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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

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

Name of foundation
Genesis Foundation

A Employer identification number
84-1481478

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
6990 S Polo Ridge Drive

B Telephone number (see instructions)
(303) 973-7020

City or town, state or province, country, and ZIP or foreign postal code
Littleton, CO 80128

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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)*▶$ 3,653,114

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	4,200			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	5,375	5,375	5,375	
	4	Dividends and interest from securities	26,250	26,250	26,250	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	60,003			
	b	Gross sales price for all assets on line 6a 439,504				
	7	Capital gain net income (from Part IV, line 2)		60,003		
	8	Net short-term capital gain			11,170	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	95,828	91,628	42,795	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	4,200	2,100		2,100
	c	Other professional fees (attach schedule)	16,320	16,320		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,048	9		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	54	27		27
	24	**Total operating and administrative expenses.** Add lines 13 through 23	23,622	18,456		2,127
	25	Contributions, gifts, grants paid	241,400			241,400
	26	**Total expenses and disbursements.** Add lines 24 and 25	265,022	18,456		243,527
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-169,194			
	b	**Net investment income** (if negative, enter -0-)		73,172		
	c	**Adjusted net income** (if negative, enter -0-)			42,795	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	13,527	14,550	14,550
	2	Savings and temporary cash investments	21,466	493,963	493,963
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 8,544			
		Less allowance for doubtful accounts ▶	12,053	8,544	8,544
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	841,866	877,128	1,497,838
	c	Investments—corporate bonds (attach schedule)	270,832	297,700	298,046
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	808,000	107,256	1,340,173
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	591		
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,968,335	1,799,141	3,653,114
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	1,968,335	1,799,141	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,968,335	1,799,141	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,968,335	1,799,141	

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	1,968,335
2	Enter amount from Part I, line 27a	2	-169,194
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,799,141
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,799,141

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	Various Morgan Stanley - See Sch#1 attached	P	2014-01-01	2014-01-01
b	Various Morgan Stanley - See Sch#1 attached	P	2000-01-01	2014-01-01
c	Capital Gain Distributions-MS	P	2000-01-01	2014-12-31
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	90,437		79,267	11,170
b	348,852		300,234	48,618
c	215			215
d				
e				

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				11,170
b				48,618
c				215
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	60,003
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	11,170

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	102,575	2,958,944	0 03467
2012	109,018	2,494,884	0 04370
2011	141,722	2,448,501	0 05788
2010	131,426	2,401,201	0 05473
2009	169,155	2,363,834	0 07156

2	**Total** of line 1, column (d).	2	0 26254
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 05251
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	3,670,305
5	Multiply line 4 by line 3.	5	192,717
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	732
7	Add lines 5 and 6.	7	193,449
8	Enter qualifying distributions from Part XII, line 4.	8	243,527

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	732
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	732
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	732
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,332		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,332
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	600
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 600 **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

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

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

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

Website address ▶N/A

14 The books are in care of ▶Michael L Iiams Telephone no ▶(303) 973-7020

Located at ▶6990 S Polo Ridge Drive Littleton CO ZIP+4 ▶80123

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **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)?	**5b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **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**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Michael L Iiams 6990 S Polo Ridge Drive Littleton, CO 80123	President 0 00	0		
Nancy Iiams 6990 S Polo Ridge Drive Littleton, CO 80123	Secretary 0 00	0		

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

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	3,655,683
b	Average of monthly cash balances.			1b	59,920
c	Fair market value of all other assets (see instructions).			1c	10,595
d	**Total** (add lines 1a, b, and c).			1d	3,726,198
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	
3	Subtract line 2 from line 1d.			3	3,726,198
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	55,893
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	3,670,305
6	**Minimum investment return.** Enter 5% of line 5.			6	183,515

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	183,515
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	732		
b	Income tax for 2014 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	732
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	182,783
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	182,783
6	Deduction from distributable amount (see instructions).			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			7	182,783

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	243,527
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	243,527
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	732
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	242,795

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				182,783
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			135,458	
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 243,527				
a Applied to 2013, but not more than line 2a			135,458	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				108,069
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				74,714
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				241,400
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,375	
4 Dividends and interest from securities			14	26,250	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	60,003	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				91,628	

13 Total. Add line 12, columns (b), (d), and (e) 13 91,628

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

Sign Here

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

******	2015-07-20	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Deborah L Dye				P00047248

Firm's name ▶ Trimble Weist Dye & Ezra CPAs

Firm's EIN ▶

Firm's address ▶ 5990 Greenwood Plaza Blvd Suite 203 Greenwood Village, CO 80111

Phone no (303) 220-8899

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Easter Seals 5755 West Alameda Avenue Lakewood, CO 80226	none	501(c)	General	125,000
Lutheran Family Services 363 South Harlan Suite 200 Denver, CO 80226	none	501(c)	Senior outreach and birth parent/adoption	100,000
TLC Meals on Wheels 7300 S Clermont Drive Centennial, CO 80122	none	501(c)	General	5,000
Colorado Public Radio 7409 South Alton Court Centennial, CO 80112	none	501(c)(3)	General	2,500
Dumb Friends League 2080 South Quebec Street Denver, CO 80231	none	501(c)	General	2,500
Alzheimer's Association 455 Sherman Street Suite 500 Denver, CO 80203	none	501(c)	General	500
Evans Scholars Foundation One Briar Road Golf, IL 60029	none	501(c)	General	5,000
Wapiyapi 191 University Boulevard Denver, CO 80206	None	501(c)	General	900
Total . . . . ▶ **3a**				241,400

TY 2014 Accounting Fees Schedule

Name: Genesis Foundation

EIN: 84-1481478

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax Preparation	4,200	2,100	0	2,100

TY 2014 Investments - Other Schedule

Name: Genesis Foundation

EIN: 84-1481478

Software ID: 14000265

Software Version: 2014v5.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMS stock	AT COST	107,256	1,340,173

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491201001065

TY 2014 Other Expenses Schedule

Name: Genesis Foundation

EIN: 84-1481478

Software ID: 14000265

Software Version: 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Fees	54	27		27

TY 2014 Other Professional Fees Schedule

Name: Genesis Foundation

EIN: 84-1481478

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Management Fees	16,320	16,320	0	0

TY 2014 Taxes Schedule

Name: Genesis Foundation

EIN: 84-1481478

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Excise Tax	3,039			
Foreign Taxes Paid	9	9		

Morgan Stanley
Private Wealth Management

Supplemental Report

Realized Gains & Losses
814890180 : GENESIS FOUNDATION
01/01/2014 to 12/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
50.000	AT&T INC	07/15/2009	01/14/2014	1,194.50	1,670.46		475 96
200.000	AT&T INC	09/16/2009	01/14/2014	5,291.46	6,681.81		1,390.35
250.000	AT&T INC	08/06/2009	01/14/2014	6,399.25	8,352.28		1,953.03
166.000	HSBC HOLDINGS PLC ADR	03/31/2009	01/14/2014	3,068.94	9,226.80		6,157.86
167.000	HSBC HOLDINGS PLC ADR	03/31/2009	01/14/2014	3,087 41	9,282.38		6,194.97
700 000	AFLAC INC	03/16/2009	02/10/2014	11,192.93	43,638.22		32,445.29
450.000	CAPITAL ONE FINL CORP	04/08/2013	02/10/2014	24,930.72	31,999 44	7,068.72	
135,000.000	WACHOVIA CORP 4.875% DUE 02/15/2014 @ 100 00	02/26/2013	02/18/2014	135,000 00	135,000.00		
1,250.000	MONDELEZ INTL INC	08/06/2013	03/14/2014	39,475.50	43,048.79	3,573.29	
200.000	CROWN CASTLE INTERNATIONAL CORP	11/13/2013	05/09/2014	14,860.32	15,388.65	528 33	
135,000 000	HEWLETT-PACK CO SR 1 550% DUE 05/30/2014 @ 100.00	04/26/2012	05/30/2014	135,000.00	135,000.00		
	TOTAL PORTFOLIO			379,501.03	439,288.83	11,170.34	48,617.46

SCHEDULE #1

EM772MN-20150415-163222

Portfolio Valuation By Taxlot
CONSOLIDATED : GENESIS FOUNDATION
12/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	FMV Price Book Price	FMV Cost Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
	CASH AND CASH ALTERNATIVES									
BANK DEPOSITS*										
248,754 920	BANK DEPOSITS - MS BANK NA			248,754 92		248,754 92		0 05	10 88	
245,002 680	BANK DEPOSITS - MS TRUST			245,002 68		245,002 68		0 05	10 72	
	BANK DEPOSITS			493,757 60		493,757 60	0 00		21 60	
CURRENCIES										
205 000	US DOLLAR			205 00		205 00			0 01	C
	CASH AND CASH ALTERNATIVES			493,962 60		493,962 60	0 00		21 61	
	FIXED INCOME									
135,000 000	AMER EXPRESS CR SER E CUSIP 0258M0DG1 *Coupon Rate 1 300%, Matures 07/29/16, Int Semi-Annually, Yield to Maturity 1 017%, S&P A-, Moodys A2, Issued 07/29/13*	06/16/2014	100 63	135,845 33	100 44	135,588 60	(256 73)	0 90	5 93	C
160,000 000	TOYOTA MTR CRED SER B CUSIP 89233P6D3 *Coupon Rate 1 750%, Matures 05/22/17, Int Semi-Annually, Yield to Maturity 1 394%, S&P AA-, Moodys Aa3, Issued 05/22/12*	03/19/2014	101 16	161,854 55	100 88	161,412 80	(441 75)	1 26	7 06	C
	FIXED INCOME			297,699 88		297,001 40	(698 48)		12 99	

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Undefined Classification - At the present time these securities are not classified by GICS
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Morgan Stanley
Private Wealth Management

Supplemental Report

Portfolio Valuation By Taxlot
CONSOLIDATED : GENESIS FOUNDATION
12/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	*Security Description*	*Acquisition Date*	*FMV Price Book Price*	*FMV Cost Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Div or YTM@purch*	*% of *** Portfolio*	*Acct Type*
	EQUITIES									
	COMMON STOCKS									
	Energy									
	Oil & Gas Equipment & Services									
400 000	SCHLUMBERGER LTD TICKER SLB	06/06/2012	63 72	25,488 48	85 41	34,164 00	8,675 52	2 00	1 49	C
	Integrated Oil & Gas									
200 000	CHEVRON CORPORATION TICKER CVX	02/16/2010	72 70	14,539 98	112 18	22,436 00	7,896 02	4 28	0 98	C
100 000	CHEVRON CORPORATION TICKER CVX	04/09/2010	79 41	7,940 99	112 18	11,218 00	3,277 01	4 28	0 49	C
300 000	CHEVRON CORPORATION TICKER CVX	09/06/2011	94 88	28,464 99	112 18	33,654 00	5,189 01	4 28	1 47	C
600 000	**Total Position**			50,945 96		67,308 00	16,362 04		2 94	
	Integrated Oil & Gas			50,945 96		67,308 00	16,362 04		2 94	
	Oil & Gas Storage & Transportation									
625 000	WILLIAMS COMPANIES INC TICKER WMB	06/17/2010	17 17	10,729 71	44 94	28,087 50	17,357 79	2 32	1 23	C
	Energy			87,164 15		129,559 50	42,395 35		5 67	

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Supplemental Report

Portfolio Valuation By Taxlot
CONSOLIDATED : GENESIS FOUNDATION
12/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	*Security Description*	*Acquisition Date*	*FMV Price Book Price*	*FMV Cost Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Div or YTM@purch*	*% of *** Portfolio*	*Acct Type*
Materials										
	Commodity Chemicals									
200 000	LYONDELL BASELL IND ORD ORDINARY SHARES CLASS A TICKER LYB	08/06/2013	68 89	13,777 00	79 39	15,878 00	2,101 00	2 80	0 69	C
	Diversified Chemicals									
400 000	DOW CHEMICAL CORP TICKER DOW	08/04/2010	24 87	9,947 96	45 61	18,244 00	8,296 04	1 68	0 80	C
250 000	DOW CHEMICAL CORP TICKER DOW	06/06/2012	31 49	7,871 50	45 61	11,402 50	3,531 00	1 68	0 50	C
650 000	**Total Position**			17,819 46		29,646 50	11,827 04		1 30	
	Diversified Chemicals			17,819 46		29,646 50	11,827 04		1 30	
	Materials			31,596 46		45,524 50	13,928 04		1 99	
Industrials										
	Aerospace & Defense									
250 000	HONEYWELL INTERNATIONAL INC TICKER HON	03/16/2009	27 58	6,894 98	99 92	24,980 00	18,085 02	2 07	1 09	C
150 000	HONEYWELL INTERNATIONAL INC TICKER HON	09/06/2011	44 74	6,711 50	99 92	14,988 00	8,276 50	2 07	0 66	C
400 000	**Total Position**			13,606 48		39,968 00	26,361 52		1 75	

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Supplemental Report

Portfolio Valuation By Taxlot
CONSOLIDATED : GENESIS FOUNDATION
12/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	*Security Description*	*Acquisition Date*	*FMV Price Book Price*	*FMV Cost Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Div or YTM@purch*	*% of *** Portfolio*	*Acct Type*
200 000	UNITED TECHNOLOGIES CORP TICKER UTX	12/26/2012	82 02	16,403 00	115 00	23,000 00	6,597 00	2 56	1 01	C
	Aerospace & Defense			30,009 48		62,968 00	32,958 52		2 75	
Construction & Farm Machinery										
1,000 000	TEREX CORP TICKER TEX	10/09/2013	33 56	33,557 10	27 88	27,880 00	(5,677 10)	0 24	1 22	C
Railroads										
1,000 000	UNION PACIFIC CORP TICKER UNP	03/16/2009	19 90	19,899 95	119 13	119,130 00	99,230 05	2 20	5 21	C
	Industrials			83,466 53		209,978 00	126,511 47		9 19	
Consumer Discretionary										
Restaurants										
300 000	YUM BRANDS INC TICKER YUM	02/08/2005	23 21	6,963 00	72 85	21,855 00	14,892 00	1 64	0 96	C
75 000	YUM BRANDS INC TICKER YUM	11/11/2008	25 77	1,932 70	72 85	5,463 75	3,531 05	1 64	0 24	C
375 000	**Total Position**			8,895 70		27,318 75	18,423 05		1 20	
	Restaurants			8,895 70		27,318 75	18,423 05		1 20	
Broadcasting & Cable TV										
300 000	CBS CORP NEW CL B TICKER CBS	03/14/2014	65 79	19,737 99	55 34	16,602 00	(3,135 99)	0 60	0 73	C

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Portfolio Valuation By Taxlot
CONSOLIDATED : GENESIS FOUNDATION
12/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	FMV Price Book Price	FMV Cost Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
400 000	DIRECTV TICKER DTV	08/06/2009	24 92	9,967 96	86 70	34,680 00	24,712 04		1 52	C
	Movies & Entertainment									
650 000	WALT DISNEY CO (HOLDING COMPANY) TICKER DIS	06/09/2011	39 45	25,645 62	94 19	61,223 50	35,577 88	1 15	2 68	C
	Apparel Retail									
350 000	L BRANDS TICKER LB	03/14/2014	57 23	20,032 15	86 55	30,292 50	10,260 35	2 00	1 33	C
	Consumer Discretionary			84,279 42		170,116 75	85,837 33		7 44	
Consumer Staples										
	Soft Drinks									
200 000	PEPSICO INC TICKER PEP	09/06/2011	62 21	12,441 34	94 56	18,912 00	6,470 66	2 62	0 83	C
200 000	PEPSICO INC TICKER PEP	12/26/2012	68 77	13,754 66	94 56	18,912 00	5,157 34	2 62	0 83	C
400 000	**Total Position**			26,196 00		37,824 00	11,628 00		1 65	
	Soft Drinks			26,196 00		37,824 00	11,628 00		1 65	
	Tobacco									
100 000	PHILIP MORRIS INTL TICKER PM	01/04/2006	40 14	4,013 67	81 45	8,145 00	4,131 33	4 00	0 36	C

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Portfolio Valuation By Taxlot
CONSOLIDATED : GENESIS FOUNDATION
12/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	FMV Price Book Price	FMV Cost Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
150 000	PHILIP MORRIS INTL TICKER PM	05/08/2007	47 76	7,164 10	81 45	12,217 50	5,053 40	4 00	0 53	C
250 000	PHILIP MORRIS INTL TICKER PM	08/08/2007	48 35	12,086 49	81 45	20,362 50	8,276 01	4 00	0 89	C
500 000	**Total Position**			23,264 26		40,725 00	17,460 74		1 78	
	Tobacco			23,264 26		40,725 00	17,460 74		1 78	
	Consumer Staples			49,460 26		78,549 00	29,088 74		3 44	
Health Care										
Health Care Equipment										
200 000	BAXTER INTERNATIONAL INC TICKER BAX	02/16/2011	52 53	10,505 02	73 29	14,658 00	4,152 98	2 08	0 64	C
350 000	COVIDIEN PLC	08/03/2011	44 06	15,419 41	102 28	35,798 00	20,378 59	1 44	1 57	C
	Health Care Equipment			25,924 43		50,456 00	24,531 57		2 21	
Pharmaceuticals										
150 000	ABBVIE INC TICKER ABBV	02/08/2005	23 53	3,528 85	65 44	9,816 00	6,287 15	2 04	0 43	C
250 000	ABBVIE INC TICKER ABBV	01/25/2008	29 36	7,339 41	65 44	16,360 00	9,020 59	2 04	0 72	C
200 000	ABBVIE INC TICKER ABBV	09/16/2009	24 12	4,823 75	65 44	13,088 00	8,264 25	2 04	0 57	C

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Portfolio Valuation By Taxlot
CONSOLIDATED : GENESIS FOUNDATION
12/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	FMV Price Book Price	FMV Cost Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
100 000	ABBVIE INC TICKER ABBV	04/09/2010	27 47	2,747 22	65 44	6,544 00	3,796 78	2 04	0 29	C
700 000	**Total Position**			18,439 23		45,808 00	27,368 77		2 00	
300 000	ACTAVIS PLC TICKER ACT	09/30/2013	144 00	43,200 00	257 41	77,223 00	34,023 00		3 38	C
190 000	PERRIGO CO LTD TICKER PRGO	12/19/2013	155 34	29,514 52	167 16	31,760 40	2,245 88	0 50	1 39	C
1,600 000	PFIZER INC TICKER PFE	03/13/2012	21 94	35,104 00	31 15	49,840 00	14,736 00	1 12	2 18	C
	Pharmaceuticals			126,257 75		204,631 40	78,373 65		8 95	
450 000	THERMO FISHER SCIENTIFIC TICKER TMO	12/26/2012	63 43	28,544 49	125 29	56,380 50	27,836 01	0 60	2 47	C
	Health Care			180,726 67		311,467 90	130,741 23		13 63	
Financials										
	Diversified Financial Services									
1,000 000	BANK OF AMERICA CORP TICKER BAC	01/14/2014	16 70	16,700 00	17 89	17,890 00	1,190 00	0 20	0 78	C
1,200 000	BANK OF AMERICA CORP TICKER BAC	02/10/2014	16 69	20,028 00	17 89	21,468 00	1,440 00	0 20	0 94	C
2,200 000	**Total Position**			36,728 00		39,358 00	2,630 00		1 72	

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Shares or Face Value	*Security Description*	*Acquisition Date*	*FMV Price Book Price*	*FMV Cost Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Div or YTM@purch*	*% of *** Portfolio*	*Acct Type*
250 000	JPMORGAN CHASE & CO TICKER JPM	02/16/2010	39 58	9,895 00	62 58	15,645 00	5,750 00	1 60	0 68	C
250 000	JPMORGAN CHASE & CO TICKER JPM	06/08/2010	37 21	9,302 48	62 58	15,645 00	6,342 52	1 60	0 68	C
150 000	JPMORGAN CHASE & CO TICKER JPM	12/26/2012	43 87	6,580 01	62 58	9,387 00	2,806 99	1 60	0 41	C
650 000	**Total Position**			25,777 49		40,677 00	14,899 51		1 78	
	Diversified Financial Services			62,505 49		80,035 00	17,529 51		3 50	
Asset Management & Custody Banks										
85 000	BLACKROCK INC TICKER BLK	08/06/2013	284 23	24,159 55	357 56	30,392 60	6,233 05	8 72	1 33	C
45 000	BLACKROCK INC TICKER BLK	02/10/2014	300 82	13,536 90	357 56	16,090 20	2,553 30	8 72	0 70	C
130 000	**Total Position**			37,696 45		46,482 80	8,786 35		2 03	
	Asset Management & Custody Banks			37,696 45		46,482 80	8,786 35		2 03	
Property & Casualty Insurance										
400 000	ACE LIMITED TICKER ACE	02/10/2014	94 92	37,967 00	114 88	45,952 00	7,985 00	2 60	2 01	C

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250 000	CROWN CASTLE INTERNATIONAL CORP COM REIT TICKER CCI	11/13/2013	74 30	18,575 40	78 70	19,675 00	1,099 60	3 28	0 86	C
	Financials			156,744 34		192,144 80	35,400 46		8 41	
Information Technology										
Internet Software & Services										
50 000	GOOGLE INC TICKER GOOGL	09/15/2008	218 27	10.913 68	530 66	26,533 00	15,619 32		1 16	C
50 000	GOOGLE INC CLASS C TICKER GOOG	09/15/2008	217 58	10,878 82	526 40	26,320 00	15,441 18		1 15	C
	Internet Software & Services			21,792 50		52,853 00	31,060 50		2 31	
IT Consulting & Services										
150 000	INTL BUSINESS MACHS CORP TICKER IBM	09/16/2010	129 47	19,420 50	160 44	24,066 00	4,645 50	4 40	1 05	C
Data Processing & Outsourced Services										
400 000	MASTERCARD INC TICKER MA	08/06/2013	64 39	25,754 00	86 16	34,464 00	8,710 00	0 64	1 51	C
Systems Software										
500 000	ORACLE CORP TICKER ORCL	11/18/2008	16 68	8,341 95	44 97	22,485 00	14,143 05	0 60	0 98	C

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300 000	ORACLE CORP TICKER ORCL	10/08/2009	20 84	6,251 61	44 97	13,491 00	7,239 39	0 60	0 59	C
800 000	**Total Position**			14,593 56		35,976 00	21,382 44		1 57	
200 000	VMWARE INC -CL A TICKER VMW	01/17/2012	84 68	16,936 00	82 52	16,504 00	(432 00)		0 72	C
	Systems Software			31,529 56		52,480 00	20,950 44		2 30	
Telecommunications Equipment										
550 000	QUALCOMM INC TICKER QCOM	08/03/2011	53 22	29,269 02	74 33	40,881 50	11,612 48	1 92	1 79	C
700 000	APPLE INC TICKER AAPL	11/11/2008	13 42	9,395 47	110 38	77,266 00	67,870 53	1 88	3 38	C
	Information Technology			137,161 05		282,010 50	144,849 45		12 34	
Telecommunication Services										
Integrated Telecommunication Services										
150 000	AT&T INC TICKER T	10/08/2009	26 03	3,903 90	33 59	5,038 50	1,134 60	1 88	0 22	C

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400 000	AT&T INC TICKER T	02/16/2010	25 33	10,131 56	33 59	13,436 00	3,304 44	1 88	0 59	C
550 000	**Total Position**			14,035 46		18,474 50	4,439 04		0 81	
	Integrated Telecommunication Services			14,035 46		18,474 50	4,439 04		0 81	
	Telecommunication Services			14,035 46		18,474 50	4,439 04		0 81	
Utilities										
Independent Power Producers & Energy Traders										
800 000	CALPINE CORP TICKER CPN	08/06/2013	19 59	15,672 00	22 13	17,704 00	2,032 00		0 77	C
850 000	CALPINE CORP TICKER CPN	01/14/2014	19 26	16,367 77	22 13	18,810 50	2,442 73		0 82	C
1,650 000	**Total Position**			32,039 77		36,514 50	4,474 73		1 60	
	Independent Power Producers & Energy Traders			32,039 77		36,514 50	4,474 73		1 60	
	Utilities			32,039 77		36,514 50	4,474 73		1 60	
	COMMON STOCKS			856,674 11		1,474,339 95	617,665 84		64 50	
EQUITY MUTUAL FUNDS										
2,012 133	VIRTUS EMERGING MARKETS OPP CL I MF TICKER HIEMX	08/02/2013	9 89	19,900 00	9 89	19,900 00		0 09	0 87	C
16 697	VIRTUS EMERGING MARKETS OPP CL I MF TICKER HIEMX	12/20/2013	9 40	156 95	9 89	165 13	8 18	0 09	0 01	C

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0 428	VIRTUS EMERGING MARKETS OPP CL I MF TICKER HIEMX	12/20/2013	9 39	4 02	9 89	4 23	0 21	0 09	0 00	C
18 161	VIRTUS EMERGING MARKETS OPP CL I MF TICKER HIEMX	06/20/2014	10 28	186 69	9 89	179 61	(7 08)	0 09	0 01	C
6 317	VIRTUS EMERGING MARKETS OPP CL I MF TICKER HIEMX	06/20/2014	10 28	64 94	9 89	62 48	(2 46)	0 09	0 00	C
11 433	VIRTUS EMERGING MARKETS OPP CL I MF TICKER HIEMX	12/22/2014	9 88	112 96	9 89	113 07	0 11	0 09	0 00	C
2 910	VIRTUS EMERGING MARKETS OPP CL I MF TICKER HIEMX	12/22/2014	9 88	28 75	9 89	28 78	0 03	0 09	0 00	C
2,068 079	**Total Position**			20,454 31		20,453 30	(1 01)		0 89	
	EQUITY MUTUAL FUNDS			20,454 31		20,453 30	(1 01)		0 89	
	EQUITIES			877,128 42		1,494,793 25	617,664 83		65 40	
	TOTAL PORTFOLIO			**1,668,790.90**		**2,285,757.25**	**616,966.35**		**100.00**	
	ACCRUED FIXED INCOME					**1,045.01**				
	OTHER ACCRUED INCOME					**3,045.00**				
	TOTAL MARKET VALUE					**2,289,847.26**				

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