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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

**Return of Private Foundation**  
**or Section 4947(a)(1) Trust Treated as Private Foundation**  
 Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.  
 Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052  
**2013**  
**Open to Public Inspection**

**For calendar year 2013, or tax year beginning 12-01-2013, and ending 11-30-2014**

Name of foundation TYL FOUNDATION		<b>A Employer identification number</b> 84-1256356
Number and street (or P O box number if mail is not delivered to street address) 1520 W CANAL COURT	Room/suite	<b>B Telephone number (see instructions)</b> (303) 297-2142
City or town, state or province, country, and ZIP or foreign postal code LITTLETON, CO 80120		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 105,059,601	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	73,476,825			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	48,798	48,798		
	<b>4</b> Dividends and interest from securities	1,617,695	1,617,695		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	47,031,607			
	<b>b</b> Gross sales price for all assets on line 6a 115,689,384				
	<b>7</b> Capital gain net income (from Part IV, line 2)		47,031,607		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	-712	-712			
<b>12 Total.</b> Add lines 1 through 11	122,174,213	48,697,388			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages	5,200			
	<b>15</b> Pension plans, employee benefits	649			
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	37,901	9,475		9,475
	<b>c</b> Other professional fees (attach schedule)	5,366	5,366		
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	1,052,449	2,449		
	<b>19</b> Depreciation (attach schedule) and depletion	22,114			
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications	100			
	<b>23</b> Other expenses (attach schedule)	23,250	20,497		
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	1,147,029	37,787		9,475
	<b>25</b> Contributions, gifts, grants paid	1,197,897			1,197,897
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	2,344,926	37,787		1,207,372	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	119,829,287				
<b>b Net investment income</b> (if negative, enter -0-)		48,659,601			
<b>c Adjusted net income</b> (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .				
	<b>2</b> Savings and temporary cash investments . . . . .	14,563	170,917	170,917	
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	4,063			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ 1,500,000 Less allowance for doubtful accounts ▶ _____	1,675,000	1,500,000	1,500,000	
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .				
	<b>10a</b> Investments—U S and state government obligations (attach schedule)				
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	10,665,582	87,522,671	98,652,162	
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	49,196	52,369	119,379	
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . .				
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
<b>15</b> Other assets (describe ▶ _____)	4,524,089	4,501,975	4,617,143		
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	16,932,493	93,747,932	105,059,601		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .				
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
<b>22</b> Other liabilities (describe ▶ _____)	73	73			
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	73	73			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .	16,932,420	93,747,859		
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .				
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund				
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	16,932,420	93,747,859			
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	16,932,493	93,747,932			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	16,932,420
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	119,829,287
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	136,761,707
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	43,013,848
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	93,747,859

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }	<b>2</b>	47,031,607
<b>3</b>	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		<b>3</b>	

**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 page 18 of 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	1,236,826	16,048,641	0.07707
2011	1,780,987	17,282,186	0.10305
2010	11,945,821	26,737,233	0.44679
2009	736,438	27,310,870	0.02697
2008	626,565	23,437,520	0.02673
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b> 0.68060
<b>3</b>	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		<b>3</b> 0.13612
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		<b>4</b> 83,629,126
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 11,383,680
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 486,596
<b>7</b>	Add lines 5 and 6.		<b>7</b> 11,870,276
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b> 1,207,372

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 page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, and Credits/Payments. Total amount owed is 111,509.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: Did the foundation attempt to influence legislation? Did it spend more than \$100 for political purposes? Did the foundation file Form 1120-POL? Total of 10 questions with Yes/No columns.

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>SPRINKLE &amp; ASSOCIATES LLC</b> Telephone no <b>(303) 297-2121</b> Located at <b>1520 W CANAL CT STE 220 LITTLETON CO</b> ZIP+4 <b>80120</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	<b>15</b>		
<b>16</b>	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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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?	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years <b>20__</b> , <b>20__</b> , <b>20__</b> , <b>20__</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>		<b>No</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20__</b> , <b>20__</b> , <b>20__</b> , <b>20__</b>			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> )	<b>3b</b>		<b>No</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                  Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                  If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                  If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	<b>No</b>
<b>6b</b>	<b>6b</b>	<b>No</b>
<b>7b</b>	<b>7b</b>	<b>No</b>

**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
KYLEE LOURIE 1520 W CANAL CT 220 LITTLETON, CO 80120	SEC, TREAS, DR 1 00	0		
CAROLE MCVANEY 1520 W CANAL CT 220 LITTLETON, CO 80120	PRES, DIR, MGR 2 00	0		
KEVIN E MCVANEY 1520 W CANAL CT 220 LITTLETON, CO 80120	V-P, DIR 1 00	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.

**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
SPRINKLE & ASSOCIATES LLC 1520 WEST CANAL COURT STE 220 LITTLETON, CO 80120	ACCOUNTING & TAX	37,901

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	

**Total.** Add lines 1 through 3 . . . . . ▶



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	83,014,046
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	1,888,620
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	84,902,666
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	84,902,666
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	1,273,540
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	83,629,126
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	4,181,456

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	4,181,456
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	973,192
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	973,192
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	3,208,264
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	3,208,264
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	3,208,264

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	1,207,372
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,207,372
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	1,207,372

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

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				3,208,264
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .	10,648,093			
<b>d</b> From 2011. . . . .	921,245			
<b>e</b> From 2012. . . . .	471,892			
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	12,041,230			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,207,372</u>				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				1,207,372
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	2,000,892			2,000,892
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,040,338			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .	10,040,338			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .	8,647,201			
<b>c</b> Excess from 2011. . . . .	921,245			
<b>d</b> Excess from 2012. . . . .	471,892			
<b>e</b> 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 organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

**Part XV Supplementary Information (Complete this part only if the organization 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) )

CAROLE MCVANEY

**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

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**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 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 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
<b>a Paid during the year</b> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 1,197,897
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>				<b>▶ 3b</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, Net income from special events, Gross profit from sales, and Other revenue.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

**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?

	Yes	No
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of		
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>	No
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>	No
<b>b</b> Other transactions		
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>	No
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>	No
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>	No
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>	No
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>	No
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>	No
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>	No

**d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

**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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

\*\*\*\*\*      2015-10-15      \*\*\*\*\*

Signature of officer or trustee      Date      Title

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

**Paid Preparer Use Only**

Print/Type preparer's name Stan G Sprinkle	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00279589
Firm's name ▶	Sprinkle & Associates LLC		Firm's EIN ▶	
Firm's address ▶	1520 West Canal Court Suite 220 Littleton, CO 80120		Phone no (303) 297-2121	

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
2725 008 FIDELITY SPARTAN 500 INDEX FUND	P	2011-09-22	2013-12-06
STMT D-1 - STOCKS HELD AT UNION BANK	P	2014-01-01	2014-11-30
STMT D-1 - STOCKS HELD AT UNION BANK	P	2013-01-01	2014-11-30
RAPTOR GLOBAL PORTFOLIO LIQUIDATING TR	P	2012-01-01	2013-12-31
NEWPORT ASIA INSTL FUND LP K-1	P	2013-12-01	2013-12-31
NEWPORT ASIA INSTL FUND LP K-1	P	2012-01-01	2013-12-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
175,000		110,740	64,260
40,977,422		38,257,611	2,719,811
74,528,245		30,283,690	44,244,555
		506	-506
		5,230	-5,230
8,717			8,717



**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) <b>or</b> Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			64,260
			2,719,811
			44,244,555
			-506
			-5,230
			8,717

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SAVE OUR YOUTH 3443 W 23RD AVE DENVER, CO 80211	None	501C 3	PUBLIC CHARITY	19,000
HIS LOVE FELLOWSHIP P O BOX 40296 DENVER, CO 80204	None	501C 3	PUBLIC CHARITY	25,000
SERVANT LEADERSHIP FDN 950 E WESTGLOW LANE GREENWOOD VILLAGE, CO 80121	None	501C 3	PUBLIC CHARITY	266,000
WHIZ KIDS TUTORING INC 5500 E YALE AVE STE 101 DENVER, CO 80222	None	501C 3	PUBLIC CHARITY	5,000
BELLEVIEW COMMUNITY CHURCH 12472 W BELLEVIEW AVE LITTLETON, CO 80127	None	501C 3	PUBLIC CHARITY	2,000
COLORADO CHRISTIAN UNIV 8787 WALAMEDA AVE LAKEWOOD, CO 80226	None	501C 3	EDUCATIONAL (SCHOOL)	71,000
EXCEL INSTITUTE 3050 RICHARD ALLEN CT DENVER, CO 80205	None	501C 3	EDUCATIONAL (SCHOOL)	415,697
VALOR CHRISTIAN SCHOOLS 3775 E GRACE BLVD HIGHLANDS RANCH, CO 80126	None	501C 3	EDUCATIONAL (SCHOOL)	72,700
ALLIANCE FR CHOICE IN EDUC 1201 E COLFAX AVE STE 302 DENVER, CO 80218	None	501C 3	PUBLIC CHARITY	5,000
GRAHAM MEMORIAL PRESBYTERIAN CHURCH 959 C AVENUE CORONADO, CA 92118	None	501C 3	PUBLIC CHARITY	20,000
INDEPENDENCE INSTITUTE 727 E 16TH AVE DENVER, CO 80203	None	501C 3	PUBLIC CHARITY	5,000
MISSION WEAR 2411 CLARKSON ST DENVER, CO 80205	None	501C 3	PUBLIC CHARITY	5,000
CLOTHES TO KIDS OF DENVER P O BOX 100874 DENVER, CO 80250	None	501C 3	PUBLIC CHARITY	2,000
ENVIRONMENTL LEARN FOR KIDS 14460 E 50TH AVE DENVER, CO 80239	None	501C 3	PUBLIC CHARITY	2,000
SPIRIT OF LIBERTY FDN P O BOX 20000 RANCHO SANTA FE, CA 92067	None	501C 3	PUBLIC CHARITY	35,000
<b>Total . . . . .</b>				1,197,897

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
TEAMMATES MENTORING PROGRAM 11850 NICHOLAS SUITE 120 OMAHA, NE 68154	None	501C 3	PUBLIC CHARITY	2,500
DENVER SEMINARY 6399 S SANTA FE DR LITTLETON, CO 80120	None	501C 3	EDUCATIONAL (SCHOOL)	6,000
DENVER STREET SCHOOL P O BOX 140069 DENVER, CO 80214	None	501C 3	EDUCATIONAL (SCHOOL)	24,000
DOWNING STREET FOUNDATION 5150 E YALE CIR STE 303 DENVER, CO 80222	None	501C 3	PUBLIC CHARITY	100,000
ESCUELA DE GUADALUPE 3401 PECOS DENVER, CO 80211	None	501C 3	PUBLIC CHARITY	50,000
MILE HIGH MINISTRIES 913 N WYANDOT DENVER, CO 80204	None	501C 3	PUBLIC CHARITY	30,000
SECOND GLANCE MINISTRIES P O BOX 440208 AURORA, CO 80044	None	501C 3	PUBLIC CHARITY	35,000
<b>Total . . . . .</b>				<b>1,197,897</b>

## TY 2013 Accounting Fees Schedule

**Name:** TYL FOUNDATION

**EIN:** 84-1256356

**Software ID:** 13000170

**Software Version:** 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SPRINKLE & ASSOCIATES LLC	37,901	9,475	0	9,475

## TY 2013 Contractor Compensation Explanation

**Name:** TYL FOUNDATION

**EIN:** 84-1256356

**Software ID:** 13000170

**Software Version:** 2013v4.0

Contractor	Explanation
SPRINKLE & ASSOCIATES LLC	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2013 Depreciation Schedule

**Name:** TYL FOUNDATION

**EIN:** 84-1256356

**Software ID:** 13000170

**Software Version:** 2013v4.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
3050 RICHARD ALLEN CT	2007-08-08	356,680	57,542	87	2.56 %	9,145			
BUILDING IMPROVEMENT-RA	2007-10-16	116,241	18,253	87	2.56 %	2,980			
BUILDING IMPROVEMENT-RA	2008-06-01	70,137	9,816	87	2.56 %	1,798			
BUILDING IMPROVEMENT-RA	2010-11-23	13,184	1,028	87	2.56 %	338			
BUILDING IMPROVEMENT-RA	2011-12-15	6,282	316	87	2.56 %	161			
970 C AVENUE, CORONADO	2013-02-15	300,000	6,099	87	2.56 %	7,692			

## TY 2013 Other Assets Schedule

**Name:** TYL FOUNDATION

**EIN:** 84-1256356

**Software ID:** 13000170

**Software Version:** 2013v4.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
EXCEL INSTITUTE EDUCATIONAL FACILITY	1,225,569	1,211,147	1,312,524
REAL ESTATE LEASED TO CHURCH AT NO RENT	3,298,520	3,290,828	3,304,619

**TY 2013 Other Decreases Schedule****Name:** TYL FOUNDATION**EIN:** 84-1256356**Software ID:** 13000170**Software Version:** 2013v4.0

<b>Description</b>	<b>Amount</b>
EXCESS OF FMV OVER BASIS ON STOCK CONTRIB RCVD	43,013,848



## TY 2013 Other Expenses Schedule

**Name:** TYL FOUNDATION

**EIN:** 84-1256356

**Software ID:** 13000170

**Software Version:** 2013v4.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSPECTION FEES	260			
INSURANCE	2,247			
NEWPORT K-1 PORTFOLIO DEDUCTIONS	20,497	20,497		
OFFICE SUPPLIES	48			
POSTAGE	198			

## TY 2013 Other Income Schedule

**Name:** TYL FOUNDATION

**EIN:** 84-1256356

**Software ID:** 13000170

**Software Version:** 2013v4.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME-NEWPORT ASIA	-1,216	-1,216	
OTHER INC-RAPTOR GLOBAL	504	504	

## TY 2013 Other Liabilities Schedule

**Name:** TYL FOUNDATION

**EIN:** 84-1256356

**Software ID:** 13000170

**Software Version:** 2013v4.0

Description	Beginning of Year - Book Value	End of Year - Book Value
Payroll Tax Withholding	73	73

## TY 2013 Other Professional Fees Schedule

**Name:** TYL FOUNDATION

**EIN:** 84-1256356

**Software ID:** 13000170

**Software Version:** 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UNION BANK CUSTODIAL FEES	5,366	5,366	0	0

# TY 2013 Taxes Schedule

**Name:** TYL FOUNDATION

**EIN:** 84-1256356

**Software ID:** 13000170

**Software Version:** 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ESTIMATED TAX PAYMENTS	1,050,000			
NEWPORT K-1 FOREIGN TAXES PAID	2,449	2,449		

**Schedule B**  
(Form 990, 990-EZ, or 990-PF)

**Schedule of Contributors**

OMB No 1545-0047

Department of the Treasury  
Internal Revenue Service

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

**2013**

**Name of the organization**

TYL FOUNDATION

**Employer identification number**

84-1256356

**Organization type** (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

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

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

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

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

**Name of organization**  
TYL FOUNDATION

**Employer identification number**  
84-1256356

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	C EDWARD CAROLE MCVANEY 1520 W CANAL CT STE 220 LITTLETON, CO 80120	\$ 915,952	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
2	MCVANEY INVESTMENT PARTNERSHIP 1520 W CANAL CT STE 220 LITTLETON, CO 80120	\$ 328,212	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
3	C EDWARD CAROLE MCVANEY 1520 W CANAL CT STE 220 LITTLETON, CO 80120	\$ 70,930,029	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
4	MCVANEY INVESTMENT PARTNERSHIP 1520 W CANAL CT STE 220 LITTLETON, CO 80120	\$ 1,302,632	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

**Name of organization**  
TYL FOUNDATION

**Employer identification number**  
84-1256356

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	12256 SHS GILEAD SCIENCES STOCK	\$ 915,952	2013-12-30
3	SEE STMT C-1 - PUBLICLY-TRADED STOCK DONATED	\$ 70,930,029	2014-01-02
4	342 SHS APPLE INC STOCK	\$ 1,302,632	2013-12-30
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____



Name of organization  
TYL FOUNDATION

Employer identification number  
84-1256356

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

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

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

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

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

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

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

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

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

**Stock Contributions to TyL Foundation 1/02/14**  
**Donated by C. Edward & Carole McVaney**  
**Attachment C-1 to TyL Foundation 2013 990-PF Schedule B (12/01/2013 - 11/30/2014)**

Date	Stock	Shares	Stock Price		Average High/Low	Contribution Value	Stock Basis
			High	Low			
01/02/14	A T & T	173,600	35.29	34.95	35.1200	6,096,832.00	4,251,695.83
01/02/14	Chevron	21,900	124.88	123.71	124.2950	2,722,060.50	1,327,072.64
01/02/14	DirecTV	25,200	69.31	68.60	68.9550	1,737,666.00	560,969.49
01/02/14	Gilead Sciences	48,144	75.59	74.39	74.9900	3,610,318.56	107,845.75
01/02/14	Google	5,300	1,117.75	1,108.26	1113.0050	5,898,926.50	532,903.87
01/02/14	Honeywell Intl	47,850	91.14	90.05	90.5950	4,334,970.75	1,651,399.37
01/02/14	Intel	115,900	25.82	25.47	25.6450	2,972,255.50	1,677,257.52
01/02/14	JPMorgan Chase & Co	80,000	58.50	57.97	58.2350	4,658,800.00	1,546,645.00
01/02/14	Johnson & Johnson	23,300	91.73	91.01	91.3700	2,128,921.00	1,219,030.10
01/02/14	Oracle	48,300	38.03	37.55	37.7900	1,825,257.00	1,166,127.84
01/02/14	PepsiCo	20,900	82.99	81.82	82.4050	1,722,264.50	1,017,450.48
01/02/14	Philip Morris Intl	59,800	87.20	85.75	86.4750	5,171,205.00	2,011,273.25
01/02/14	Schlumberger	37,800	90.12	88.61	89.3650	3,377,997.00	1,804,788.43
01/02/14	Thermo Fisher Scientific	35,500	111.16	109.29	110.2250	3,912,987.50	2,251,812.00
01/02/14	Union Pacific	25,400	169.82	166.64	168.2300	4,273,042.00	962,103.74
01/02/14	United Technologies	35,500	113.21	112.31	112.7600	4,002,980.00	2,638,268.65
01/02/14	Walt Disney	33,600	76.50	75.90	76.2000	2,560,320.00	1,151,385.60
01/02/14	Williams Cos	63,700	38.64	38.05	38.3450	2,442,576.50	1,090,814.09
01/02/14	Yum! Brands	54,300	75.61	74.83	75.2200	4,084,446.00	1,473,265.28
01/02/14	America Movil S A De Series L	38,400	23.33	22.45	22.8900	878,976.00	325,396.14
01/02/14	Diageo Plc ADR	19,250	131.38	130.15	130.7650	2,517,226.25	1,118,177.05
<b>Total</b>						<b>70,930,028.56</b>	<b>29,885,682.12</b>

# TyL Foundation Agency - McVaney

Account #: 2980

Tax Worksheet: From 1/1/2014 to 12/31/2014

Trust Category: Trust Agency  
 Dates Open: 3/12/2001 to Present  
 Trust Year End: December  
 Date Printed: 01/12/2015

Admin Officer: Munnis/McVaney  
 Invest Officer:  
 Tax State: Colorado  
 Tax ID: 84-1256356

## Capital Gains and Losses

### Individual Transactions

Short-Term	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Sales Proceeds		Wash Sale Cost Adjustment	Gain/Loss	Description of Transaction
							Principal	Cost Basis			
Fidelity Spartan 500 Index Fund Advantage Class #1523	315911701	283.987000	07/07/2014	07/29/2014	22	0.00	19,859.21	-19,998.36	0.00	-139.15	Sold 283.987 shares @ \$69.9300
Fidelity Spartan 500 Index Fund Advantage Class #1523	315911701	284.237000	04/07/2014	07/29/2014	113	0.00	19,876.69	-18,796.59	0.00	1,080.10	Sold 284.237 shares @ \$69.9300
Vanguard Instl Index Fund #94	922040100	2,020.794000	06/23/2014	07/29/2014	36	0.00	365,258.52	-363,399.39	0.00	1,859.13	Sold 2,020.794 shares @ \$180.7500
Vanguard Instl Index Fund #94	922040100	550.000000	03/31/2014	07/29/2014	120	0.00	99,412.50	-93,582.49	0.00	5,830.01	Sold 550 shares @ \$180.7500
Vanguard Instl Index Fund #94	922040100	1,596.844000	03/31/2014	07/30/2014	121	0.00	288,693.43	-271,702.99	0.00	16,990.44	Sold 1,596.844 shares @ \$180.7900
Vanguard Instl Index Fund #94	922040100	15,482.000000	03/14/2014	07/30/2014	138	0.00	2,798,990.78	-2,622,341.16	0.00	176,649.62	Sold 15,482 shares @ \$180.7900
Vanguard Instl Index Fund #94	922040100	5,900.000000	03/14/2014	08/13/2014	152	0.00	1,055,274.00	-999,342.00	0.00	55,932.00	Sold 5,900 shares @ \$178.8600
Vanguard Instl Index Fund #94	922040100	81,660.000000	03/14/2014	08/26/2014	165	0.00	15,015,640.80	-13,831,570.80	0.00	1,184,070.00	Sold 81,660 shares @ \$183.8800
Vanguard Instl Index Fund #94	922040100	5,835.000000	03/14/2014	09/24/2014	194	0.00	1,068,563.55	-988,332.30	0.00	80,231.25	Sold 5,835 shares @ \$183.1300
Vanguard Instl Index Fund #94	922040100	1,684.770000	09/22/2014	09/25/2014	3	0.00	303,545.01	-310,351.46	0.00	-6,806.45	Sold 1,684.77 shares @ \$180.1700
Vanguard Instl Index Fund #94	922040100	109,000.000000	03/14/2014	09/25/2014	195	0.00	19,638,530.00	-18,462,419.99	0.00	1,176,110.01	Sold 109,000 shares @ \$180.1700
Fidelity Spartan 500 Index Fund Advantage Class #1523	315911701	281.742000	10/06/2014	11/13/2014	38	0.00	20,429.11	-19,671.23	0.00	757.88	Sold 281.742 shares @ \$72.5100
Vanguard Instl Index Fund #94	922040100	1,512.000000	03/14/2014	11/13/2014	244	0.00	283,348.80	-256,102.56	0.00	27,246.24	Sold 1,512 shares @ \$187.4000

40,977,422.40 <39,257,611.32> 0.00 2,719,811.08

### Long-Term

Short-Term Total	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Wash Sale Cost Adjustment	Gain/Loss	Description of Transaction
	00206R102	71,500.000000	02/25/2009	03/12/2014	1,841	0.00	2,308,963.70	-1,665,092.00	0.00	643,871.70	Sold 71,500 shares @ \$32.3238

Stmnt D-1  
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# TYL Foundation Agency - McVaney

Tax Worksheet: From 1/1/2014 to 12/31/2014

Account #: 2980

Trust Category: Trust Agency  
 Dates Open: 3/12/2001 to Present  
 Trust Year End: December  
 Date Printed: 01/12/2015

Admin Officer: Munnis/McVaney  
 Invest Officer:  
 Tax State: Colorado  
 Tax ID: 84-1256356

## Capital Gains and Losses

### Individual Transactions

#### Long-Term

Long-Term	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Wash Sale Adjustment	Gain/Loss	Description of Transaction
AT&T Inc	00206R102	43,000	07/12/2009	03/12/2014	1,695	0.00	1,388,607.53	-1,059,743.60	0.00	328,863.93	Sold 43,000 shares @ \$32.3238
AT&T Inc	00206R102	28,100	09/15/2009	03/12/2014	1,639	0.00	907,438.88	-744,040.23	0.00	163,398.65	Sold 28,100 shares @ \$32.3238
AT&T Inc	00206R102	16,000	10/23/2009	03/12/2014	1,601	0.00	516,691.18	-409,920.00	0.00	106,771.18	Sold 16,000 shares @ \$32.3238
AT&T Inc	00206R102	15,000	03/02/2010	03/12/2014	1,471	0.00	484,397.98	-372,900.00	0.00	111,497.98	Sold 15,000 shares @ \$32.3238
Apple Inc	037833100	2,342	10/08/2008	03/12/2014	1,981	0.00	1,252,345.47	-221,628.38	0.00	1,030,717.09	Sold 2,342 shares @ \$534.7726
Chevron Corp	166764100	6,800	06/20/2003	03/12/2014	3,918	0.00	784,282.97	-253,277.56	0.00	531,005.41	Sold 6,800 shares @ \$115.3677
Chevron Corp	166764100	3,200	06/25/2003	03/12/2014	3,913	0.00	369,074.34	-119,077.12	0.00	249,997.22	Sold 3,200 shares @ \$115.3677
Chevron Corp	166764100	2,200	08/23/2004	03/12/2014	3,488	0.00	253,738.61	-102,838.01	0.00	150,900.60	Sold 2,200 shares @ \$115.3677
Chevron Corp	166764100	2,500	02/25/2009	03/12/2014	1,841	0.00	288,339.33	-159,493.00	0.00	128,846.33	Sold 2,500 shares @ \$115.3677
Chevron Corp	166764100	1,300	10/04/2010	03/12/2014	1,255	0.00	149,936.45	-105,197.04	0.00	44,739.41	Sold 1,300 shares @ \$115.3677
Chevron Corp	166764100	4,000	10/11/2011	03/12/2014	883	0.00	461,342.92	-389,622.40	0.00	71,720.52	Sold 4,000 shares @ \$115.3677
Chevron Corp	166764100	1,900	12/04/2012	03/12/2014	463	0.00	219,137.89	-197,567.51	0.00	21,570.38	Sold 1,900 shares @ \$115.3677
DIRECTV	25490A309	5,500	03/02/2009	03/12/2014	1,836	0.00	430,212.52	-107,776.90	0.00	322,435.62	Sold 5,500 shares @ \$78.2518
DIRECTV	25490A309	19,700	06/01/2009	03/12/2014	1,745	0.00	1,540,943.05	-453,192.59	0.00	1,087,750.46	Sold 19,700 shares @ \$78.2518
Gilead Sciences Inc	375558103	48,144	04/18/2001	03/12/2014	4,711	0.00	3,805,381.66	-107,845.75	0.00	3,697,535.91	Sold 48,144 shares @ \$79.0730
Gilead Sciences Inc	375558103	12,256	04/18/2001	03/12/2014	4,711	0.00	968,734.58	-27,454.25	0.00	941,280.33	Sold 12,256 shares @ \$79.0730
Google Inc	38259P508	5,300	09/02/2004	03/12/2014	3,478	0.00	6,375,050.67	-532,903.87	0.00	5,842,146.80	Sold 5,300 shares @ \$1,202.8907
Honeywell Intl Inc	438516106	10,150	11/11/2008	03/12/2014	1,947	0.00	949,286.49	-277,625.85	0.00	671,660.64	Sold 10,150 shares @ \$93.5574
Honeywell Intl Inc	438516106	5,400	03/02/2009	03/12/2014	1,836	0.00	505,039.11	-136,839.78	0.00	368,199.33	Sold 5,400 shares @ \$93.5574
Honeywell Intl Inc	438516106	20,000	03/10/2009	03/12/2014	1,828	0.00	1,870,515.24	-492,860.00	0.00	1,377,655.24	Sold 20,000 shares @ \$93.5574
Honeywell Intl Inc	438516106	12,300	12/04/2012	03/12/2014	463	0.00	1,150,366.87	-744,073.74	0.00	406,293.13	Sold 12,300 shares @ \$93.5574
Intel Corp	458140100	4,000	12/19/2002	03/12/2014	4,101	0.00	98,585.52	-67,822.20	0.00	30,763.32	Sold 4,000 shares @ \$24.6768
Intel Corp	458140100	111,900	11/07/2008	03/12/2014	1,951	0.00	2,757,930.09	-1,609,435.32	0.00	1,148,494.77	Sold 111,900 shares @ \$24.6768
JPMorgan Chase & Co	46625H100	30,000	02/25/2009	03/12/2014	1,841	0.00	1,731,819.75	-627,000.00	0.00	1,104,819.75	Sold 30,000 shares @ \$57.7583

Stmnt D-1  
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# TYL Foundation Agency - McVaney

Account #: 2980

Tax Worksheet From 1/1/2014 to 12/31/2014

Trust Category: Trust Agency  
 Dates Open: 3/12/2001 to Present  
 Trust Year End: December  
 Date Printed: 01/12/2015

Admin Officer: Munnis/McVaney  
 Invest Officer:  
 Tax State: Colorado  
 Tax ID: 84-1256356

## Capital Gains and Losses

### Individual Transactions

Long-Term	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Wash Sale Adjustment	Gain/Loss	Description of Transaction
JPMorgan Chase & Co	46625H100	50,000.000000	03/10/2009	03/12/2014	1,828	0.00	2,886,366.24	-919,645.00	0.00	1,966,721.24	Sold 50,000 shares @ \$57.7583
Johnson & Johnson	478160104	1,200.000000	04/01/2009	03/12/2014	1,806	0.00	111,787.52	-63,306.72	0.00	48,480.80	Sold 1,200 shares @ \$93.1879
Johnson & Johnson	478160104	20,000.000000	04/09/2009	03/12/2014	1,798	0.00	1,863,125.32	-1,028,578.00	0.00	836,547.32	Sold 20,000 shares @ \$83.1879
Johnson & Johnson	478160104	2,100.000000	10/04/2010	03/12/2014	1,255	0.00	195,628.16	-129,145.38	0.00	66,482.78	Sold 2,100 shares @ \$93.1879
Oracle Corp	68389X105	3,300.000000	05/07/2010	03/12/2014	1,405	0.00	126,678.30	-78,522.84	0.00	48,155.46	Sold 3,300 shares @ \$38.4180
Oracle Corp	68389X105	45,000.000000	09/07/2010	03/12/2014	1,282	0.00	1,727,431.46	-1,087,605.00	0.00	639,826.46	Sold 45,000 shares @ \$38.4180
PepsiCo Inc	713448108	1,200.000000	07/29/2004	03/12/2014	3,513	0.00	98,417.47	-60,715.45	0.00	37,702.02	Sold 1,200 shares @ \$82.0460
PepsiCo Inc	713448108	2,300.000000	08/23/2004	03/12/2014	3,488	0.00	188,633.47	-115,014.95	0.00	73,618.52	Sold 2,300 shares @ \$82.0460
PepsiCo Inc	713448108	2,400.000000	09/29/2004	03/12/2014	3,451	0.00	196,834.92	-115,150.08	0.00	81,684.84	Sold 2,400 shares @ \$82.0460
PepsiCo Inc	713448108	15,000.000000	10/12/2004	03/12/2014	3,438	0.00	1,230,218.28	-726,570.00	0.00	503,648.28	Sold 15,000 shares @ \$82.0460
Philip Morris International Inc	718172109	11,000.000000	08/04/2003	03/12/2014	3,873	0.00	867,815.76	-238,832.29	0.00	628,983.47	Sold 11,000 shares @ \$78.9237
Philip Morris International Inc	718172109	16,000.000000	10/12/2004	03/12/2014	3,438	0.00	1,262,277.48	-398,276.67	0.00	864,000.81	Sold 16,000 shares @ \$78.9237
Philip Morris International Inc	718172109	9,900.000000	01/03/2006	03/12/2014	2,990	0.00	781,034.19	-394,391.09	0.00	386,643.10	Sold 9,900 shares @ \$78.9237
Philip Morris International Inc	718172109	4,500.000000	02/01/2006	03/12/2014	2,961	0.00	355,015.54	-174,449.33	0.00	180,566.21	Sold 4,500 shares @ \$78.9237
Philip Morris International Inc	718172109	9,600.000000	05/01/2007	03/12/2014	2,507	0.00	757,366.49	-460,057.19	0.00	297,309.30	Sold 9,600 shares @ \$78.9237
Philip Morris International Inc	718172109	4,400.000000	11/11/2008	03/12/2014	1,947	0.00	347,126.31	-179,881.24	0.00	167,245.07	Sold 4,400 shares @ \$78.9237
Philip Morris International Inc	718172109	4,400.000000	11/18/2008	03/12/2014	1,940	0.00	347,126.31	-165,385.44	0.00	181,740.87	Sold 4,400 shares @ \$78.9237
Schlumberger Ltd	806857108	1,300.000000	10/08/2008	03/12/2014	1,981	0.00	117,949.86	-88,197.07	0.00	29,752.79	Sold 1,300 shares @ \$90.7622
Schlumberger Ltd	806857108	10,000.000000	01/16/2009	03/12/2014	1,881	0.00	907,306.54	-389,246.00	0.00	518,060.54	Sold 10,000 shares @ \$90.7622
Schlumberger Ltd	806857108	6,000.000000	02/04/2009	03/12/2014	1,862	0.00	544,383.92	-257,878.80	0.00	286,505.12	Sold 6,000 shares @ \$90.7622
Schlumberger Ltd	806857108	10,000.000000	02/25/2009	03/12/2014	1,841	0.00	907,306.54	-377,074.00	0.00	530,232.54	Sold 10,000 shares @ \$90.7622
Schlumberger Ltd	806857108	6,600.000000	03/23/2010	03/12/2014	1,450	0.00	598,822.31	-416,195.34	0.00	182,626.97	Sold 6,600 shares @ \$90.7622
Schlumberger Ltd	806857108	3,900.000000	07/26/2012	03/12/2014	594	0.00	353,849.55	-276,197.22	0.00	77,652.33	Sold 3,900 shares @ \$90.7622
Thermo Fisher Scientific	883556102	13,000.000000	11/08/2012	03/12/2014	489	0.00	1,637,630.91	-780,332.80	0.00	857,298.11	Sold 13,000 shares @ \$126.0038

stmt D-1  
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# TyL Foundation Agency - McVane

Tax Worksheet: From 1/1/2014 to 12/31/2014

Account #: 2980

Trust Category: Trust Agency  
 Dates Open: 3/12/2001 to Present  
 Trust Year End: December  
 Date Printed: 01/12/2015

Admin Officer: Munnis/McVane  
 Invest Officer:  
 Tax State: Colorado  
 Tax ID: 84-1256356

## Capital Gains and Losses

### Individual Transactions

#### Long-Term

	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Wash Sale Cost Adjustment	Gain/Loss	Description of Transaction
Thermo Fisher Scientific	883556102	11,500	000000	12/04/2012	03/12/2014	463	0.00	1,448,673.49	-728,295.00	0.00	720,378.49 Sold 11,500 shares @ \$126.0038
Thermo Fisher Scientific	883556102	11,000	000000	01/14/2013	03/12/2014	422	0.00	1,385,687.68	-743,184.20	0.00	642,503.48 Sold 11,000 shares @ \$126.0038
Union Pacific Corp	907818108	25,400	000000	02/25/2009	03/12/2014	1,841	0.00	4,748,176.35	-962,103.74	0.00	3,786,072.61 Sold 25,400 shares @ \$186.9693
United Technologies Corp	913017109	26,500	000000	11/29/2011	03/12/2014	834	0.00	3,057,376.14	-1,949,517.55	0.00	1,107,858.59 Sold 26,500 shares @ \$115.4047
United Technologies Corp	913017109	9,000	000000	11/08/2012	03/12/2014	489	0.00	1,038,354.16	-688,751.10	0.00	349,603.06 Sold 9,000 shares @ \$115.4047
Walt Disney Company	254687106	9,600	000000	08/12/2011	03/12/2014	943	0.00	777,954.09	-318,595.20	0.00	459,358.89 Sold 9,600 shares @ \$81.0683
Walt Disney Company	254687106	24,000	000000	11/04/2011	03/12/2014	859	0.00	1,944,885.23	-832,790.40	0.00	1,112,094.83 Sold 24,000 shares @ \$81.0683
Williams Cos Common	969457100	5,700	000000	05/19/2010	03/12/2014	1,393	0.00	234,287.94	-94,344.91	0.00	139,943.03 Sold 5,700 shares @ \$41.1339
Williams Cos Common	969457100	58,000	000000	06/17/2010	03/12/2014	1,364	0.00	2,383,982.51	-996,469.18	0.00	1,387,513.33 Sold 58,000 shares @ \$41.1339
Yum! Brands Inc	988498101	800	000000	04/25/2005	03/12/2014	3,243	0.00	61,569.24	-19,272.08	0.00	42,297.16 Sold 800 shares @ \$76.9929
Yum! Brands Inc	988498101	14,000	000000	10/05/2005	03/12/2014	3,080	0.00	1,077,461.77	-345,527.00	0.00	731,934.77 Sold 14,000 shares @ \$76.9929
Yum! Brands Inc	988498101	3,500	000000	01/16/2009	03/12/2014	1,881	0.00	269,365.44	-102,488.40	0.00	166,877.04 Sold 3,500 shares @ \$76.9929
Yum! Brands Inc	988498101	11,000	000000	02/25/2009	03/12/2014	1,841	0.00	846,577.10	-304,587.80	0.00	541,989.30 Sold 11,000 shares @ \$76.9929
Yum! Brands Inc	988498101	25,000	000000	04/01/2009	03/12/2014	1,806	0.00	1,924,038.87	-701,390.00	0.00	1,222,648.87 Sold 25,000 shares @ \$76.9929
America Movil S A De Series L	02364W105	5,400	000000	09/29/2004	03/12/2014	3,451	0.00	109,278.48	-34,946.64	0.00	74,331.84 Sold 5,400 shares @ \$20.2671
America Movil S A De Series L	02364W105	30,000	000000	01/10/2005	03/12/2014	3,348	0.00	607,102.66	-247,047.00	0.00	360,055.66 Sold 30,000 shares @ \$20.2671
America Movil S A De Series L	02364W105	3,000	000000	12/03/2008	03/12/2014	1,925	0.00	60,710.27	-43,402.50	0.00	17,307.77 Sold 3,000 shares @ \$20.2671
Diageo Plc ADR	25243Q205	1,250	000000	07/02/2008	03/12/2014	2,079	0.00	150,939.46	-88,504.75	0.00	62,434.71 Sold 1,250 shares @ \$120.7837
Diageo Plc ADR	25243Q205	10,000	000000	01/16/2009	03/12/2014	1,881	0.00	1,207,515.66	-542,728.00	0.00	664,787.66 Sold 10,000 shares @ \$120.7837
Diageo Plc ADR	25243Q205	5,000	000000	04/27/2009	03/12/2014	1,760	0.00	603,757.83	-231,627.50	0.00	372,130.33 Sold 5,000 shares @ \$120.7837
Diageo Plc ADR	25243Q205	3,000	000000	06/02/2011	03/12/2014	1,014	0.00	362,254.70	-255,316.80	0.00	106,937.90 Sold 3,000 shares @ \$120.7837
Fidelity Spartan 500 Index Fund Advantage Class #1523	315911701	3,653	902000	09/22/2011	05/30/2014	981	0.00	250,000.00	-148,924.98	0.00	101,075.02 Sold \$250,000.00 @ \$68.4200
<b>Long-Term Total</b>							<b>0.00</b>	<b>74,528,244.72</b>	<b>-30,283,689.73</b>	<b>0.00</b>	<b>44,244,554.99</b>

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