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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo 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

, and ending

Name of foundation GILL FOUNDATION		A Employer identification number 84-1264186
Number and street (or P.O. box number if mail is not delivered to street address) 2215 MARKET STREET	Room/suite	B Telephone number 303-292-4455
City or town, state or province, country, and ZIP or foreign postal code DENVER, CO 80205		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 231,108,565.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,765,198.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		440.	440.		STATEMENT 1
4 Dividends and interest from securities		2,198,697.	2,185,688.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		14,687,731.			
b Gross sales price for all assets on line 6a	34,502,366.		8,522,254.		
7 Capital gain net income (from Part IV, line 2)					
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)					
11 Other income		15,312.	344,574.		STATEMENT 3
12 Total. Add lines 1 through 11		18,667,378.	11,052,956.		
13 Compensation of officers, directors, trustees, etc.		1,076,934.	6,437.		1,111,246.
14 Other employee salaries and wages		1,302,693.	28,319.		1,268,713.
15 Pension plans, employee benefits		485,758.	9,826.		466,111.
16a Legal fees		85,063.	0.		67,874.
b Accounting fees		79,674.	0.		73,674.
c Other professional fees		3,218,392.	1,070,185.		2,310,610.
17 Interest			1,816.		
18 Taxes	STMT 7	251,157.	5,883.		4,307.
19 Depreciation and depletion		211,736.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		371,507.	0.		337,896.
22 Printing and publications		44,631.	0.		40,791.
23 Other expenses	STMT 8	845,920.	3,059.		851,787.
24 Total operating and administrative expenses. Add lines 13 through 23		7,973,465.	1,125,525.		6,533,009.
25 Contributions, gifts, grants paid		11,766,014.			9,829,294.
26 Total expenses and disbursements. Add lines 24 and 25		19,739,479.	1,125,525.		16,362,303.
27 Subtract line 26 from line 12		<1,072,101.>			
a Excess of revenue over expenses and disbursements			9,927,431.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

423501 11-24-14 LHA For Paperwork Reduction Act Notice, see Instructions.

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20011110 756359 670010A

2014.05000 GILL FOUNDATION

670010A1

SCANNED NOV 20 2015

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		986,059.	1,336,494.	1,336,494.	
	2	Savings and temporary cash investments		4,668,868.	14,826,468.	14,826,468.	
	3	Accounts receivable ▶ 343.		100,105.	343.	343.	
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less allowance for doubtful accounts ▶					
	5	Grants receivable			130,000.	130,000.	
	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			29,079.	77,099.	77,099.
	10a	Investments - U S and state government obligations STMT 10			6,880,133.	1,207,858.	1,207,858.
	b	Investments - corporate stock STMT 11			0.	556,729.	556,729.
	c	Investments - corporate bonds STMT 12			7,423,469.	5,425,166.	5,425,166.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶					
12		Investments - mortgage loans					
13		Investments - other STMT 13			207,948,882.	201,987,988.	201,987,988.
14		Land, buildings, and equipment basis ▶ 7,749,746.			5,109,177.	5,136,836.	5,136,836.
		Less accumulated depreciation ▶ 2,612,910.			1,231,700.	423,584.	423,584.
15		Other assets (describe ▶ STATEMENT 14)					
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			234,377,472.	231,108,565.	231,108,565.
17		Accounts payable and accrued expenses			570,372.	662,991.	
18		Grants payable			1,072,530.	3,057,750.	
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶ STATEMENT 15)			566,400.	568,993.	
	23	Total liabilities (add lines 17 through 22)			2,209,302.	4,289,734.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted			232,168,170.	226,818,831.	
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds			232,168,170.	226,818,831.	
30	Total net assets or fund balances			234,377,472.	231,108,565.		
31	Total liabilities and net assets/fund balances						

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	232,168,170.
2	Enter amount from Part I, line 27a	2	<1,072,101.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	46,300.
4	Add lines 1, 2, and 3	4	231,142,369.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	4,323,538.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	226,818,831.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SALE OF PUBLICLY TRADED SECURITIES			VARIOUS	VARIOUS
b SEE ATTACHMENT B		P	VARIOUS	VARIOUS
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 17,815,731.		15,672,639.	2,143,092.
b			6,379,162.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(l) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			2,143,092.
b			6,379,162.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	8,522,254.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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	17,871,015.	218,421,663.	.081819
2012	19,867,666.	217,269,248.	.091443
2011	20,599,145.	230,843,089.	.089234
2010	15,914,734.	181,073,699.	.087891
2009	12,401,318.	138,299,738.	.089670

2 Total of line 1, column (d)	2	.440057
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	.088011
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	225,414,716.
5 Multiply line 4 by line 3	5	19,838,975.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	99,274.
7 Add lines 5 and 6	7	19,938,249.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	16,601,844.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	198,549.
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			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	198,549.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	198,549.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 272,336.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 170,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	442,336.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	243,787.
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 243,787. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.GILLFOUNDATION.ORG	13	X	
14	The books are in care of ► ROBIN HUBBARD, CHIEF OPERATIONS OFF Telephone no ► 303-292-4455 Located at ► 2215 MARKET STREET, DENVER, CO ZIP+4 ► 80205			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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) 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 ►		
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.) 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

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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

5b

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**

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?

N/A

7b**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 16		1,076,934.	191,678.	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
PATRICK FLAHERTY - TERM 8/9/14	DIRECTOR OF POLICY			
2215 MARKET STREET, DENVER, CO 80205	40.00	163,609.	11,167.	0.
DENISE WHINNEN	DIRECTOR CO PROGRESSIVE			
2215 MARKET STREET, DENVER, CO 80205	40.00	113,360.	31,781.	0.
AMBER PTAK	DIRECTOR EDUCATION PROGRAMS			
2215 MARKET STREET, DENVER, CO 80205	40.00	104,839.	24,396.	0.
BRAD CASE	SR. FINANCE & INVESTMENT ACCOUNTANT			
2215 MARKET STREET, DENVER, CO 80205	40.00	81,849.	19,490.	0.
AARON BROWNING	PROGRAM OFFICER			
2215 MARKET STREET, DENVER, CO 80205	40.00	84,536.	10,205.	0.

Total number of other employees paid over \$50,000

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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
SUMMIT ROCK ADVISORS 9W 57TH STREET, NEW YORK, NY 10019	INVESTMENT ADVISORS	455,103.
INEKE MUSHOVIC CONSULTING INC 2317 MAPLETON AVE, BOULDER, CO 80304	STRATEGIC CONSULTING FOR MAP	270,000.
TRIMPA GROUP 800 18TH STREET, SUITE 310, DENVER, CO 80202	LEGAL CONSULTING	245,609.
CIVITAS PUBLIC AFFAIRS GROUP 409 7TH ST. NW, STE 350, WASHINGTON, DC 20004	CONSULTING	196,912.
SEAN LUND PO BOX 50626, LOS ANGELES, CA 90050	MAP CONSULTANT	147,504.
Total number of others receiving over \$50,000 for professional services		16

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 SEE STATEMENT 17	806,335.
2 SEE STATEMENT 18	1,426,427.
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	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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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	223,820,177.
b	Average of monthly cash balances	1b	5,027,250.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	228,847,427.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	228,847,427.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,432,711.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	225,414,716.
6	Minimum investment return. Enter 5% of line 5	6	11,270,736.

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

1	Minimum investment return from Part X, line 6	1	11,270,736.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	198,549.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	198,549.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,072,187.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,072,187.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	11,072,187.

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	16,362,303.
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	239,541.
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	16,601,844.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,601,844.

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

Form 990-PF (2014)

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				11,072,187.
2 Undistributed income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009	5,510,225.			
b From 2010	7,509,357.			
c From 2011	9,212,061.			
d From 2012	9,266,682.			
e From 2013	7,048,752.			
f Total of lines 3a through e	38,547,077.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 16,601,844.				
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) **	1,120,879.			
d Applied to 2014 distributable amount				11,072,187.
e Remaining amount distributed out of corpus	4,408,778.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	44,076,734.			
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)	1,120,879.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	4,389,346.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	38,566,509.			
10 Analysis of line 9				
a Excess from 2010	7,509,357.			
b Excess from 2011	9,212,061.			
c Excess from 2012	9,266,682.			
d Excess from 2013	7,048,752.			
e Excess from 2014	5,529,657.			

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11-24-14

** SEE STATEMENT 19

Form 990-PF (2014)

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)

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHMENT C	N/A		SEE ATTACHMENT C	9,829,294.
Total			3a	9,829,294.
b Approved for future payment				
SEE ATTACHMENT D	N/A		SEE ATTACHMENT D	3,057,750.
Total			3b	3,057,750.

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

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

[illegible]


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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
GILL ACTION FUND	501(C)(4)	SEE STATEMENT 22

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, this return 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: 11/13/15 Title: COO

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

Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER PETERMANN	Preparer's signature 	Date 1/14/84	Check <input type="checkbox"/> if self-employed	PTIN P00097440
	Firm's name ▶ O'CONNOR DAVIES, LLP				Firm's EIN ▶ 27-1728945
	Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022				Phone no 212-286-2600

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2014

Name of the organization

Employer identification number

GILL FOUNDATION

84-1264186

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

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

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization	Employer identification number
GILL FOUNDATION	84-1264186

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FORD FOUNDATION 320 EAST 43RD ST NEW YORK, NY 10017	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	H VAN AMERINGEN FOUNDATION 509 MADISON AVENUE NEW YORK, NY 10022	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	MONA PITTENGER GIVING FUND 2722 NE 20TH CT FORT LAUDERDALE, FL 33305	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	THE DAVID GEFFEN FOUNDATION 12011 SAN VICENTE BLVD, STE 606 LOS ANGELES, CA 90049	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD., SUITE 700 LOS ANGELES, CA 90048	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	THE COMMUNITY FOUNDATION OF WESTERN NORTH CAROLINA 4 VANDERBILT PARK DRIVE SUITE 300 ASHEVILLE, NC 28803	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

GILL FOUNDATION

84-1264186

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	ARCUS FOUNDATION 44 WEST 28TH STREET 17TH FLOOR NEW YORK, NY 10001	\$ 95,879.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
8	EVELYN & WALTER HAAS JR. FUND 114 SANSOME STREET SUITE 600 SAN FRANCISCO, CA 94104	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	WOMEN'S EQUALITY CENTER 1201 CONNECTICUT AVE NW SUITE 300 WASHINGTON, DC 20036	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	JAMES C HORMEL REVOCABLE LIVING TRUST 19 SUTTER STREET SAN FRANCISCO, CA 94104-4901	\$ 60,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	THE PALETTE FUND 1201 BROADWAY SUITE 504 NEW YORK, NY 10001	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	THE DAVID DECHMAN FOUNDATION 525 PARK AVENUE, #PHC NEW YORK, NY 10065	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
GILL FOUNDATION	84-1264186

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	ESMOND HARMSWORTH FOUNDATION 545 BOYLSTON STREET ST 1100 BOSTON, MA 02116-3674	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14	THE TIDES FOUNDATION PO BOX 29903 SAN FRANCISCO, CA 94129-0903	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15	SUSAN THOMPSON BUFFETT FOUNDATION 3555 FARNAM STREET STE 222 OMAHA, NE 68131	\$ 95,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16	THE DAVID BOHNETT FOUNDATION 245 SOUTH BEVERLY DRIVE BEVERLY HILLS, CA 90212	\$ 130,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17	TIM GILL 2215 MARKET ST. DENVER, CO 80205	\$ 634,239.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
18	JOHNSON FAMILY FOUNDATION PO BOX 425 SARATOGA SPRINGS, NY 12866-0425	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
GILL FOUNDATION	84-1264186

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	WILD GEESE FOUNDATION 36 FLETCHER STREET ROSLINDALE, MA 02131	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

GILL FOUNDATION

84-1264186

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7		\$ 95,879.	12/15/14
17		\$ 634,239.	07/08/14
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

GILL FOUNDATION

84-1264186

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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 AND DIVIDENDS	440.	440.	
TOTAL TO PART I, LINE 3	440.	440.	

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
INTEREST AND DIVIDENDS	2,198,697.	0.	2,198,697.	2,185,688.	
TO PART I, LINE 4	2,198,697.	0.	2,198,697.	2,185,688.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME FROM K-1 ACTIVITIES	0.	334,926.	
MAP CONFERENCE REGISTRATION FEES	5,664.	0.	
CLASS ACTION SETTLEMENTS	4,840.	4,840.	
LEASE INCOME - PARKING LOT	4,808.	4,808.	
TOTAL TO FORM 990-PF, PART I, LINE 11	15,312.	344,574.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	85,063.	0.		67,874.
TO FM 990-PF, PG 1, LN 16A	85,063.	0.		67,874.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	79,674.	0.		73,674.
TO FORM 990-PF, PG 1, LN 16B	79,674.	0.		73,674.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIP MANAGEMENT FEES	372,776.	612,721.		0.
ADVISORY FEES	457,464.	457,464.		0.
CONSULTING FEES	2,388,152.	0.		2,310,610.
TO FORM 990-PF, PG 1, LN 16C	3,218,392.	1,070,185.		2,310,610.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	246,743.	0.		0.
REAL ESTATE TAXES	4,307.	0.		4,307.
STATE TAXES	107.	0.		0.
FEDERAL UBTI	0.	0.		0.
FOREIGN TAXES	0.	5,883.		0.
TO FORM 990-PF, PG 1, LN 18	251,157.	5,883.		4,307.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PROCESSING FEES	9,780.	0.		9,590.
TEMPORARY STAFF	63,324.	0.		63,324.
OFFICE EXPENSES	53,090.	0.		67,947.
REPAIRS AND MAINTENANCE	125,658.	0.		125,658.
TECHNOLOGY	369,268.	0.		366,507.
PROFESSIONAL DEVELOPMENT	31,890.	0.		31,890.
DUES	64,067.	0.		64,067.
OTHER EXPENSES	5,577.	0.		5,577.
INSURANCE	36,861.	0.		33,881.
SPONSORSHIPS	74,780.	0.		74,780.
CREDIT CARD FEES	8,566.	0.		8,566.
BANK FEES	3,059.	3,059.		0.
TO FORM 990-PF, PG 1, LN 23	845,920.	3,059.		851,787.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
DEFERRED FEDERAL EXCISE TAX BENEFIT	46,300.
TOTAL TO FORM 990-PF, PART III, LINE 3	46,300.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT SECURITIES - SEE ATTACHMENT A	X		1,207,858.	1,207,858.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,207,858.	1,207,858.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,207,858.	1,207,858.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHMENT A	556,729.	556,729.
TOTAL TO FORM 990-PF, PART II, LINE 10B	556,729.	556,729.

FORM 990-PF	CORPORATE BONDS	STATEMENT	12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A	5,425,166.	5,425,166.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,425,166.	5,425,166.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLOSED ENDED MUTUAL FUNDS - SEE ATTACHMENT A	FMV	58,640,377.	58,640,377.
ASSET BACKED SECURITIES - SEE ATTACHMENT A	FMV	4,218,788.	4,218,788.
HEDGE FUNDS - SEE ATTACHMENT A	FMV	105,504,647.	105,504,647.
PRIVATE EQUITIES - SEE ATTACHMENT A	FMV	33,624,176.	33,624,176.
TOTAL TO FORM 990-PF, PART II, LINE 13		201,987,988.	201,987,988.

FORM 990-PF	OTHER ASSETS	STATEMENT	14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM INVESTMENT CUSTODIAN	982,490.	347,838.	347,838.
DUE FROM GILL ACTION FUND	298.	2,661.	2,661.
ACCRUED INTEREST	116,991.	73,085.	73,085.
PREPAID FEDERAL EXCISE TAXES	131,921.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1,231,700.	423,584.	423,584.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED FEDERAL EXCISE TAX PAYABLE	566,400.	520,100.	
FEDERAL EXCISE TAX PAYABLE	0.	48,893.	
TOTAL TO FORM 990-PF, PART II, LINE 22	566,400.	568,993.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TIM GILL 2215 MARKET STREET DENVER, CO 80205	BOARD CHAIRMAN 1.00	0.	0.	0.
SCOTT MILLER 2215 MARKET STREET DENVER, CO 80205	SECRETARY 1.00	0.	0.	0.
JOHN BARABINO 2215 MARKET STREET DENVER, CO 80205	TREASURER 1.00	0.	0.	0.
COURTNEY CUFF 2215 MARKET STREET DENVER, CO 80205	CEO/PRESIDENT 40.00	250,748.	41,691.	0.
KATHERINE PECK- TERM DATE 8/1/2014 2215 MARKET STREET DENVER, CO 80205	SENIOR VP OF PROGRAMS 40.00	244,100.	38,464.	0.
BOBBY CLARK 2215 MARKET STREET DENVER, CO 80205	VP COMMUNICATIONS & PROGRAMS 40.00	203,421.	36,393.	0.
DAVID LANCE KING - TERM DATE 10/10/14 2215 MARKET STREET DENVER, CO 80205	VP DONOR RESOURCES 40.00	187,942.	34,559.	0.
LAURIE MEILI- TERM DATE 3/21/2014 2215 MARKET STREET DENVER, CO 80205	CFO 40.00	45,013.	9,567.	0.
ROBIN HUBBARD- START DATE 2/11/2014 2215 MARKET STREET DENVER, CO 80205	COO 40.00	145,710.	31,004.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,076,934.	191,678.	0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 17

ACTIVITY ONE

PUBLIC EDUCATION: THE FOUNDATION REACHES OUT TO CORPORATIONS AND MAINSTREAM/CORPORATE FOUNDATIONS TO HELP THEM UNDERSTAND LGBT ISSUES AND THE NEED TO INITIATE OR INCREASE THEIR FUNDING OF LGBT CHARITIES. THIS PROGRAM IS INTENDED TO INCREASE ALLIED AWARENESS OF LGBT CAUSES AND LEGITIMACY. THE FOUNDATION ALSO PROVIDES ONGOING DONOR EDUCATION SERVICES WITH THE PURPOSE OF INCREASING PHILANTHROPIC GIVING TO LGBT ORGANIZATIONS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

806,335.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 18

ACTIVITY TWO

MOVEMENT ADVANCEMENT PROJECT (MAP): FOUNDED IN 2006, MAP IS AN INDEPENDENT OPERATING PROGRAM OF THE GILL FOUNDATION THAT PROVIDES RIGOROUS RESEARCH, INSIGHT AND ANALYSIS THAT HELP SPEED EQUALITY FOR LESBIAN, GAY, BISEXUAL AND TRANSGENDER (LGBT) PEOPLE. MAP'S WORK IS FOCUSED ON THREE PRIMARY AREAS: POLICY & ISSUE ANALYSIS, LGBT MOVEMENT OVERVIEWS, AND EFFECTIVE MESSAGING. MAP'S WORK HELPS EDUCATE AND PERSUADE PUBLIC AUDIENCES (SUCH AS ALLIED ORGANIZATIONS AND FUNDERS, MEDIA, AND THE AMERICAN PUBLIC) AND HELPS SUPPORT LGBT MOVEMENT AUDIENCES (INCLUDING LGBT ORGANIZATIONS, ADVOCATES, AND FUNDERS).

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

1,426,427.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 19

SEE ATTACHMENT F

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 20

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GRANTSMANAGER@GILLFOUNDATION.ORG

TELEPHONE NUMBER

N/A

FORM AND CONTENT OF APPLICATIONS

A LETTER OF INQUIRY IS REQUIRED BEFORE AN ORGANIZATION WILL BE CONSIDERED FOR FUNDING. IF IT IS DETERMINED THAT AN ORGANIZATION WILL BE CONSIDERED FOR FUNDING, THE ORGANIZATION WILL BE ASKED TO SUBMIT AN APPLICATION AND DIRECTED TO THE APPROPRIATE FORM.

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

FUNDING GUIDELINES ARE AVAILABLE ON THE FOUNDATION'S WEBSITE:
WWW.GILLFOUNDATION.ORG.

990-PF	INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS	STATEMENT 21
	PART XVII, LINE 1, COLUMN (D)	

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

GILL ACTION FUND

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

REIMBURSEMENT OF VARIOUS EXPENSES

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS PART XVII, LINE 2, COLUMN (C)	STATEMENT 22
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NAME OF AFFILIATED OR RELATED ORGANIZATION

GILL ACTION FUND

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

THE GILL FOUNDATION AND THE GILL ACTION FUND ARE RELATED ORGANIZATIONS ONE DIRECTOR IN COMMON.