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Return of Private Foundation

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

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2014

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation: **DONAHUE FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **18260 E. LONG AVE.**

City or town, state or province, country, and ZIP or foreign postal code: **CENTENNIAL, CO 80016**

Room/suite: \_\_\_\_\_

A Employer identification number: **84-1151637**

B Telephone number: **303-944-8356**

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

G Check all that apply:  Initial return  Initial return of a former public charity  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): **\$ 4,661,918.** (Part I, column (d) must be on cash basis)

J Accounting method:  Cash  Accrual  Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses		(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	1,000.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1.	1.		STATEMENT 1
	4 Dividends and interest from securities	131,639.	131,639.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	272,085.			
	b Gross sales price for all assets on line 6a	391,503.			
	7 Capital gain net income (from Part IV, line 2)		272,085.		
	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 (loss)					
11 Other income	165,384.	165,384.		STATEMENT 3	
12 Total. Add lines 1 through 11	570,109.	569,109.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	44,000.	14,520.		29,480.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	1,500.	500.		1,000.
	c Other professional fees				
	17 Interest				
	18 Taxes	9,839.	1,344.		2,495.
	19 Depreciation and depletion	93.	31.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	10,567.	4,055.		1,512.
	24 Total operating and administrative expenses. Add lines 13 through 23	65,999.	20,450.		34,487.
	25 Contributions, gifts, grants paid	267,529.			267,529.
26 Total expenses and disbursements. Add lines 24 and 25	333,528.	20,450.		302,016.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	236,581.				
b Net investment income (if negative, enter -0-)		548,659.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	11,294.	23,919.	23,919.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other	STMT 8	3,715,364.	3,939,565.	4,627,095.	
14 Land, buildings, and equipment: basis ▶	20,689.				
Less accumulated depreciation	STMT 9 ▶	9,785.	10,997.	10,904.	
15 Other assets (describe ▶)					
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,737,655.	3,974,388.	4,661,918.	
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)	STATEMENT 10)	1,417.	1,413.	
	23 <b>Total liabilities</b> (add lines 17 through 22)		1,417.	1,413.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		3,736,238.	3,972,975.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30 <b>Total net assets or fund balances</b>		3,736,238.	3,972,975.		
31 <b>Total liabilities and net assets/fund balances</b>		3,737,655.	3,974,388.		

**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	3,736,238.
2 Enter amount from Part I, line 27a	2	236,581.
3 Other increases not included in line 2 (itemize) ▶	3	156.
4 Add lines 1, 2, and 3	4	3,972,975.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,972,975.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE STATEMENT--AMERICAN FUNDS</b>	<b>P</b>		
<b>b CAPITAL GAINS DIVIDENDS</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a 195,000.</b>		<b>119,418.</b>	<b>75,582.</b>
<b>b 196,503.</b>			<b>196,503.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			<b>75,582.</b>
<b>b</b>			<b>196,503.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	<b>272,085.</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<b>3</b>	<b>N/A</b>

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	<b>309,881.</b>	<b>4,543,791.</b>	<b>.068199</b>
2012	<b>283,511.</b>	<b>4,234,142.</b>	<b>.066958</b>
2011	<b>290,769.</b>	<b>4,271,193.</b>	<b>.068077</b>
2010	<b>282,869.</b>	<b>4,139,518.</b>	<b>.068334</b>
2009	<b>274,092.</b>	<b>3,085,169.</b>	<b>.088842</b>

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.360410</b>
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	<b>.072082</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	<b>4</b>	<b>4,768,774.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>343,743.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>5,487.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>349,230.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>302,016.</b>

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)**

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		}		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			1	10,973.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
<b>3</b> Add lines 1 and 2			3	10,973.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			5	10,973.
<b>6</b> Credits/Payments:				
<b>a</b> 2014 estimated tax payments and 2013 overpayment credited to 2014		6a		7,130.
<b>b</b> Exempt foreign organizations - tax withheld at source		6b		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)		6c		
<b>d</b> Backup withholding erroneously withheld		6d		
<b>7</b> Total credits and payments. Add lines 6a through 6d			7	7,130.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			8	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <b>SEE STATEMENT 11</b>			9	3,843.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			10	
<b>11</b> Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			11	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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</i>		X
<b>1c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO		
<b>b</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? <i>If "No," attach explanation</i>	X	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>DONAHUEFOUNDATION.ORG</u>	X		
14	The books are in care of ► <u>DONAHUE FOUNDATION</u> Telephone no. ► <u>303-944-8356</u> Located at ► <u>18260 E. LONG AVE., CENTENNIAL, CO</u> ZIP+4 ► <u>80016</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		15	N/A
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 ►		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/> N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> N/A	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. <input type="checkbox"/> _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	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) <input type="checkbox"/> N/A	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)? **N/A**

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? **N/A**  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? **6b**  Yes  No **X**

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? **7b**  Yes  No **N/A**

**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.**

(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
SEE STATEMENT 14		44,000.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1). 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** **0**

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶ 0.</span>	

**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,801,037.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	29,454.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	10,904.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,841,395.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,841,395.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	72,621.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,768,774.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	238,439.

**Part XI**

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	238,439.
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5	<b>2a</b>	10,973.
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	10,973.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	227,466.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	227,466.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	227,466.

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	302,016.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	302,016.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	302,016.

**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				227,466.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	123,364.			
b From 2010	80,886.			
c From 2011	82,635.			
d From 2012	78,244.			
e From 2013	87,978.			
f Total of lines 3a through e	453,107.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	302,016.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				227,466.
e Remaining amount distributed out of corpus	74,550.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	527,657.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	123,364.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	404,293.			
10 Analysis of line 9:				
a Excess from 2010	80,886.			
b Excess from 2011	82,635.			
c Excess from 2012	78,244.			
d Excess from 2013	87,978.			
e Excess from 2014	74,550.			

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

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

**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

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

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

NONE

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

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

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

SEE STATEMENT

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

SEE STATEMENT

**c** Any submission deadlines:

SEE STATEMENT

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

SEE STATEMENT

**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)				
<i>a Paid during the year</i>				
SEE STATEMENT				267,529.
<b>Total</b>			▶ <b>3a</b>	267,529.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			▶ <b>3b</b>	0.





## 2014 Grant Recipients

<b>Recipient Name and Address</b>	<b>Relationship</b>	<b>Status</b>	<b>Purpose</b>	<b>Amount</b>
<b>Arrupe Jesuit High School</b> 4343 Utica Denver, CO 80212	None	Paid	Educational	<b>\$5,000</b>
<b>Brophy High School</b> 4701 North Central Avenue Phoenix, Arizona 85012	None	Paid	Educational	<b>\$10,000</b>
<b>Denver Urban Scholars</b> 458 Uinta Way Denver, CO 80230	None	Paid	Educational	<b>\$23,499</b>
<b>Escuela de Guadalupe School</b> 3401 Pecos Street Denver, CO 80211	None	Paid	Educational	<b>\$20,000</b>
<b>John Neumann Catholic School</b> 2415 E Orman Ave, Pueblo, CO 81004	None	Paid	Educational	<b>\$8,000</b>
<b>Mullen High School</b> 3601 S. Lowell Blvd Denver, CO 80236	None	Paid	Educational	<b>\$10,000</b>
<b>Regis Jesuit High School</b> 6400 S. Lewiston Way Aurora, CO 80016	None	Paid	Educational	<b>\$10,530</b>
<b>Seeds of Hope Charitable Trust</b> 1300 S. Steele Street Denver, CO 80210	None	Paid	Educational	<b>\$111,000</b>

<b>St. Louis School</b> 3301 S. Sherman Street Englewood, CO 80110	None	Paid	Educational	<b>\$30,000</b>
<b>St. Mary's Academy</b> 4545 S, University Blvd Englewood, CO 80110	None	Paid	Educational	<b>\$17,500</b>
<b>St. Mary's High School</b> 2501 East Yampa Street Colorado Springs, CO 80909	None	Paid	Educational	<b>\$12,000</b>
<b>Xavier College Prep</b> 4710 North Fifth Street Phoenix, AZ 85012	None	Paid	Educational	<b>\$10,000</b>
<hr/>				
<b>Total =</b>				<b>\$267,529</b>

Capital Gains - Last year

1/1/2014 through 12/31/2014

7/22/2015

Page 1

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L.
<b>LONG TERM</b>							
AMERICAN . . GROWTH FUND		221.239	1/28/1992	6/11/2014	10,000.00	2,558.63	7,441.37
AMERICAN . . NEW PERSPECTIVE		386.797	2/1/1994	6/11/2014	14,999.99	6,049.51	8,950.48
AMERICAN ... AMER HIGH INCOME		1,296.456	2/16/1993	6/11/2014	15,000.00	19,031.97	-4,031.97
AMERICAN ... GROWTH FUND		559.910	1/28/1992	10/7/2014	24,999.98	6,475.36	18,524.62
AMERICAN . . AMER HIGH INCOME		2,250.225	2/16/1993	10/7/2014	25,000.00	33,033.30	-8,033.30
AMERICAN . AMER HIGH INCOME		450.450	2/16/1993	11/7/2014	5,000.00	6,612.61	-1,612.61
AMERICAN FUNDAMENTAL		90.876	1/28/1992	11/7/2014	5,000.00	1,602.14	3,397.86
AMERICAN GROWTH FUND		47.385	1/28/1992	11/7/2014	2,209.10	548.01	1,661.09
AMERICAN .. GROWTH FUND		5.354	12/16/1992	11/7/2014	249.60	63.55	186.05
AMERICAN .. GROWTH FUND		17.580	12/16/1992	11/7/2014	819.58	208.82	610.76
AMERICAN GROWTH FUND		36.931	6/16/1993	11/7/2014	1,721.72	458.69	1,263.03
AMERICAN . NEW PERSPECTIVE		260.146	2/1/1994	11/24/2014	10,000.01	4,068.68	5,931.33
AMERICAN . FUNDAMENTAL		89.429	1/28/1992	12/2/2014	4,999.98	1,576.63	3,423.35
AMERICAN . GROWTH FUND		211.595	6/16/1993	12/2/2014	9,999.98	2,628.05	7,371.93
AMERICAN NEW PERSPECTIVE		253.421	2/1/1994	12/2/2014	9,999.99	3,963.50	6,036.49
AMERICAN . AMCAP FUND		177.431	1/28/1992	12/23/2014	5,000.01	2,333.22	2,666.79
AMERICAN GROWTH FUND		233.318	6/16/1993	12/23/2014	10,000.01	2,897.86	7,102.15
AMERICAN NEW PERSPECTIVE		256.540	2/1/1994	12/23/2014	9,999.93	4,012.29	5,987.64
AMERICAN . AMER HIGH INCOME		464.253	2/16/1993	12/23/2014	5,000.00	6,815.23	-1,815.23
AMERICAN . AMER HIGH INCOME		465.110	2/16/1993	12/31/2014	4,999.93	6,827.81	-1,827.88
AMERICAN . AMCAP FUND		178.571	1/28/1992	12/31/2014	4,999.99	2,348.21	2,651.78
AMERICAN ... FUNDAMENTAL		96.043	1/28/1992	12/31/2014	5,000.00	1,693.24	3,306.76
AMERICAN .. GROWTH FUND		117.151	6/16/1993	12/31/2014	5,000.00	1,455.04	3,544.96
AMERICAN .. NEW PERSPECTIVE		137.817	2/1/1994	12/31/2014	5,000.00	2,155.46	2,844.54
<b>TOTAL LONG TERM</b>					<b>194,999.80</b>	<b>119,417.81</b>	<b>76,581.99</b>
<b>OVERALL TOTAL</b>					<b>194,999.80</b>	<b>119,417.81</b>	<b>76,581.99</b>

Asset Number	Description of property							
	Date placed in service	Method/IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	<b>OFFICE FURNITURE</b>							
	120196	200DB	7.00	17	650.		650.	0.
2	<b>COMPUTER EQUIPMENT</b>							
	060199	200DB	5.00	17	2,064.		2,064.	0.
3	<b>ART</b>							
	060199	L			4,424.			0.
4	<b>COMPUTER EQUIPMENT</b>							
	063001	200DB	5.00	17	700.		700.	0.
5	<b>PRINTER</b>							
	063004	200DB	5.00	17	1,000.	500.	500.	0.
6	<b>COMPUTER EQUIPMENT</b>							
	063004	200DB	5.00	17	1,713.	857.	856.	0.
7	<b>SOFTWARE</b>							
	063004	SL	3.00	16	175.	88.	87.	0.
8	<b>LAPTOP</b>							
	031507	200DB	5.00	17	1,946.		1,946.	0.
9	<b>ART</b>							
	123108	L			6,415.			0.
10	<b>PRINTER</b>							
	063009	200DB	5.00	17	618.	309.	291.	18.
11	<b>SCANNER</b>							
	092910	200DB	5.00	17	597.	597.		0.
12	<b>OFFICE EQUIPMENT</b>							
	063013	200DB	5.00	17	187.	94.	19.	30.
13	<b>SOFTWARE</b>							
	063013	200DB	3.00	17	200.	100.	33.	45.
	<b>* TOTAL 990-PF PG 1 DEPR</b>				20,689.	2,545.	7,146.	93.

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST	1.	1.	
TOTAL TO PART I, LINE 3	1.	1.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERICAN FUNDS DAIN RAUSCHER/STIFEL WELLS FARGO	294,165. 6,906. 27,071.	182,295. 0. 14,208.	111,870. 6,906. 12,863.	111,870. 6,906. 12,863.	
TO PART I, LINE 4	328,142.	196,503.	131,639.	131,639.	

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO DISTRIBUTION	165,384.	165,384.	
TOTAL TO FORM 990-PF, PART I, LINE 11	165,384.	165,384.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1,500.	500.		1,000.
TO FORM 990-PF, PG 1, LN 16B	1,500.	500.		1,000.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	6,000.	0.		0.
PAYROLL TAX AND RELATED EXPENSES	3,742.	1,247.		2,495.
FOREIGN TAXES	97.	97.		0.
TO FORM 990-PF, PG 1, LN 18	9,839.	1,344.		2,495.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	1,946.	649.		1,297.
INVESTMENT EXPENSE	3,406.	3,406.		0.
OTHER GRANTS	5,000.	0.		0.
SITE VISIT	215.	0.		215.
TO FORM 990-PF, PG 1, LN 23	10,567.	4,055.		1,512.

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FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT--NO TAX EFFECT	156.
TOTAL TO FORM 990-PF, PART III, LINE 3	156.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN FUNDS	COST	3,422,803.	4,050,649.
DAIN RAUSCHER/STIFEL	COST	141,713.	185,295.
WELLS FARGO INVESTMENTS	COST	375,049.	391,151.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,939,565.	4,627,095.

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FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	650.	650.	0.
COMPUTER EQUIPMENT	2,064.	2,064.	0.
ART	4,424.	0.	4,424.
COMPUTER EQUIPMENT	700.	700.	0.
PRINTER	1,000.	1,000.	0.
COMPUTER EQUIPMENT	1,713.	1,713.	0.
SOFTWARE	175.	175.	0.
LAPTOP	1,946.	1,946.	0.
ART	6,415.	0.	6,415.
PRINTER	618.	618.	0.
SCANNER	597.	597.	0.
OFFICE EQUIPMENT	187.	143.	44.
SOFTWARE	200.	178.	22.
TOTAL TO FM 990-PF, PART II, LN 14	20,689.	9,784.	10,905.



FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
PAYROLL TAX LIABILITY		1,417.	1,413.
TOTAL TO FORM 990-PF, PART II, LINE 22		1,417.	1,413.

FORM 990-PF	STATEMENT	11
TAX DUE FROM FORM 990-PF, PART VI		3,843. 59. 135.
TOTAL AMOUNT DUE		4,037.

FORM 990-PF	STATEMENT	12			
DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/15	3,843.	3,843.	7	135.
DATE FILED	11/16/15		3,843.		
TOTAL					135.

FORM 990-PF	STATEMENT	13				
DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/15	3,843.	3,843.	.0300	185	59.
DATE FILED	11/16/15		3,902.			
TOTAL						59.