2/1/14	26,524			
TOTAL	<u>\$ 4,795,887</u>	<u>\$ 4,166,661</u>		<u>\$ 4,194,296</u>

84-6081879

Federal Statements

FYE: 4/30/2014

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

Description	Beginning of Year	End of Year	Fair Market Value
MINERAL PROPERTIES	\$ 1,195,497	\$ 1,195,497	\$ 14,000,572
DEPLETION	-1,192,637	-1,195,497	
TOTAL	\$ 2,860	\$ 0	\$ 14,000,572

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

Description	Amount
OTHER TIMING DIFFERENCES	\$ 1,323
TOTAL	\$ 1,323

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

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

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

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

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

Description
LETTER

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

Description
NONE

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

Description
QUALIFIED ORGANIZATION MAINLY FOR EDUCATION AND MEDICAL PURPOSES.

Hill Foundation 0101562400

EIN: 84-6081879

2013 Grants Attachment - Tax Year Ended April 30, 2014

Organization Name	Amount Granted	Purpose of Grant
Work Options for Women aka WOW	\$12,500.00	For general operating expenses to continue our culinary job-training program
Metro CareRing	\$12,500.00	To support our efforts to eliminate hunger & provide self-sufficiency resources to food-insecure and/or low-income individuals & families in metro Denver.
Girls Incorporated of Metro Denver	\$5,000.00	For general operating support for our fiscal year 2013 (9/1/12-8/31/13)
Gathering Place	\$10,000.00	For general operating support to continue our Basic & Emergency Services & Personal Growth & Learning programs
Legal Center for People with Disabilities and Older People	\$15,000.00	To continue to provide legal representation and advice, telephone support, outreach & education and referral as appropriate for people with disabilities
Florence Crittenton Services of Colorado	\$10,000.00	A general operating support grant would provide momentum to a strong, proven model that helps teen mothers graduate high school, raise healthy children & achieve self-sufficiency
Planned Parenthood of the Rocky Mountains	\$5,000.00	For support of our Responsible Sex Education Institute programs
Rocky Mountain Public Broadcasting Network, Inc aka RMPBS	\$12,500.00	For general operating support ensuring that quality educational & arts programming is available
Warren Village	\$10,000.00	For providing safe & affordable transitional housing to low-income families, helping adults gain life-mgmt skills & providing quality early care & education to at risk children
ACTS Resource Center Inc	\$5,000.00	For general operating support in helping people meet basic needs & teaching life & work readiness skills for long-term self-sufficiency.
Escuela de Guadalupe	\$10,000.00	For support of the Escuela Scholarship Fund which makes high quality, private education financially accessible to low-income Denver children
Denver Urban Ministries	\$5,000.00	To prevent eviction for up to 10 families living in metro Denver
Bayaud Enterprises	\$20,000.00	For general operating expenses to continue to serve & enhance economic self-sufficiency & quality of life through job training, job placement, community resource navigation & shelter
Food Bank of the Rockies	\$10,000.00	To partially fund our general expenses in Fighting Hunger, Feeding Hope, and our central food distribution program
American Indian College Fund	\$10,000.00	For the scholarship program to provide financial assistance to CO American Indians pursuing their degrees at both tribal colleges or mainstream universities
American Lung Association of Colorado	\$7,500.00	For continued support of Champ Camp, CO's only weeklong residential asthma education program
Audio Information Network of Colorado	\$3,500.00	To provide unduplicated audio information & services to blind, visually impaired & print disabled individuals of all ages in CO
Central City Opera House Association	\$50,000.00	For increased support of the Summer Festival & educational outreach efforts
Colorado Alliance for Drug Endangered Children	\$5,000.00	For general operating support to help support the health, recovery & well being of families & children affected by substance use
Denver Children's Advocacy Center	\$10,000.00	For general operating expenses to continue providing treatment & prevention services at no cost
Denver Academy Inc	\$20,000.00	For our Tuition Assistance Program
Curious Theatre Company	\$5,000.00	To support our 2012-2013 season in the following areas: mainstage productions, education programming & audience enrichment activities
ArtReach	\$5,000.00	To help sustain ArtReach's operations in the 2012-2013 season
Karis Community	\$7,500.00	For continued support of our Empowerment Program which helps residents learn coping skills & life skills that promote dignity & greater independence
La Puente Home Incorporated	\$15,000.00	For operating support to help our community provide vital emergency services for the homeless, the poor & the vulnerable families & individuals in the San Luis Valley
Longmont Meals on Wheels Inc	\$4,000.00	For general operating support to deliver nutritional meals to our frail, elderly & disabled clients
Mental Health America of Colorado	\$12,500.00	To help us sustain & grow our Pro Bono Counseling & Referral Program for uninsured and low-income individuals & families throughout Colorado
Hospice Inc of Larimer County aka Pathways Hospice	\$10,000.00	Pathways Hospice, (aka Hospice of Larimer County) requested grant will enable us to provide charity hospice care to patients with terminal diagnosis
Peak Vista Community Health Centers Foundation	\$10,000.00	For support of our Homeless Health Program for fiscal year 2013
Sewall Child Development Center Inc	\$7,500.00	For renewed support of our general operations so we may continue to ensure that ALL of Denver's children have a strong start in school
SET of Colorado Springs	\$5,000.00	For general operation support for the SET Family Medical Clinic and Homeless Clinic
HospiceCare of Boulder and Broomfield Counties	\$5,000.00	To help cover expenses of uninsured terminally ill patients & their families who are referred to TRU Community Care (aka HospiceCare of Boulder & Broomfield Counties)
Caring Ministries of Morgan County	\$5,000.00	For general operating support allowing us to continue to give necessary assistance to those in need in Morgan county
Voices For Children, Inc	\$5,000.00	This grant would allow us to provide CASA volunteers for five children in 2013
Sacred Heart Catholic Church	\$5,000.00	To support emergency services for at least 2,700 low income & homeless families with children through our Emergency Assistance Program
Adam's Camp	\$5,000.00	For general operating support for our therapy & our ability to assist needy families through scholarship funds
Breckenridge Outdoor Education Center	\$7,500.00	To help with general operating support and our summer retreat programs including two Parkinson's retreats & several Survivors' Ascent programs for victims of rape, incest & domestic violence
Boulder Outreach for Homeless Overflow	\$5,000.00	For general operating costs, providing the critical functions that undergird the Emergency Warming Center program for Boulder's homeless

Hill Foundation 0101562400

EIN: 84-6081879

2013 Grants Attachment - Tax Year Ended April 30, 2014

Organization Name	Amount	Purpose of Grant
Boulder County Aids Project	\$5,000.00	For general operating funding to help continue a vital need for the care & prevention of this devastating disease
Book Trust	\$5,000.00	To help us empower 1,428 low-income students to choose & own over 4,000 books in participating Book Trust schools
American Diabetes Association Colorado Area	\$10,000.00	To help fund the 2013-2014 process to recruit & retain promotoras (community health workers), administer the program & help cover the cost of materials
America SCORES Denver	\$5,000.00	To help us serve 320 8-12 year olds in the Denver public elementary schools with academic support & health and wellness activities
Alternatives to Violence, Inc	\$5,000.00	To support our efforts to expand our Child & Adolescent Program which helps us meet the needs of vulnerable children in the community
Emergency Family Assistance Association	\$5,000.00	For general operating expenses which would help us continue providing basic needs, emergency/transitional shelter & comprehensive casework services
Denver Hospice aka Hospice of Denver	\$15,000.00	For program support for the Denver Hospice Grief Center allowing us to continue to deliver comprehensive grief care to those in need & to expand our program offerings
Sangre de Cristo Center for Youth	\$7,500.00	To support our "Best Practice" programs in a wide variety of settings from the classroom to the outdoors giving, youth a full opportunity to expand their horizons
The Colorado Center for the Blind	\$7,500.00	The funding of this grant will allow us to provide services to a wider spectrum of individuals
The Home Front Cares	\$5,000.00	For a general operating grant to support our programs providing emergency & responsive support & grants to CO's service members, veterans & their families impacted by deployment
The Senior Hub, Inc	\$5,000.00	For general operating support of The Senior Hub, Inc
Saint John's Cathedral	\$5,000.00	For the hiring of a parish nurse
Howard Dental Center	\$15,000.00	For our 2013 operational support as we launch our new Integrated Care Initiative
Rocky Mountain Victim Law Center	\$5,000.00	To support various expenses of our organization including the partial salary of our Legal Director, for general operating costs such as rent and filing costs associated with filing motions on behalf of our clients
Sister Carmen Community Center	\$5,000.00	The grant will be used for general operating support to meet the increased demand for services
There With Care	\$5,000.00	To support our general operating expenses which allow us to provide services to families going through a medical crisis
Women's Crisis and Family Outreach Center	\$17,500.00	For programmatic support to continue success at providing prevention initiatives and helping victims attain long-term safety, health & independence
Boys & Girls Club La Plata County	\$5,000.00	To support academic success, promote character & citizenship & encourage healthy lifestyles for our Club members
All Points Transit f/k/a Montrose County Senior Citizens Transit Adoption Exchange	\$5,000.00	To address the continuing transportation demand for senior citizens & persons with disabilities within Delta, Montrose & San Miguel counties
Learning Ally, Inc f/k/a Recording for the Blind and Dyslexic	\$10,000.00	To support the Colorado Family Recruitment Program connecting children in foster care with permanent families
Alzheimer's Assoc Colorado Chapter Inc	\$10,000.00	To help Learning Ally (f/k/a Recording for the Blind & Dyslexic) provide innovative educational solutions & services to students who struggle w/ blindness, visual impairments & other disabilities
American Council of the Blind of Colorado	\$10,000.00	To provide access to the 24 hour helpline statewide for those with Alzheimer's disease, family members, care givers & the public
Mt Casa Resource Center	\$10,000.00	For general operating support to help our efforts to ensure that blind & low-vision individuals lead healthy, safe, independent lives
Penrock Center for Counseling	\$5,000.00	For general operating funds to support the program costs of the agency's Career, Business and Youth & Family Development programs
Doctors Care	\$5,000.00	To support our mental health services to the uninsured, underinsured and low income residents of the northeast metro Denver area
Rocky Mountain Youth Medical and Nursing Consultants, Inc	\$10,000.00	To provide access to quality, affordable health care services to the medically underserved in South Metro Denver
Project Wise a Women's Initiative for Service and Empowerment	\$5,000.00	To support our three main pediatric healthcare clinics, located in Denver, Thornton & Aurora, and our 20 satellite clinics
Needlerock Family Health Clinic	\$5,000.00	For general operating support to meet our goal for 2013 of serving over 300 low income women to help them achieve self-sufficiency
El Comite de Longmont	\$10,000.00	To help with this year's flu vaccines & immunizations & to purchase items to furnish the newly built health clinic
Denver Art Museum Inc	\$8,000.00	To support our efforts to expand the impact of county health & safety net services, contribute to educational advancement of our Latino residents & help create a bright future for our families
Catholic Charities of Central Colorado	\$15,000.00	For support of the Native Arts Artist in Residence program
Brothers Redevelopment Inc	\$5,000.00	For our Family Immigration Services program in support of it's English as a 2nd language program to help vulnerable immigrant families
Rape Assistance and Awareness Program	\$10,000.00	This grant will allow us to serve 5 to 6 qualified homeowners with limited income, at a per job average cost of \$1,990, for repairs & modifications helping them to live independently.
Boy Scouts of America (Rocky Mountain Council)	\$10,000.00	To directly support our expanded prevention education & outreach programs & assist in creating safe communities
Community Health Services	\$2,500.00	Funds will be used to reach out to the growing Hispanic & Latino American population through our Scouting, Es Papa Me! Initiative
Sacred Heart House of Denver	\$10,000.00	To support the direct health care services provided at six health clinics serving children & youth in Adams County
Third Way Center, Inc	\$12,000.00	To help provide our continuum of services to homeless mothers with children & single women through our In-House Stabilization, Follow-Up & Transitional Housing Programs
	\$10,000.00	For general operating expenses for 2013 to continue to operate successful treatment & education programs in CO

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EIN: 84-6081879

2013 Grants Attachment - Tax Year Ended April 30, 2014

organizationname	AmtGranted	PurposeOfGrant
Colorado Farm To Table, Inc	\$5,000 00	Funds to assist with general farm operating expenses related to planting, nurturing & harvesting 100,000 pounds of produce & increased operating expenses
Senior Services Solutions Plus	\$5,000 00	For general operating expenses & our ongoing project of providing free transportation to medical & dental appointments, outpatient surgeries, etc in Canon City & out of town appointments to CO Springs & Pueblo
Save Our Youth	\$7,500 00	To continue helping us provide one-on-one mentoring & year round educational support services to over 400 at-risk youth in metro Denver
National Sports Center for the Disabled	\$10,000 00	For general operating support to continue to create opportunities for people with disabilities, helping them identify & achieve goals leading to greater success in personal endeavors
Boulder Community Housing Corporation - Family Self-Suffice	\$5,000 00	To support our Family Self-Sufficiency program helping low income families gain education & job skills to improve their financial situation
Open World Learning	\$7,500 00	For general operating support in providing opportunities for today's youth to learn & grow academically
Big Brothers Big Sisters of Colorado	\$10,000 00	For general operating support to help us provide one-to-one mentoring for youth facing adversity in CO
Arapahoe House	\$10,000 00	For continued support of our Aspen Center for Women program which allowed us to serve 60 women & 20 children in 2012
Regis Jesuit High School	\$17,000 00	To help with the increase of financial aid to students allowing us to offer the many benefits of a Regis Jesuit education to students who would otherwise not be able to attend
Global Midwife Education Foundation	\$5,000 00	For education & supplying birth attendants in extremely poor & remote areas of Bolivia where infant & maternal mortality rates are 40 times higher than the US
Urban Peak Colorado Springs	\$10,000 00	For the general operations of all Urban Peak CO Springs services including emergency shelter, meals, individualized case management, education & employment services, mental health counseling & medical health services
Project Angel Heart	\$12,500 00	Continued support will enable us to reach our goal of preparing & delivering a record 485,000 meals to 2,200 critically-ill Coloradans in 2013
International Hearing Dog, Inc	\$5,000 00	To assist in the training & placement of hearing dogs, facility upkeep & the daily operations of the hearing dog training program
Ignite Adaptive Sports aka Disabled Sports USA	\$5,000 00	For general operating support of Ignite's work to provide integrated recreational opportunities for people with disabilities
Habitat for Humanity of Colorado	\$15,000 00	For support of our general operating expenses, which in turn helps to sustain & fund Habitat building projects statewide
ForeSight Ski Guides	\$10,000 00	To continue helping us reach more visually impaired persons (VIPs) who need our services through this year's ski season.
Fostering Hope Foundation	\$10,000 00	To sustain our work & meet the challenge created by El Paso County DHS to move more children from residential care to familial settings & to adoption
Denver Santa Claus Shop, Inc	\$5,000 00	Funds requested to purchase toys for children that may not otherwise have a toy under the tree at Christmas this year
Colorado School of Mines Foundation, Inc.	\$10,000 00	To provide scholarships for low-income students who are pursuing an engineering education
Care and Share Inc	\$10,000 00	For support of our Children's Nutrition Initiative which provides food to nearly 7000 children
Christian Healing Network Mission Medical Clinic	\$10,000 00	For our general operating expenses for our Colorado Springs services treating & stabilizing patients with chronic disease
Big Brothers Big Sisters of Southwest Colorado	\$7,500 00	To support our overall organization which serves children in La Plata & Archuleta counties including our school-based mentoring program, our community-based programs & our new High School Bigs, peer-to-peer mentoring
Delores Project	\$10,000 00	To help support our Steps to Stability program, providing support services & access to longer-term shelter for those women who are ready to end their homelessness
Natl Fdn of Dentistry for Handicapped - Dental Lifeline Netwot	\$8,500 00	For support of our Colorado Donated Dental Services program
Colorado Health Network dba Colorado AIDS Project	\$10,000 00	To allow us to continue offering HIV prevention & care services through our Denver CO AIDS Project regional office
Opera Colorado	\$15,000 00	To support the Education & Community Engagement Department of Opera Colorado
Physically Handicapped Amateur Musical Actors League, Inc a	\$10,000 00	To help provide professionally-produced live theatre performance opportunities for actors with disabilities
Regis University	\$30,000 00	Support efforts to make a Regis education accessible and affordable for high-achieving students from lower to middle-income families
Prospect Home Care Hospice	\$8,000 00	For clinical care to insure medical access for our uninsured, underinsured & indigent patients
Whiz Kids Tutoring	\$5,000 00	To support our One to One Tutoring, Mentoring & Academic Support program
Attention Inc dba Attention Homes	\$10,000 00	General operations support of life-changing services provided to disadvantaged and at-risk youth in Boulder County
Jeffco Action Center, Inc	\$10,000 00	Support of the Food Rescue Co-Op
Second Chances fka Baby Bud's	\$5,000 00	To enable us to assist more than 400 undereducated, unemployed men & women
Conflict Center	\$7,500 00	Funds will help support TCC's School Program which teaches students to resolve conflict non-violently & build stronger relationships
Colorado Vincentian Volunteers	\$5,000 00	To help support the program costs (room & board, monthly stipend, health insurance, orientation, retreats & evaluations, transportation, staff support) for 6 of our volunteers working in education
Colorado Homeless Families	\$10,000 00	To provide support services to families living in our transitional housing program.
CASA of Adams & Broomfield Counties	\$5,000 00	To support our Court Appointed Special Advocate program that focuses on Human Services
Bennie E. Goodwin After School Academic Program	\$5,000 00	For general operating support for the 150 or more youth & 80 parents we will reach through our academic & parenting programming
9Health Services, Inc dba 9Health Fair	\$12,500 00	To replace aging inventory, underwrite the purchase of team t-shirts, support of Youth Advisory Counsel, and to implement a children's cardiovascular risk screening in partnership with Heart Smart Kids

Hill Foundation 0101562400

EIN: 84-6081879

2013 Grants Attachment - Tax Year Ended April 30, 2014

Organization Name	Amt/Granted	Purpose of Grant
Goodwill Industries of Denver	\$7,500.00	To again support Goodwill's Youth Career Development Programs.
Metro Crisis Services	\$15,000.00	To allow Metro Crisis Services to maintain one full time Research Directory Specialist as well as partially fund one of our new Regional Coordinators for a 12 month period of time.
Cheyenne Village Inc.	\$5,000.00	For general operating expenses to help provide services to individuals with developmental disabilities helping them obtain & maintain successful community living & give them the tools needed to create independence
Colorado Meth Project, Inc	\$10,000.00	To help us continue to save lives by surrounding our young people with a pervasive, proven Meth prevention program
Hope Communities Inc	\$7,500.00	For general operating support and to support Hope's Affordable Housing, Development & Resident Programs & Services program that provide services to approximately 312 households (representing more than 1,000 individuals) across metro-Denver each year
Reach Out and Read Colorado	\$5,000.00	For general operating support which will continue to advance our efforts statewide to provide high-impact, low-cost programs for tens of thousands of children
YouthBiz, Inc	\$5,000.00	For general operating costs of our work including salaries, benefits & professional development, supplies & facility maintenance. These investments allow us to provide our programming at no cost to our participants
Jewish Family Service of Colorado	\$10,000.00	For continued support of our Hearts & Hands Homemaker Program, providing frequent, repeated & affordable homemaker services to anyone who is living with HIV-AIDS
One Nation Walking Together	\$5,000.00	For general operating support, specifically targeting our seven programs-Family Services, Education, Empty Basket, Medical, Building Supplies & Project Pride
Lighthouse Writers Workshop	\$2,500.00	For continued support of our Bounceback A Writing Mentorship for At-Risk Youth to continue work with young people in juvenile placement centers, or foster homes in the Denver metro area
Manycrest Assisted Living	\$20,000.00	For continued funding assistance of our Resident Wellness program which helps us assure that residents have access to health care
Longs Peak Council, Boy Scouts of America	\$3,000.00	To provide greater opportunities to low income & ethnic minority young people & their families through the Scouting program, including camp registration fees, participation in programs & supplies
Tu Casa Inc	\$10,000.00	Support of the Children's Advocacy Center of the San Luis Valley ensuring that child abuse victims in the 6 rural counties of the region are not revictimized by the systems designed to protect them
Butterfly Pavilion	\$5,000.00	To support the Butterfly Pavilion Scholarship Program, bringing science education to under-served, low-income students & families
Arvada Center	\$5,000.00	For support of our 2014 Accessibility Program at the Arvada Center
Volunteers of America	\$15,000.00	To provide shelter & supportive services to families & individuals who are homeless & women & their children experiencing domestic violence with the goal of moving them onto a life of independence & self-sufficiency
Assistance League of Denver	\$4,000.00	For the Hospital Equipment Lending Program of Assistance League which provides equipment to 1,500 to 2,000 people in need
Life Inter-Faith Team on Unemployment & Poverty LIFT-UP	\$10,000.00	For general operating support for our emergency food and basic assistance program which will help to serve 100 % of clients with food & basic needs assistance, promoting self-sufficiency in Garfield & Pitkin Counties
City WILD	\$5,000.00	To help fund our year-round Leadership Development Program, a comprehensive, tuition-free program that includes an After School Component, Weekend Adventures & Expeditions, Support Services & Teen Workforce Readiness Program
Colorado Children's Chorale	\$7,500.00	Funds will be used to plan, implement & evaluate the Education Program activities of the CO Children's Chorale for the 2013-2014 fiscal year
Craig Hospital Foundation	\$20,000.00	To support our programs of excellence, teaching patients & families how to live the fullest, most productive lives possible following a catastrophic injury
Denver Rescue Mission	\$20,000.00	To help pay the cost of restorative dental work for approximately 40 individuals this coming year
EarthLinks, Inc	\$5,000.00	To support our programs that connect homeless adults to a supportive community through the means of a stipended workshop & gardening program, community education & nature trips
Family Home Stead	\$7,500.00	To support the general operations of our Emergency & Transitional Housing Program
High Plains Helping Hands	\$5,000.00	To support our agency's general operating costs & to maintain our food pantry & other client programs
Hilltop Health Svcs Corp	\$10,000.00	For our B4Babies & Beyond program which is the single entry point for prenatal care services in Mesa County
Community Food Share	\$25,000.00	For general operating support to help us continue to meet the growing demands for food assistance in Boulder & Broomfield Counties
Historic Denver Inc dba The Molly Brown House Museum	\$10,000.00	To offer new & innovative programming to all students including Title One schools in the Denver metro area
Denver Film Society	\$5,000.00	The funds will be utilized for programming expenses such as film rental, film shipping & projection equipment
Imagine! Foundation aka Developmental Disabilities Center	\$10,000.00	To support Imagine's Community Calendar Activities program, which extends early intervention services for children aged 0-3 with developmental disabilities and delays into a variety of recreational, educational & fitness activities
South Broadway Christian Church	\$10,000.00	To continue our support of the Sandwich Ministry as it continues to serve those in our neighborhood who are trying to get their lives back together
Rocky Mountain MS Center	\$12,000.00	To continue to provide support to our hydrotherapy program and to KADEP, our community-based day program for young adults with severe disabilities

Hill Foundation 0101562400

EIN: 84-6081879

2013 Grants Attachment - Tax Year Ended April 30, 2014

Organization Name	Amt Granted	Purpose of Grant
Laradon Hall Society for Exceptional Children and Adults	\$20,000 00	For operating support which will enable us to expand the capacity of our programs to provide more participants with the services & supports they need to maximize their potential and be independent
Community Partnership for Child Development	\$10,000 00	For operating support that will help us provide comprehensive early childhood education services for over 1,899 children in El Paso County, CO
Dental Aid Inc	\$5,000 00	To enable us to continue providing subsidized preventative & restorative oral health care & education for low-income, uninsured individuals and families
Dominican Sisters Home Health Agency of Denver Inc	\$10,000 00	To be divided equally between our Wellness Clinics for low income seniors and a Patient Assistance Fund for emergency needs of our in-home patients
Curious Theatre Company	\$5,000 00	To support our 2013-2014 season, including mainstage productions, the Curious New Voices education program and Curious 360 audience & community engagement activities
Arrupe Jesuit High School	\$7,500 00	To help provide tuition assistance for students during the 2013-2014 school year
CASA of the Pikes Peak Region	\$15,000 00	To fund the Dependency & Neglect (D&N) Program & the transition to the Peer Coordinator model
Colorado Coalition for the Homeless	\$15,000 00	For assisting CCH in continuing to develop, implement & evaluate programs that provide a comprehensive approach to creating lasting solutions to homelessness
Girl Scouts of Colorado	\$7,500 00	Funds are requested for general operating support which will help us to provide quality leadership programs to girls across the state.
Maria Droste Services of Colorado, Inc	\$7,500 00	For continued support of our Options program, expanding access to mental health care for uninsured, working-poor members of our community
Metropolitan State University of Denver	\$10,500 00	For renewed support of our Summer Science Institute, offering a two week program for economically disadvantaged middle school students who have shown previous interest in science, technology, engineering & math
Colorado Center on Law & Policy	\$10,000 00	To facilitate & promote collaboration with criminal justice, healthcare, & behavioral health providers at the state & local levels to get criminal justice populations enrolled in health coverage & to provide education & materials for criminal justice, healthcare, behavioral health & community service providers on Medicaid, the ACA & health needs of criminal justice populations
Colorado Ballet	\$7,500 00	Funds requested will be used to support our Education & Outreach programs
Metro Volunteers	\$10,000 00	For general operating which will help to support volunteer & agency recruitment, training & placements of volunteers
National Jewish Medical and Research Center aka National Jewish	\$10,000 00	For continued support of the Morgridge Academy which prepares students to reenter public school by helping them catch up academically & teaching children & their parents how to manage illness
United Day Care Center, Teaching Tree	\$7,500 00	For general operating which enables us to serve a high percentage of low-income families who otherwise could not afford a quality early care & learning program for their young children
Senior Assistance Center	\$15,000 00	To continue support of our "Uplifting the Elderly" program which helps promote the self-sufficiency of all senior citizens in the Denver Metro area
Porter Hospice Foundation - Butterfly Program	\$10,000 00	To help support hospice care for underserved patients at Porter Hospice Our goal is to provide quality end-of-life pain-free care for patients so they may make the most of remaining days
Meals on Wheels of Boulder	\$15,000 00	To help cover the cost of purchasing food for the more than 1,000 meals a month to these clients who cannot pay and to help defray the combined impacts of the flood, price increases & greater need in Boulder
Children's Speech and Reading Center	\$10,000 00	For general operating costs, allowing for money to be used in a number of areas including subsidies for the sliding scale used by low-income families
Sense of Security, Inc	\$10,000 00	To continue help breast cancer patients who are struggling to pay their monthly bills
Senior Support Services, Inc	\$10,000 00	To support the Senior Dinner Project which serves 75 seniors every night, the majority of whom are homeless.
Saint Benedict Health and Healing Ministry	\$10,000 00	For general operating support to help us continue to provide free medical clinics each month in Lafayette, Boulder, & Longmont
Pikes Peak Hospice & Palliative Care, Inc	\$5,000 00	To help support our Charity Care program which supports patient and family care which is not reimbursed through traditional insurance sources
New Genesis Inc	\$10,000 00	For general operating support, funds will be used for the Shelter & Aftercare programs which house single men, single women & parents with children
Association for Community Living	\$12,000 00	For general operating support so we can continue to provide a continuum of education & support services to people with developmental disabilities
Community Housing Partners (FKA Aurora Housing Corporatio	\$10,000 00	To help fund the supportive services provided to families with children who are participating in its transitional housing program
Higher Ground Youth Challenge	\$5,000 00	Funding will support our summer experiential education program and the year-round mentoring program
Guide Dogs for the Blind	\$5,000 00	For continued support enabling GDB to create deep, lasting partnerships between exceptional guide dogs & our visually impaired clients, partnerships that enhance mobility, create a higher level of independence, & provide love, comfort & support that only a guide dog can impart
YWCA of Boulder County	\$5,000 00	For support of our Children's Alley Program, Boulder's only drop-in, temporary childcare center that serves children ages six weeks to 12 years old & offers extended hours
Bat Swan Children's Center	\$10,000 00	Funds will be used to support educational programs & therapy services for children with special needs during the 2013-2014 school year
Boulder Emergency Squad, Inc	\$5,000 00	To purchase additional swift water dive gear used during water rescues

Hill Foundation 0101562400

EIN: 84-6081879

2013 Grants Attachment - Tax Year Ended April 30, 2014

organizationname	AmtGranted	PurposeOfGrant
Children's Museum of Denver, Inc	\$10,000.00	To support our science learning program for low-income, early-elementary school students in Denver & Adams 12 Five Star School Districts, supporting over 1,500 students in 60 elementary school classrooms
Total Grants Paid	\$1,642,500	

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual
funds or CTF's - See Tax Transaction Detail)

5/29/2014 10:22:47

Account Id: 0101562400

HILL, VIRGINIA W. FDN TUA
 Trust Year 5/1/2013 - 4/30/2014

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
008252108	AFFILIATED MANAGERS GROUP INC				0101562400				
Sold		11/18/13	565	113,140 35					
Acq		03/04/13	565	113,140 35	82,466 27	82,466 27	30,674 08	30,674 08	S
Total for 11/18/2013					82,466 27	82,466 27	30,674 08	30,674 08	
008252108	AFFILIATED MANAGERS GROUP INC				0101562400				
Sold		12/02/13	45	9,085 34					
Acq		03/04/13	45	9,085 34	6,568 11	6,568 11	2,517 23	2,517 23	S
Total for 12/2/2013					6,568 11	6,568 11	2,517 23	2,517 23	
110122108	BRISTOL MYERS SQUIBB CO				0101562400				
Sold		11/18/13	700	36,437 37					
Acq		10/22/10	260	13,533 88	7,035 08	7,035 08	6,498 80	6,498 80	L
Acq		06/14/12	440	22,903 49	15,100 80	15,100 80	7,802 69	7,802 69	L
Total for 11/18/2013					22,135 88	22,135 88	14,301 49	14,301 49	
110122108	BRISTOL MYERS SQUIBB CO				0101562400				
Sold		12/02/13	880	45,157 20					
Acq		02/09/09	340	17,447 10	7,829 62	7,829 62	9,617 48	9,617 48	L
Acq		10/22/10	540	27,710 10	14,611 32	14,611 32	13,098 78	13,098 78	L
Total for 12/2/2013					22,440 94	22,440 94	22,716 26	22,716 26	
110122AR9	BRISTOL-MYERS SQUIBB 5 450% 5/01/18				0101562400				
Sold		02/28/14	100000	116,146 00					
Acq		06/14/11	100000	116,146 00	113,132 00	113,132 00	3,014 00	3,014 00	L
Total for 2/28/2014					113,132 00	113,132 00	3,014 00	3,014 00	
20441W203	COMPANHIA DE BEBIDAS-PRF ADR				0101562400				
Sold		07/08/13	3000	109,143 19					
Acq		06/15/11	2265	82,403 11	71,353 84	71,353 84	11,049 27	11,049 27	L
Acq		06/14/12	735	26,740 08	26,717 25	26,717 25	22 83	22 83	L
Total for 7/8/2013					98,071 09	98,071 09	11,072 10	11,072 10	
20825CAS3	CONOCOPHILLIPS 4 750% 2/01/14				0101562400				
Sold		02/01/14	26000	26,000 00					
Acq		02/09/09	26000	26,000 00	26,524 16	26,524 16	-524 16	-524 16	L
Total for 2/1/2014					26,524 16	26,524 16	-524 16	-524 16	
22160K105	COSTCO WHOLESALE CORP				0101562400				
Sold		12/02/13	650	80,822 58					
Acq		03/30/12	650	80,822 58	58,656 00	58,656 00	22,166 58	22,166 58	L
Total for 12/2/2013					58,656 00	58,656 00	22,166 58	22,166 58	
261980494	DREYFUS EMG MKT DEBT LOC C-I 6083				0101562400				
Sold		11/18/13	20696 836	293,274 16					
Acq		08/25/11	17224 794	244,075 33	260,266 64	260,266 64	-16,191 31	-16,191 31	L
Acq		02/28/13	3472 042	49,198 83	53,400 00	53,400 00	-4,201 17	-4,201 17	S
Total for 11/18/2013					313,666 64	313,666 64	-20,392 48	-20,392 48	

Wells Fargo

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Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual
funds or CTF's - See Tax Transaction Detail)

5/29/2014 10:22:47

Account Id: 0101562400

HILL, VIRGINIA W. FDN TUA
Trust Year 5/1/2013 - 4/30/2014

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
315920702	FID ADV EMER MKTS INC- CL I 607				0101562400				
Sold		11/20/13	21461 078	287,578 45					
Acq		05/04/10	2263 754	30,334 30	29,292 98	29,292 98	1,041 32	1,041 32	L
Acq		02/28/13	4129 667	55,337 54	60,830 00	60,830 00	-5,492 46	-5,492 46	S
Acq		09/27/12	6887 238	92,288 99	102,000 00	102,000 00	-9,711 01	-9,711 01	L
Acq		03/30/12	8116 547	108,761 73	112,901 17	112,901 17	-4,139 44	-4,139 44	L
Acq		05/04/10	63 872	855 88	826 50	826 50	29 38	29 38	L
Total for 11/20/2013					305,850 65	305,850 65	-18,272 20	-18,272 20	
369604103	GENERAL ELECTRIC CO				0101562400				
Sold		12/02/13	1800	47,898 06					
Acq		07/13/73	1800	47,898 06	2,206 45	2,206 45	45,691 61	45,691 61	L
Total for 12/2/2013					2,206 45	2,206 45	45,691 61	45,691 61	
36962G3F9	GENERAL ELEC CAP COR 5 400% 9/20/13				0101562400				
Sold		09/20/13	100000	100,000 00					
Acq		05/03/11	100000	100,000 00	108,895 00	108,895 00	-8,895 00	-8,895 00	L
Total for 9/20/2013					108,895 00	108,895 00	-8,895 00	-8,895 00	
375558103	GILEAD SCIENCES INC				0101562400				
Sold		11/18/13	1500	103,758 14					
Acq		06/14/12	460	31,819 16	11,341 30	11,341 30	20,477 86	20,477 86	L
Acq		11/01/11	640	44,270 14	13,145 60	13,145 60	31,124 54	31,124 54	L
Acq		03/30/12	400	27,668 84	9,748 00	9,748 00	17,920 84	17,920 84	L
Total for 11/18/2013					34,234 90	34,234 90	69,523 24	69,523 24	
377372AA5	GLAXOSMITHKLINE CAP 4 375% 4/15/14				0101562400				
Sold		04/15/14	100000	100,000 00					
Acq		04/28/09	100000	100,000 00	103,395 00	103,395 00	-3,395 00	-3,395 00	L
Total for 4/15/2014					103,395 00	103,395 00	-3,395 00	-3,395 00	
437076102	HOME DEPOT INC				0101562400				
Sold		12/02/13	560	44,839 25					
Acq		04/11/97	560	44,839 25	6,901 07	6,901 07	37,938 18	37,938 18	L
Total for 12/2/2013					6,901 07	6,901 07	37,938 18	37,938 18	
458140100	INTEL CORP				0101562400				
Sold		07/08/13	5000	116,148 47					
Acq		10/22/10	485	11,266 40	9,665 18	9,665 18	1,601 22	1,601 22	L
Acq		02/19/97	4400	102,210 65	84,700 00	84,700 00	17,510 65	17,510 65	L
Acq		06/14/12	115	2,671 41	3,062 45	3,062 45	-391 04	-391 04	L
Total for 7/8/2013					97,427 63	97,427 63	18,720 84	18,720 84	
45866F104	INTERCONTINENTALEXCHANGE GROUP INC				0101562400				
Sold		11/18/13	865	176,136 36					
Acq		03/30/12	100	20,362 58	13,600 00	13,600 00	6,762 58	6,762 58	L
Acq		11/01/11	765	155,773 78	95,847 08	95,847 08	59,926 70	59,926 70	L
Total for 11/18/2013					109,447 08	109,447 08	66,689 28	66,689 28	

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HILL, VIRGINIA W. FDN TUA
Trust Year 5/1/2013 - 4/30/2014

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
459200101	INTERNATIONAL BUSINESS MACHS CORP				0101562400				
Sold		02/20/14	785	144,994 83					
Acq		12/19/03	300	55,412 04	27,963 00	27,963 00	27,449 04	27,449 04	L
Acq		04/16/08	85	15,700 08	10,099 55	10,099 55	5,600 53	5,600 53	L
Acq		09/18/03	400	73,882 72	36,730 00	36,730 00	37,152 72	37,152 72	L
Total for 2/20/2014					74,792 55	74,792 55	70,202 28	70,202 28	
464286665	ISHARES INC MSCI PACIFIC EX-JAPAN				0101562400				
Sold		07/08/13	7620	327,252 73					
Acq		02/28/13	3540	152,030 80	176,677 86	176,677 86	-24,647 06	-24,647 06	S
Acq		03/30/12	4080	175,221 93	177,049 15	177,049 15	-1,827 22	-1,827 22	L
Total for 7/8/2013					353,727 01	353,727 01	-26,474 28	-26,474 28	
464286665	ISHARES INC MSCI PACIFIC EX-JAPAN				0101562400				
Sold		02/07/14	7815	350,575 58					
Acq		06/14/12	5625	252,333 67	222,518 81	222,518 81	29,814 86	29,814 86	L
Acq		03/30/12	2190	98,241 91	95,033 74	95,033 74	3,208 17	3,208 17	L
Total for 2/7/2014					317,552 55	317,552 55	33,023 03	33,023 03	
478160104	JOHNSON & JOHNSON				0101562400				
Sold		11/18/13	350	32,990 42					
Acq		11/01/11	160	15,081 33	10,166 40	10,166 40	4,914 93	4,914 93	L
Acq		10/22/10	190	17,909 09	12,117 69	12,117 69	5,791 40	5,791 40	L
Total for 11/18/2013					22,284 09	22,284 09	10,706 33	10,706 33	
478160104	JOHNSON & JOHNSON				0101562400				
Sold		12/02/13	1615	151,887 29					
Acq		11/01/11	340	31,976 27	21,603 60	21,603 60	10,372 67	10,372 67	L
Acq		12/21/01	1275	119,911 02	75,097 50	75,097 50	44,813 52	44,813 52	L
Total for 12/2/2013					96,701 10	96,701 10	55,186 19	55,186 19	
478366107	JOHNSON CONTROLS INC				0101562400				
Sold		11/18/13	1160	57,245 00					
Acq		01/31/13	1160	57,245 00	36,075 19	36,075 19	21,169 81	21,169 81	S
Total for 11/18/2013					36,075 19	36,075 19	21,169 81	21,169 81	
478366107	JOHNSON CONTROLS INC				0101562400				
Sold		12/02/13	745	37,599 49					
Acq		01/31/13	745	37,599 49	23,168 98	23,168 98	14,430 51	14,430 51	S
Total for 12/2/2013					23,168 98	23,168 98	14,430 51	14,430 51	
532457BE7	ELI LILLY & CO	4 200% 3/06/14			0101562400				
Sold		03/06/14	100000	100,000 00					
Acq		04/25/11	100000	100,000 00	107,689 25	107,689 25	-7,689 25	-7,689 25	L
Total for 3/6/2014					107,689 25	107,689 25	-7,689 25	-7,689 25	

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Trust Year 5/1/2013 - 4/30/2014

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Account Id: 0101562400

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
580135101	MCDONALDS CORP								0101562400
Sold		11/18/13	1525	148,959 40					
Acq		04/28/09	1525	148,959 40	84,393 50	84,393 50	64,565 90	64,565 90	L
Total for 11/18/2013					84,393 50	84,393 50	64,565 90	64,565 90	
66989HAA6	NOVARTIS CAPITAL COR 4 125% 2/10/14								0101562400
Sold		02/10/14	100000	100,000 00					
Acq		04/28/09	100000	100,000 00	103,590 00	103,590 00	-3,590 00	-3,590 00	L
Total for 2/10/2014					103,590 00	103,590 00	-3,590 00	-3,590 00	
693390841	PIMCO HIGH YIELD FD-INST 108								0101562400
Sold		07/08/13	36063 83	339,000 00					
Acq		10/22/10	30792 379	289,448 36	288,524 59	288,524 59	923 77	923 77	L
Acq		03/30/12	5271 451	49,551 64	48,971 78	48,971 78	579 86	579 86	L
Total for 7/8/2013					337,496 37	337,496 37	1,503 63	1,503 63	
724479AG5	PITNEY BOWES INC 5 000% 3/15/15								0101562400
Sold		12/30/13	100000	104,303 00					
Acq		05/28/09	100000	104,303 00	101,162 00	101,162 00	3,141 00	3,141 00	L
Total for 12/30/2013					101,162 00	101,162 00	3,141 00	3,141 00	
742718109	PROCTER & GAMBLE CO								0101562400
Sold		12/02/13	165	13,732 71					
Acq		06/14/12	65	5,409 86	4,081 35	4,081 35	1,328 51	1,328 51	L
Acq		02/16/06	100	8,322 85	6,048 50	6,048 50	2,274 35	2,274 35	L
Total for 12/2/2013					10,129 85	10,129 85	3,602 86	3,602 86	
822582AF9	SHELL INTERNATIONAL 4 000% 3/21/14								0101562400
Sold		03/21/14	100000	100,000 00					
Acq		04/25/11	100000	100,000 00	107,006 20	107,006 20	-7,006 20	-7,006 20	L
Total for 3/21/2014					107,006 20	107,006 20	-7,006 20	-7,006 20	
87612EAM8	TARGET CORP 4 000% 6/15/13								0101562400
Sold		06/15/13	100000	100,000 00					
Acq		05/20/09	100000	100,000 00	102,315 00	102,315 00	-2,315 00	-2,315 00	L
Total for 6/15/2013					102,315 00	102,315 00	-2,315 00	-2,315 00	
88579EAE5	3M COMPANY 4 375% 8/15/13								0101562400
Sold		08/15/13	100000	100,000 00					
Acq		05/18/09	100000	100,000 00	106,177 00	106,177 00	-6,177 00	-6,177 00	L
Total for 8/15/2013					106,177 00	106,177 00	-6,177 00	-6,177 00	
88579Y101	3M CO								0101562400
Sold		12/02/13	55	7,128 97					
Acq		11/09/12	55	7,128 97	4,898 30	4,898 30	2,230 67	2,230 67	L
Total for 12/2/2013					4,898 30	4,898 30	2,230 67	2,230 67	

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 Trust Year 5/1/2013 - 4/30/2014

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
88579Y101	3M CO				0101562400				
Sold		02/20/14	550	72,466 80					
Acq		11/09/12	550	72,466 80	48,983 00	48,983 00	23,483 80	23,483 80	L
Total for 2/20/2014					48,983 00	48,983 00	23,483 80	23,483 80	
89417E109	TRAVELERS COS INC				0101562400				
Sold		12/02/13	205	18,332 83					
Acq		02/16/06	205	18,332 83	8,907 25	8,907 25	9,425 58	9,425 58	L
Total for 12/2/2013					8,907 25	8,907 25	9,425 58	9,425 58	
904764AJ6	UNILEVER CAPITAL COR 3 650% 2/15/14				0101562400				
Sold		02/15/14	100000	100,000 00					
Acq		05/22/09	100000	100,000 00	101,028 00	101,028 00	-1,028 00	-1,028 00	L
Total for 2/15/2014					101,028 00	101,028 00	-1,028 00	-1,028 00	
913017109	UNITED TECHNOLOGIES CORP				0101562400				
Sold		12/02/13	705	77,954 51					
Acq		07/30/01	100	11,057 38	3,658 50	3,658 50	7,398 88	7,398 88	L
Acq		03/19/01	605	66,897 13	22,028 05	22,028 05	44,869 08	44,869 08	L
Total for 12/2/2013					25,686 55	25,686 55	52,267 96	52,267 96	
922042866	VANGUARD PACIFIC ETF				0101562400				
Sold		02/07/14	5790	334,939 88					
Acq		07/08/13	5790	334,939 88	327,725 58	327,725 58	7,214 30	7,214 30	S
Total for 2/7/2014					327,725 58	327,725 58	7,214 30	7,214 30	
936793884	WASATCH EMERGING MKT S/C FD				0101562400				
Sold		02/07/14	134375	337,281 25					
Acq		03/04/13	134375	337,281 25	387,000 00	387,000 00	-49,718 75	-49,718 75	S
Total for 2/7/2014					387,000 00	387,000 00	-49,718 75	-49,718 75	
G1151C101	ACCENTURE PLC				0101562400				
Sold		07/08/13	500	37,264 40					
Acq		06/14/12	215	16,023 69	12,289 40	12,289 40	3,734 29	3,734 29	L
Acq		11/01/11	200	14,905 76	11,514 00	11,514 00	3,391 76	3,391 76	L
Acq		06/15/11	85	6,334 95	4,749 94	4,749 94	1,585 01	1,585 01	L
Total for 7/8/2013					28,553 34	28,553 34	8,711 06	8,711 06	
G1151C101	ACCENTURE PLC				0101562400				
Sold		02/20/14	1715	143,165 87					
Acq		06/15/11	1715	143,165 87	95,837 12	95,837 12	47,328 75	47,328 75	L
Total for 2/20/2014					95,837 12	95,837 12	47,328 75	47,328 75	

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
H0023R105	ACE LIMITED				0101562400				
Sold		09/04/13	1600	141,132 74					
Acq		08/25/11	1600	141,132 74	98,052 64	98,052 64	43,080 10	43,080 10	L
			Total for 9/4/2013		98,052 64	98,052 64	43,080 10	43,080 10	
			Total for Account: 0101562400		4,622,951 29	4,622,951 29	660,821 33	660,821 33	
			Total Proceeds:			Fed	State		
			5,283,772 62		S/T Gain/Loss	-8,053 51	-8,053 51		
					L/T Gain/Loss	668,874 84	668,874 84		