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For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation LARRK FOUNDATION		<b>A Employer identification number</b>  26-3818473	
Number and street (or P O box number if mail is not delivered to street address) 707 17TH STREET		<b>B Telephone number</b> (see instructions)  (303) 643-5750	
City or town, state or province, country, and ZIP or foreign postal code DENVER, CO 80202		<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> 17,602,139		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule) . . . . .				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	<b>3</b> Interest on savings and temporary cash investments	262,893	262,893	262,893	
	<b>4</b> Dividends and interest from securities. . . . .	218,089	218,089	218,089	
	<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	953,570			
	<b>b</b> Gross sales price for all assets on line 6a 3,693,420				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		953,570		
	<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) . . . . .	15,227	15,227		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	1,449,779	1,449,779	480,982	
Operating and Administrative Expenses	<b>13</b> Compensation of officers, directors, trustees, etc	137,761	13,776		
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	7,668			
	<b>c</b> Other professional fees (attach schedule) . . . . .	67,528	64,886		
	<b>17</b> Interest . . . . .	44			
	<b>18</b> Taxes (attach schedule) (see instructions) . . . . .	20,157			
	<b>19</b> Depreciation (attach schedule) and depletion . . . . .	3,964			
	<b>20</b> Occupancy . . . . .	62			
	<b>21</b> Travel, conferences, and meetings . . . . .	2,490			
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	15,717			
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	255,391	78,662		0
	<b>25</b> Contributions, gifts, grants paid . . . . .	855,514			855,514
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,110,905	78,662		855,514
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	338,874			
	<b>b Net investment income</b> (if negative, enter -0-)		1,371,117		
<b>c Adjusted net income</b> (if negative, enter -0-)				480,982	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	9,099	30,914	30,914
	2	Savings and temporary cash investments . . . . .	609,630	247,239	247,239
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)	2,046,702	 2,011,054	2,011,054
	b	Investments—corporate stock (attach schedule) . . . . .	5,231,086	 4,760,228	4,760,228
	c	Investments—corporate bonds (attach schedule). . . . .	4,249,483	 4,264,594	4,264,594
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .		650,000	650,000
	13	Investments—other (attach schedule) . . . . .	5,772,526	5,627,641	5,627,641
	14	Land, buildings, and equipment basis ▶ _____ 31,417 Less accumulated depreciation (attach schedule) ▶ 24,390	8,095	 7,027	7,027
15	Other assets (describe ▶ _____)	 3,442	 3,442	 3,442	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,930,063	17,602,139	17,602,139	
Liabilities	17	Accounts payable and accrued expenses . . . . .	4,478	198	
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .	4,478	198	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24		Unrestricted . . . . .	17,925,585	17,601,941	
25		Temporarily restricted . . . . .			
26		Permanently restricted . . . . .			
Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
27		Capital stock, trust principal, or current funds . . . . .			
28		Paid-in or capital surplus, or land, bldg , and equipment fund			
29		Retained earnings, accumulated income, endowment, or other funds			
30		Total net assets or fund balances (see instructions) . . . . .	17,925,585	17,601,941	
31		Total liabilities and net assets/fund balances (see instructions) . . .	17,930,063	17,602,139	

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 17,925,585
2	Enter amount from Part I, line 27a . . . . .	2 338,874
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3 . . . . .	4 18,264,459
5	Decreases not included in line 2 (itemize) ▶  _____	5 662,518
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 17,601,941

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 )
1 a	VARIOUS PUBLICLY TRADED SECURITIES	P	2001-01-01	2014-01-01
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,693,420		2,739,850	953,570
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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			953,570
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	953,570
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .	}	3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2013	963,905	17,339,804	0 05559
2012	751,741	16,150,863	0 04655
2011	703,116	16,780,539	0 04190
2010	1,069,796	16,333,142	0 06550
2009	838,564	13,285,144	0 06312

2	Total of line 1, column (d). . . . .	2	0 27265
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 05453
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .	4	17,600,828
5	Multiply line 4 by line 3. . . . .	5	959,791
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	13,711
7	Add lines 5 and 6. . . . .	7	973,502
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	855,514

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)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		127,422	
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3		Add lines 1 and 2. . . . .		327,422	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		527,422	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	9,692
b		Exempt foreign organizations—tax withheld at source . . . . .		6b	
c		Tax paid with application for extension of time to file (Form 8868) . . . . .		6c	
d		Backup withholding erroneously withheld . . . . .		6d	
7		Total credits and payments. Add lines 6a through 6d. . . . .		79,692	
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		917,730	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded		11	

Part VII-A

Statements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		1a	Yes	No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year? . . . . .		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		4b		No
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• By language in the governing instrument, or				
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .		6	Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV. . . . .		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions)				
		CO				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . . .		10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of THE FOUNDATION Telephone no (303) 643-5750 Located at 707 17TH STREET SUITE 4100 DENVER CO ZIP+4 80202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2014?	1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 20 , 20 , 20 , 20 Yes No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2014?	4b		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) 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	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
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)?	5b		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?			
	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?	6b		No
	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?	7b		No

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
ROBERT JORNAYVAZ	DIR , PRESIDENT	0		
707 17TH STREET SUITE 4100 DENVER,CO 80202	1 00			
LOUISA CRAFT JORNAYVAZ	DIR , SECRETARY	0		
707 17TH STREET SUITE 4100 DENVER,CO 80202	1 00			
WENDELL FLEMING	EXEC DIRECTOR	134,726	3,035	
707 17TH STREET SUITE 4100 DENVER,CO 80202	40 00			
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
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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



**Part X**

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

<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>	17,862,183
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	6,678
<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>	17,868,861
<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>	17,868,861
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	268,033
<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>	17,600,828
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	880,041

**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>	880,041
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5. . . . .	<b>2a</b>	27,422
<b>b</b>	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	27,422
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	852,619
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	852,619
<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>	852,619

**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>	855,514
<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>	855,514
<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>	855,514
<b>Note:</b> 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 2013	(c) 2013	(d) 2014
1		Distributable amount for 2014 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2014			
a		Enter amount for 2013 only.			
b		Total for prior years 20____, 20____, 20____			
3		Excess distributions carryover, if any, to 2014			
a		From 2009. 178,333			
b		From 2010. 280,362			
c		From 2011.			
d		From 2012.			
e		From 2013. 116,295			
f		Total of lines 3a through e. 574,990			
4		Qualifying distributions for 2014 from Part XII, line 4 \$ 855,514			
a		Applied to 2013, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		Treated as distributions out of corpus (Election required—see instructions). 0			
d		Applied to 2014 distributable amount. 852,619			
e		Remaining amount distributed out of corpus 2,895			
5		Excess distributions carryover applied to 2014			
		(If an amount appears in column (d), the same amount must be shown in column (a).)			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5 577,885			
b		Prior years' undistributed income Subtract line 4b from line 2b.			
c		Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d		Subtract line 6c from line 6b Taxable amount—see instructions.			
e		Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions.			
f		Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. 0			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).			
8		Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). 178,333			
9		Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a. 399,552			
10		Analysis of line 9			
a		Excess from 2010. 280,362			
b		Excess from 2011.			
c		Excess from 2012.			
d		Excess from 2013. 116,295			
e		Excess from 2014. 2,895			

Part XIVPrivate 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 2014, 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 XVSupplementary 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) )

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

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

WENDELL FLEMING  
707 17TH STREET SUITE 4100  
DENVER, CO 80202

b

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

NO UNSOLICITED GRANT APPLICATIONS WILL BE ACCEPTED

c

Any submission deadlines

NO SUBMISSION DEADLINES

d

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

NO RESTRICTIONS OR LIMITATIONS ON AWARDS

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)				
<div>a Paid during the year</div> <div>See Additional Data TableSee Additional Data Table</div>				
<div>Total . . . . .</div>			<div>3a</div>	855,514
<div>b Approved for future payment</div>				
<div>Total . . . . .</div>			<div>3b</div>	

## Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)



<b>1</b> 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?			<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of				
<b>(1)</b> Cash. . . . .		<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .		<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions				
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .		<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .		<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .		<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .		<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .		<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .		<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .		<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received				

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign Here**  \_\_\_\_\_  \_\_\_\_\_

\*\*\*\*\* 2015-09-14 \*\*\*\*\*

Signature of officer or trustee Date Title


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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name Ray Russell Jr CPA	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00636806
	Firm's name <input checked="" type="checkbox"/> HAYNIE AND COMPANY CPAS			Firm's EIN <input checked="" type="checkbox"/>	
	Firm's address <input checked="" type="checkbox"/> 1785 West 2300 South Salt Lake City, UT 841192065			Phone no (801) 972-4800	

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> Paid during the year				
BREAKTHROUGH KENT DENVER 4000 EAST QUINCY AVE ENGLEWOOD,CO 80113	NONE	EXEMPT	GENERAL SUPPORT	25,000
CENTRAL CITY OPERA 400 S COLORADO BLVD STE 530 DENVER,CO 80246	NONE	EXEMPT	GENERAL SUPPORT	10,000
COLORADO NONPROFIT ASSOCIATION 455 SHERMAN ST STE 207 DENVER,CO 80203	NONE	EXEMPT	GENERAL SUPPORT	5,000
COLORADO YOUTH FOR A CHANGE 2931 W 25TH AVE 201 DENVER,CO 80211	NONE	EXEMPT	GENERAL SUPPORT	15,000
DENVER CHILDREN'S HOME 1501 ALBION STREET DENVER,CO 80220	NONE	EXEMPT	GENERAL SUPPORT	30,000
DENVER PUBLIC SCHOOLS FOUNDATION 900 GRANT ST STE 503 DENVER,CO 80203	NONE	EXEMPT	GENERAL SUPPORT	39,000
DENVER SCHOLARSHIP FOUNDATION 303 EAST 17TH AVE STE 200 DENVER,CO 80203	NONE	EXEMPT	GENERAL SUPPORT	50,000
GLOBAL DENTAL RELIEF 2230 GLENCOE STREET DENVER,CO 80207	NONE	EXEMPT	GENERAL SUPPORT	5,000
ROCKY MOUNTAIN YOUTH CLINICS 1601 E 19TH AVE STE 6300 DENVER,CO 80218	NONE	EXEMPT	GENERAL SUPPORT	25,000
TENNYSON CENTER FOR CHILDREN 2950 TENNYSON STREET DENVER,CO 80212	NONE	EXEMPT	GENERAL SUPPORT	100,000
THIRD WAY CENTER INC PO BOX 61385 DENVER,CO 80206	NONE	EXEMPT	GENERAL SUPPORT	25,000
WOMEN'S WILDERNESS INSTITUTE 5723 ARAPAHOE AVE STE 1B BOULDER,CO 80303	NONE	EXEMPT	GENERAL SUPPORT	10,000
CHALKBEAT COLORADO 1089 BANNOCK STREET DENVER,CO 80204	NONE	EXEMPT	GENERAL SUPPORT	500
KEMPE FOUNDATION 13123 E 16TH AVE B390 AURORA,CO 80045	NONE	EXEMPT	GENERAL SUPPORT	35,000
MAPLETON PUBLIC SCHOOLS 591 E 80TH AVE DENVER,CO 80229	NONE	EXEMPT	GENERAL SUPPORT	35,000
<b>Total . . . . .</b>  <b>3a</b>				855,514

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>				
ROUNDUP RIVER RANCH 10 W BEAVER CREEK BLVD STE 250 AVON,CO 81620	NONE	EXEMPT	GENERAL SUPPORT	25,000
URBAN PEAK 730 21ST STREET DENVER,CO 80205	NONE	EXEMPT	GENERAL SUPPORT	15,000
STRIVE PREP CHARTER SCHOOL 1825 S FEDERAL BLVD DENVER,CO 80219	NONE	EXEMPT	GENERAL SUPPORT	50,000
UNIVERSITY OF DENVER- PSYCHOLOGY 2199 S UNIVERSITY BLVD DENVER,CO 80208	NONE	EXEMPT	GENERAL SUPPORT	75,000
BRENTS PLACE 11980 E 16TH AVE AURORA,CO 80010	NONE	EXEMPT	GENERAL SUPPORT	5,000
COLORADO ASSOCIATION OF FUNDERS 600 SOUTH CHERRY ST SUITE 1200 DENVER,CO 80246	NONE	EXEMPT	GENERAL SUPPORT	1,014
DENVER ACTIVE 20-30 CHILDRENS FDN 764 S PEARL ST DENVER,CO 80209	NONE	EXEMPT	GENERAL SUPPORT	25,000
EMMANUEL PROJECT 5910 S UNIVERSITY BLVD GREENWOOD VILLAGE,CO 80121	NONE	EXEMPT	GENERAL SUPPORT	200,000
MONTVIEW CHURCH 1980 DAHLIA ST DENVER,CO 80220	NONE	EXEMPT	GENERAL SUPPORT	5,000
MUSEUM OF CONTEMPORARY ART 1485 DELGANY ST DENVER,CO 80202	NONE	EXEMPT	GENERAL SUPPORT	5,000
THE DENVER SCHOOL OF SCIENCE TECH 2000 VALENCIA STREET DENVER,CO 80235	NONE	EXEMPT	GENERAL SUPPORT	30,000
YOUTH ON RECORD 1301 W 10TH AVE DENVER,CO 80204	NONE	EXEMPT	GENERAL SUPPORT	10,000
<b>Total . . . . .</b>  <b>3a</b>				855,514



**TY 2014 Accounting Fees Schedule****Name:** LARRK FOUNDATION**EIN:** 26-3818473**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,668	0	0	0

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

TY 2014 Depreciation Schedule

Name: LARRK FOUNDATION

EIN: 26-3818473

Software ID: 14000265

Software Version: 2014v5.0

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
DESKTOP COMPUTER	2009-02-09	1,730	1,701	SL	5 0000	29			
FURNITURE	2009-09-07	14,702	9,100	SL	7 0000	2,100			
FURNITURE	2009-11-14	6,089	3,625	SL	7 0000	870			
COMPUTER	2014-04-04	2,896		200DB	33 33 %	965			

**TY 2014 Investments Corporate  
Bonds Schedule****Name:** LARRK FOUNDATION**EIN:** 26-3818473**Software ID:** 14000265**Software Version:** 2014v5.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DISH DBS CORP	853,125	853,125
EAGLE AIR-B-REF-TXB	254,347	254,347
GOLDMAN SACHS GROUP INC	163,001	163,001
CAPITAL ONE FINANCIAL CO	250,739	250,739
CITY NATIONAL CORP	69,990	69,990
COBANK ACB	104,331	104,331
DISCOVER FINANCIAL SVS	126,117	126,117
GOLDMAN SACHS GROUP-G	135,723	135,723
GOLDMAN SACHS GROUP INC	61,974	61,974
MORGAN STANLEY-MS A	117,764	117,764
PNC FINANCIAL PNC P	71,815	71,815
CHARLES SCHWAB CORP-S	123,546	123,546
US BANCORP USB M	55,219	55,219
USB CAPITAL IX	113,160	113,160
WELLS FARGO & COMPANY	303,682	303,682
JPB HIGH YIELD FD-SEL	54,435	54,435
JPMORGAN CHASE & CO	94,800	94,800
WACHOVIA CORP	199,899	199,899
BANK OF AMERICA CORP	101,815	101,815
MCKESSON CORP	200,144	200,144

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY	100,449	100,449
SUNTRUST BANK	82,123	82,123
SUNTRUST BANKS INC	257,399	257,399
US BANCORP	102,373	102,373
BANK OF AMERICA CORP	115,051	115,051
CAPITAL ONE FINANCIAL CO	51,800	51,800
DODGE & COX INCOME FUND	60,221	60,221
JPM CORE BD FD-SEL	39,552	39,552

TY 2014 Investments Corporate

Stock Schedule

**Name:** LARRK FOUNDATION

**EIN:** 26-3818473

**Software ID:** 14000265

**Software Version:** 2014v5.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BBH FD INC	70,639	70,639
JPM LARGE CAP GROWTH FD-SEL	72,733	72,733
SPDR S&P 500 ETF TRUST	130,671	130,671
ISHARES CORE S&P MID CAP ETF	117,867	117,867
ARTISAN INTL VALUE FUND-INV	76,686	76,686
DODGE & COX INTL STK	74,352	74,352
ABERDEEN ASIA PACIFIC	75,535	75,535
GLOBAL ACCESS HEDGE FUND LTD	500,190	500,190
ISHARES RUSSELL 1000 GR	716,501	716,501
ISHARES RUSSELL 1000 VALUE	566,996	566,996
ISHARES RUSSELL 2000 GRWTH FD	363,639	363,639
ISHARES RUSSELL 2000 VALUE FD	281,857	281,857
ISHARES RUSSELL MIDCAP V IN FD	246,801	246,801
VANGUARD FTSE DEV MKTS	653,998	653,998
VANGUARD MSCI EMERGING MKTS	274,537	274,537
ISHARES RUSSELL MIDCAP G IN FD	322,949	322,949
JOHN HANCOCK L/C EQUITY	86,982	86,982
TRIBUTARY SMALL CO-INST PLUS	18,847	18,847
ISHARES MSCI EAFE INDEX	43,501	43,501
DELTWARE EMERGING MARKETS	50,272	50,272
VANGUARD FTSE EUROPE ETF	14,675	14,675

**TY 2014 Investments Government  
Obligations Schedule****Name:** LARRK FOUNDATION**EIN:** 26-3818473**Software ID:** 14000265**Software Version:** 2014v5.0**US Government Securities - End of  
Year Book Value:****US Government Securities - End of  
Year Fair Market Value:****State & Local Government  
Securities - End of Year Book  
Value:**

2,011,054

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

2,011,054

**TY 2014 Land, Etc. Schedule****Name:** LARRK FOUNDATION**EIN:** 26-3818473**Software ID:** 14000265**Software Version:** 2014v5.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	28,521	23,425	5,096	7,027
Machinery and Equipment	2,896	965	1,931	

TY 2014 Other Assets Schedule

**Name:** LARRK FOUNDATION

**EIN:** 26-3818473

**Software ID:** 14000265

**Software Version:** 2014v5.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ART/PAINTINGS	3,442	3,442	3,442



**TY 2014 Other Expenses Schedule****Name:** LARRK FOUNDATION**EIN:** 26-3818473**Software ID:** 14000265**Software Version:** 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	408			
INSURANCE	6,842			
LICENSES & DUES	1,914			
OFFICE EXPENSE	961			
TELEPHONE	1,592			
WEBSITE	4,000			

TY 2014 Other Income Schedule

**Name:** LARRK FOUNDATION

**EIN:** 26-3818473

**Software ID:** 14000265

**Software Version:** 2014v5.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	15,227	15,227	

**TY 2014 Other Professional Fees Schedule****Name:** LARRK FOUNDATION**EIN:** 26-3818473**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMMISSIONS/FEES	64,886	64,886	0	0
OUTSIDE CONTRACTOR FEES	2,642	0	0	0

**TY 2014 Taxes Schedule****Name:** LARRK FOUNDATION**EIN:** 26-3818473**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE	350			
INCOME	12,729			
PAYROLL TAXES	7,778			