



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

2013

Open to Public Inspection

Department 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.

For calendar year 2013 or tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**

Name of foundation
THOMAS D LOOKABAUGH FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1590 LITTLE RAVEN ST 302

City or town, state or province, country, and ZIP or foreign postal code
DENVER, CO 80202

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)
\$ 1,127,270. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

A Employer identification number
45-3659698

B Telephone number
303-444-2971

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

SCANNED SEP 25 2014 Revenue

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		21,562.	21,562.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		8,826.			
b Gross sales price for all assets on line 6a 29,125.					
7 Capital gain net income (from Part IV, line 2)			8,826.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		30,388.	30,388.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		2,437.			0.
c Other professional fees STMT 3		-1,167.			0.
17 Interest					
18 Taxes STMT 4		5,970.			0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		7,240.	3,158.		0.
25 Contributions, gifts, grants paid		47,401.			47,401.
26 Total expenses and disbursements. Add lines 24 and 25		54,641.	3,158.		47,401.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-24,253.			
b Net investment income (if negative, enter -0-)			27,230.		
c Adjusted net income (if negative, enter -0-)				N/A	

RECEIVED
 SEP 25 2014
 OGDEN, UT
 IRS-OSC

159

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	23,872.	8,687.	8,687.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	STMT 5	912,255.	903,187.	1,118,583.
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		936,127.	911,874.	1,127,270.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	936,127.	936,127.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	-24,253.	
30 Total net assets or fund balances	936,127.	911,874.		
31 Total liabilities and net assets/fund balances	936,127.	911,874.		

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	936,127.
2 Enter amount from Part I, line 27a	2	-24,253.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	911,874.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	911,874.

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 ISHARES GRW	P		
b ISHARES VALUE	P		
c CIL	P		
d SETTLEMENT	P		
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 14,474.		10,243.	4,231.
b 14,523.		10,056.	4,467.
c 62.			62.
d 66.			66.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			4,231.
b			4,467.
c			62.
d			66.
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	8,826.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	46,225.	988,576.	.046759
2011	44,082.	936,344.	.047079
2010	46,420.	898,108.	.051686
2009	43,411.	932,495.	.046554
2008	58,318.	876,056.	.066569

2 Total of line 1, column (d)	2	.258647
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	.051729
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,064,745.
5 Multiply line 4 by line 3	5	55,078.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	272.
7 Add lines 5 and 6	7	55,350.
8 Enter qualifying distributions from Part XII, line 4	8	47,401.

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)

Table with 11 rows for excise tax calculations. Includes sub-tables for credits (6a-6d) and a total of 1,495.00 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Includes questions about political campaigns, unrelated business income, and substantial contributors.

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 N/A
14 The books are in care of BROCK AND COMPANY CPA'S PC Telephone no 303-444-2971
Located at 1930 17TH ST, SUITE 200, BOULDER, CO ZIP+4 80302
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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))?
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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)?
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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)?

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?
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?
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
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?
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Table with 3 columns and 4 rows for questions 5b, 6b, and 7b. Includes 'X' marks in the 6b and 7b rows.

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.

Table with 5 columns: (a) Name and address, (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. Includes entry for THOMAS D LOOKABAUGH, PRESIDENT.

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

Table with 5 columns: (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. Includes entry for NONE.

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,055,802.
b	Average of monthly cash balances	1b	25,157.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,080,959.
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	1,080,959.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,214.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,064,745.
6	Minimum investment return. Enter 5% of line 5	6	53,237.

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	53,237.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	545.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	545.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	52,692.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	52,692.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	52,692.

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	47,401.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	47,401.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	47,401.

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				52,692.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			47,401.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 47,401.				
a Applied to 2012, but not more than line 2a			47,401.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				52,692.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

THOMAS D LOOKABAUGH

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.

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

c Any submission deadlines:

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

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				
CO SCHOOL OF MINES 1232 W CAMPUS RD GOLDEN, CO 80401	NONE	PUBLIC	OPERATING COSTS	5,000.
COLORADO PUBLIC RADIO 7409 S ALTON CT CENTENNIAL, CO 80112	NONE	PUBLIC	OPERATING COSTS	4,000.
CORONADO SCHOOL FOUNDATION 201 6TH ST CORONADO, CA 92118	NONE	PUBLIC	OPERATING COSTS	4,000.
DENVER CENTER FOR PERFORMING ARTS 1101 13TH ST DENVER, CO 80204	NONE	PUBLIC	OPERATING COSTS	10,000.
LAMBS PLAYER THEATRE 1142 ORANGE AVE CORONADO, CA 92118	NONE	PUBLIC	OPERATING COSTS	2,000.
Total	SEE CONTINUATION SHEET(S)			47,401.
b Approved for future payment				
NONE				
Total				0.

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... 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...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No [X]

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature], Date: 8/23/17, Title: President. May the IRS discuss this return with the preparer shown below (see Instr)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: DAVID M. TEMPLE, Preparer's signature: [Signature], Date: 8-22-17, Check [] if self-employed, PTIN: P00247304, Firm's name: BROCK AND COMPANY, CPAS, P.C., Firm's EIN: 84-0930288, Firm's address: 1930 17TH STREET, SUITE 200 BOULDER, CO 80302, Phone no: 303-444-2971

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OLD GLOBE THEATRE 1363 OLD GLOBE WAY SAN DIEGO, CA 92101	NONE	PUBLIC	OPERATING COSTS	1,000.
THE GREENWAY FOUNDATION 5299 DTC BLVD GREENWOOD VILLAGE, CO 80111	NONE	PUBLIC	OPERATING COSTS	2,000.
WARREN VILLAGE 1323 GILPIN DENVER, CO 80218	NONE	PUBLIC	OPERATING COSTS	8,000.
ACTION CENTER 8755 W 14TH AVE LAKEWOOD, CO 80215	NONE	PUBLIC	OPERATING COSTS	4,000.
DUMB FRIENDS LEAGUE 2080 S QUEBEC ST DENVER, CO 80231	NONE	PUBLIC	OPERATING COSTS	500.
EPILEPSY FOUNDATION 8301 PROFESSIONAL PL LANDOVER, MD 20785	NONE	PUBLIC	OPERATING COSTS	500.
MONTEREY BAY AQUARIUM 886 CANNERY ROW MONTEREY, CA 93940	NONE	PUBLIC	OPERATING COSTS	1,000.
SAFEHOUSE PROGRESSIVE 835 NORTH ST BOULDER, CO 80304	NONE	PUBLIC	OPERATING COSTS	1,000.
BOULDER SHELTER FOR THE HOMELESS 4869 N BROADWAY BOULDER, CO 80304	NONE	PUBLIC	OPERATING COSTS	1,000.
CYGNET THEATRE 2410 CONGRESS ST SAN DIEGO, CA 92110	NONE	PUBLIC	OPERATING COSTS	1,000.
Total from continuation sheets				22,401.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
MORGAN STANLEY	21,562.	0.	21,562.	21,562.		
TO PART I, LINE 4	21,562.	0.	21,562.	21,562.		

FORM 990-PF	ACCOUNTING FEES				STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING	2,437.	2,437.		0.		
TO FORM 990-PF, PG 1, LN 16B	2,437.	2,437.		0.		

FORM 990-PF	OTHER PROFESSIONAL FEES				STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INVESTMENT FEES	-1,167.	-1,167.		0.		
TO FORM 990-PF, PG 1, LN 16C	-1,167.	-1,167.		0.		

FORM 990-PF	TAXES				STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
EXCISE TAX	4,082.	0.		0.		
FOREIGN TAX	1,888.	1,888.		0.		
TO FORM 990-PF, PG 1, LN 18	5,970.	1,888.		0.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SECURITIES	COST	903,187.	1,118,583.
TOTAL TO FORM 990-PF, PART II, LINE 13		903,187.	1,118,583.



CLIENT STATEMENT | For the Period June 1-30, 2014

Consulting Group Advisor Active Assets Account
164-147506-435

THOMAS D. LOOKABAUGH
FOUNDATION

INTERESTED PARTY COPY

Account Detail

EXCHANGE-TRADED & CLOSED-END FUNDS

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain exchange-traded funds. Please refer to "CG IAR Statuses in Investment Advisory Programs" in the June or December statement (or your first statement, if you have not yet received one in either of those months) for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES MSCI EAFE ETF (EFA) Share Price: \$68.370; CG IAR Status: AL; Next Dividend Payable 07/02/14	11/13/12	1,089,000	\$52.777	\$57,473.72	\$74,454.93	\$16,981.21 LT	\$2,426.00	3.25
ISHARES RUSSELL 1000 GRW ETF (IWF) Share Price: \$90.930; CG IAR Status: AL	11/13/12	1,052,000	64.019	67,347.46	95,658.36	28,310.90 LT	1,226.00	1.28
ISHARES RUSSELL 1000 VALUE ETF (IWD) Share Price: \$101.270; CG IAR Status: AL	11/13/12	964,000	70.320	67,788.38	97,624.28	29,835.90 LT	1,851.00	1.89
ISHARES SP SMALLCAP 600 INDEX (IJR) Share Price: \$112.090; CG IAR Status: AL; Next Dividend Payable 09/20/14	11/13/12	643,000	73.774	47,436.68	72,073.87	24,637.19 LT	790.00	1.09
POWERSHARES DB COMM TRK INC (DBC) Share Price: \$26.580; CG IAR Status: AL	11/13/12	867,000	27.366	23,725.89	23,044.86	(681.03) LT	—	—
VANGUARD DIVIDEND APPRECIATION (VIG) Share Price: \$77.950; Next Dividend Payable 09/20/14	11/13/12	2,664,000	58.296	155,299.74	207,658.80	52,359.06 LT	3,975.00	1.91

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Accrued Interest	Yield %
51.1%	\$419,071.87	\$570,515.10	\$151,443.23 LT	\$10,268.00	\$0.00	1.80%

EXCHANGE-TRADED & CLOSED-END FUNDS

CLIENT STATEMENT | For the Period June 1-30, 2014

Consulting Group Advisor Active Assets Account
164-147506-435

Account Detail

INTERESTED PARTY COPY

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account.

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash, due to but not limited to the following investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account.

"Net Value Increase/(Decrease)" reflects the difference between your total purchases and the sum of the current value of the fund's shares and cash distributions shown. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss, nor should it be used for tax purposes.

Capital Gains Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain mutual funds. Please refer to CG IAR Statuses in Investment Advisory Programs in the June 30 Denominator statement for your first statement, if you have not yet received one in either of the 3 months for a description of these status codes. All status codes represent the opinion of CG IAR and are not representations or guarantees of performance.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
DOUBLELINE TOTAL RETURN 1 (DBLTX)	11/13/12	2,085.075	\$11.390	\$23,749.00	\$22,914.97	\$(834.03) LT		
Purchases		2,085.075		23,749.00	22,914.97	(834.03) LT		
Long Term Reinvestments		62.537		786.01	764.21	(21.80) LT		
Short Term Reinvestments		104.351		1,140.43	1,146.82	6.39 ST		
Total		2,252.063		25,675.44	24,826.00	(855.83) LT	1,270.00	5.11

Total Purchases vs Market Value
Net Value Increase/(Decrease)

Share Price: \$10.990, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest
GATEWAY FUND Y (GTEYX)

11/13/12	883.848	26.370	23,749.00	25,047.00	2,298.00 LT			
Purchases	853.848		23,749.00	26,047.00	2,298.00 LT			
Long Term Reinvestments	13.143		361.64	387.32	25.68 LT			
Short Term Reinvestments	14.659		422.47	432.00	9.53 ST			
Total	911.650		24,533.11	26,866.33	2,323.68 LT	9.53 ST	427.00	1.53

Total Purchases vs Market Value
Net Value Increase/(Decrease)

Share Price: \$29.470, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest
HARBOR INTERNATIONAL INST (HAINX)

11/13/12	984.874	58.380	57,426.94	73,038.25	15,541.31 LT			
Purchases	984.874		57,426.94	73,038.25	15,541.31 LT			
Long Term Reinvestments	20.196		1,237.43	1,497.73	260.30 LT			
Short Term Reinvestments	22.225		1,502.86	1,648.20	145.34 ST			
Total	1,027.295		60,237.23	76,184.20	15,801.61 LT	145.34 ST	1,555.00	2.01

Total Purchases vs Market Value
Net Value Increase/(Decrease)

Share Price: \$74.160, CG IAR Status: FL; Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest

Security Mark at Right



CLIENT STATEMENT | For the Period June 1-30, 2014

Consulting Group Advisor Active Assets Account
164-147506-435

THOMAS D. LOOKABAUGH
FOUNDATION

Account Detail

INTERESTED PARTY COPY

MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
OTHER MUTUAL FUNDS (CONTINUED)								
HARDING LOEVNER EMERG MKTS ADV (HLEMX)								
	11/13/12	634.635	48.650	30,875.00	33,242.18	2,367.18 LT		
Purchases		634.635		30,875.00	33,242.18	2,367.18 LT		
Long Term Reinvestments		46.243		2,224.71	2,422.21	197.50 LT		
Short Term Reinvestments		24.091		1,149.38	1,261.89	112.51 ST		
Total		704.959		34,249.09	36,926.28	2,564.68 LT	284.00	0.76
HARTFORD WORLD BOND 1 (HWDIX)								
Total Purchases vs Market Value				30,875.00	36,926.28			
Net Value Increase/(Decrease)					6,051.28			
Share Price: \$52.380; CG IAR Status: FL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
	11/13/12	2,105.171	10.830	22,799.00	22,714.80	(84.20) LT		
Purchases		2,105.171		22,799.00	22,714.80	(84.20) LT		
Long Term Reinvestments		55.050		591.54	593.99	2.45 LT		
Short Term Reinvestments		38.711		411.75	417.69	5.94 ST		
Total		2,198.932		23,802.29	23,726.48	(81.75) LT	343.00	1.44
MERGER FUND (MERFX)								
Total Purchases vs Market Value				22,799.00	23,726.48			
Net Value Increase/(Decrease)					927.48			
Share Price: \$10.790; CG IAR Status: FL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
	11/13/12	1,503.101	15.800	23,749.00	24,756.07	1,007.07 LT		
Purchases		1,503.101		23,749.00	24,756.07	1,007.07 LT		
Long Term Reinvestments		30.724		484.52	506.02	21.50 LT		
Short Term Reinvestments		37.457		598.93	616.92	17.99 ST		
Total		1,571.282		24,832.45	25,879.01	1,028.57 LT	489.00	1.88
METROPOLITAN WEST TOT RET BD 1 (MWTIX)								
Total Purchases vs Market Value				23,749.00	25,879.01			
Net Value Increase/(Decrease)					2,130.01			
Share Price: \$16.470; CG IAR Status: FL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
	11/13/12	5,291.933	11.110	58,793.37	57,364.55	(1,428.82) LT		
Purchases		5,291.933		58,793.37	57,364.55	(1,428.82) LT		
Long Term Reinvestments		263.816		2,886.50	2,859.77	(26.73) LT H		
Short Term Reinvestments		174.741		1,860.31	1,894.19	33.88 ST		
Total		5,730.490		63,540.18	62,118.51	(1,455.55) LT	1,662.00	2.67

CLIENT STATEMENT | For the Period June 1 - 30, 2014

Consulting Group Advisor Active Assets Account
164-147506-435

THOMAS D. LOOKABAUGH
FOUNDATION

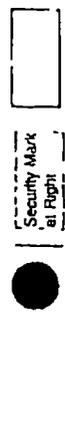
INTERESTED PARTY COPY

Account Detail

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value Net Value Increase/(Decrease)								
<i>Share Price: \$10.840, CG IAR Status, FL Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest, Basis Adjustment Due to Wash Sale: \$12.30</i>								
PARAMETRIC EMERGING MKTS INST (EEMX)	11/13/12	2,178.899	14.159	30,851.28	34,753.44	3,902.16 LT R		
Purchases								
Long Term Reinvestments		2,178.899		30,851.28	34,753.44	3,902.16 LT		
Short Term Reinvestments		32.419		480.80	517.08	36.28 LT		
		24.003		500.86	542.35	41.49 ST		
Total		2,245.321		31,832.94	35,812.87	3,938.44 LT 41.49 ST		
Total Purchases vs Market Value Net Value Increase/(Decrease)								
<i>Share Price: \$15.950, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest</i>								
PIMCO TOTAL RETURN P (PTTPX)	11/13/12	5,039.462	11.000	58,457.76	55,282.90	(3,174.86) LT		
Purchases								
Long Term Reinvestments		5,039.462		58,457.76	55,282.90	(3,174.86) LT		
Short Term Reinvestments		313.118		3,550.99	3,434.90	(116.09) LT H		
		138.550		1,496.49	1,519.89	23.40 ST		
Total		5,491.130		63,505.24	60,237.70	(3,290.95) LT 23.40 ST		2.02
Total Purchases vs Market Value Net Value Increase/(Decrease)								
<i>Share Price: \$10.970, CG IAR Status, FL Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest, Basis Adjustment Due to Wash Sale: \$16.47</i>								
PRUDENTIAL JENNISON NATL RES Z (PNRZX)	11/13/12	527.404	45.030	23,749.00	31,892.12	8,143.12 LT		
Total Purchases vs Market Value Net Value Increase/(Decrease)								
<i>Share Price: \$50.470, CG IAR Status, FL Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest</i>								
THORNBURG INTL VALUE I (TGVI)	11/13/12	2,109.098	26.500	57,497.00	67,304.03	9,807.03 LT		
Purchases								
Long Term Reinvestments		2,109.098		57,497.00	67,304.03	9,807.03 LT		
Short Term Reinvestments		22.268		616.97	690.75	73.78 LT		
		25.231		782.26	782.67	0.41 ST		
Total		2,217.197		58,896.23	68,777.45	9,860.81 LT 0.41 ST		1.14
Total Purchases vs Market Value Net Value Increase/(Decrease)								
<i>Share Price: \$31.020, CG IAR Status, FL Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest</i>								
VANGUARD SH TM INVT GR INV (VFSTX)	11/13/12	4,361.800	10.990	47,500.00	46,976.58	(523.42) LT		



Account Detail

Consulting Group Advisor Active Assets Account
164-147506-435

THOMAS D. LOOKABAUGH
FOUNDATION

INTERESTED PARTY COPY

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Purchases		4,361.800		47,500.00	46,976.58	(523.42) LT		
Long Term Reinvestments		76.022		821.74	818.75	(2.99) LT		
Short Term Reinvestments		87.633		940.29	943.80	3.51 ST		
Total		4,525.455		49,262.03	48,739.15	(526.41) LT	919.00	1.88
Total Purchases vs Market Value				47,500.00	48,739.15			
Net Value Increase/(Decrease)					1,239.15			
Share Price: \$10.770; Enrolled in MS Dividend Reinvestment: Capital Gains Reinvest								
				Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
				\$484,115.23	\$521,986.10	\$37,470.42 LT	\$8,938.00	1.71%
						\$400.39 ST	\$0.00	

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page. For more information about the pricing of Money Market Funds, please see the Expanded Disclosures.

MUTUAL FUNDS

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
100.0%	\$903,187.10	\$1,115,896.75	\$188,913.65 LT	\$19,208.32	1.72%
			\$400.39 ST	\$0.00	

TOTAL MARKET VALUE

\$1,115,896.75

H - Wash sale rules apply to this tax lot. The cost basis and acquisition date (trade date) have been adjusted to account for disallowed loss of a related wash sale transaction. The aggregate amount of the basis adjustment is identified in italics under the Security Description.

R - The cost basis for this tax lot was adjusted due to a reclassification of income.

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

ACTIVITY

INVESTMENT RELATED ACTIVITY

PURCHASES, DIVIDEND REINVESTMENTS, SALES AND REDEMPTIONS

Trade Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)
5/30	5/30	Dividend Reinvestment	METROPOLITAN WEST TOT RET BD I	REINVESTMENT	12.521	\$10.8500	\$(135.85)
5/30	5/30	Dividend Reinvestment	PIMCO TOTAL RETURN P	REINVESTMENT	12.156	10.9500	(133.11)
5/30	5/30	Dividend Reinvestment	DOUPELINE TOTAL RETURN I	REINVESTMENT	8.984	11.0100	(98.91)