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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

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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 THE EUGENE C AND WILETTA F DENTON FAMILY FOUNDATION		A Employer identification number 86-0919400	
Number and street (or P O box number if mail is not delivered to street address) 7667 E LEE ST		B Telephone number (see instructions) (520) 298-7122	
City or town, state or province, country, and ZIP or foreign postal code TUCSON, AZ 85715		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,634,309		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule) . . . . .	61,166			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments	694	694		
	4 Dividends and interest from securities. . . . .	26,682	26,682		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	134,126			
	b Gross sales price for all assets on line 6a 1,985,527				
	7 Capital gain net income (from Part IV, line 2) . . .		134,126		
	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) . . . . .	-14,842	-14,842		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	207,826	146,660		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	48,000	9,600		28,800
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	2,611	870		870
	b Accounting fees (attach schedule) . . . . .	2,125	213		213
	c Other professional fees (attach schedule) . . . . .	17,239	17,239		
	17 Interest . . . . .	3			
	18 Taxes (attach schedule) (see instructions) . . .	4,747	844		1,997
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	3,133	606		1,819
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	77,858	29,372		33,699
	25 Contributions, gifts, grants paid . . . . .	40,000			40,000
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	117,858	29,372		73,699
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	89,968			
	b <b>Net investment income</b> (if negative, enter -0-)		117,288		
	c <b>Adjusted net income</b> (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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	69,698	77,459	77,459
	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) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	1,095,069	1,199,986	1,308,274
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	223,882	265,436	246,037
	14	Land, buildings, and equipment basis ▶ _____ 6,060 Less accumulated depreciation (attach schedule) ▶ 1,060	5,000	5,000	
15	Other assets (describe ▶ _____)	65,092	2,540	2,539	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,458,741	1,550,421	1,634,309	
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 ▶ _____)		918	
	23	Total liabilities (add lines 17 through 22) . . . . .		918	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24		Unrestricted . . . . .			
25		Temporarily restricted . . . . .			
26		Permanently restricted . . . . .			
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
27		Capital stock, trust principal, or current funds . . . . .			
28		Paid-in or capital surplus, or land, bldg , and equipment fund			
29		Retained earnings, accumulated income, endowment, or other funds	1,458,741	1,549,503	
30		Total net assets or fund balances (see instructions) . . . . .	1,458,741	1,549,503	
31		Total liabilities and net assets/fund balances (see instructions) . . .	1,458,741	1,550,421	

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 1,458,741
2	Enter amount from Part I, line 27a . . . . .	2 89,968
3	Other increases not included in line 2 (itemize) ▶ _____	3 794
4	Add lines 1, 2, and 3 . . . . .	4 1,549,503
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 1,549,503

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 Capital Gain Dividends				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			224
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	134,126
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	76,750	1,436,153	0 05344
2012	55,000	1,366,109	0 04026
2011	78,000	1,490,983	0 05231
2010	86,413	1,500,111	0 05760
2009	88,520	1,400,832	0 06319

2 Total of line 1, column (d). . . . .	2	0 26681
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 05336
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .	4	1,532,755
5 Multiply line 4 by line 3. . . . .	5	81,791
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	1,173
7 Add lines 5 and 6. . . . .	7	82,964
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	73,699

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 VIExcise 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 <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		12,346	
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. . . . .		32,346	
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- . . . . .		52,346	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	960
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. . . . .		7960	
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		81	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		91,387	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-AStatements Regarding Activities

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	Yes	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 <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		2		No
		If "Yes," attach a detailed description of the activities.				
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? . . . . .		5		No
		If "Yes," attach the statement required by General Instruction T.				
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		No
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) <input type="checkbox"/> AZ				
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 BALEKA BAKER Telephone no (520) 298-7122 Located at 7667 E LEE ST TUCSON AZ ZIP+4 85715			
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		
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	Yes	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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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? If "Yes," list the years 20 , 20 , 20 , 20 Yes No			
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
See Additional Data Table				

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.

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Part VIII

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

3 Five highest-paid independent contractors for professional services (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	1,265,551
b	Average of monthly cash balances. . . . .	1b	62,334
c	Fair market value of all other assets (see instructions). . . . .	1c	228,211
d	Total (add lines 1a, b, and c). . . . .	1d	1,556,096
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	1,556,096
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	23,341
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,532,755
6	Minimum investment return. Enter 5% of line 5. . . . .	6	76,638

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	76,638
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a	2,346
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	2,346
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	74,292
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	74,292
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	74,292

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	73,699
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	73,699
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	73,699

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				74,292
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. . . . .				
c From 2011. . . . . 861				
d From 2012. . . . .				
e From 2013. . . . . 6,844				
f Total of lines 3a through e. . . . .	7,705			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 73,699				
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. . . . .				73,699
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).)	593			593
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,112			
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 . . . . .	7,112			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . . 268				
c Excess from 2012. . . .				
d Excess from 2013. . . . 6,844				
e Excess from 2014. . . .				

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b	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 XVSupplementary 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 e-mail address of the person to whom applications should be addressed

BALEKA BAKER  
7667 E LEE ST  
TUCSON, AZ 85715  
(520) 298-7122

b

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

REQUESTS FOR CONSIDERATION SHOULD BE IN A TYPEWRITTEN FORMAT WITH EVIDENCE OF TAX EXEMPT STATUS AS WELL AS AN INDICATION OF THE CHARITABLE PURPOSE THE FUNDING WILL SERVE

c

Any submission deadlines

NOVEMBER OF EACH YEAR

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	40,000
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

<b>1</b> 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?			<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of				
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>			<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>			<b>No</b>
<b>b</b> Other transactions				
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>			<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>			<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>			<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>			<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>			<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>			<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>			<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received				

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.


<b>Sign Here</b>	*****	2015-05-15	*****	May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>
	Signature of officer or trustee	Date	Title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name Evelyn A Kleinhans	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00192397
	Firm's name <input checked="" type="checkbox"/> Camp Lowell CPAs PLLC			Firm's EIN <input checked="" type="checkbox"/>	
	Firm's address <input checked="" type="checkbox"/> 4534 East Camp Lowell Drive Tucson, AZ 85712			Phone no (520) 327-8530	

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**


<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
HEIDE ZURLINDEN	President 15 00	24,000		
7667 E LEE ST TUCSON,AZ 85715				
BALEKA BAKER	SECRETARY/TREAS 15 00	24,000		
7667 E LEE ST TUCSON,AZ 85715				
ALLYN BAKER	Director 1 00	0		
7667 E LEE ST TUCSON,AZ 85715				
SARA ZURLINDEN	Director 1 00	0		
7667 E LEE ST TUCSON,AZ 85715				
DONALD DENTON	Director 1 00	0		
7667 E LEE ST TUCSON,AZ 85715				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
HABITAT FOR HUMANITY 3501 N MOUNTAIN AVE TUCSON,AZ 85719	NONE	PC	TO BUILD HOMES FOR THOSE IN NEED	1,500
IZI AZI FOUNDATION 3761 E RIVER RD TUCSON,AZ 85718	NONE	PC	TO FEED THOSE IN NEED	1,500
GABRIELS ANGELS 727 E BETHANY HOME RD STE C-100 PHOENIX,AZ 85014	NONE	PC	TO PROVIDE HEALING PET THERAPY FOR AT-RISK CHILDREN	1,500
INTERFAITH COMMUNITY SERVICES 2820 WINA RD TUCSON,AZ 85741	NONE	PC	TO ASSIST SENIORS, INDIVIDUALS WITH DISABILITIES AND PEOPLE IN FINANCIAL CRISIS	6,000
COMMUNITY FOOD BANK 3003 S COUNTRY CLUB RD TUCSON,AZ 85713	NONE	PC	TO FEED THOSE IN NEED	6,000
EASTER SEALS BLAKE FOUNDATION 7750 E BROADWAY STE A200 TUCSON,AZ 85710	NONE	PC	TO ASSIST CHILDREN AND ADULTS WITH DISABILITIES AND SPECIAL NEEDS	1,000
MOBILE MEALS OF TUCSON 4803 E 5TH ST STE 209 TUCSON,AZ 85711	NONE	PC	TO FEED THOSE IN NEED	6,000
TROT 8920 E WOODLAND RD TUCSON,AZ 85749	NONE	PC	TO PROVIDE THERAPEUTIC HORSERIDES FOR INDIVIDUALS WITH SPECIAL NEEDS	1,000
EMERGE CENTER AGAINST DOMESTIC ABUS 2545 E ADAMS ST TUCSON,AZ 85716	NONE	PC	TO PROVIDE DOMESTIC ABUSE CRISIS INTERVENTION, HOUSING, PREVENTION, EDUCATION, AND SUPPORT	1,000
ST LUKES HOME 615 E ADAMS ST TUCSON,AZ 85705	NONE	PC	TO PROVIDE ASSISTED LIVING FOR ELDERLY INDIVIDUALS WITH LIMITED FINANCIAL RESOURCES	1,000
PIMA COUNCIL ON AGING 8467 E BROADWAY BLVD TUCSON,AZ 85710	NONE	PC	TO ASSIST OLDER ADULTS THROUGH A VARIETY OF SERVICES	2,000
ALZHEIMERS ASSOCIATION 159 N CRAYCROFT RD TUCSON,AZ 85712	NONE	PC	TO ADVANCE RESEARCH AND ENHANCE CARE FOR THOSE WITH ALZHEIMERS	1,000
UNITY OF TUCSON 3617 N CAMINO BLANCO TUCSON,AZ 85718	NONE	PC	FOR GENERAL SUPPORT	1,500
COMMUNITY HOME REPAIR PROJECTS OF A PO BOX 26215 TUCSON,AZ 85726	NONE	PC	TO ASSIST LOW INCOME HOMEOWNERS	1,500
THERAPEUTIC RANCH FOR ANIMALS KIDS 3230 N CRAYCROF RD TUCSON,AZ 85712	NONE	PC	TO PROVIDE THERAPEUTIC INTERACTIONS BETWEEN CHILDREN AND ANIMALS	1,500
<b>Total . . . . .</b>  <b>3a</b>				40,000



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN LUNG ASSOCIATION 2819 E BROADWAY BLVD TUCSON,AZ 85716	NONE	PC	TO IMPROVE HEALTH THROUGH EDUCATION, ADVOCACY AND RESEARCH	1,500
HUMANE SOCIETY OF SOUTHERN AZ 3450 N KELVIN BLVD TUCSON,AZ 85716	NONE	PC	TO IMPROVE THE WELFARE OF ANIMALS THROUGH EDUCATION AND ADVOCACY AND PROVIDE THEM SHELTER, HOMES, AND CARE	1,000
DIRECT CENTER FOR INDEPENDENCE 1001 N ALVERNON WAY TUCSON,AZ 85711	NONE	PC	TO PROMOTE INDEPENDENT LIVING FOR PEOPLE WITH DISABILITIES	1,000
IMAGO DEI MIDDLE SCHOOL 55 N 6TH AVE TUCSON,AZ 85701	NONE	PC	FOR GENERAL SUPPORT OF A TUITION FREE MIDDLE SCHOOL FOR CHILDREN FROM LOW INCOME FAMILIES	1,000
MINI MIRACLES INC 7320 N LA CHOLLA BLVD 154 TUCSON,AZ 85741	NONE	PC	TO PROVIDE THERAPEUTIC INTERACTIONS FOR AT-RISK AND SPECIAL NEEDS CHILDREN	1,000
YOUTH ON THEIR OWN 1660 N ALVERNON WAY TUCSON,AZ 85712	NONE	PC	TO PROVIDE ASSISTANCE TO HOMELESS TEENS	500
<b>Total</b> . . . . .  <b>3a</b>				40,000

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a>.</div>	<div>OMB No 1545-0047</div>
		<div>2014</div>

<div>Name of the organization</div> <div>THE EUGENE C AND WILETTA F DENTON FAMILY FOUNDATION</div>	<div>Employer identification number</div> <div>86-0919400</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)( ) (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
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Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

**Employer identification number**  
86-0919400

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DENTON CHARITABLE LEAD TRUST 7667 E LEE ST TUCSON, AZ 85715	\$ 61,166	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

<b>Name of organization</b> THE EUGENE C AND WILETTA F DENTON FAMILY FOUNDATION	<b>Employer identification number</b> 86-0919400
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**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____

<b>Name of organization</b> THE EUGENE C AND WILETTA F DENTON FAMILY FOUNDATION	<b>Employer identification number</b> 86-0919400
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Part III

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

Use duplicate copies of Part III if additional space is needed.

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

**TY 2014 Accounting Fees Schedule**

**Name:** THE EUGENE C AND WILETTA F DENTON  
FAMILY FOUNDATION

**EIN:** 86-0919400

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,125	213	0	213

**TY 2014 Investments Corporate  
Stock Schedule**

**Name:** THE EUGENE C AND WILETTA F DENTON  
FAMILY FOUNDATION

**EIN:** 86-0919400

**Software ID:** 14000265

**Software Version:** 2014v5.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS - SEE ATTACHED	1,199,986	1,308,274

TY 2014 Investments - Other Schedule

**Name:** THE EUGENE C AND WILETTA F DENTON  
FAMILY FOUNDATION

**EIN:** 86-0919400

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CAMPBELL STRATEGIC ALLOCATION FUND LP	AT COST	265,436	246,037



## TY 2014 Land, Etc. Schedule

**Name:** THE EUGENE C AND WILETTA F DENTON  
FAMILY FOUNDATION

**EIN:** 86-0919400

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Miscellaneous	6,060	1,060	5,000	

**TY 2014 Legal Fees Schedule**

**Name:** THE EUGENE C AND WILETTA F DENTON  
FAMILY FOUNDATION

**EIN:** 86-0919400

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,611	870	0	870

**TY 2014 Other Assets Schedule**

**Name:** THE EUGENE C AND WILETTA F DENTON  
FAMILY FOUNDATION

**EIN:** 86-0919400

**Software ID:** 14000265

**Software Version:** 2014v5.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE		2,539	2,539
Rounding		1	

**TY 2014 Other Expenses Schedule**

**Name:** THE EUGENE C AND WILETTA F DENTON  
FAMILY FOUNDATION

**EIN:** 86-0919400

**Software ID:** 14000265

**Software Version:** 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOARD EXPENSES	3,031	606		1,819
PENALTIES	92			
STATE FILING FEES	10			

## TY 2014 Other Income Schedule

**Name:** THE EUGENE C AND WILETTA F DENTON  
FAMILY FOUNDATION

**EIN:** 86-0919400

**Software ID:** 14000265

**Software Version:** 2014v5.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASSTHROUGH INCOME	-14,842	-14,842	

TY 2014 Other Increases Schedule

**Name:** THE EUGENE C AND WILETTA F DENTON  
FAMILY FOUNDATION

**EIN:** 86-0919400

**Software ID:** 14000265

**Software Version:** 2014v5.0

Description	Amount
BOOK/TAX DIFFERENCE	615

## TY 2014 Other Liabilities Schedule

**Name:** THE EUGENE C AND WILETTA F DENTON  
FAMILY FOUNDATION

**EIN:** 86-0919400

**Software ID:** 14000265

**Software Version:** 2014v5.0

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE		918

**TY 2014 Other Professional Fees Schedule**

**Name:** THE EUGENE C AND WILETTA F DENTON  
FAMILY FOUNDATION

**EIN:** 86-0919400

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	17,239	17,239	0	0



**TY 2014 Taxes Schedule**

**Name:** THE EUGENE C AND WILETTA F DENTON  
FAMILY FOUNDATION

**EIN:** 86-0919400

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	178	178		
INCOME TAXES	1,241			
PAYROLL TAXES	3,328	666		1,997

Corporate Tax Statement  
Tax Year 2014

THE DENTON FAMILY FOUNDATION  
6750 N ORACLE RD  
TUCSON AZ 85704-5618

Morgan Stanley Smith Barney Holdings LLC  
1 New York Plaza  
8th Floor  
New York, NY 10004  
Identification Number: 26-4310632

Taxpayer ID Number XX-XXX9400  
Account Number. 450 040938 010

Customer Service: 866-324-6088



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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CURTISS WRIGHT CORP		CUSIP: 231561101	Symbol: CW					
	293.000	08/18/14	09/30/14	\$19,657.28	\$20,329.25	\$0.00	(\$671.97)	\$0.00
FIRST TR DOW JONES STOXX EUR		CUSIP: 33735T109	Symbol: FDD					
	2,100.000	05/01/14	07/31/14	\$30,239.33	\$31,267.95	\$0.00	(\$1,028.62)	\$0.00
FIRST TRUST AMEX BIOTECH		CUSIP: 33733E203	Symbol: FBT					
	10.000	09/16/13	02/10/14	\$761.38	\$659.34	\$0.00	\$102.04	\$0.00
	511.000	09/16/13	04/07/14	\$37,843.67	\$33,692.22	\$0.00	\$4,151.45	\$0.00
Security Subtotal	521.000			\$38,605.05	\$34,351.56	\$0.00	\$4,253.49	\$0.00
FIRST TRUST DJ GL SEL DVD		CUSIP: 33734X200	Symbol: FGD					
	1,132.000	05/01/14	07/31/14	\$32,240.00	\$32,684.46	\$0.00	(\$444.46)	\$0.00
FIRST TRUST NASD 100 INDEX FD		CUSIP: 337344105	Symbol: QQEW					
	349.000	01/29/13	01/02/14	\$12,578.12	\$9,732.18	\$0.00	\$2,845.94	\$0.00
GANNETT COMPANY INC DE		CUSIP: 364730101	Symbol: GCI					
	21.000	01/02/14	02/10/14	\$584.20	\$618.86	\$0.00	(\$34.66)	\$0.00
	1,065.000	01/02/14	12/30/14	\$34,386.28	\$31,384.80	\$0.00	\$3,001.48	\$0.00
Security Subtotal	1,086.000			\$34,970.48	\$32,003.66	\$0.00	\$2,966.82	\$0.00
GUGGENHEIM CHINA TECHNOLOGY ET		CUSIP: 18383Q135	Symbol: CQQQ					
	39.000	09/16/13	02/10/14	\$1,382.52	\$1,237.83	\$0.00	\$144.69	\$0.00
	1,040.000	09/16/13	05/01/14	\$34,247.06	\$33,008.87	\$0.00	\$1,238.19	\$0.00

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IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

**Corporate Tax Statement  
Tax Year 2014**

THE DENTON FAMILY FOUNDATION  
6750 N ORACLE RD  
TUCSON AZ 85704-5618

Morgan Stanley Smith Barney Holdings LLC  
1 New York Plaza  
8th Floor  
New York, NY 10004  
Identification Number 26-4310632

Taxpayer ID Number: XX-XXX9400  
Account Number 450 040938 010

**Customer Service: 866-324-6088**

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**1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)**

**OMB NO. 1545-0715**

**Gross Proceeds less commissions and option premiums on stocks, bonds, etc.** Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

**Short Term - Covered Securities** (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked )  
(Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GUGGENHEIM CHINA TECHNOLOGY ET (Cont )		CUSIP: 18383Q135 Symbol: CQQQ						
	953.000	12/10/13	05/01/14	\$31,382.17	\$33,433.53	\$0.00	(\$2,051.36)	\$0.00
<b>Security Subtotal</b>	<b>2,032.000</b>			<b>\$67,011.75</b>	<b>\$67,680.23</b>	<b>\$0.00</b>	<b>(\$668.48)</b>	<b>\$0.00</b>
GUGGENHEIM FLOATING RT STRAT I		CUSIP: 40168W715 Symbol: GIFIX						
	5,888.593	06/19/13	06/03/14	\$158,055.02	\$157,466.36	\$0.00	\$588.66	\$0.00
	9.038	06/28/13	06/03/14	\$242.67	\$240.14	\$0.00	\$2.53	\$0.00
	27.351	07/31/13	06/03/14	\$734.37	\$730.01	\$0.00	\$4.36	\$0.00
	31.882	08/30/13	06/03/14	\$856.03	\$849.65	\$0.00	\$6.38	\$0.00
	25.048	09/30/13	06/03/14	\$672.54	\$667.29	\$0.00	\$5.25	\$0.00
	632.279	01/02/14	06/03/14	\$16,976.70	\$16,945.08	\$0.00	\$31.62	\$0.00
<b>Security Subtotal</b>	<b>6,612.191</b>			<b>\$177,537.33</b>	<b>\$176,898.63</b>	<b>\$0.00</b>	<b>\$638.80</b>	<b>\$0.00</b>
GUGGENHEIM FLOATING RT STRAT I		CUSIP: 814291563 Symbol:						
	128.060	06/19/13	02/10/14	\$3,440.97	\$3,425.61	\$0.00	\$15.36	\$0.00
GUGGENHEIM S&P 500 EQU WEIGHT		CUSIP: 78355W106 Symbol: RSP						
	52.000	08/01/13	01/02/14	\$3,688.47	\$3,415.33	\$0.00	\$273.14	\$0.00
	21.000	08/01/13	02/10/14	\$1,463.04	\$1,379.27	\$0.00	\$83.77	\$0.00
	607.000	08/26/14	10/13/14	\$43,499.08	\$47,274.74	\$0.00	(\$3,775.66)	\$0.00
<b>Security Subtotal</b>	<b>680.000</b>			<b>\$48,650.59</b>	<b>\$52,069.34</b>	<b>\$0.00</b>	<b>(\$3,418.75)</b>	<b>\$0.00</b>

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Corporate Tax Statement  
Tax Year 2014

THE DENTON FAMILY FOUNDATION  
6750 N ORACLE RD  
TUCSON AZ 85704-5618

Morgan Stanley Smith Barney Holdings LLC  
1 New York Plaza  
8th Floor  
New York, NY 10004  
Identification Number 26-4310632

Taxpayer ID Number: XX-XXX9400  
Account Number 450 040938 010

Customer Service: 866-324-6088



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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked)  
(Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
HOME DEPOT INC		CUSIP: 437076102	Symbol: HD					
	401.000	10/28/14	12/30/14	\$41,767.83	\$38,415.56	\$0.00	\$3,352.27	\$0.00
INVESCO BALANCED-RISK ALLOC Y		CUSIP: 00141V697	Symbol: ABRYX					
	4,786.782	02/06/13	01/02/14	\$56,675.50	\$61,079.34	\$0.00	(\$4,403.84)	\$0.00
ISHARES 1-3 YEAR CREDIT BD ETF		CUSIP: 464288646	Symbol: CSJ					
	902.000	07/31/14	10/23/14	\$95,193.90	\$95,070.71	\$0.00	\$123.19	\$0.00
	404.000	07/31/14	10/23/14	\$42,636.73	\$42,581.56	\$0.00	\$55.17	\$0.00
	396.000	07/31/14	10/23/14	\$41,792.44	\$41,738.40	\$0.00	\$54.04	\$0.00
Security Subtotal	1,702.000			\$179,623.07	\$179,390.67	\$0.00	\$232.40	\$0.00
LYONDELLBASELL NV CL-A		CUSIP: N53745100	Symbol: LYB					
	8.000	01/02/14	02/10/14	\$646.78	\$635.84	\$0.00	\$10.94	\$0.00
	394.000	01/02/14	07/31/14	\$42,287.08	\$31,315.08	\$0.00	\$10,972.00	\$0.00
Security Subtotal	402.000			\$42,933.86	\$31,950.92	\$0.00	\$10,982.94	\$0.00
PINNACLE FOODS INC		CUSIP: 72348P104	Symbol: PF					
	23.000	01/02/14	02/10/14	\$641.22	\$634.48	\$0.00	\$6.74	\$0.00
POWERSH DWA TECH LEAD PTF ETF		CUSIP: 73935X153	Symbol: PDP					
	125.000	09/09/13	01/02/14	\$4,551.77	\$4,132.71	\$0.00	\$419.06	\$0.00
	72.000	09/09/13	02/10/14	\$2,609.23	\$2,380.44	\$0.00	\$228.79	\$0.00
	1,846.000	09/09/13	04/07/14	\$66,454.53	\$61,031.90	\$0.00	\$5,422.63	\$0.00

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IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

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## Corporate Tax Statement Tax Year 2014

THE DENTON FAMILY FOUNDATION  
6750 N ORACLE RD  
TUCSON AZ 85704-5618

Morgan Stanley Smith Barney Holdings LLC  
1 New York Plaza  
8th Floor  
New York, NY 10004  
Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX9400  
Account Number: 450 040938 010

Customer Service: 866-324-6088

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### 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

**Gross Proceeds less commissions and option premiums on stocks, bonds, etc.** Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

**Short Term - Covered Securities** (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked)  
(Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
POWERSH DWA TECH LEAD PTF ETF (Cont)		CUSIP: 73935X153	Symbol: PDP					
	578.000	09/09/13	04/10/14	\$20,963.71	\$19,109.66	\$0.00	\$1,854.05	\$0.00
	345.000	11/05/13	04/10/14	\$12,512.94	\$12,028.08	\$0.00	\$484.86	\$0.00
	922.000	11/05/13	07/31/14	\$35,557.71	\$32,144.61	\$0.00	\$3,413.10	\$0.00
	1,522.000	06/25/14	07/31/14	\$58,697.21	\$59,093.98	\$0.00	(\$306.77)	\$0.00
<b>Security Subtotal</b>	<b>5,410.000</b>			<b>\$201,347.10</b>	<b>\$189,831.38</b>	<b>\$0.00</b>	<b>\$11,515.72</b>	<b>\$0.00</b>
POWERSHARES DWA DEVELOP MKTS		CUSIP: 73936Q108	Symbol: PIZ					
	51.000	11/21/13	02/10/14	\$1,314.75	\$1,296.79	\$0.00	\$17.96	\$0.00
	2,359.000	11/21/13	10/01/14	\$56,735.29	\$59,982.76	\$0.00	(\$3,247.47)	\$0.00
	233.000	01/02/14	10/01/14	\$5,603.78	\$6,093.65	\$0.00	(\$489.87)	\$0.00
<b>Security Subtotal</b>	<b>2,643.000</b>			<b>\$63,653.82</b>	<b>\$67,373.20</b>	<b>\$0.00</b>	<b>(\$3,719.38)</b>	<b>\$0.00</b>
POWERSHARES DWA ENERGY MOMENTU		CUSIP: 73935X385	Symbol: PXI					
	625.000	06/03/14	12/30/14	\$28,271.56	\$38,201.25	\$0.00	(\$9,929.69)	\$0.00
POWERSHARES DWA SMALLCAP TECH		CUSIP: 73936Q744	Symbol: DWAS					
	166.000	08/29/13	01/02/14	\$6,517.04	\$5,827.55	\$0.00	\$689.49	\$0.00
	28.000	08/29/13	02/10/14	\$1,054.46	\$982.96	\$0.00	\$71.50	\$0.00
	1,440.000	08/29/13	04/10/14	\$52,818.03	\$50,552.21	\$0.00	\$2,265.82	\$0.00
<b>Security Subtotal</b>	<b>1,634.000</b>			<b>\$60,389.53</b>	<b>\$57,362.72</b>	<b>\$0.00</b>	<b>\$3,026.81</b>	<b>\$0.00</b>

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Corporate Tax Statement  
Tax Year 2014

THE DENTON FAMILY FOUNDATION  
6750 N ORACLE RD  
TUCSON AZ 85704-5618

Morgan Stanley Smith Barney Holdings LLC  
1 New York Plaza  
8th Floor  
New York, NY 10004  
Identification Number. 26-4310632

Taxpayer ID Number XX-XXX9400  
Account Number 450 040938 010

Customer Service: 866-324-6088



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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)  
(Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
POWERSHARES S&P SMALLCAP CON		CUSIP: 73937B506	Symbol: PSCD					
	82.000	09/16/13	01/02/14	\$3,989.33	\$3,555.39	\$0.00	\$433.94	\$0.00
	14.000	09/16/13	02/10/14	\$627.74	\$607.02	\$0.00	\$20.72	\$0.00
Security Subtotal	96.000			\$4,617.07	\$4,162.41	\$0.00	\$454.66	\$0.00
POWERSHARES S&P 500 LOW VOLA		CUSIP: 73937B779	Symbol: SPLV					
	2,696.000	04/10/14	08/26/14	\$94,681.69	\$92,095.09	\$0.00	\$2,586.60	\$0.00
TIME WARNER INC NEW		CUSIP: 887317303	Symbol: TWX					
	495.000	03/19/14	07/31/14	\$41,529.58	\$31,978.36	\$0.00	\$9,551.22	\$0.00
VANGUARD SHORT-TERM CORPORATE		CUSIP: 92206C409	Symbol: VCSH					
	7.000	04/15/13	02/10/14	\$561.11	\$563.22	\$0.00	(\$2.11)	\$0.00
	9.000	01/02/14	06/12/14	\$721.72	\$717.39	\$0.00	\$4.33	\$0.00
	373.000	04/10/14	06/12/14	\$29,911.37	\$29,929.00	\$0.00	(\$17.63)	\$0.00
	44.000	04/10/14	06/25/14	\$3,531.80	\$3,530.50	\$0.00	\$1.30	\$0.00
	658.000	04/10/14	06/25/14	\$52,816.49	\$52,795.49	\$0.00	\$21.00	\$0.00
	13.000	07/31/14	09/03/14	\$1,040.59	\$1,041.23	\$0.00	(\$0.64)	\$0.00
	382.000	07/31/14	09/03/14	\$30,577.31	\$30,596.48	\$0.00	(\$19.17)	\$0.00
Security Subtotal	1,486.000			\$119,160.39	\$119,173.31	\$0.00	(\$12.92)	\$0.00

CONTINUED ON NEXT PAGE

## Corporate Tax Statement Tax Year 2014

THE DENTON FAMILY FOUNDATION  
6750 N ORACLE RD  
TUCSON AZ 85704-5618

Morgan Stanley Smith Barney Holdings LLC  
1 New York Plaza  
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Identification Number: 26-4310632

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### 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

**Gross Proceeds less commissions and option premiums on stocks, bonds, etc.** Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

**Short Term - Covered Securities** (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)  
(Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WALT DISNEY CO HLDG CO		CUSIP: 254687106 Symbol: DIS						
	8.000	01/02/14	02/10/14	\$613.26	\$608.00	\$0.00	\$5.26	\$0.00
	413.000	01/02/14	03/19/14	\$33,347.98	\$31,387.96	\$0.00	\$1,960.02	\$0.00
<b>Security Subtotal</b>	<b>421.000</b>			<b>\$33,961.24</b>	<b>\$31,995.96</b>	<b>\$0.00</b>	<b>\$1,965.28</b>	<b>\$0.00</b>
<b>Total Short Term Covered Securities</b>				<b>\$1,434,184.36</b>	<b>\$1,404,087.42</b>	<b>\$0.00</b>	<b>\$30,096.94</b>	<b>\$0.00</b>

Corporate Tax Statement  
Tax Year 2014

THE DENTON FAMILY FOUNDATION  
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities \* (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BLACKSTONE GROUP LP		CUSIP: 09253U108		Symbol: BX				
	20.000	01/02/14	02/10/14	\$629.98	\$633.15	\$0.00	(\$3.17)	\$0.00
	986.000	01/02/14	05/07/14	\$27,642.09	\$31,034.75	\$0.00	(\$3,392.66)	\$0.00
Security Subtotal	1,006.000			\$28,272.07	\$31,667.90	\$0.00	(\$3,395.83)	\$0.00
TIME INC		CUSIP: 887228104		Symbol: TIME				
	0.875	03/19/14	06/06/14	\$19.30	\$19.09	\$0.00	\$0.21	\$0.00
	61.000	03/19/14	06/11/14	\$1,390.75	\$1,330.70	\$0.00	\$60.05	\$0.00
Security Subtotal	61.875			\$1,410.05	\$1,349.79	\$0.00	\$60.26	\$0.00
VERITIV CORP		CUSIP: 923454102		Symbol: VRTV				
	0.996	07/01/14	07/01/14	\$34.65	\$37.50	\$0.00	(\$2.85)	\$0.00
Total Short Term Noncovered Securities				\$29,716.77	\$33,055.19	\$0.00	(\$3,338.42)	\$0.00
Total Short Term Covered and Noncovered Securities				\$1,463,901.13	\$1,437,142.61	\$0.00	\$26,758.52	\$0.00



Morgan Stanley

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Corporate Tax Statement  
Tax Year 2014THE DENTON FAMILY FOUNDATION  
6750 N ORACLE RD  
TUCSON AZ 85704-5618Morgan Stanley Smith Barney Holdings LLC  
1 New York Plaza  
8th Floor  
New York, NY 10004  
Identification Number. 26-4310632Taxpayer ID Number XX-XXX9400  
Account Number 450 040938 010

Customer Service: 866-324-6088



This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

## 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CABOT OIL & GAS CORP A		CUSIP: 127097103	Symbol: COG					
	193.000	10/31/12	01/02/14	\$7,481.10	\$4,547.90	\$0.00	\$2,933.20	\$0.00
	10.000	10/31/12	02/10/14	\$384.09	\$235.64	\$0.00	\$148.45	\$0.00
	485.000	10/31/12	03/03/14	\$16,896.57	\$11,428.66	\$0.00	\$5,467.91	\$0.00
Security Subtotal	688.000			\$24,761.76	\$16,212.20	\$0.00	\$8,549.56	\$0.00
FIRST TRUST NASD 100 INDEX FD		CUSIP: 337344105	Symbol: QQEW					
	49.000	01/29/13	02/10/14	\$1,790.42	\$1,366.41	\$0.00	\$424.01	\$0.00
	1,010.000	01/29/13	04/10/14	\$37,118.19	\$28,158.09	\$0.00	\$8,960.10	\$0.00
	931.000	01/29/13	04/10/14	\$34,214.89	\$25,961.77	\$0.00	\$8,253.12	\$0.00
	565.000	01/29/13	04/10/14	\$20,764.14	\$15,752.20	\$0.00	\$5,011.94	\$0.00
Security Subtotal	2,555.000			\$93,887.64	\$71,238.47	\$0.00	\$22,649.17	\$0.00
GUGGENHEIM S&P 500 EQU WEIGHT		CUSIP: 78355W106	Symbol: RSP					
	1,063.000	08/01/13	10/13/14	\$76,177.15	\$69,817.31	\$0.00	\$6,359.84	\$0.00
ISHARES 1-3 YEAR CREDIT BD ETF		CUSIP: 464288646	Symbol: CSJ					
	37.000	01/10/12	01/02/14	\$3,900.46	\$3,857.47	\$0.00	\$42.99	\$0.00
	33.000	01/10/12	02/10/14	\$3,483.08	\$3,440.45	\$0.00	\$42.63	\$0.00
	1,118.000	01/10/12	06/25/14	\$117,960.03	\$116,558.21	\$0.00	\$1,401.82	\$0.00
	550.000	01/10/12	07/01/14	\$57,990.71	\$57,340.80	\$0.00	\$649.91	\$0.00
Security Subtotal	1,738.000			\$183,334.28	\$181,196.93	\$0.00	\$2,137.35	\$0.00
POWERSHARES S&P SMALLCAP CON		CUSIP: 73937B506	Symbol: PSCD					
	722.000	09/16/13	10/28/14	\$33,055.24	\$31,304.76	\$0.00	\$1,750.48	\$0.00

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**Corporate Tax Statement  
Tax Year 2014**

THE DENTON FAMILY FOUNDATION  
6750 N ORACLE RD  
TUCSON AZ 85704-5618

Morgan Stanley Smith Barney Holdings LLC  
1 New York Plaza  
8th Floor  
New York, NY 10004  
Identification Number 26-4310632

Taxpayer ID Number. XX-XXX9400  
Account Number 450 040938 010

**Customer Service: 866-324-6088**

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**1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)**

**OMB NO. 1545-0715**

**Gross Proceeds less commissions and option premiums on stocks, bonds, etc.** Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

**Long Term - Covered Securities** (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked.)  
(Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VANGUARD SHORT-TERM CORPORATE		CUSIP: 92206C409	Symbol: VCSH					
	321.000	04/15/13	06/12/14	\$25,741.41	\$25,827.56	\$0.00	(\$86.15)	\$0.00
<b>Total Long Term Covered Securities</b>				<b>\$436,957.48</b>	<b>\$395,597.23</b>	<b>\$0.00</b>	<b>\$41,360.25</b>	<b>\$0.00</b>

Corporate Tax Statement  
Tax Year 2014

THE DENTON FAMILY FOUNDATION  
6750 N ORACLE RD  
TUCSON AZ 85704-5618

Morgan Stanley Smith Barney Holdings LLC  
1 New York Plaza  
8th Floor  
New York, NY 10004  
Identification Number 26-4310632  
Taxpayer ID Number. XX-XXX9400  
Account Number: 450 040938 010  
Customer Service: 866-324-6088



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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities \* (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
FIRST TR MORNINGSTAR DIV		CUSIP: 336917109	Symbol (Box 1d): FDL					
	94.000	06/22/11	01/02/14	\$2,051.43	\$1,563.05	\$0.00	\$488.38	\$0.00
	45.000	06/22/11	02/10/14	\$960.28	\$748.27	\$0.00	\$212.01	\$0.00
Security Subtotal	139.000			\$3,011.71	\$2,311.32	\$0.00	\$700.39	\$0.00
FIRST TRUST CONSUMER DISCRET		CUSIP: 33734X101	Symbol (Box 1d): FXD					
	756.000	11/08/11	01/02/14	\$24,303.16	\$15,412.65	\$0.00	\$8,890.51	\$0.00
	46.000	11/08/11	02/10/14	\$1,414.93	\$937.81	\$0.00	\$477.12	\$0.00
Security Subtotal	802.000			\$25,718.09	\$16,350.46	\$0.00	\$9,367.63	\$0.00
Total Long Term Noncovered Securities				\$28,729.80	\$18,661.78	\$0.00	\$10,068.02	\$0.00
Total Long Term Covered and Noncovered Securities				\$465,687.28	\$414,259.01	\$0.00	\$51,428.27	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$1,929,588.41	\$1,851,401.62	\$0.00	\$78,186.79	\$0.00
Form 1099-B Total Reportable Amounts - Does not include cost basis or adjustment amounts for noncovered securities								
Total IRS Reportable Proceeds (Box 1d)				\$1,929,588.41				
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)					\$1,799,684.65			
Total IRS Reportable Adjustments (Box 1g)						\$0.00		
Total Fed Tax Withheld (Box 4)								\$0.00

\* Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any adjustments resulting from a wash sale or market discount will not be reported to the IRS. The cost basis is provided for informational purposes only and may not reflect required adjustments under the applicable tax regulations. Please consult your tax advisor regarding any adjustments to your original cost basis.

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

THE EUGENE C & WILETTA F DENTON FAMILY FOUNDATION (86-0919400)  
FORM 990-PF  
ATTACHMENT TO PART II, LINE 10B, COLUMN (B)

161 CDN PACIFIC LTD NEW	32,930.30
1151 INTERNATIONAL PAPER CO	57,695.87
1139 PINNACLE FOODS INC	31,420.45
374 PRUDENTIAL FINANCIAL INC	34,361.85
490 TIME WARNER INC NEW	37,042.43
21 VERITIV CORP	790.61
5120 ALPS SECTOR DIVIDEND DOGS	190,332.42
4218 FIRST TR MORNINGSTAR DIV	82,647.96
1516 FIRST TRUST AMEX BIOTECH	132,700.97
3734 FIRST TRUST CONSUMER DISCRET	92,718.00
3152 FIRST TRUST DORSEY WRIGHT FO	69,974.40
1861 ISHARES MSCI USA MIN VOL ETF	66,474.92
975 POWERSH DWA TECH LEAD PTF ETF	37,994.09
1883 VANGUARD SHORT-TERM CORPORATE	151,278.85
6687.927 GUGGENHEIM MACRO OPPORT I	181,623.17
INVESTMENTS, END-OF-YEAR BOOK VALUE (COST)	<u><u>1,199,986.29</u></u>