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
Livingry Foundation

A Employer identification number
85-0480537

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

Room/suite

B Telephone number (see instructions)
(415) 561-6400

City or town, state or province, country, and ZIP or foreign postal code
Santa Fe, NM 87501

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)* ▶$ 2,130,302

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	20,018	20,018		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-2,043,018			
	b	Gross sales price for all assets on line 6a 264,207				
	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) (attach schedule)				
	11	Other income (attach schedule)	39,451	32,782		
	12	**Total.** Add lines 1 through 11	-1,983,549	52,800		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	71,000			71,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	5,518			5,518
	16a	Legal fees (attach schedule)	7,302			7,485
	b	Accounting fees (attach schedule)	3,185	1,592		1,593
	c	Other professional fees (attach schedule)	42,298	24,586		17,712
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,838	1,371		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	10,900			7,682
	22	Printing and publications				
	23	Other expenses (attach schedule)	10,894	486		10,408
	24	**Total operating and administrative expenses.** Add lines 13 through 23	152,935	28,035		121,398
	25	Contributions, gifts, grants paid	108,500			108,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	261,435	28,035		229,898
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-2,244,984			
	b	**Net investment income** (if negative, enter -0-)		24,765		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	58,664	74,261	74,261
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	9		
	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) ▶ 178,800			
		Less allowance for doubtful accounts ▶	678,800	178,800	178,800
	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)	822,909	1,088,959	1,088,959
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ 3,649			
		Less accumulated depreciation (attach schedule) ▶ 3,649			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	230,984	380,337	380,337
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	2,530,976	407,945	407,945
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,322,342	2,130,302	2,130,302
Liabilities	17	Accounts payable and accrued expenses	550	3,543	
	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)	550	3,543	
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	4,321,792	2,126,759	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	4,321,792	2,126,759	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,322,342	2,130,302	

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	4,321,792
2	Enter amount from Part I, line 27a	2	-2,244,984
3	Other increases not included in line 2 (itemize) ▶	3	49,951
4	Add lines 1, 2, and 3	4	2,126,759
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	2,126,759

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	Sale of Publicly Traded Securities	P	2000-01-01	2014-12-31
b	Capital Gain Distributions	P	2000-01-01	2014-12-31
c	EarthStone International	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	261,054		218,107	42,947
b	3,153			3,153
c			2,089,118	-2,089,118
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				42,947
b				3,153
c				-2,089,118
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	-2,043,018
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	

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	326,123	1,139,764	0 28613
2012	322,261	1,267,163	0 25432
2011	323,331	1,468,836	0 22013
2010	412,109	1,633,343	0 25231
2009	222,429	4,550,809	0 04888

2	**Total** of line 1, column (d).	2	1 06176
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 21235
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	1,482,167
5	Multiply line 4 by line 3.	5	314,743
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	248
7	Add lines 5 and 6.	7	314,991
8	Enter qualifying distributions from Part XII, line 4.	8	229,898

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	495
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	495
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	495
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 1,988		
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	1,988
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	1,493
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 1,493 **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	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
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) ▶NM			
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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶Tides Foundation Telephone no ▶(415) 561-6400

Located at ▶Presidio Bldg 1014 San Francisco CA ZIP+4 ▶94129

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 |

		Line	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.

		Line	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
Andrew Ungerleider 525 Camino Militar Santa Fe, NM 87501	Dir/Pres 11 00	36,000		
James D Gollin 525 Camino Militar Santa Fe, NM 87501	Secretary 0 25	0		
Drummond Pike 525 Camino Militar Santa Fe, NM 87501	Treasurer 0 25	0		
Elizabeth Dillingham 525 Camino Militar Santa Fe, NM 87501	Exec Dir 20 00	35,000		

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	1,278,088
b	Average of monthly cash balances		1b	226,650
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	1,504,738
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	1,504,738
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	22,571
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,482,167
6	**Minimum investment return.** Enter 5% of line 5		6	74,108

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	74,108
2a	Tax on investment income for 2014 from Part VI, line 5	2a 495		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	495
3	Distributable amount before adjustments Subtract line 2c from line 1		3	73,613
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	73,613
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	73,613

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	229,898
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	229,898
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	229,898

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				73,613
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010. 330,442				
c From 2011. 50,981				
d From 2012. 249,973				
e From 2013. 273,105				
f **Total** of lines 3a through e.	904,501			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 229,898				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				73,613
e Remaining amount distributed out of corpus	156,285			
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	1,060,786			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	1,060,786			
10 Analysis of line 9				
a Excess from 2010. . . . 330,442				
b Excess from 2011. . . . 50,981				
c Excess from 2012. . . . 249,973				
d Excess from 2013. . . . 273,105				
e Excess from 2014. . . . 156,285				

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**				108,500
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					
4 Dividends and interest from securities. . . .			14	20,018	
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	-2,043,018	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Income frm Psps	900099	1,281	18	-86	12,960
b Int & Div fr Psps			14	823	
c Int Note Receivable			14	19,863	
d Litigation Settlement			18	108	
e Return of Capital			18	4,502	
12 Subtotal Add columns (b), (d), and (e). .		1,281		-1,997,790	12,960

13 **Total.** Add line 12, columns (b), (d), and (e). . . . . 13 -1,983,549

(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)
11a	Income from partnerships that make environmentally-friendly products

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

******	2015-05-19	******
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
Carol Duffield				P01257136

Firm's name ▶ Fontanello Duffield & Otake LLP

Firm's EIN ▶

Firm's address ▶ 44 Montgomery Street Suite 1305 San Francisco, CA 94104

Phone no (415) 983-0200

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*				
Tides Foundation The Presidio PO Box 29903 San Francisco, CA 94129	N/A	PC	Oaxaca Mountain School Project	1,000
Collective Heritage Institute 1607 Paseo de Peralta Ste 3 Santa Fe, NM 87501	N/A	PC	General Support	5,000
Conservation Voters New Mexico Educ 507 Webber Street Unit A Santa Fe, NM 87505	N/A	PC	General Support	2,500
Drug Policy Alliance 131 West 33rd Street 15th Floor New York, NY 10001	N/A	PC	General Support	2,500
Lensic Performing Arts Center 211 West San Francisco Street Santa Fe, NM 87501	N/A	PC	General Support	2,500
The Storydancer Project PO Box 31099 Santa Fe, NM 87594	N/A	PC	General Support	2,500
WildEarth Guardians 516 Alto Street Santa Fe, NM 87501	N/A	PC	General Support	2,500
New Mexico Recycling Coalition PO Box 24364 Santa Fe, NM 87502	N/A	PC	General Support	1,000
Rainforest Action Network 425 Bush Street Ste 300 San Francisco, CA 94108	N/A	PC	General Support	5,000
Santa Fe School for the Arts and Sc 5912 Jaguar Drive Santa Fe, NM 87507	N/A	PC	General Support	5,000
New Energy Economy 343 East Alameda Street Santa Fe, NM 87501	N/A	PC	General Support	2,500
New Mexico Environmental Law Center 1405 Luisa Street Ste 5 Santa Fe, NM 87505	N/A	PC	General Support	2,500
Multidisciplinary Assoc Psychedelic 1215 Mission Street Santa Cruz, CA 95060	N/A	PC	General Support	2,500
Reel Fathers 6 Torneo Court Santa Fe, NM 87508	N/A	PC	General Support	1,000
Santa Fe Art Institute PO Box 24044 Santa Fe, NM 87502	N/A	PC	General Support	1,000
Total . . . . ▶ **3a**				108,500

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*				
Santa Fe Canyon Preservation Associ 1714 Canyon Road Santa Fe, NM 87501	N/A	PC	General Support	1,000
Partnership for Responsible Busines PO Box 1821 Santa Fe, NM 87504	N/A	PC	To Sponsor an Evening with Paul Hawken at the Lensic on October 8, 2013	2,500
Tides Foundation The Presidio PO Box 29903 San Francisco, CA 94129	N/A	PC	Angelica Fund	45,000
Camp Winnarainbow 1301 Henry Street Berkeley, CA 94709	N/A	PC	General Support	2,500
Santa Fe Community Foundation PO Box 1827 Santa Fe, NM 87504	N/A	PC	Dollars4Schools initiative	1,000
Interfaze Educational Productions 2600 Tenth Street Ste 425 Berkeley, CA 94710	N/A	PC	The Mouse that Roared	500
Nuclear Watch New Mexico PO Box 4524 Albuquerque, NM 87196	N/A	PC	General Support	2,000
ProgressNow New Mexico Education Fu PO Box 4683 Albuquerque, NM 87196	N/A	PC	General Support	1,000
Northern New Mexico Radio Foundatio PO Box 31366 Santa Fe, NM 87594	N/A	PC	General Support	1,000
Fdn to Protect New Mexico Wildlife 216 Washington Avenue Santa Fe, NM 87501	N/A	PC	General Support	5,000
Amigos Bravos 105-A Quesnel Street Taos, NM 87571	N/A	PC	General Support	1,000
Yes Lab Inc 20 Cooper Square 5th Floor New York, NY 10003	N/A	PC	General Support	2,500
New Mexico Film Foundation 12 Kachina Road Santa Fe, NM 87508	N/A	PC	General Support	1,000
Drug Policy Alliance 131 West 33rd Street 15th Fl New York, NY 10001	N/A	PC	General Support	3,500
Total . . . . ▶ 3a				108,500

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TY 2014 Accounting Fees Schedule

Name: Livingry Foundation

EIN: 85-0480537

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax Preparation	3,185	1,592	0	1,593

TY 2014 General Explanation Attachment

Name: Livingry Foundation
EIN: 85-0480537
Software ID: 14000265
Software Version: 2014v5.0

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	Statement 14Form 990-PF, Part VII-BStatements Regarding Activities for Which Form 4720 May Be RequiredThe Executive Director were reimbursed a total of $9,213 for expenses incurred on behalf of the Foundation

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TY 2014 Investments Corporate Stock Schedule

Name: Livingry Foundation
EIN: 85-0480537
Software ID: 14000265
Software Version: 2014v5.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Chk Point Software Tech, 400 Sh	31,428	31,428
American Wtr Wks Co Inc, 500 Sh	26,650	26,650
Ecolab Inc, 200 Sh	20,904	20,904
Enterprise Products PPtns, 1,200 Sh	43,344	43,344
Johnson & Johnson, 200 Sh	20,914	20,914
Kinder Morgan Energy Partners, 800 Sh	33,848	33,848
Plains All American Pipeline, 800 Sh	41,056	41,056
Qualcomm Inc, 300 Sh	22,299	22,299
Novozymes Series B, 625 Sh	26,250	26,250
LKQ Corp, 1,100 Sh	30,932	30,932
Apple Inc, 490 Sh	54,086	54,086
Concho Res Inc, 300 Sh	29,925	29,925
Praxair Inc, 150 Sh	19,434	19,434
Thermo Fisher Scientific Inc, 150 Sh	18,793	18,793
CVS Caremark Corp, 300 Sh	28,893	28,893
First Rep Bank, 600 Sh	31,272	31,272
Mondelez Intl Inc, 700 Sh	25,428	25,428
AON PLC Com, 350 Sh	33,191	33,191
Covidien PLC, 400 Sh	40,912	40,912
Perrigo Company, 200 Sh	33,432	33,432
Pentair LTD, 450 Sh	29,889	29,889
Google Inc, 80 Sh	42,453	42,453
Lowes Companies, 600 Sh	41,280	41,280
Pfizer Inc, 700 Sh	21,805	21,805
Powershares Exch Traded, 1,000 Sh	38,210	38,210
Visa Inc, 100 Sh	26,220	26,220
Brookfield Infrastructure, 700 Sh	29,309	29,309
Amazon.com, 50 Sh	15,518	15,518
Citrix Systems Inc, 300 Sh	19,140	19,140
Facebook Inc, 200 Sh	15,604	15,604

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Fastenal Co, 600 Sh	28,536	28,536
Gilead Sciences Inc, 300 Sh	28,278	28,278
KAR Auction Svcs, 800 Sh	27,720	27,720
Kansas City Southern, 300 Sh	36,609	36,609
Treehouse Foods Inc, 300 Sh	25,659	25,659
United Natural Foods, 250 Sh	19,331	19,331
Verizon Communications, 650 Sh	30,407	30,407

TY 2014 Investments - Land Schedule

Name: Livingry Foundation

EIN: 85-0480537

Software ID: 14000265

Software Version: 2014v5.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	3,649	3,649		

TY 2014 Investments - Other Schedule

Name: Livingry Foundation
EIN: 85-0480537
Software ID: 14000265
Software Version: 2014v5.0

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
American Tower Corporation, 300 Sh	FMV	29,655	29,655
Health Care REIT, 400 Sh	FMV	30,268	30,268
Harbor International Invest, 802.536 Sh	FMV	51,988	51,988
Harding Loevner Emerg Mkt, 892.074 Sh	FMV	40,696	40,696
Matthews Asian Grwth & Inc, 1,602.552 Sh	FMV	28,862	28,862
Vanguard ST Invst, 9,651.456 Sh	FMV	102,885	102,885
Oppenheimer Senior Float, 5,976.699 Sh	FMV	48,351	48,351
Loomis Sayles Invest, 4,012.841 Sh	FMV	47,632	47,632

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TY 2014 Legal Fees Schedule

Name: Livingry Foundation
EIN: 85-0480537
Software ID: 14000265
Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	7,302	0	0	7,485

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TY 2014 Other Assets Schedule

Name: Livingry Foundation
EIN: 85-0480537
Software ID: 14000265
Software Version: 2014v5.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Interest Receivable	97,601	51,025	51,025
PRI - Biochar Engineering Corp	10,229	10,229	10,229
PRI - Growstone LLC Pref Series	115,000	115,000	118,969
PRI - Growstone LLC Pref Series B	83,905	83,905	83,905
PRI - Growstone LLC Pref Series C	118,969	118,969	115,000
PRI - Santa Fe Tortilla	16,153	28,817	28,817

TY 2014 Other Expenses Schedule

Name: Livingry Foundation

EIN: 85-0480537

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	166			166
Community/Event Support	3,823			3,823
Insurance	1,380			1,380
Membership & Dues	3,450			3,450
Partnership Expenses	486	486		
Payroll Fees	1,508			1,508
Postage & Delivery	81			81

TY 2014 Other Income Schedule

Name: Livingry Foundation

EIN: 85-0480537

Software ID: 14000265

Software Version: 2014v5.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Income frm Psps	14,155	12,096	
Int & Div fr Psps	823	823	
Int Note Receivable	19,863	19,863	
Litigation Settlement	108		
Return of Capital	4,502		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Other Notes/Loans Receivable Long Schedule

Name: Livingry Foundation

EIN: 85-0480537

Software ID: 14000265

Software Version: 2014v5.0

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
Santa Fe Tortilla LLC		100,000	28,800	2003-03		3 Years Convertible	1200 00 %	N/A	General	N/A	
Earthstone		100,000	100,000	2011-03	2014-03	3 Years	1200 00 %	N/A	General	N/A	
Seamless Medical Systems LLC		50,000	50,000	2012-09	2015-09	3 Years	800 00 %	N/A	General	N/A	

TY 2014 Other Professional Fees Schedule

Name: Livingry Foundation
EIN: 85-0480537
Software ID: 14000265
Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Consulting Services	4,712	0	0	4,712
Grant Management & Supporting Svcs	20,000	7,000	0	13,000
Investment Management	17,586	17,586	0	0

TY 2014 Taxes Schedule

Name: Livingry Foundation
EIN: 85-0480537
Software ID: 14000265
Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Excise Tax	467			
Foreign Withholding on Dividends	78	78		
MN Gross Receipts Tax	1,293	1,293		