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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation **THEDA AND TAMBLIN CLARK SMITH FAMILY
FOUNDATION, INC.**

A Employer identification number
39-6125329

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)
(303) 407-9501

24918 GENESEE TRAIL ROAD

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

GOLDEN, CO 80401

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at
end of year (from Part II, col (c), line
16) **\$ 38,372,309.**

J Accounting method ☒ Cash ☐ Accrual

☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

C If exemption application is
pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	625.	625.		
4 Dividends and interest from securities	899,769.	899,769.		
5a Gross rents				
b Net rental income or (loss)	1,800,832.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	28,068,621.			
7 Capital gain net income (from Part IV, line 2)		5,136,513.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH. 1	-135.	-135.		
12 Total. Add lines 1 through 11	2,701,091.	6,036,772.		
13 Compensation of officers, directors, trustees, etc.	70,000.			70,000.
14 Other employee salaries and wages	117,500.			117,500.
15 Pension plans, employee benefits	28,155.			28,155.
16a Legal fees (attach schedule) ATCH. 10	244.			244.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) ATCH. 11	303,781.	303,181.		600.
17 Interest				
18 Taxes (attach schedule) (see instructions) [4]	142,046.	2,991.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	14,400.			14,400.
21 Travel, conferences, and meetings	27,092.			27,092.
22 Printing and publications	24.			24.
23 Other expenses (attach schedule) ATCH. 5	96,999.	13,880.		83,118.
24 Total operating and administrative expenses. Add lines 13 through 23.	800,241.	320,052.		341,133.
25 Contributions, gifts, grants paid	1,750,652.			1,750,652.
26 Total expenses and disbursements Add lines 24 and 25	2,550,893.	320,052.	0	2,091,785.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	150,198.			
b Net investment income (if negative, enter -0-)		5,716,720.		
c Adjusted net income (if negative, enter -0-)				

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Revenue

Operating and Administrative Expenses

257 3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	2,233,369.	266,403.	266,403.	
	3	Accounts receivable ▶ 1,762.				
		Less allowance for doubtful accounts ▶	17,802.	1,762.	1,762.	
	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) [6]	4,307,524.	4,189,447.	4,231,290.	
	b	Investments - corporate stock (attach schedule) ATCH 7	27,763,083.	26,848,574.	28,379,994.	
	c	Investments - corporate bonds (attach schedule) ATCH 8	2,203,995.	2,294,809.	2,359,766.	
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 9	13,000.	3,087,976.	3,133,094.		
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	36,538,773.	36,688,971.	38,372,309.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	36,538,773.	36,688,971.		
	30	Total net assets or fund balances (see instructions)	36,538,773.	36,688,971.		
	31	Total liabilities and net assets/fund balances (see instructions)	36,538,773.	36,688,971.		

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	36,538,773.
2	Enter amount from Part I, line 27a	2	150,198.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	36,688,971.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,688,971.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
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					
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	5,136,513.	
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	0	

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.

(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	1,281,882.	17,303,507.	0.074082
2012	291,243.	2,623,662.	0.111006
2011	139,011.	2,768,877.	0.050205
2010	115,268.	2,616,647.	0.044052
2009	146,214.	2,346,927.	0.062300
2 Total of line 1, column (d)			2 0.341645
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 0.068329
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 38,349,745.
5 Multiply line 4 by line 3			5 2,620,400.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 57,167.
7 Add lines 5 and 6			7 2,677,567.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 2,091,785.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	114,334.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	114,334.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	114,334.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	112,019.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,524.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	117,543.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ 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	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,209.
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 3,209. Refunded 3,209.	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>THEDA & TAMBLIN C. SMITH FDN</u> Telephone no <u>303-407-9501</u> Located at <u>24918 GENESEE TRAIL ROAD, SUITE 203 GOLDEN, CO</u> ZIP+4 <u>80401</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years <u></u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐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? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
ATCH 10		70,000.	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		115,000.	19,358.	0

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
ATCH 12		378,181.

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

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

Amount

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

Form 990-PF (2014)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	35,155,764.
b	Average of monthly cash balances	1b	1,419,746.
c	Fair market value of all other assets (see instructions)	1c	2,358,241.
d	Total (add lines 1a, b, and c)	1d	38,933,751.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	38,933,751.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	584,006.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,349,745.
6	Minimum investment return. Enter 5% of line 5	6	1,917,487.

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

1	Minimum investment return from Part X, line 6	1	1,917,487.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	114,334.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	114,334.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,803,153.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,803,153.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,803,153.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,091,785.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,091,785.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,091,785.

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.

Form 990-PF (2014)

Page **9****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				1,803,153.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009 30,734.				
b From 2010				
c From 2011 1,591.				
d From 2012 167,428.				
e From 2013 478,319.				
f Total of lines 3a through e	678,072.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>2,091,785.</u>				
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)				
d Applied to 2014 distributable amount				1,803,153.
e Remaining amount distributed out of corpus	288,632.			
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	966,704.			
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				
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)	30,734.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	935,970.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011 1,591.				
c Excess from 2012 167,428.				
d Excess from 2013 478,319.				
e Excess from 2014 288,632.				

Form **990-PF** (2014)

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> ATCH 13				
Total			▶ 3a	1,750,652.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	625.	
4 Dividends and interest from securities				14	899,769.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	1,800,832.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a K-1 INC/LOSS				14	-135.	
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					2,701,091.	
13 Total. Add line 12, columns (b), (d), and (e)						2,701,091.

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

[illegible]

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS BNY MELLON PRIVATE EQUITY	-135.	-135.
TOTALS	<u>-135.</u>	<u>-135.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL CONSULTATIONS	244.			244.
TOTALS	<u>244.</u>			<u>244.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT SERVICES	303,181.	303,181.	
LOGO DEVELOPMENT	600.		600.
TOTALS	<u>303,781.</u>	<u>303,181.</u>	<u>600.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2014	110,700.	
990-PF EXTENSION FOR 2013	28,355.	
FOREIGN TAX PAID	2,991.	2,991.
TOTALS	<u>142,046.</u>	<u>2,991.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	75,000.		75,000.
BANK CHARGES	1,992.	1,992.	
FOUNDATION DUES & MEMBERSHIPS	725.		725.
INDEMNIFICATION INSURANCE	4,962.		4,962.
K-1 EXP BNY MELLON PRIVATE	11,889.	11,888.	
PAYROLL PROCESSING FEES	1,087.		1,087.
POSTAGE/DELIVERY SERVICE	1,334.		1,334.
STATE OR LOCAL FILING FEES	10.		10.
TOTALS	96,999.	13,880.	83,118.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDL HOME LN MTG CRPPPOOL #G054	46,419.	47,654.
FHLM POOL #C91339 - 4.000% - 1	18,385.	18,501.
FHLM POOL #C91738 - 4.000% - 1	23,715.	24,034.
FHLMC GOLD G04216 - 5.500% - 1	109.	111.
FHLMC GOLD POOL A90393 - 5.000	28,906.	29,704.
FHLMC GOLD Q03517 - 4.500% - 0	39,874.	40,202.
FHLMC POOL #A92821 - 5.000% -	48,073.	49,095.
FHLMC POOL #A95828 - 4.500% -	133,834.	136,884.
FHLMC POOL #C09055 - 4.000% -	27,511.	28,428.
FHLMC POOL #G04219 - 5.500% -	1,279.	1,281.
FHLMC POOL #G05337 - 5.500% -	32.	33.
FHLMC POOL #G18473 - 3.000% -	61,992.	62,389.
FHLMC POOL #G18489 - 3.000% -	44,763.	45,088.
FHLMC POOL #J15724 - 4.000% -	44,473.	44,643.
FHLMC POOL #Q04584 - 4.500% -	29,119.	29,482.
FHLMC POOL #Q19384 - 3.500% -	88,687.	90,897.
FHLMC POOL #Q25830 - 4.000% -	30,703.	31,248.
FHLMC POOL #T49004 - 3.000% -	13,722.	13,905.
FHLMC POOL #T49005 - 3.500% -	30,340.	30,226.
FNMA - POOL 981644 - 4.500% -	3,333.	3,367.
FNMA POOL #255364 - 6.000% - 0	9,480.	9,823.
FNMA POOL #555528 - 6.000% - 0	10,081.	10,544.
FNMA POOL #966608 - 5.500% - 0	322.	330.
FNMA POOL #975268 - 5.500% - 0	484.	484.
FNMA POOL #AA7694 - 4.500% - 0	3,117.	3,175.
FNMA POOL #AH3519 - 4.000% - 0	34,134.	34,543.
FNMA POOL #AH4794 - 5.000% - 0	102,686.	104,756.
FNMA POOL #AJ1758 - 3.500% - 0	19,785.	19,835.
FNMA POOL #AK2439 - 3.500% - 0	35,763.	35,877.
FNMA POOL #AK2717 - 4.000% - 0	57,892.	58,801.
FNMA POOL #AL4191 - 3.500% - 0	42,655.	42,849.
FNMA POOL #AL5630 - 4.000% - 0	26,388.	26,664.
FNMA POOL #AL6150 - 4.000% - 0	115,285.	114,977.
FNMA POOL #AQ5362 - 3.500% - 1	69,047.	70,641.
FNMA POOL #AR8467 - 2.500% - 0	29,456.	29,989.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FNMA POOL #AR8596 - 3.500% - 0	63,100.	64,698.
FNMA POOL #AT4147 - 3.000% - 0	46,160.	47,534.
FNMA POOL #AT4941 - 3.000% - 0	13,513.	13,948.
FNMA POOL #AU1629 - 3.000% - 0	18,925.	18,945.
FNMA POOL #AU1660 - 2.500% - 0	149,453.	151,917.
FNMA POOL #AU6278 - 5.000% - 1	19,945.	20,244.
FNMA POOL #AW8285 - 3.500% - 0	30,041.	30,560.
FNMA POOL #MA1200 - 3.000% - 1	52,984.	54,611.
FNMA POOL #MA1860 - 4.500% - 0	39,996.	40,726.
FNMA POOL #MA1897 - 3.500% - 0	51,118.	51,522.
FNMA REMIC TRUST SER 2014-28 C	42,901.	43,070.
GNMA POOL #MA1599 - 3.000% - 0	62,776.	63,617.
US T - 2.750% - 02/15/2024	110,511.	115,750.
US T BOND - 3.125% - 08/15/204	45,457.	48,445.
US T NOTE - 0.875% - 01/31/201	5,013.	5,014.
US T NOTE - 1.250% - 04/30/201	147,358.	148,253.
US T NOTE - 2.375% - 08/15/202	45,225.	45,833.
US T NOTE - 2.625% - 01/31/201	95,427.	93,987.
US T NTS - 0.625% - 08/31/2017	133,396.	133,713.
US T NTS - 0.625% - 09/30/2017	192,180.	192,913.
US T NTS - 0.750% - 01/15/2017	60,012.	60,042.
US T NTS - 0.750% - 10/31/2017	118,561.	119,044.
US T NTS - 0.875% - 05/15/2017	145,110.	145,080.
US T NTS - 0.875% - 12/31/2016	95,509.	95,356.
US T NTS - 2.000% - 11/30/2020	242,527.	247,143.
US T NTS - 2.250% - 11/15/2024	55,180.	55,370.
US TIPS - 0.125% - 01/15/2023	74,773.	74,604.
US TIPS - 0.125% - 04/15/2018	53,133.	51,168.
US TIPS - 1.375% - 01/15/2020	54,674.	51,865.
US TIPS - 1.375% - 07/15/2018	84,687.	80,736.
US TURY NOTE - 1.375% - 09/30/	303,955.	304,712.
US OBLIGATIONS TOTAL	<u>3,925,444.</u>	<u>3,960,880.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ATTACHMENT 6 (CONT'D)</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CALIFORNIA EARTHQUAKE - 2.805%	34,999.	34,931.
FL HURRICANE CATASTROPHE FD -	61,139.	66,058.
IL ST TAXABLE - 4.420% - 01/01	5,107.	5,000.
MTA - 3.018% - 07/01/2024	60,000.	60,000.
NEW JERSEY ECON DEV AUTH REV S	45,000.	45,014.
NEW YORK CITY MUNICIPAL WATER	40,871.	41,222.
OAKLAND CA UNI SCH DIST - 9.50	16,887.	18,185.
STATE OBLIGATIONS TOTAL	<u>264,003.</u>	<u>270,410.</u>
US AND STATE OBLIGATIONS TOTAL	<u>4,189,447.</u>	<u>4,231,290.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABBOTT LABS	190,344.	217,447.
ABBVIE INC	217,255.	260,451.
ABERCROMBIE & FITCH	22,334.	18,330.
ACCENTURE PLC	182,138.	198,268.
ACTAVIS PLC	67,415.	128,705.
ADOBE SYSTEMS, INC	95,889.	112,685.
ADVENT SOFTWARE, INC.	23,132.	22,367.
AFFILIATED MANAGERS GROUP	17,080.	18,889.
AFLAC INC	137,407.	133,787.
AIA GROUP LTD ADR	15,350.	17,499.
ALASKA AIR GROUP INC	23,561.	38,246.
ALBEMARLE CP	6,836.	6,614.
ALEXION PHARMACEUTICALS, INC	47,702.	55,509.
ALIGN TECHNOLOGY, INC	17,309.	18,450.
AMAZON COM	135,448.	142,140.
AMER FIN GRP HLD	28,634.	30,967.
AMERICAN TOWER CORPORATION 5.2	67,330.	71,735.
AMGEN INC	51,529.	74,707.
ANHEUSER BUSCH COS INC	115,610.	118,498.
ANSYS INC	45,467.	49,200.
APPLE INC	323,927.	439,754.
ARES CAPITAL CORPORATION - CLO	110,660.	98,499.
ARRIS GROUP INC	45,184.	52,229.
ARROW ELECTRONICS INC.	37,397.	35,892.
ASSOCIATED BANC-CORP	40,810.	45,457.
ASSOCIATED BRITISH FOODS PLC	8,038.	10,767.
AT&T, INC	32,432.	30,735.
AVAGO TECHNOLOGIES LIMITED	125,037.	187,097.
BANCORPSOUTH INC	34,113.	31,964.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BANK HAPOALIM BM ADR	11,386.	9,420.
BANK NEW YORK MELLON CORP COM	142,217.	174,167.
BARCLAYS PLC ADR	15,703.	13,359.
BARD C R INC	13,385.	16,329.
BAYER A G SPONSORED ADR	17,493.	19,158.
BED BATH & BEYOND INC	34,245.	40,370.
BELLE INTL HLDG ADR	11,752.	10,816.
BIG LOTS INC	52,010.	47,224.
BIOGEN IDEC INC	76,590.	88,936.
BNY MELLON FOCUS EQ OPP	140,000.	153,411.
BOSTON SCIENTIFIC	30,072.	30,740.
BRIDGESTONE CORP UNSP ADR	9,962.	10,272.
BRISTOL-MYERS SQUIBB CO	178,574.	216,109.
BRITISH AMERICAN TOBACCO PLC	11,109.	11,645.
BROCADE COMMUNICATIONS SYST IN	36,400.	50,675.
CABOT CP	39,466.	29,386.
CAPITAL ONE FINANCIAL CORP	161,791.	175,832.
CARDINAL HEALTH INC	176,784.	201,018.
CATERPILLAR INC	208,750.	190,016.
CATHAY GENERAL BANCORP	27,374.	27,381.
CBOE HOLDINGS INC	8,636.	11,416.
CELANESE CORPORATION	110,898.	110,926.
CELGENE CORP	111,768.	121,592.
CENTERPOINT ENERGY	218,549.	218,133.
CENTRICA	14,324.	12,255.
CENTURY LINK INC	121,961.	129,031.
CHARLES RIV LABORATORIES INTL	35,836.	47,730.
CHEESECAKE FACTORY INC	133,274.	141,371.
CHEVRON CORP	228,672.	215,386.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CM COMMODITY INDEX FUND	228,393.	175,424.
COMCAST CORP CL A	218,360.	251,183.
COMMERCE BANCSHARES, INC	11,171.	11,481.
COMMERCIAL METALS	37,328.	31,114.
COMMERZBANK AG-SPONS ADR	14,694.	10,840.
COMPUTER SCIENCES CORP	24,963.	26,481.
CONTL AG SPONS ADR	6,403.	6,275.
CONVERGYS CP	18,029.	18,537.
CORR CP OF AMER	53,228.	53,056.
COSTCO WHOLESALE CORPORATION	111,269.	136,931.
CREDIT SUISSE GROUP ADR	13,827.	11,537.
CRH PLC - AMERICAN DEPOSITARY	13,815.	14,406.
CULLEN FROST BANKERS INC	36,205.	34,614.
DECKERS OUTDOOR CORPORATION	39,793.	48,251.
DELUXE CORPORATION	31,952.	42,953.
DFA COMMODITY STRATEGY PORTFOL	225,000.	180,670.
DFA EMERGING MARKETS CORE EQ P	751,000.	732,681.
DILLARD'S INC	12,257.	19,027.
DNB NOR ASA SPONSOR ADR	15,850.	13,860.
DOLLAR GENERAL CORP	9,026.	11,312.
DOMINION RESOURCES INC PREFERR	99,120.	106,218.
DOMINOS PIZZA INC	7,344.	10,359.
DON QUIJOTE CO LTD	20,074.	22,443.
DOVER CORP	154,992.	128,379.
DOW CHEMICAL PV	196,489.	198,358.
DREYFUS DIVERSIFIED EMERGING M	380,000.	386,349.
DREYFUS DYNAMIC TOTAL RETURN Y	441,000.	466,639.
DREYFUS FLOATING RATE INCOME Y	139,000.	135,154.
DREYFUS PREM, INTERNATIONAL ST	733,000.	694,434.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DREYFUS PREMIER LTD TERM HIGH	148,784.	142,481.
DREYFUS US EQUITY Y CLASS	140,000.	169,541.
DRIL QUIP INC	37,809.	26,779.
DST SYS INC. COM	42,052.	49,900.
DU PONT DE NEMOURS	79,022.	93,164.
DUKE ENERGY CO	46,750.	55,554.
DYNEGY INC	75,867.	71,731.
EATON CORP PLC	241,015.	246,627.
ELECTRONIC ARTS	119,126.	148,583.
ENERGIZER HOLDINGS INC	42,124.	56,309.
ENERGY DEVELOPMENT ADR	5,316.	7,380.
ENERGY CORP	43,103.	50,738.
EQUITY ONE REIT	28,305.	31,954.
EVEREST RE GROUP LTD	3,089.	3,406.
EXELIS, INC	28,140.	32,588.
EXELON CORP CONV PFD	73,644.	74,025.
EXXON MOBIL CORP	144,008.	141,726.
FACEBOOK INC	141,068.	174,765.
FAIRCHILD SEMI INTL	3,661.	4,558.
FAMILYMART CO LTD ADR	8,194.	7,211.
FANUC LIMITED UNSPONSORED	10,355.	9,636.
FIDELITY NATIONAL FINANCIAL IN	107,743.	132,977.
FIRST HORIZON NATL	4,646.	4,889.
FOOT LOCKER INC N.Y. COM	30,119.	30,337.
GALLAGHER ARTHUR J & CO	109,113.	115,346.
GALP ENERGIA	8,891.	5,472.
GAMESTOP CORP	13,738.	12,168.
GENERAL ELECTRIC CO	111,637.	106,892.
GENTEX CORPORATION	9,560.	11,200.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GILEAD SCIENCES INC	109,781.	126,308.
GLAXOSMITHKLINE PLC	16,989.	14,104.
GOOGLE INC CL A	128,124.	117,807.
GOOGLE INC CL C	54,218.	54,219.
GRUPO FIN STANTANDER - ADR B	6,365.	5,698.
HALLIBURTON COMPANY	145,089.	93,212.
HANOVER INS GROUP	26,351.	32,094.
HARLEY DAVIDSON INC	205,896.	201,091.
HARTFORD FINANCIALSERVICES GRO	120,018.	137,160.
HCA INC	83,831.	113,021.
HEALTH NET INC	37,838.	60,489.
HELIX ENERGY SOLUTIONS GROUP I	37,104.	32,550.
HENRY JACK & ASSOC INC	44,965.	49,712.
HENRY SCHEIN INC	19,723.	23,690.
HOME DEPOT INC	104,316.	142,759.
HOSPIRA INC W/I	33,198.	35,525.
HOSPITALITY PROPERTIES TRUST	5,987.	6,820.
HOST HOTELS & RESORTS INC	19,904.	20,918.
HUNTINGTON INGALLS INDUSTRIES	55,792.	61,516.
HYATT HOTELS CORP	21,749.	27,697.
IDACORP INC HLDG CO	39,152.	49,643.
IDEX CP	52,480.	60,715.
IHS INC	22,937.	21,979.
ILLINOIS TOOL WORKS	124,114.	135,421.
INFINEON TECH ADS	9,715.	10,544.
INGERSOL-RAND PLC	149,709.	174,956.
INTEGRATED DEVICE TECHNOLOGY I	34,375.	57,624.
INTEL CORP	307,885.	332,416.
INTERCONTINENTAL EXCHANGE, INC	177,492.	205,913.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESCO PLC	171,310.	194,438.
ISHARES TRUST MSCI EAFE INDEX	497,249.	456,300.
JAPAN AIRLINES	8,858.	8,708.
JARDINE MATHESON UNS/ADR	9,075.	9,712.
JETBLUE AIRWAYS CORP	5,301.	7,771.
JOHNSON & JOHNSON	153,912.	168,865.
JOHNSON CONTROLS INC	96,591.	113,454.
JP MORGAN CHASE & CO	248,386.	278,544.
JS GROUP CORP ADR	18,230.	17,405.
KATE SPADE & CO.	15,769.	16,965.
KEYCORP	20,604.	20,989.
KIMBERLY CLARK CORP	112,235.	130,791.
KINDER MORGAN INC	65,961.	86,439.
KIRBY CORPORATION	47,073.	35,929.
KOSMOS ENERGY LTD.	4,942.	4,363.
L'AIR LIQUIDE ADR OTC	15,201.	15,456.
L'OREAL ADR	14,609.	14,332.
LAM RESEARCH CORP	118,290.	128,531.
LANCASTER COLONY CORPORATION	12,972.	13,110.
LAS VEGAS SANDS CORP	111,731.	89,566.
LASALLE HOTEL PROP	52,279.	53,825.
LENNOX INTL INC	31,243.	38,028.
LINCOLN ELECTRIC HOLDING INC	38,505.	38,000.
LINCOLN NATIONAL CORP	4,879.	6,344.
LOCKHEED MARTIN CORP	136,032.	186,600.
LORILLARD INC	87,499.	105,487.
LOWES COMPANIES INC	79,879.	112,832.
MAILLICKRODT PLC	108,811.	129,729.
MANPOWER GROUP INC	55,019.	48,401.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MARATHON OIL CORP COM	189,149.	164,931.
MASCO CORP	15,790.	18,396.
MEAD JOHNSON NUTRITI	108,491.	117,632.
MELLON EMERGING MKTS FD CL M	756,000.	708,632.
MELLON INTERNATIONAL FD CL M	692,000.	656,895.
MELLON SMALL CAP STOCK FUND CL	1,139,999.	1,204,422.
MENTOR GRAPHICS CORP	44,754.	43,840.
MERCK & CO INC	243,696.	273,841.
METTLER-TOLEDO INTL	55,123.	66,541.
MITSUBISHI TOKYO FIN	14,945.	13,161.
MONSTER BEVERAGE CORP	134,361.	206,407.
MOODYS CORP	14,507.	19,162.
N V R INC.	47,514.	53,564.
NATIONAL GRID TRANSCO PLC	89,668.	97,511.
NATIXIS ASG GLOBAL ALTERNAT Y	449,000.	450,584.
NAVIENT CORPORATION	74,203.	97,893.
NEENAH PAPER INC	53,192.	85,162.
NESTLE S.A	24,173.	24,803.
NEUSTAR, INC. CL A	47,928.	27,800.
NEW RESIDENTIAL INVESTMENT COR	94,054.	89,773.
NEW YORK TIMES CO CL A	28,924.	25,779.
NEXTERA ENERGY CAPITAL HOLDING	112,100.	127,186.
NISSAN MOTOR LTD ASR	8,959.	8,560.
NOKIA	13,414.	13,991.
NOMURA HOLDINGS ADR	15,152.	11,510.
NOVARTIS AG ADR	18,927.	23,165.
NUCOR CP	179,380.	170,694.
OLD DOMINION FREIGHT LINES	27,107.	32,609.
OLD REP INTL CORP	20,302.	18,873.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OMEGA HEALTHCARE INV	19,090.	23,442.
OUTFRONT MEDIA INC	205,997.	170,843.
PEPSICO INC	284,824.	321,788.
PERKIN ELMER INC	25,480.	25,363.
PFIZER INC	185,504.	192,600.
PHILIP MORRIS INTL	257,413.	247,608.
PHILIPPINE LONG DISTANCE ADR	5,845.	5,063.
PHILLIPS 66	166,165.	157,740.
PLAINS GP HOLDINGS LP	57,639.	61,118.
PNC FINANCIAL GROUP INC	116,418.	127,722.
POLYONE CORP.	45,395.	45,492.
POTLATCH CORP	42,996.	42,707.
PPL CORPORATION	69,733.	76,111.
PROCTER GAMBLE CO	190,641.	219,436.
PRUDENTIAL PLC SC	20,996.	23,085.
PTC INC	28,247.	30,053.
PVH CORP	119,036.	114,712.
REED ELSEVIER PLC	9,563.	10,888.
REINSURANCE GROUP AMER INC.	50,573.	54,324.
RENAISSANCERE HOLDINGS LTD	4,974.	4,764.
RITE AID CORP	3,975.	4,437.
ROCHE HOLDING LTD ADR	21,486.	22,094.
ROVI CORP.	24,652.	26,656.
ROYAL DUTCH SHELL PLC SPONS ADR	14,031.	12,521.
SALESFORCE.COM	141,384.	155,392.
SANOFI-AVENTIS SPONSORED ADR	19,441.	17,788.
SAP AKTIENGESSELL ADS	15,256.	13,930.
SCHLUMBERGER LTD	119,835.	121,965.
SEAGATE TECHNOLOGY	99,814.	122,360.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEI INVESTMENTS	42,102.	51,652.
SEMPRA ENERGY COM	65,606.	81,404.
SERVICE NOW	136,905.	182,517.
SILGAN HOLDINGS, INC	31,526.	35,912.
SKYWORKS SOLUTIONS, INC	52,802.	82,162.
SOFTBANK CP UNSP ADR	18,740.	15,444.
SOUTHWEST AIRLINES	19,479.	33,010.
SOUTHWESTERN ENERGY	162,181.	114,072.
SPX CORP	55,780.	48,029.
ST MARY LD & EXPL CO	67,334.	32,407.
STANLEY BLACK & DECKER, INC. P	65,425.	72,763.
STARWOOD PROPERTY TRUST INC	123,001.	120,616.
STARZ	40,607.	40,095.
STATE STREET CORPORATION	164,647.	202,530.
SUN ART RETAIL GROUP	8,837.	7,644.
SUNTORY BEVERAGE & FOOD LTD AD	6,881.	7,068.
TAIWAN SEMICONDUCTOR MFG CO LT	6,944.	8,952.
TAUBMAN CENTERS INC	51,089.	52,730.
TCW EMERGING MARKETS INCOME FU	301,407.	285,119.
TE CONNECTIVITY LTD	148,903.	160,655.
TELEFLEX INC	43,366.	46,272.
TELIASONERA ADR	12,477.	11,592.
TESORO CORP	25,836.	25,279.
TEXAS INSTRUMENTS INC	73,806.	82,344.
TEXTRON INC	18,159.	20,634.
THE HERSHEY COMPANY	170,396.	169,614.
THERMO FISHER SCIENTIFIC INC	97,738.	103,740.
TIME WARNER INC	285,402.	321,179.
TOKYO ELECTRON LTD	9,039.	11,257.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TOYOTA MTR CORP	24,974.	25,347.
TRINITY INDUSTRIES, INC	41,893.	28,570.
TWITTER INC	105,236.	76,044.
UNION PACIFIC	88,351.	124,967.
UNITED PARCEL SERVICE	102,900.	121,509.
UNITED TECHNOLOGIES CORP	142,547.	151,455.
UNITED TECHNOLOGIES PREF A	116,327.	112,234.
UNIVERSAL HLTH SVC B	17,538.	24,588.
VALERO ENERGY CORP	161,546.	183,843.
VCA ANTECH INC.	26,902.	47,307.
VERIZON COMMUNICATIONS	69,644.	66,053.
VIRTUS EMERGING MARKETS OPPTS	757,000.	775,001.
VISHAY INTERTECH	28,754.	30,847.
VIVENDI SA	10,681.	10,921.
VODAFONE GROUP PLC	25,857.	16,231.
WADDELL&REED FIN INC	59,166.	51,813.
WALT DISNEY HOLDINGS CO	56,376.	81,474.
WEINGARTEN REALTY INVESTORS SB	39,768.	44,348.
WELLS FARGO & CO	150,215.	190,664.
WESTAR ENERGY INC.	51,632.	54,024.
WILEY JOHN & SONS INC CL A	25,641.	26,658.
WILLIAMS COS	53,203.	59,770.
WOLSELEY PLC	8,882.	9,281.
WOLTERS KLUWER S/ADR	14,478.	15,555.
WORTHINGTON INDUSTRIES INC.	37,950.	28,586.
WYNDHAM WORLDWIDE	12,899.	17,152.
YUM BRANDS INC	134,817.	131,859.
ZURICH INS GROU ADR	15,415.	17,472.
TOTALS	<u>26,848,574.</u>	<u>28,379,994.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABB FIN USA - 2.875% - 05/08/2	52,946.	55,275.
AMAZON COM INC SR NT - 2.500%	36,640.	37,861.
AMERICAN EXPRESS CO - 7.000% -	51,470.	57,785.
AMERICAN INTL GROUP INC - 5.85	39,918.	39,134.
AMGEN INC BOND - 5.650% - 06/1	41,430.	47,592.
ANHEUSER BUSCH INBEV WOR - 2.5	41,761.	43,735.
AT&T INC NOTE - 4.450% - 05/15	73,866.	75,208.
BANK OF AMERICA - 2.600% - 01/	75,209.	75,583.
BLACKROCK INC - 6.250% - 09/15	41,081.	39,210.
BOSTON PROPERTIES LPNOTE - 4.1	41,209.	42,577.
BP CAPITAL MARKETS - 3.200% -	31,568.	30,809.
BURLINGTN NORTH SANTA FE - 3.4	41,618.	41,740.
CISCO SYSTEMS INC - 5.500% - 0	22,875.	26,376.
CITIGROUP INC - 2.500% - 07/29	59,542.	60,048.
COMCAST CORP BOND - 3.125% - 0	77,829.	81,295.
CONAGRA FOODS INC - 3.200% - 0	20,731.	21,549.
DISCOVERY COMMUNICATIONS LLC -	52,318.	50,569.
EASTMAN CHEM CO - 3.600% - 08/	39,011.	40,507.
EBAY INC SR GLBL NT - 2.875% -	34,923.	34,645.
FNMA POOL #AT2016 - 3.000% - 0	35,476.	36,427.
FORD MOTOR CREDIT CO - 3.000%	67,277.	66,691.
GENERAL ELEC CAP CORP - 5.300%	66,305.	68,518.
GOLDMAN SACHS GROUP INC - 6.75	42,092.	50,295.
HOME DEPOT INC - 5.400% - 03/0	46,705.	52,766.
HSBC FINANCE CORP - 6.676% - 0	51,676.	53,391.
HYDRO-QUEBEC GTD GLBL NT - 2.0	30,938.	30,575.
IBM CORP NOTES - 5.700% - 09/1	28,200.	33,433.
INTEL CORP - 2.700% - 12/15/20	65,134.	69,583.
JPMORGAN CHASE & CO - 3.375% -	58,871.	59,359.

ATTACHMENT 8 (CONT'D)FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
METLIFE INC - 7.717% - 02/15/2	44,037.	42,412.
MORGAN STANLEY FR - 4.875% - 1	65,777.	69,034.
NEWS AMER INC - 6.150% - 03/01	33,005.	37,599.
NYSE EURONEXT - 2.000% - 10/05	40,134.	40,341.
ONTARIO PROV CDA - 4.000% - 10	38,307.	38,278.
ORACLE CORP NOTES - 5.750% - 0	70,085.	67,828.
PEPSICO INC NOTES - 4.500% - 0	38,693.	38,555.
PETROBRAS INFL FIN - 6.125% -	15,113.	15,047.
PETROBRAS INTL FIN - 5.375% -	35,332.	32,430.
PETROLEOS MEXICANOS - 4.875% -	36,838.	36,659.
PRUDENTIAL INC - 4.750% - 09/1	42,978.	41,045.
RABOBANK NEDERLAND - 4.500% -	42,352.	43,998.
ROYAL BK OF CDA BD CDS - 1.250	54,979.	54,762.
SIMON PROPERTY GROUP - 5.650%	51,606.	51,654.
TELEFONICA EMISIONES S A U - 5	51,676.	55,351.
TIME WARNER CABLE INC NOTE - 4	28,615.	32,106.
TIME WARNER INC - 4.000% - 01/	46,078.	47,035.
TOYOTA MOTOR CRED FR - 1.125%	34,981.	34,868.
VERIZON COMMUNICATIONS INC - 5	64,327.	66,254.
WACHOVIA CORP NT - 5.625% - 10	38,680.	37,639.
WALGREEN CO - 3.100% - 09/15/2	52,597.	54,335.
TOTALS	<u>2,294,809.</u>	<u>2,359,766.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BNY MELLON PRIVATE EQUITY FUND	87,976.	88,357.
OPTIMA DISCRETIONARY MACRO	2,000,000.	2,021,108.
OPTIMA PARTNERS FOCUS FUND	1,000,000.	1,023,629.
TOTALS	<u>3,087,976.</u>	<u>3,133,094.</u>

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

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
DAVID W RADFORD 24918 GENESEE TRAIL ROAD 203 GOLDEN, CO 80401	DIR / SEC 1.00	17,500.
CARLTON SMITH 24918 GENESEE TRAIL ROAD 203 GOLDEN, CO 80401	VP / DIR / TREAS 1.00	17,500.
MARC VACCARO 24918 GENESEE TRAIL ROAD 203 GOLDEN, CO 80401	PRES / DIR / CHAIRMAN/CEO 1.00	17,500.
SYLVIA VACCARO 24918 GENESEE TRAIL ROAD 203 GOLDEN, CO 80401	DIR 1.00	17,500.
GRAND TOTALS		<u><u>70,000.</u></u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
PETER RADFORD 24918 GENESEE TRAIL ROAD GOLDEN, CO 80401	EXECUTIVE DIRECTOR 40.00	115,000.	19,358.
	TOTAL COMPENSATION	<u>115,000.</u>	<u>19,358.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BNY MELLON BANK 1 WALL ST NEW YORK, NY 10286	INVESTMENT MGT	303,181.
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FLOOR FAIRFIELD, CT 06824	ADMINISTRATIVE	75,000.
TOTAL COMPENSATION		<u>378,181.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACORD INC PO BOX 2203 SOUTH HAMILTON, MA 01982	N/A PC		GENERAL & UNRESTRICTED	6,000
ALANO SOCIETY INC 511 N CARROLL ST MADISON, WI 53703	N/A PC		(511) PROGRAM	9,000
APPLETON MEDICAL CENTER FOUNDATION INC 1818 N MEADE ST APPLETON, WI 54911	N/A PC		THEDA CLARK MEDICAL CENTER	10,000.
A SANDOW 1001 PARK CIRCLE SUN PRARIE, WI 53590	NONE I		HARDSHIP ASSISTANCE GRANT	5,000
ASSN OF SMALL FOUNDATIONS / EXPONENT PHILANTHROPY 1720 N ST NW WASHINGTON, DC 20036	N/A PC		TECHNOLOGY CAPACITY BUILDING	350.
BEST FRIENDS OF NEENAH MENASHA INC 181 E N WATER ST STE 225 NEENAH, WI 54956	N/A PC		SITE-BASED YOUTH MENTORING PROJECT	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOYS & GIRLS BRIGADE ASSOCIATION INC PO BOX 665 NEENAH, WI 54957	N/A PC		GENERAL & UNRESTRICTED	3,000.
BOYS & GIRLS CLUB FOX VALLEY INC 160 S BADGER AVE APPLETON, WI 54914	N/A PC		CLUB'S YOUTH MEMBERSHIPS AND SERVICES FUND	10,000
BOYS & GIRLS CLUB FOX VALLEY INC 160 S BADGER AVE APPLETON, WI 54914	N/A PC		BOYS & GIRLS CLUB OF MENASHA CONSTRUCTION FUND	300,000.
BOYS & GIRLS CLUB OF FOND DU LAC INC PO BOX 562 FOND DU LAC, WI 54936	N/A PC		2014 GREAT FUTURES OF YOUTH CAMPAIGN	10,000.
BOYS & GIRLS CLUB OF OSHKOSH INC PO BOX 411 OSHKOSH, WI 54903	N/A PC		CAMP RADFORD	1,500
BOYS & GIRLS CLUB OF OSHKOSH INC PO BOX 411 OSHKOSH, WI 54903	N/A PC		CAMP RADFORD	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
BOYS & GIRLS CLUB OF OSHKOSH INC PO BOX 411 OSHKOSH, WI 54903	N/A	PC	PURCHASE OF A NEW VAN TO TRANSPORT THE KIDS OF THE GREAT FUTURES MENTORING SCHOOL	20,000.
BOYS & GIRLS CLUBS OF ELKHART COUNTY INC 102 W LINCOLN AVE STE 240 GOSHEN, IN 46526	N/A	PC	RENOVATION/EXPANSION OF THE BOYS & GIRLS CLUB GOSHEN	50,000.
BOYS AND GIRLS CLUB OF DANE COUNTY INC 1818 W BELTLINE HWY MADISON, WI 53713	N/A	PC	GENERAL & UNRESTRICTED	3,000.
BOYS AND GIRLS CLUB OF DANE COUNTY INC 1818 W BELTLINE HWY MADISON, WI 53713	N/A	PC	HARDSHIP GRANTS FUND	15,000.
BOYS AND GIRLS CLUB OF DANE COUNTY INC 1818 W BELTLINE HWY MADISON, WI 53713	N/A	PC	KID'S COLLEGE CLUB AND TRANSPORTATION FUND	65,000
CAP SERVICES INC 5499 HWY 10 E NO A STEVENS POINT, WI 54482	N/A	PC	FRESH START PROGRAM AND SKILLED ENHANCEMENT SERVICES	40,000

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
CAPE ANN MUSEUM INC 27 PLEASANT ST GLOUCESTER, MA 01930	N/A PC		ASSOCIATES' GIFT MAP FUND AND GENERAL & UNRESTRICTED	20,000.
CASA OF THE FOX CITIES INC 211 N FRANKLIN ST APPLETON, WI 54911	N/A PC		VOLUNTEER RESOURCE LENDING LIBRARY FOR CASA CHILDREN	10,000.
CHAPS ACADEMY INC N5367 MAYFLOWER RD SHIOCTON, WI 54170	N/A PC		YOUTH SUICIDE PREVENTION AND INTERVENTION PROGRAM	5,000
CHRISTINE ANN DOMESTIC ABUSE SERVICES INC PO BOX 99 NEENAH, WI 54957	N/A PC		TEEN F I L T E R DAY CAMPS, SCHOOL-BASED PREVENTION, YOUTH ADVOCACY FOR TEEN BOYS, FAMILY DYNAMICS, AND CLOTHING ROOM FOR CHILDREN/TEENS FUND	25,000.
CLEAN LAKES ALLIANCE INC 150 E GILMAN ST STE 2600 MADISON, WI 53703	N/A PC		GENERAL & UNRESTRICTED	1,200.
COMMUNITY CLOTHES CLOSET INC 1465-B OPPORTUNITY WAY MENASHA, WI 54952	N/A PC		GENERAL & UNRESTRICTED	30,000

FORM 990EF, PART XIV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY FOUNDATION FOR THE FOX VALLEY REGION INC 4455 W LAWRENCE ST APPLETON, WI 54914	N/A PC		US VENTURES BASIC NEEDS EVENT FUND	35,000.
COOS COUNTY HISTORICAL SOCIETY 1220 SHERMAN AVE NORTH BEND, OR 97459	N/A PC		GENERAL & UNRESTRICTED	10,000
COOS COUNTY HISTORICAL SOCIETY 1220 SHERMAN AVE NORTH BEND, OR 97459	N/A PC		MUSEUM CONSTRUCTION FUND	10,000.
COTS INC PO BOX 1645 APPLETON, WI 54912	N/A PC		YOUNG ADULT PROGRAM	10,000.
C. WOLFF 4011 E 129TH WAY THORNTON, CO 80241	NONE I		HARDSHIP ASSISTANCE GRANT	5,000.
D DANFORTH 814 JENNIFER STREET MADISON, WI 53703	NONE I		HARDSHIP ASSISTANCE GRANT	5,000

FORM 990DP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
D OLSEN 725 GANNON AVENUE MADISON, WI 53714	NONE I	HARDSHIP ASSISTANCE GRANT	5,000.
DENVER RESCUE MISSION 3501 E 46TH AVE DENVER, CO 80216	N/A PC	GENERAL & UNRESTRICTED	3,000
DRUG-FREE ACTION ALLIANCE 6155 HUNTLEY RD STE H COLUMBUS, OH 43229	N/A PC	"START TALKING" FUND FOR COLLABORATIVE EFFORTS IN OHIO	40,000.
ELISHA D SMITH PUBLIC LIBRARY 440 1ST ST MENASHA, WI 54952	N/A PC	GENERAL & UNRESTRICTED	9,672.
EMPOWERMENT PLAN 1401 VERMONT ST DETROIT, MI 48216	N/A PC	GENERAL & UNRESTRICTED	9,000.
EVERGREEN CHRISTIAN OUTREACH PO BOX 1515 EVERGREEN, CO 80437	N/A PC	GENERAL & UNRESTRICTED	3,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EVERGREEN CHRISTIAN OUTREACH PO BOX 1515 EVERGREEN, CO 80437	N/A PC	EDUCATIONAL PROGRAM	5,000.
FIRST AID ARTS 2105 N 90TH ST SEATTLE, WA 98103	N/A PC	GENERAL & UNRESTRICTED	1,500
FREEDOM FOUNDATION PO BOX 715 SELMA, AL 36702	N/A PC	2015 YOUTH TRANSPORTATION TRIPS TO COLLEGES PROGRAM	10,000.
FRIENDS OF AULLWOOD INC 1000 AULLWOOD RD DAYTON, OH 45414	N/A PC	AULLWOOD HEAD START NATURE/FARM PLAY PRESCHOOL- PART OF A KREUGER FARM DISCOVERY CENTER	5,000.
FRIENDS OF WISCONSIN PUBLIC TELEVISION INC 821 UNIVERSITY AVE 1076 VILAS HALL MADISON, WI 53706	N/A PC	WISCONSIN HOMETOWN STORIES - OSHKOSH PROJECT	5,000.
GIRLS INCORPORATED OF LYNN 50 HIGH ST LYNN, MA 01902	N/A PC	GENERAL & UNRESTRICTED	12,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
GRACE EPISCOPAL CHURCH 116 W WASHINGTON AVE MADISON, WI 53703	N/A	PC	GRACE PRESENTS PROGRAM	1,200.
GROTON SCHOOL 282 FARMERS ROW GROTON, MA 01450	N/A	PC	GENERAL & UNRESTRICTED	6,000
HIMALAYAN INTL INSTITUTE OF YOGA SCI & PHIL OF USA 952 BETHANY TPKE HONESDALE, PA 18431	N/A	PC	GENERAL & UNRESTRICTED	6,000
HIMALAYAN INTL INSTITUTE OF YOGA SCI & PHIL OF USA 952 BETHANY TPKE HONESDALE, PA 18431	N/A	PC	TOTAL HEALTH CARE REVOLUTION IN CAMEROON, AFRICA	75,000
HUMAN RACE INC 126 N MAIN ST DAYTON, OH 45402	N/A	PC	DON'T LET THE LIGHTS GO OUT ON THE HUMAN RACE CAMP	12,000.
INTERNATIONAL BIRD RESCUE 36901 S GAFFEY RD SAN PEDRO, CA 90731	N/A	PC	GENERAL & UNRESTRICTED	1,800.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
INTO YOUR HANDS INC PO BOX 3981 EVERGREEN, CO 80437	N/A PC		GENERAL & UNRESTRICTED	2,500.
IOWA PUBLIC TELEVISION FOUNDATION PO BOX 6400 JOHNSTON, IA 50131	N/A PC		MAJOR SPONSORSHIP FOR DUNCAN GROUP'S QUEST FOR MEANING FILM	90,000
IRWIN A AND ROBERT D GOODMAN COMMUNITY CENTER INC 149 WAUBESA ST MADISON, WI 53704	N/A PC		GENERAL & UNRESTRICTED	3,000.
JUVENILE DIABETES RESEARCH FOUNDATION 200 CONNECTICUT AVE, STE 5H NORWALK, CT 06854	N/A PC		GENERAL & UNRESTRICTED	1,000.
LEAVEN INC 1475 OPPORTUNITY WAY MENASHA, WI 54952	N/A PC		NEEDY CHILDREN'S FUND	40,000.
LOVE LIGHT AND MELODY A NOT FORPROFIT CORPORATION PO BOX 3437 LITTLETON, CO 80161	N/A PC		SUN VALLEY YOUTH CENTER	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
L. SPRAIN 190 B BLUFF RIDGE DR WHITEWATER, WI 53190	NONE I		HARDSHIP ASSISTANCE GRANT	5,000
MADISON AUDUBON SOCIETY INC 1400 E WASHINGTON AVE STE 170 MADISON, WI 53703	N/A PC		AT RISK YOUTHS' CONSERVATION EDUCATION PROGRAM	35,000.
MADISON CHILDRENS MUSEUM INC 100 N HAMILTON ST MADISON, WI 53703	N/A PC		CHARITABLE EVENT	7,080
MADISON MUSEUM OF CONTEMPORARY ART INC 227 STATE ST MADISON, WI 53703	N/A PC		GENERAL & UNRESTRICTED	25,500
MADISON MUSIC MAKERS INC 711 S ORCHARD ST UNIT 304 MADISON, WI 53715	N/A PC		CHILDREN'S CONCERT CAMP FOR LOW INCOME MUSIC STUDENTS	3,000.
MADISON YOUTH CHOIRS INC 160 WESTGATE MALL STE I MADISON, WI 53711	N/A PC		GENERAL & UNRESTRICTED	1,000

THEDA AND TAMBLIN CLARK SMITH FAMILY

39-6125329

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
MULTIDISCIPLINARY ASSOC FOR PSYCHEDELIC STUDIES 1115 MISSION ST SANTA CRUZ, CA 95060	N/A PC		GENERAL & UNRESTRICTED	3,000
MUSCULAR DYSTROPHY ASSOCIATION 2670 S ASHLAND, STE 101 GREEN BAY, WI 54304	N/A PC		MDA SUMMER CAMP	15,000
MY BROTHERS KEEPER INC 1039 W MASON ST GREEN BAY, WI 54303	N/A PC		GENERAL & UNRESTRICTED	2,000.
NEHEMIAH COMMUNITY DEVELOPMENT CORPORATION 655 W BADGER RD MADISON, WI 53713	N/A PC		RE-ENTRY BROTHER PROGRAM	35,000.
N. JOHANN 7409 MILDRED CT CROSS PLAINS, WI 53528	NONE I		HARDSHIP ASSISTANCE GRANT	5,000
NORTH SHORE UNITED WAY INC 248 CABOT ST BEVERLY, MA 01915	N/A PC		GENERAL & UNRESTRICTED	6,000

THEDA AND TAMBLIN CLARK SMITH FAMILY

39-6125329

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PEOPLE AGAINST A VIOLENT ENVIRONMENT INCORPORATED PO BOX 561 BEAVER DAM, WI 53916	N/A	PC	GENERAL & UNRESTRICTED	1,000
PERUVIAN HEARTS 24918 GENESEE TRAIL RD GOLDEN, CO 80401	N/A	PC	GENERAL & UNRESTRICTED	3,000.
PERUVIAN HEARTS 24918 GENESEE TRAIL RD GOLDEN, CO 80401	N/A	PC	STUDENT SCHOLARSHIP FUND	5,000
RAWHIDE INC E7475 RAWHIDE RD NEW LONDON, WI 54961	N/A	PC	KIDS CAMP SCHOLARSHIP FUND	15,000
RAWHIDE INC E7475 RAWHIDE RD NEW LONDON, WI 54961	N/A	PC	YOUTH EDUCATION PROGRAM	20,000
REACH COUNSELING SERVICES INC 1509 S COMMERCIAL ST NEENAH, WI 54956	N/A	PC	HELPING CHILDREN HEAL BY PROVIDING TRAUMA-INFORMED CARE PROJECT	10,000

THEDA AND TAMBLIN CLARK SMITH FAMILY

39-6125329

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REAL ESCAPE FROM THE SEX TRADE 24 ROY ST BOX 256 SEATTLE, WA 98109	N/A PC		GENERAL & UNRESTRICTED	5,000
REAL ESCAPE FROM THE SEX TRADE 24 ROY ST BOX 256 SEATTLE, WA 98109	N/A PC		CASE MANAGER STAFFING, EMERGENCY RECEIVING CENTER & DIRECT OUTREACH ADVOCACY FUND	55,000
REGIS UNIVERSITY 3333 REGIS BLVD DENVER, CO 80221	N/A PC		GENERAL & UNRESTRICTED	6,000.
ROOM TO GROW NATIONAL INC 142 BERKELEY ST BOSTON, MA 02116	N/A PC		GENERAL & UNRESTRICTED	55,000
ROTARY CLUB OF MADISON-BREAKFAST FOUNDATION INC PO BOX 5524 MADISON, WI 53705	N/A PC		WISCONSIN BOOKS FOR THE WORLD FUND	2,100
RUDOLF STEINER FOUNDATION INC 1002 OREILLY AVE SAN FRANCISCO, CA 94129	N/A PC		LOCAL INITIATIVES	24,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEATTLE CLASSICAL CHRISTIAN SCHOOL 1013 8TH AVE SEATTLE, WA 98104	N/A PC	GENERAL & UNRESTRICTED	7,500
SEATTLE CLASSICAL CHRISTIAN SCHOOL 1013 8TH AVE SEATTLE, WA 98104	N/A PC	DESKTOP/LAPTOP COMPUTERS FUND	7,000
ST NORBERT COLLEGE INC 100 GRANT ST DE PERE, WI 54115	N/A PC	GIRL'S LEADERSHIP AND DEVELOPMENT CAMP (GLAD)	10,000
STEP INDUSTRIES INC 1010 STROHMEYER DR NEENAH, WI 54956	N/A PC	GENERAL & UNRESTRICTED	3,000
TANDANA FOUNDATION INC 2933 LOWER BELLBROOK RD SPRING VALLEY, OH 45370	N/A PC	GENERAL & UNRESTRICTED	3,000
TELLURIAN INC 300 FEMRITE DR MONONA, WI 53716	N/A PC	GENERAL & UNRESTRICTED	12,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRI-COUNTY COMMUNITY DENTAL CLINIC INC 9 TRI PARK WAY APPLETON, WI 54914	N/A PC	GRANT TO BE MATCHED BY THE J J KELLER FOUNDATION'S OCTOBER GIFT OFFERING	10,000
TWIN CITIES CATHOLIC EDUCATIONAL SYSTEM 1050 ZEPHYR DR NEENAH, WI 54956	N/A PC	ST. MARY CATHOLIC MIDDLE SCHOOL	30,000
UNITED WAY FOX CITIES INC 1455 MIDWAY RD MENASHA, WI 54952	N/A PC	GENERAL & UNRESTRICTED	6,000.
UNIVERSITY OF DENVER 2190 E ASBURY AVE DENVER, CO 80208	N/A PC	DENVER UNIVERSITY VARSITY HOCKEY TEAM	6,000.
UNIVERSITY OF DENVER 2190 E ASBURY AVE DENVER, CO 80208	N/A PC	DENVER UNIVERSITY MEN'S HOCKEY TEAM LOCKER ROOM REMODEL FUND	3,000
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON, WI 53726	N/A PC	CENTER FOR INVESTIGATING HEALTHY MINDS	6,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON, WI 53726	N/A	PC	AMERICAN FAMILY CHILDREN'S HOSPITAL SICK KIDS CAN'T WAIT CAPITAL CAMPAIGN	50,000.
WAYLAND ACADEMY 101 N UNIVERSITY AVE BEAVER DAM, WI 53916	N/A	PC	CARLA SMITH RADFORD SCHOLARSHIP FUND	6,750
WAYLAND ACADEMY 101 N UNIVERSITY AVE BEAVER DAM, WI 53916	N/A	PC	WAYLAND ACADEMY FUND	500
WAYLAND ACADEMY 101 N UNIVERSITY AVE BEAVER DAM, WI 53916	N/A	PC	CARLA SMITH RADFORD SCHOLARSHIP FUND	62,000.
WAYLAND ACADEMY 101 N UNIVERSITY AVE BEAVER DAM, WI 53916	N/A	PC	CARLA SMITH RADFORD SCHOLARSHIP FUND	3,000.
WAYLAND ACADEMY 101 N UNIVERSITY AVE BEAVER DAM, WI 53916	N/A	PC	CARLA SMITH RADFORD SCHOLARSHIP FUND	9,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
W. RYAN 4110 MEADOW VALLEY DRIVE MADISON, WI 53704	NONE I	HARDSHIP ASSISTANCE GRANT	5,000.
WINGS OVER THE ROCKIES AIR & SPACE MUSEUM 7711 E ACADEMY BLVD DENVER, CO 80230	N/A PC	AT RISK YOUTH SOAR PROGRAM	10,000.
WINGS OVER THE ROCKIES AIR & SPACE MUSEUM 7711 E ACADEMY BLVD DENVER, CO 80230	N/A PC	CENTENNIAL'S AVIATION & AEROSPACE LEARNING CENTER	3,000
WINNEBAGO COUNTY LITERACY COUNCIL 106 WASHINGTON AVE OSHKOSH, WI 54901	N/A PC	GENERAL & UNRESTRICTED	4,000
WISCONSIN INDEPENDENT CHRISTIAN SCHOOLS INC 3450 VINLAND ST OSHKOSH, WI 54901	N/A PC	GENERAL & UNRESTRICTED	15,750.
YON SEL LANMOU PO BOX 487 SEDALIA, CO 80135	N/A PC	RELOCATION LAND PURCHASE FUND	8,250

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YOUNG MENS CHRISTIAN ASSOCIATION 324 WASHINGTON AVE OSHKOSH, WI 54901	N/A PC		KIDS' MEMBERSHIP ASSISTANCE SCHOLARSHIP FUND	2,500.
YOUNG WOMENS CHRISTIAN ASSOCIATION OF MADISON INC 101 E MIFFLIN ST MADISON, WI 53703	N/A PC		FAMILY HOUSING PROGRAM	20,000.
YOUTH GO INC 213 NICOLET BLVD NEENAH, WI 54956	N/A PC		COMPUTER & SOFTWARE TECHNOLOGY UPGRADE FUND	20,000.
TOTAL CONTRIBUTIONS PAID				1,750,652.

Part XV (Form 990-PF) - Distributions of Property Value at Fair Market Value at Date of Distribution

Method for Determining Fair Market Value of Securities: *Average of high/low on date granted to charity*
Method for Determining Book Value of Securities: *Cost or average of high/low on date contributed to foundation*

Description of Property	Date of Distribution	Grant Recipient	Fair Market Value of Property	Book Value of Property	Value of Cash Portion of Grant	Total Amount of Grant
RARE BOOK COLLECTION	8/1/2014	ELISHA D SMITH PUBLIC LIBRARY	\$ 6,672	\$ 6,672	\$	6,672
WWII AND WWII COLLECTION	8/1/2014	ELISHA D SMITH PUBLIC LIBRARY	\$ 3,000	\$ 3,000	\$	3,000
Total			<u>\$ 9,672</u>	<u>\$ 9,672</u>		

Form 990-PF, Part III, Line 3 - Other Increases: \$ -