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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public.
► 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 ,

Name of foundation: Lion's Pride Foundation

A Employer identification number: 41-1289414

Number and street (or P.O. box number if mail is not delivered to street address): 115 Cottage Road

Room/suite:

B Telephone number (see instructions): (603) 253-8554

City or town, state or province, country, and ZIP or foreign postal code: Moultonborough NH 03254

C If exemption application is pending, check here ► ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ► ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 4,130,683.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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)
REVENUE 1 Contributions, gifts, grants, etc, received (attach schedule)	160,000.			
2 Ck ► ☒ if the foundn is not required to attach Sch B				
3 Interest on savings and temporary cash investments	7,745.			
4 Dividends and interest from securities	86,965.			
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		90,761.		
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)				
12 **Total.** Add lines 1 through 11	254,710.	90,761.	1.	
ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) L-16b Stmt	2,000.			
c Other prof fees (attach sch) L-16c Stmt	2,000.			
17 Interest				
18 Taxes (attach schedule)(see instrs) Foreign Tax paid	419.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	2,214.			
24 **Total operating and administrative expenses.** Add lines 13 through 23	6,633.			
25 Contributions, gifts, grants paid	183,850.			
26 **Total expenses and disbursements.** Add lines 24 and 25	190,483.			
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	64,227.			
b **Net investment income** (if negative, enter -0-)		90,761.		
c **Adjusted net income** (if negative, enter -0-)			1.	

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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	250,000.	122,443.	122,443.
	2	Savings and temporary cash investments			
	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 sch) ►			
		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)			
	b	Investments — corporate stock (attach schedule) . L-10b Stmt	3,842,913.	4,008,240.	4,008,240.
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule)			
	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)	4,092,913.	4,130,683.	4,130,683.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable	250,000.		
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	250,000.		
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 ► [X] 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	3,842,913.	4,130,683.	
	30	**Total net assets or fund balances** (see instructions)	3,842,913.	4,130,683.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,092,913.	4,130,683.	

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	3,842,913.
2	Enter amount from Part I, line 27a	2	64,227.
3	Other increases not included in line 2 (itemize) ► Market value increase 2013	3	223,543.
4	Add lines 1, 2, and 3	4	4,130,683.
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	4,130,683.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Ivy Fds Inc	P	03/12/13	08/08/14
b	iShares Russell	P	05/17/07	08/08/14
c	iShares Russell-value	P	02/22/07	11/14/14
d	iShares Russell - growth	P	03/13/07	11/14/14
e	See Columns (a) thru (d)			

	(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	42,504.		37,006.	5,498.
b	46,346.		33,183.	13,163.
c	97,498.		75,989.	21,509.
d	99,122.		58,392.	40,730.
e	See Columns (e) thru (h)		25,815.	9,861.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				5,498.
b				13,163.
c				21,509.
d				40,730.
e	See Columns (i) thru (l)			9,861.

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	90,761.
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	1.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2013	0.	0.	0.000000
2012	321,060.	3,528,894.	0.090980
2011	0.	0.	0.000000
2010	0.	0.	0.000000
2009		2,916,233.	

2	**Total** of line 1, column (d)	2	0.090980
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	0.022745
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	0.
5	Multiply line 4 by line 3	5	0.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	908.
7	Add lines 5 and 6	7	908.
8	Enter qualifying distributions from Part XII, line 4	8	0.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [X] and enter 'N/A' on line 1 Date of ruling or determination letter. n/a (attach copy of letter if necessary – see instrs)		N/A
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b	1	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	0.
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-	5	
6	Credits/Payments:		
a	2014 estimated tax pmts and 2013 overpayment credited to 2014 — 6a		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	
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	0.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ► **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1 b		X
	*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?	1 c		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.*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MN - Minnesota			
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*	8 b	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*	9	X	
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► BUCKNAM ASSOCIATES Telephone no. ► (603) 253-8554

Located at ► 115 Cottage Road Moultonborough NH ZIP + 4 ► 03254

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 |

			Yes	No
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		X
	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 ►			

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
1 a	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)?	1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1 c		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 ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2 b		
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__ .			
3 a	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.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

5 a 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)? . . . . **5 b**

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).

6 a 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? . . . . **6 b** X (No)

If 'Yes' to 6b, file Form 8870.

7 a 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? . . . . **7 b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Louis F Polk 435 E 52nd St New York NY 10022	Trustee & Pres 0.00	0.	0.	0.
Susan Bucknam 115 Cottage Rd Moultonborough NH 03254	VP, Treasurer 10.00	6,000.	0.	0.
Richard N. Flint 500 IDS 80 S 8th St Minneapolis MN 55402	Secretary 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

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

Total number of other employees paid over $50,000 . . . . ► None

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 ▶		None

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	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	None

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	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	
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	0.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	0.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.
6	**Minimum investment return.** Enter 5% of line 5	6	0.

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

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	
b	Program-related investments — total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
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	0.

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

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 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				0.	
b	Total for prior years: 20 ___, 20 ___, 20 ___					
3	Excess distributions carryover, if any, to 2014					
a	From 2009	0.				
b	From 2010	0.				
c	From 2011	0.				
d	From 2012	321,060.				
e	From 2013	0.				
f	**Total** of lines 3a through e		321,060.			
4	Qualifying distributions for 2014 from Part XII, line 4: ► $ 0.					
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					
e	Remaining amount distributed out of corpus		0.			
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		321,060.			
b	Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b. Taxable amount — see instructions			0.		
e	Undistributed income for 2013. Subtract line 4a from line 2a Taxable amount — see instructions				0.	
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)		0.			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		321,060.			
10	Analysis of line 9:					
a	Excess from 2010	0.				
b	Excess from 2011	0.				
c	Excess from 2012	321,060.				
d	Excess from 2013	0.				
e	Excess from 2014	0.				

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

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 [X] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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	0.				N/A
b 85% of line 2a	0.				N/A
c Qualifying distributions from Part XII, line 4 for each year listed	0.				0.
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	0.	0.	0.	0.	N/A
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).)

N/A

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 ▶ [X] 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:

See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
See Attached Schedule		501(c)(3)	unrestricted	183,850.
Total . . . . ► **3 a**				183,850.
***b** Approved for future payment*				
Total . . . . ► **3 b**				

Part XVI-A Analysis of Income-Producing Activities

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	525990		14		
4 Dividends and interest from securities	562832	86,965.	14		
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property	531390				
6 Net rental income or (loss) from personal property					
7 Other investment income	525990		16		
8 Gain or (loss) from sales of assets other than inventory	900001		18		
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		86,965.			

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 86,965.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

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

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

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

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: [signature] Date: 04/18/14 Title: Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Susan Bucknam			X	P01058568

Firm's name ▶ SUSAN BUCKNAM
Firm's EIN ▶
Firm's address ▶ 115 COTTAGE RD
MOULTONBOROUGH NH 03254-4802
Phone no. 603 253 8554

TEEA0503 06/17/14

Additional Information

statement

The investment firms do not provide book value for the investment assets. Taxpayer had been carrying book value and marked to market annually. However, since book value is not available, the valuation method was changed in 2006 to FMV. This did not affect the cash method of accounting used. No change in accounting methodology was required.

Therefore, at year end 2006, book value has been converted to FMV.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Office Expense	2,000.			
State of MN -filing	25.			
NRAI	189.			
Total	2,214.			

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
Kinder Morgan Energy	P	03/22/11	12/03/14
Kinder Morgan Energy	P	12/03/14	12/03/14

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
35,651.		25,791.	9,860.
25.		24.	1.
Total		25,815.	9,861.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			9,860.
			1.
Total			9,861.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person . . [X] Business . [ ] Christy P. Goldspink 1005 Granite Ridge Dr Santa Cruz CA 95065	Trustee 0.00	0.	0.	0.
Person . . [X] Business . [ ] Anna C. Polk 435 E 52nd St New York NY 10022	Trustee 0.00	0.	0.	0.
Person . . [X] Business . [ ] Kellyanna Polk 435 East 52nd St New York NY 10022	Trustee 0.00	0.	0.	0.
Total		0.	0.	0.

Form 990-PF, Page 10, Part XV, Line 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

Name . Bucknam Associates

Address 115 Cottage Road

City, St, Zip, Phone . Moultonboro NH 03254 (603) 253-8554

E-mail

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

Application may be made by letter, but all donees are required to

Any submission deadlines:

No submission deadline. Applicatons are accepted at any time

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

None

Name .

Address

City, St, Zip, Phone .

E-mail

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

Any submission deadlines:

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

and acted upon periodically

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bucknam Assoc	Accounting	2,000.			
Total		2,000.			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bucknam Assoc	management	2,000.			
Total		2,000.			

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
See attached schedule	4,008,240.	4,008,240.
Total	4,008,240.	4,008,240.

LION'S PRIDE FOUNDATION
2014

STATEMENT 1

TRUSTEES AND OFFICERS
Form 990 PF Page 6
Part VIII Line 1

41-1289414

Name and Title	Address	Telephone	Compensation over $50,000
Louis F. Polk Jr Trustee, President	435 East 52nd St New York, NY 10022	212-832-2662	0
Susan Bucknam Vice President, Treasurer	Bucknam Associates 115 Cottage Road Moultonborough, NH 03254	603/253-8554	0
Richard N. Flint Secretary	Gray Plant Mooty Mooty Bennett 500 IDS Center 80 South Eighth St Minneapolis, MN 55402	612/632-3065	0
Christy P. Goldspink Trustee	1005 Granite Ridge Dr Santa Cruz, CA 95065	831/426-7971	0
Anna C. Polk Trustee	435 East 52nd Street New York, NY 10022	212-832-2662	0
Kellyanna Polk Trustee	435 East 52nd Street New York, NY 10022	212-232-8662	0

Revised 06/06/12
Revised 10/30/2013
Revised 05/04/2015

WELLS FARGO ADVISORS

2014 Year-End Account Summary

Your Financial Advisor:
BOUMEESTER/HEEGAARD
90 S. 7TH ST.10TH & 11TH FL
MINNEAPOLIS, MN 55479
(612) 667-5469

000757 CGKM212
LIONS PRIDE FOUNDATION
115 COTTAGE RD
MOULTONBORO, NH 03254-4802

This package contains your Year-End Summary of account information. It is provided as a courtesy to you and is for informational purposes only. This information is NOT provided to the IRS.

Enclosed within this package

2014 Year-End Account Summary

Wells Fargo Advisors, LLC, brokerage account(s) carried by First Clearing, LLC. Wells Fargo Advisors, LLC and First Clearing, LLC, Members FINRA/SIPC are separate registered broker-dealers and non-bank affiliates of Wells Fargo & Company. We are not a legal or tax advisor. However, our advisors will be glad to work with you, your accountant, tax advisor and/or attorney to help you meet your financial goals.

Investments and insurance products are: NOT FDIC-INSURED | NO BANK GUARANTEE | MAY LOSE VALUE

YI212073 000757 073130947212 NNNNN NNNNN NNNNNN 000001

WELLS FARGO ADVISORS

2014 Year-End Account Summary

As of Date: 03/14/15

Account Number: 2660-8659

Your Financial Advisor:
BOUMEESTER/HEEGAARD
Phone: (612) 667-5469

LIONS PRIDE FOUNDATION
115 COTTAGE RD
MOULTONBORO, NH 03254-4802

Payer:
FIRST CLEARING, LLC
2801 MARKET STREET
SAINT LOUIS, MO 63103
Payer ID #: 23-2384840

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or tax advisor regarding specific questions.

Dividends and Distributions - Summary

Box		Amount
1a.	Total Ordinary Dividends	$73,147.48
1b.	Qualified Dividends	$45,240.73
2a.	Total Capital Gain Distributions	$1,989.86
2b.	Unrecaptured Section 1250 Gain	$355.50
2c.	Section 1202 Gain	$0.00
2d.	Collectibles (28%) Gain	$0.00
3.	Nondividend Distributions	$1,752.12
4.	**Federal Income Tax Withheld**	**$0.00**
5.	Investment Expenses	$0.00
6.	Foreign Tax Paid	$418.51
7.	Foreign Country or U.S. Possession	See Details
8.	Cash Liquidation Distributions	$0.00
9.	Noncash Liquidation Distributions	$0.00
10.	Exempt-Interest Dividends	$0.00
11.	Specified Private Activity Bond Interest Dividends	$0.00

Interest Income - Summary

Box		Amount
1.	Interest Income	$7,745.48
3.	Interest on U.S. Savings Bonds and Treasury Obligations	$0.00
4.	**Federal Income Tax Withheld**	**$0.00**
5.	Investment Expenses	$0.00
6.	Foreign Tax Paid	$0.00
7.	Foreign Country or U.S. Possession	See Details
8.	Tax-Exempt Interest	$0.00
9.	Specified Private Activity Bond Interest	$0.00
10.	Market Discount	$0.00
11.	Bond Premium	$0.00
12.	Tax-Exempt Bond CUSIP No.	See Details

Proceeds from Broker and Barter Exchange Transactions - Summary

Box		Amount
1d.	Total Proceeds	$321,145.51
1e.	Total Cost or Other Basis	$230,386.09
1g.	Adjustments	$0.00
4.	**Federal Income Tax Withheld**	**$0.00**

2014 Year-End Account Summary

As of Date: 03/14/15

Account Number: 2660-8659

LIONS PRIDE FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
KINDER MORGAN INC DEL CUSIP: 49456B101	0.58500	12/03/2014	12/03/2014	24.53	24.30		0.00	0.23	
Totals				$24.53	$24.30		$0.00	$0.23	

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes.
Please consult with your Financial Advisor or tax advisor regarding specific questions.

Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
IVY FDS INC * ASSET STRATEGY FD CL C CUSIP: 466000734	1402.04600	03/12/2013	08/08/2014	42,504.03	37,006.00		0.00	5,498.03	
Totals				$42,504.03	$37,006.00		$0.00	$5,498.03	

2014 Year-End Account Summary

As of Date: 03/14/15

Account Number: 2660-8659

LIONS PRIDE FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Noncovered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
ISHARES RUSSELL ETF MIDCAP CUSIP: 464287499	300.00000	05/17/2007	08/08/2014	46,345.95	33,183.38		0.00	13,162.57	
ISHARES ETF RUSSELL 1000 VALUE CUSIP: 464287598	300.00000	01/05/2006	11/14/2014	30,788.77	21,219.00		0.00	9,569.77	
	250.00000	01/30/2007	11/14/2014	25,657.31	20,769.80		0.00	4,887.51	
	400.00000	02/22/2007	11/14/2014	41,051.72	34,000.00		0.00	7,051.72	
Subtotals	**950.00000**			**$97,497.80**	**$75,988.80**		**$0.00**	**$21,509.00**	
ISHARES ETF RUSSELL 1000 GROWTH CUSIP: 464287614	255.00000	02/22/2007	11/14/2014	24,072.50	14,637.00		0.00	9,435.50	
	795.00000	03/13/2007	11/14/2014	75,049.56	43,755.25		0.00	31,294.31	
Subtotals	**1050.00000**			**$99,122.06**	**$58,392.25**		**$0.00**	**$40,729.81**	
Totals				**$242,965.81**	**$167,564.43**		**$0.00**	**$75,401.38**	

WELLS FARGO ADVISORS

2014 Year-End Account Summary

As of Date: 03/14/15

Account Number: 2660-8659

LIONS PRIDE FOUNDATION

**This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes.
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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Partnership Dispositions For Noncovered Securities

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
KINDER MORGAN ENERGY CHG PARTNERS L P UNIT LTD CUSIP: 494550106	350.00000	03/22/2011	12/03/2014	35,651.14	25,791.36		0.00	9,859.78	
Totals				**$35,651.14**	**$25,791.36**		**$0.00**	**$9,859.78**	

The Code column will reflect W for wash sale, C for collectibles, or D for market discount.
For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds, Gain/Loss or Cost columns. In these situations, you should determine the actual cost or proceeds and calculate the Gain/Loss.
Please note that the totals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.

2014 Year-End Account Summary

As of Date: 03/14/15

Account Number: 2660-8659

LIONS PRIDE FOUNDATION

WHFIT Additional Written Statement

Non-Mortgage Widely Held Fixed Investment Trusts

Description	CUSIP
ISHARES GOLD TRUST ETF	464285105

Activity Date*	SEC 1231 Gains[1]	Proceeds[2]	Rental Income[1]	Contingent Excess (Shortfall)	Investment Expenses	Administrative Expenses[3]	Severance Tax	Depletion	Cost Basis Adj Factor[4]	Collectibles Factor @ Purchase	Collectibles Factor @ Sale
01/31/2014	0.000000	0.000000	0.000000	0.000000	0.160000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
02/28/2014	0.000000	0.000000	0.000000	0.000000	0.170000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
03/31/2014	0.000000	0.000000	0.000000	0.000000	0.170000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
04/30/2014	0.000000	0.000000	0.000000	0.000000	0.170000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
05/31/2014	0.000000	0.000000	0.000000	0.000000	0.170000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
06/30/2014	0.000000	0.000000	0.000000	0.000000	0.160000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
07/31/2014	0.000000	0.000000	0.000000	0.000000	0.170000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
08/31/2014	0.000000	0.000000	0.000000	0.000000	0.170000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
09/30/2014	0.000000	0.000000	0.000000	0.000000	0.160000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
10/31/2014	0.000000	0.000000	0.000000	0.000000	0.160000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
11/30/2014	0.000000	0.000000	0.000000	0.000000	0.150000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
12/31/2014	0.000000	0.000000	0.000000	0.000000	0.150000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
Totals	0.000000	0.000000	0.000000	0.000000	1.960000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000

THIS STATEMENT IS NOT A SUBSTITUTE FOR FORM 1099 AND IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY.
Income, deduction, and credit, and any other information shown on this statement and associated Forms 1099 must be taken into account in computing the taxable income and credits on your Federal income tax return.
Dividend distributions must satisfy the Qualified Dividend holding period requirements of section 1(h)(11)(B)(iii).

* Represents the date at which the Trust recognized the event, such as a Trade, Settlement, Record or Ex-Date, for example.

1 Amounts in this category represent income included in Forms 1099 and are provided for Informational Purposes Only.

2 Amounts in this category represent Proceed events that are included in Forms 1099-B and represent sales proceeds attributable to your beneficial owner interests of the Trust with respect to each sale or disposition of an asset by the Trust and may/may not reflect activity represented in your Account.

3 Amounts in this category represent Expenses associated with Trust Proceeds or Income exempt from Federal Taxes and are not reported on Forms 1099.

4 Represents a Cost Basis Factor supplied by the Trust on a Per Share Basis. You may need to determine your total Cost Basis adjustment by applying this factor to the number of Trust Units held.

WHFIT Additional Written Statement

Non-Mortgage Widely Held Fixed Investment Trusts, continued

Description		CUSIP
SPDR GOLD TRUST	ETF	78463V107

Activity Date *	SEC 1231 Gains 1	Proceeds 2	Rental Income 1	Contingent Excess (Shortfall)	Investment Expenses	Administrative Expenses 3	Severance Tax	Depletion	Cost Basis Adj Factor 4	Collectibles Factor @ Purchase	Collectibles Factor @ Sale
01/31/2014	0.000000	0.000000	0.000000	0.000000	2.190000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
02/28/2014	0.000000	0.000000	0.000000	0.000000	2.110000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
03/31/2014	0.000000	0.000000	0.000000	0.000000	1.940000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
04/30/2014	0.000000	0.000000	0.000000	0.000000	2.230000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
05/31/2014	0.000000	0.000000	0.000000	0.000000	2.300000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
06/30/2014	0.000000	0.000000	0.000000	0.000000	2.210000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
07/31/2014	0.000000	0.000000	0.000000	0.000000	2.050000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
08/31/2014	0.000000	0.000000	0.000000	0.000000	2.240000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
09/30/2014	0.000000	0.000000	0.000000	0.000000	2.540000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
10/31/2014	0.000000	0.000000	0.000000	0.000000	2.100000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
11/30/2014	0.000000	0.000000	0.000000	0.000000	2.150000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
12/31/2014	0.000000	0.000000	0.000000	0.000000	2.140000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000
Totals	0.000000	0.000000	0.000000	0.000000	26.200000	0.000000	0.000000	0.000000	0.000000	0.000000	0.000000

THIS STATEMENT IS NOT A SUBSTITUTE FOR FORM 1099 AND IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY.
Income, deduction, and credit, and any other information shown on this statement and associated Forms 1099 must be taken into account in computing the taxable income and credits on your Federal income tax return.
Dividend distributions must satisfy the Qualified Dividend holding period requirements of section 1(h)(11)(B)(iii).

* Represents the date at which the Trust recognized the event, such as a Trade, Settlement, Record or Ex-Date, for example.
1 Amounts in this category represent income included in Forms 1099 and are provided for Informational Purposes Only.
2 Amounts in this category represent Proceed events that are included in Forms 1099-B and represent sales proceeds attributable to your beneficial owner interests of the Trust with respect to each sale or disposition of an asset by the Trust and may/may not reflect activity represented in your Account.
3 Amounts in this category represent Expenses associated with Trust Proceeds or income exempt from Federal Taxes and are not reported on Forms 1099.
4 Represents a Cost Basis Factor supplied by the Trust on a Per Share Basis. You may need to determine your total Cost Basis adjustment by applying this factor to the number of Trust Units held

5,834

2014 Year-End Account Summary

As of Date: 03/14/15

Account Number: 2660-8659

LIONS PRIDE FOUNDATION

Details of Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or tax advisor regarding specific questions.

Dividend and Distribution Details

Dividend Distributions

Description	CUSIP	Payment Date	# of Payments	Total Ordinary Dividends (Box 1a, includes 1b)	Nonqualified Dividends (Included In Box 1a)	Short-Term Capital Gains (Included in Box 1a)	Qualified Dividends (Box 1b)	Notes
ALERIAN MLP ETF	00162Q866	Multiple	4	2,177.92	0.00	0.00	2,177.92	
AT & T INC	00206R102	Multiple	4	1,288.00	0.00	0.00	1,288.00	
ABBOTT LABORATORIES	002824100	Multiple	4	220.00	0.00	0.00	220.00	
ABBVIE INC	00287Y109	Multiple	4	996.00	0.00	0.00	996.00	
CBRE CLARION GLOBAL REAL	12504G100	Multiple	12	1,364.52	892.20	0.00	472.32	
CHEVRON CORPORATION	166764100	Multiple	4	648.34	0.00	0.00	648.34	
COHEN & STEERS RLTY SHS	192476109	Multiple	4	621.73	246.00	365.50	10.23	
CONOCOPHILLIPS	20825C104	Multiple	4	1,420.00	0.00	0.00	1,420.00	
EATON VANCE FLTG RATE -I	277911491	Multiple	12	1,439.00	1,435.26	0.00	3.74	
EXXON MOBIL CORP	30231G102	Multiple	4	1,080.00	0.00	0.00	1,080.00	
FLAHERTY CRMRNE PFD SEC	338478100	Multiple	12	1,632.00	621.96	0.00	1,010.04	
GATEWAY FUND CLASS A	367829207	Multiple	4	595.80	0.00	0.00	595.80	
GENERAL ELECTRIC COMPANY	369604103	Multiple	4	1,298.00	0.00	0.00	1,298.00	
HCP INC	40414L109	Multiple	4	999.60	999.60	0.00	0.00	
HEALTH CARE REIT6.5% PFD	42217K700	Multiple	4	1,185.40	1,185.40	0.00	0.00	
HEWLETT-PACKARD COMPANY	428236103	Multiple	4	122.08	0.00	0.00	122.08	
INTEL CORP	458140100	Multiple	4	270.00	0.00	0.00	270.00	
ISHARES MSCI AUSTRLA ETF	464286103	Multiple	2	686.47	0.00	0.00	686.47	
ISHARES MSCI CANADA ETF	464286509	Multiple	2	593.86	30.99	0.00	562.87	
ISHARES TIP BOND ETF	464287176	Multiple	6	957.35	957.35	0.00	0.00	
ISHARES MSCI EAFE ETF	464287465	Multiple	2	3,211.14	79.17	0.00	3,131.97	
ISHARES RUSSL M/CAP ETF	464287499	Multiple	4	1,143.77	95.14	0.00	1,048.63	
ISHS RUSSL 1000 VAL ETF	464287598	Multiple	4	4,289.99	0.00	0.00	4,289.99	
ISHS RUSSL 1000 GRW ETF	464287614	Multiple	4	3,106.58	0.00	0.00	3,106.58	
ISHARES RUSSELL 2000 ETF	464287655	Multiple	4	1,055.35	357.25	0.00	698.10	
ISHS U.S.REAL ESTATE ETF	464287739	Multiple	4	600.47	512.24	0.00	88.23	
ISHARES JPM USD EMR ETF	464288281	Multiple	12	2,876.60	2,876.60	0.00	0.00	

Account Number: 2660-8659

LIONS PRIDE FOUNDATION

Dividend and Distribution Details, continued

Dividend Distributions

Description	CUSIP	Payment Date	# of Payments	Total Ordinary Dividends (Box 1a, includes 1b)	Nonqualified Dividends (Included in Box 1a)	Short-Term Capital Gains (Included in Box 1a)	Qualified Dividends (Box 1b)	Notes
JOHNSON & JOHNSON	478160104	Multiple	4	828.00	0.00	0.00	828.00	
KRAFT FOODS GRP INC	50076Q106	Multiple	4	425.00	0.00	0.00	425.00	
MCDONALDS CORP	580135101	Multiple	4	820.00	0.00	0.00	820.00	
MONDELEZ INTL	609207105	Multiple	4	342.00	0.00	0.00	342.00	
PFIZER INCORPORATED	717081103	Multiple	4	1,087.84	0.00	0.00	1,087.84	
PIMCO FLOATING INCOME-C	722005154	Multiple	12	2,104.78	2,085.64	0.00	19.14	
PROCTER & GAMBLE CO	742718109	Multiple	4	633.08	0.00	0.00	633.08	
PUBLIC STORAGE 5.9% PFD	74460W206	Multiple	4	4,181.11	4,181.11	0.00	0.00	
GUGG RUSSELL TOP 50 ETF	78355W205	Multiple	4	2,787.27	0.00	0.00	2,787.27	
SPDR S&P DIVIDEND ETF	78464A763	Multiple	4	975.54	263.46	120.21	591.87	
TECHNOLOGY SECTOR SP ETF	81369Y803	Multiple	4	1,447.18	0.00	0.00	1,447.18	
SOUTHERN COMPANY	842587107	Multiple	4	833.00	0.00	0.00	833.00	
TEMPLETON GLBL E MKTS A	88019R732	12/12/2014	1	120.84	29.04	0.00	91.80	
TEMPLETON INC GLB BD ADV	880208400	Multiple	12	3,924.63	3,804.50	120.13	0.00	
3M CO	88579Y101	Multiple	4	1,026.00	0.00	0.00	1,026.00	
UNITED TECHNOLOGIES CORP	913017109	Multiple	4	590.00	0.00	0.00	590.00	
VANGUARD TOTL STK MK ETF	922908769	Multiple	4	2,990.40	0.00	0.00	2,990.40	
VERIZON COMMUNICATIONS	92343V104	Multiple	4	261.08	0.00	0.00	261.08	
WASTE MGMT INC DEL	94106L109	Multiple	4	825.00	0.00	0.00	825.00	
WELLS FARGO COMPANY	949746101	Multiple	4	371.25	0.00	0.00	371.25	
WELLS FARGO 5.2%CL A PFD	949746747	Multiple	4	2,600.00	0.00	0.00	2,600.00	
WFA ABSOLUTE RETRN CL A	94987W109	12/31/2014	1	891.89	390.38	0.00	501.51	
WFA SRT-TRM HGH YLD CL A	949917611	Multiple	12	6,257.62	6,257.62	0.00	0.00	
XCEL ENERGY INC	98389B100	Multiple	4	944.00	0.00	0.00	944.00	
Totals				$73,147.48	$27,300.91	$605.84	$45,240.73	

2014 Year-End Account Summary

As of Date: 03/14/15

Account Number: 2660-8659

LIONS PRIDE FOUNDATION

Dividend and Distribution Details, continued

Long-Term Capital Gains

Description	CUSIP	Payment Date	# of Payments	Total Capital Gain Distributions (Box 2a, includes 2b, 2c, 2d)	Unrecaptured Section 1250 Gains (Box 2b)	Section 1202 Gains (Box 2c)	Collectibles 28% Gains (Box 2d)	Notes
COHEN & STEERS RLTY SHS	192476109	Multiple	2	726.37	53.96	0.00	0.00	
HCP INC	40414L109	Multiple	4	44.52	15.68	0.00	0.00	
HEALTH CARE REIT6.5% PFD	42217K700	Multiple	4	277.12	195.64	0.00	0.00	
ISHS U.S.REAL ESTATE ETF	464287739	03/31/2014	1	18.31	0.00	0.00	0.00	
KEELEY S/C VALU FD CL-A	487300501	12/15/2014	1	40.32	0.00	0.00	0.00	
PUBLIC STORAGE 5.9% PFD	74460W206	Multiple	2	96.41	90.22	0.00	0.00	
SPDR S&P DIVIDEND ETF	78464A763	12/30/2014	1	425.69	0.00	0.00	0.00	
WFA ABSOLUTE RETRN CL A	94987W109	12/12/2014	1	361.12	0.00	0.00	0.00	
Totals				$1,989.86	$355.50	$0.00	$0.00	

Return of Capital and Liquidations

Description	CUSIP	Payment Date	# of Payments	Nondividend Distributions (Box 3)	Cash Liquidations (Box 8)	Noncash Liquidations (Box 9)	Notes
ALERIAN MLP ETF	00162Q866	Multiple	4	1,212.08	0.00	0.00	
CBRE CLARION GLOBAL REAL	12504G100	Multiple	12	494.16	0.00	0.00	
HCP INC	40414L109	Multiple	4	45.88	0.00	0.00	
Totals				$1,752.12	$0.00	$0.00	

As of Date: 03/14/15

Account Number: 2660-8659

LIONS PRIDE FOUNDATION

Dividend and Distribution Details, continued

Investment Expenses, Foreign Taxes Paid and Other Fees

Description	CUSIP	Payment Date	# of Payments	Investment Expenses (Box 5)	Foreign Tax Paid (Box 6)	ADR Fees	Country (Box 7)	Notes
ISHARES MSCI AUSTRLA ETF	464286103	Multiple	2	0.00	10.72	0.00	OTHER	
ISHARES MSCI CANADA ETF	464286509	Multiple	2	0.00	98.37	0.00	OTHER	
ISHARES MSCI EAFE ETF	464287465	Multiple	2	0.00	214.81	0.00	OTHER	
TEMPLETON GLBL E MKTS A	88019R732	12/12/2014	1	0.00	52.71	0.00	OTHER	
TEMPLETON INC GLB BD ADV	880208400	08/19/2014	1	0.00	41.90	0.00	OTHER	
Totals				$0.00	$418.51	$0.00		

Certain distributions made in January, 2015 are reported as 2014 income according to IRS regulations. Distributions made in January, 2015 did NOT appear on your 2014 monthly statements.

2014 Year-End Account Summary

As of Date: 03/14/15

Account Number: 2660-8659

LIONS PRIDE FOUNDATION

Interest Income Details

Interest Income

Description	CUSIP	Payment Date	# of Payments	Interest Income (Box 1)	Treasury Interest (Box 3)	Notes
AMERICAN 1.75% 122215	02587DKB3	Multiple	2	1,750.00	0.00	
CITIZENS 1.25% 122116	17658QAH4	Multiple	2	1,250.00	0.00	
GE CAPITAL 1.75% 122915	36157PAK5	Multiple	2	1,750.00	0.00	
GE CAP FIN 1.1% 05/26/15	36160XE29	Multiple	2	550.00	0.00	
GE CAP CORP 4.875% PFD	369622410	Multiple	4	2,437.52	0.00	
BANK DEPOSIT SWEEP		Multiple	12	7.96	0.00	
Totals				$7,745.48	$0.00	

Certain distributions made in January, 2015 are reported as 2014 income according to IRS regulations. Distributions made in January, 2015 did NOT appear on your 2014 monthly statements.

Other Miscellaneous Information

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or tax advisor regarding specific questions.

Partnership Distributions*	$3,638.75
Option Premiums from Convertibles	$0.00
Other Non-Reportable Income	$0.00
Accrued Interest Paid	
Accrued Interest Paid, Taxable	$0.00
Accrued Interest Paid, Government Agency	$0.00
Accrued Interest Paid, US Treasury	$0.00
Accrued Interest Paid, Tax Exempt	$0.00
Margin / Loan Interest and Account Fees	
Margin / Loan Interest	$0.00
Advisory Fees	$0.00
Other Account Fees	$0.00

Contingent Payment and Market Linked Instrument Events**	
Contingent Payment / MLCD Payments	$0.00
Contingent Payment / MLCD Shortfall	$0.00
Contingent Payment / MLCD Excess	$0.00
Income Charged from Short Activity	
Dividends Charged	$0.00
Interests Charged	$0.00
Other Charges	$0.00

Other Miscellaneous Information

Partnership Distributions*

Description	CUSIP	Payment Date	# of Payments	Partnership Distributions	Notes
ENERGY TRANSFER PARTNERS	29273R109	Multiple	4	1,703.25	
KINDER MORGAN ENERGY	494550106	Multiple	4	1,935.50	
Totals				$3,638.75	

2014 Year-End Account Summary

As of Date: 03/14/15

Account Number: 2660-8659

LIONS PRIDE FOUNDATION

Other Miscellaneous Information, continued

Partnership Distributions*

Description	CUSIP	Payment Date	# of Payments	Partnership Distributions	Notes

* This information reflects certain partnership distributions credited to your account during the year. A separate schedule K-1 showing the taxpayer's share of the net income or loss will be provided directly to you from each of the partnerships indicated above. We do not report this information to the IRS. Please be sure to compare this information with the schedule K-1 provided by the partnership and to consult with your tax advisor about whether to report income or adjust your basis.

** This section contains your payment activity, as well as determinations of Excess and Shortfall which were done in comparison to the "Projected Payment Schedule" as outlined in the Final Prospectus. This information should be used in conjunction with that supplied on Form(s) 1099-OID on a previous page(s). Please consult your tax advisor and the "Tax Consequences" section of the Final Prospectus on how this impacts your net reportable income for this tax year and potentially the following tax year.

LION'S PRIDE FOUNDATION
2014 990PF
GRANTS 2014

STATEMENT 2

TIN 41-1289414

		Public (X)	Restrictions
Convent of the Sacred Heart 1 East 91st St New York, NY 10128	136,000.00	X	none
Riverside Hawks Attn Mark Jerome 490 Riverside Dr New York, NY 10027	500.00	X	none
Yale University P O Box 18990 New Haven, CT 06508	10,000.00	X	none
American Ballet Theater Peter T. Joseph Studios Lawrence A. Wen Ctr for Dance & Theatre 890 Broadway New York, NY 10003	4,600.00	X	none
Phillips Academy Andover, MA 01810	2,000.00	X	none
Book & Snake (Annual) The Stone Trust New Haven, CT 06508	1,250.00	X	none
Moultonborough Public Library P O Box 150 Moultonborough, NH 03254	12,500.00	X	none
Central Park Conservancy c/o Lydia Thomas 14 East 60th St New York, NY 10022	1,000.00	X	none
American Museum Central Park West @ 79th St New York, NY^ 10024	3,000.00	X	none
DreamYard Project 1085 Washington Ave Bronx, NY 10456	3,000.00	X	none
Valley Vineyard Church 225 Mt Herman Rd Scotts Valley, CA 95066	10,000.00	X	none
	183,850.00		

March 24, 2015