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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning

, and ending

Name of foundation ROBERT S. & DOROTHY J. KEYSER FOUNDATION		A Employer identification number 88-0346537
Number and street (or P.O. box number if mail is not delivered to street address) 165 WEST LIBERTY STREET	Room/suite 110	B Telephone number 775-742-3127
City or town, state or province, country, and ZIP or foreign postal code RENO, NV 89501		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 17,141,992.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,448.	1,448.		STATEMENT 2
4 Dividends and interest from securities		298,205.	298,205.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		528,209.			STATEMENT 1
b Gross sales price for all assets on line 6a		641,876.			
7 Capital gain net income (from Part IV, line 2)			445,414.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<18,136.>	<981.>		STATEMENT 4
12 Total. Add lines 1 through 11		809,726.	744,086.		
13 Compensation of officers, directors, trustees, etc.		160,000.	96,000.		64,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 5		12,640.	6,320.		6,320.
c Other professional fees STMT 6		63,631.	63,631.		0.
17 Interest					
18 Taxes STMT 7		25,723.	8,218.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		3,851.	1,961.		1,890.
24 Total operating and administrative expenses. Add lines 13 through 23		265,845.	176,130.		72,210.
25 Contributions, gifts, grants paid		1,021,100.			1,021,100.
26 Total expenses and disbursements. Add lines 24 and 25		1,286,945.	176,130.		1,093,310.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<477,219.>			
b Net investment income (if negative, enter -0-)			567,956.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	957,550.	782,673.	782,673.
3	Accounts receivable ▶ 11,392.			
	Less allowance for doubtful accounts ▶	13,016.	11,392.	11,392.
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations			
	b Investments - corporate stock STMT 9	784,731.	783,835.	3,236,042.
	c Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 10	11,171,820.	10,876,920.	13,111,885.
14	Land, buildings, and equipment basis ▶ 3,897.			
	Less accumulated depreciation STMT 11 ▶ 3,897.			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	12,927,117.	12,454,820.	17,141,992.

Liabilities

17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶ STATEMENT 12)	1,725.	6,647.	
23	Total liabilities (add lines 17 through 22)	1,725.	6,647.	

Net Assets or Fund Balances

	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	12,925,392.	12,448,173.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances	12,925,392.	12,448,173.	
31	Total liabilities and net assets/fund balances	12,927,117.	12,454,820.	

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	12,925,392.
2	Enter amount from Part I, line 27a	2	<477,219.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12,448,173.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,448,173.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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			
c			
d			
e 641,876.		196,462.	445,414.

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))
(l) FMV 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			445,414.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	445,414.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	880,642.	16,673,704.	.052816
2012	926,066.	16,058,249.	.057669
2011	854,203.	16,340,578.	.052275
2010	671,216.	15,304,349.	.043858
2009	699,106.	13,368,310.	.052296

2 Total of line 1, column (d)	2	.258914
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	.051783
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	17,285,801.
5 Multiply line 4 by line 3	5	895,111.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,680.
7 Add lines 5 and 6	7	900,791.
8 Enter qualifying distributions from Part XII, line 4	8	1,093,310.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,680.
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	0.
3 Add lines 1 and 2		3	5,680.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,680.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	7,023.	
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	7,023.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,343.	
11 Enter the amount of line 10 to be credited to 2015 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of MICHAEL J. MELARKEY Telephone no 775-742-3127 Located at 165 WEST LIBERTY SUITE 110, RENO, NV ZIP+4 89519			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
G. BLAKE SMITH 165 WEST LIBERTY SUITE 110 RENO, NV 89501	TRUSTEE 16.00	60,000.	0.	0.
MICHAEL J. MELARKEY 165 WEST LIBERTY SUITE 110 RENO, NV 89501	TRUSTEE 14.00	50,000.	0.	0.
TIMOTHY CASHMAN 165 WEST LIBERTY SUITE 110 RENO, NV 89501	TRUSTEE 3.00	50,000.	0.	0.

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

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

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

0

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

[illegible]

0

Summary of Direct Charitable Activities

Expenses

1	N/A	
2		
3		
4		

Summary of Program-Related Investments

Amount

1	N/A	
2		
All other program-related investments See instructions		
3		

0.

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	17,025,948.
b	Average of monthly cash balances	1b	523,089.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,549,037.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,549,037.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	263,236.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,285,801.
6	Minimum investment return. Enter 5% of line 5	6	864,290.

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	864,290.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	5,680.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	11,160.
c	Add lines 2a and 2b	2c	16,840.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	847,450.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	847,450.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	847,450.

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	1,093,310.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	1,093,310.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,680.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,087,630.

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				847,450.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			440,045.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,093,310.				
a Applied to 2013, but not more than line 2a			440,045.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				653,265.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				194,185.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Part 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				
ARTOWN 528 W 1ST STREET RENO, NV 89503	NONE	PC	GIVE \$3 CAMPAIGN	30,000.
BIG BROTHERS BIG SISTERS OF NORTHERN NEVADA 745 W. MOANA LANE, SUITE 200 RENO, NV 89509	NONE	PC	GENERAL OPERATIONS	10,000.
BISHOP MANOGUE CATHOLIC HIGH SCHOOL 110 BISHOP MANOGUE DRIVE RENO, NV 89511	NONE	PC	GENERAL OPERATIONS	50,000.
BOY SCOUTS OF AMERICA - LAS VEGAS AREA COUNCIL 7220 SOUTH PARADISE ROAD LAS VEGAS, NV 89119	NONE	PC	GENERAL OPERATIONS	50,000.
CAPITAL CITY CIRCLES INITIATIVE 2621 NORTHGATE LANE STE 10 CARSON CITY, NV 89706	NONE	PC	GENERAL OPERATIONS	7,100.
Total SEE CONTINUATION SHEET(S) ▶ 3a				1,021,100.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a GABELLI PUBLICLY TRADED SECURITIES		P		
b HG CAPITAL IX, LLC (FROM K-1)		P		
c HG CAPITAL IX, LLC (FROM K-1-REPORTABLE AS UBTI)		P		
d AMERICAN CORE REALTY (FROM K-1)		P		
e HG CAPITAL X, LLC (FROM K-1)		P		
f HG CAPITAL X, LLC (FROM K-1-REPORTABLE AS UBTI)		P		
g CROSS CREEK CAPITAL LP (FROM K-1)		P		
h CAPITAL GAINS DIVIDENDS				
i				
j				
k				
l				
m				
n				
o				

(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 192,361.		113,667.	78,694.
b 14,159.			14,159.
c 82,137.		82,137.	0.
d 6,804.			6,804.
e 401.			401.
f 658.		658.	0.
g 58,861.			58,861.
h 286,495.			286,495.
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			78,694.
b			14,159.
c			0.
d			6,804.
e			401.
f			0.
g			58,861.
h			286,495.
i			
j			
k			
l			
m			
n			
o			

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	445,414.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CATHOLIC CHARITIES OF SOUTHERN NEVADA 1501 N LAS VEGAS BLVD LAS VEGAS, NV 89101	NONE	PC	GENERAL OPERATIONS	20,000.
DESERT RESEARCH INSTITUTE FOUNDATION 2215 RAGGIO PARKWAY RENO, NV 89512	NONE	PC	GREEN BOX PROGRAM	60,000.
FOOD BANK OF NORTHERN NEVADA 550 ITALY DRIVE MCCARRAN, NV 89434	NONE	PC	PROGRAM SUPPORT	25,000.
FOR KIDS FOUNDATION P.O. BOX 8222 RENO, NV 89507	NONE	PC	CHILDREN'S PROGRAMS	10,000.
HUNTRIDGE TEEN CLINIC 2100 S. MARYLAND PKWY #1 LAS VEGAS, NV 89104	NONE	PC	PROGRAM SUPPORT	10,000.
LAS VEGAS NATURAL HISTORY MUSEUM 900 LAS VEGAS BLVD. NORTH LAS VEGAS, NV 89101	NONE	PC	EXPANSION AND INTERPRETIVE PLAN	35,000.
MIRACLE FLIGHT FOR KIDS 2764 NORTH GREEN VALLY PKWY # 115 GREEN VALLEY, NV 89014	NONE	PC	PROGRAM SUPPORT	5,000.
NEVADA AREA COUNCIL OF BOY SCOUTS OF AMERICA 5150 MAE ANNE STE 406 RENO, NV 89523	NONE	PC	NEW BUILDING ACQUISITION	100,000.
NEVADA CHILDREN'S FOUNDATION DBA EAGLE VALLEY CHILDREN'S HOME 2300 EAGLE VALLEY RANCH ROAD CARSON CITY, NV 89703	NONE	PC	RESPITE PROGRAM	20,000.
NEVADA DIABETES ASSOCIATION 18 STEWART ST RENO, NV 89501	NONE	PC	PROGRAM SUPPORT	5,000.
Total from continuation sheets				874,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NEVADA MILITARY SUPPORT ALLIANCE 985 DAMONTE RANCH PARKWAY, SUITE 310 RENO, NV 89521	NONE	PC	VIOLENCE PREVENTION PROGRAM	5,000.
NEVADA MUSEUM OF ART 160 W. LIBERTY STREET RENO, NV 89501	NONE	PC	GENERAL OPERATIONS	100,000.
NEW VISTA COMMUNITY P.O. BOX 8025 LAS VEGAS, NV 89180	NONE	PC	CONSTRUCTION	100,000.
NORTHERN NEVADA CHILDREN'S CANCER FOUNDATION 3550 BARRON WAY #5A RENO, NV 89511	NONE	PC	GENERAL OPERATIONS	10,000.
OLIVE CREST 2130 E FOURTH ST STE 200 SANTA ANA, CA 92705	NONE	PC	SOUTHERN NEVADA FOSTER/ADOPTION PROGRAM	25,000.
OUR LADY OF SNOWS 1138 WRIGHT STREET RENO, NV 89509	NONE	PC	SCHOOL REMODELING PROGRAM OF K-6 WING	100,000.
RENO PHILHARMONIC ASSOCIATION 925 RIVERSIDE DRIVE #3 RENO, NV 89503	NONE	PC	DISCOVER MUSIC PROGRAM	10,000.
SAFE TALK FOR TEENS 6940 S. MCCARRAN BLVD. RENO, NV 89509	NONE	PC	GENERAL PURPOSE	10,000.
SOLACE TREE 1300 FOSTER DRIVE #200 RENO, NV 89509	NONE	PC	CAMP SOLACE PROGRAM	5,000.
TAHOE REGIONAL PLANNING AGENCY P.O. BOX 5310 STATELINE, NV 89449	NONE	GOV	PROGRAM SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
TERRY LEE WELLS DISCOVERY MUSEUM 490 S. CENTER RENO, NV 89501	NONE	PC	PROGRAM SUPPORT	50,000.
THE TAHOE FUND P.O. BOX 7124 TAHOE CITY, CA 96145	NONE	PC	GENERAL OPERATIONS	25,000.
THREE SQUARE FOOD BANK 4190 N. PECOS ROAD LAS VEGAS, NV 89115	NONE	PC	CHILDHOOD NUTRITION PROGRAM	15,000.
UNIVERSITY OF NEVADA RENO FOUNDATION 1664 NORTH VIRGINIA STREET RENO, NV 89512	NONE	PC	BATTLE BORN PROGRAM	10,000.
VOLUNTEERS IN MEDICINE OF SOUTHERN NEVADA 4770 HARRISON DRIVE #200 LAS VEGAS, NV 89121	NONE	PC	EQUIPMENT AND GENERAL OPERATIONS	30,000.
WASHOE COUNTY DISTRICT ATTORNEY 1 S SIERRA ST #7 RENO, NV 89501	NONE	GOV	CHILD ADVOCACY CENTER	10,000.
WASHOE K-12 EDUCATION FOUNDATION 645 SIERRA ROSE DRIVE, SUITE 101 RENO, NV 89511	NONE	PC	2 DATA ROOMS, AVID PROGRAM, AFTER SCHOOL PROGRAM TRANSPORTATION	69,000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
GABELLI PUBLICLY TRADED SECURITIES	PURCHASED			
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
192,361.	113,667.	0.	0.	78,694.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
HG CAPITAL IX, LLC (FROM K-1)	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,159.	0.	0.	0.	14,159.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
HG CAPITAL IX, LLC (FROM K-1-REPORTABLE AS UBTI)	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
82,137.	0.	0.	0.	82,137.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AMERICAN CORE REALTY (FROM K-1)	6,804.	0.	0.	0.	6,804.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
HG CAPITAL X, LLC (FROM K-1)	401.	0.	0.	0.	401.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
HG CAPITAL X, LLC (FROM K-1-REPORTABLE AS UBTI)	658.	0.	0.	0.	658.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CROSS CREEK CAPITAL LP (FROM K-1)	58,861.	0.	0.	0.	58,861.

CAPITAL GAINS DIVIDENDS FROM PART IV	286,495.
TOTAL TO FORM 990-PF, PART I, LINE 6A	528,209.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMERICAN CORE REALTY (FROM K-1)	1,244.	1,244.	
CROSS CREEK CAPITAL LP (FROM K-1)	187.	187.	
FIRST INDEPENDENT	6.	6.	
HG CAPITAL IX LLC (FROM K-1)	11.	11.	
TOTAL TO PART I, LINE 3	1,448.	1,448.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERICAN CORE REALTY (FROM K-1)	22,769.	0.	22,769.	22,769.	
GABELLI	46,879.	375.	46,504.	46,504.	
SCHWAB - ARTISAN	8,512.	0.	8,512.	8,512.	
SCHWAB - COHEN & STEERS	13,931.	7,222.	6,709.	6,709.	
SCHWAB - DODGE & COX INTL	27,139.	0.	27,139.	27,139.	
SCHWAB - HARBOR CAP	75,773.	74,816.	957.	957.	
SCHWAB - ING	7,946.	0.	7,946.	7,946.	
SCHWAB - LAZARD	27,327.	12,070.	15,257.	15,257.	
SCHWAB - LOOMIS	53,747.	20,600.	33,147.	33,147.	
SCHWAB - PAYDEN	7,791.	1,714.	6,077.	6,077.	
SCHWAB - RS GLOBAL	45,618.	41,170.	4,448.	4,448.	
SCHWAB - SCHRODER	7,688.	0.	7,688.	7,688.	
SCHWAB - TEMPLETON	52,949.	0.	52,949.	52,949.	
SCHWAB - TOUCHSTONE	47,142.	23,474.	23,668.	23,668.	
SCHWAB - VANGUARD	58,946.	50,405.	8,541.	8,541.	
SCHWAB - WESTCORE	80,543.	54,649.	25,894.	25,894.	
TO PART I, LINE 4	584,700.	286,495.	298,205.	298,205.	

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HG CAPITAL IX LLC (FROM K-1)	<43,038.>	<29,356.>	
HG CAPITAL VI LLC (FROM K-1)	<2,364.>	<2,364.>	
MISCELLANEOUS	52,198.	52,198.	
AMERICAN CORE REALTY FUND (FROM K-1)	<10,746.>	<9,503.>	
CROSSCREEK (FROM K-1)	1,593.	975.	
HG CAP X LLC (FROM K-1)	<15,779.>	<12,931.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<18,136.>	<981.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	12,640.	6,320.		6,320.
TO FORM 990-PF, PG 1, LN 16B	12,640.	6,320.		6,320.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	63,631.	63,631.		0.
TO FORM 990-PF, PG 1, LN 16C	63,631.	63,631.		0.

FORM 990-PF	TAXES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	8,218.	8,218.		0.
EXCISE TAXES	17,420.	0.		0.
CALIFORNIA TAX	85.	0.		0.
TO FORM 990-PF, PG 1, LN 18	25,723.	8,218.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	70.	70.		0.
RENTAL EXPENSE	2,462.	1,231.		1,231.
LICENSE	25.	13.		12.
INSURANCE	1,294.	647.		647.
TO FORM 990-PF, PG 1, LN 23	3,851.	1,961.		1,890.

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CORPORATE STOCK - GABELLI	783,835.		3,236,042.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	783,835.		3,236,042.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HG CAPITAL VI	COST	14,116.	14,116.
HARBOR FUND	COST	522,190.	1,162,546.
DODGE & COX	COST	741,938.	1,088,845.
ARTISAN FUNDS	COST	784,165.	1,116,591.
VANGUARD FUNDS	COST	282,685.	383,177.
TEMPLETON	COST	613,902.	710,828.
CROSS CREEK CAPITAL	COST	892,291.	1,144,529.
RS GLOBAL FUNDS	COST	733,892.	528,341.
WESTCORE	COST	431,344.	277,352.
ENTRUST	COST	1,333,637.	1,671,734.
LOOMIS SAYLES FUNDS	COST	663,770.	763,192.
LAZARD FUNDS	COST	612,829.	590,044.
SCHRODER	COST	588,178.	610,267.
TOUCHSTONE	COST	250,122.	332,974.
HG CAPITAL IX	COST	505,236.	506,430.
AMERICAN CORE REALTY	COST	719,271.	936,487.
ING GLOBAL	COST	250,025.	304,790.
COHEN & STEERS	COST	202,440.	238,826.
PAYDEN	COST	519,900.	515,270.
HG CAPITAL X	COST	214,989.	215,546.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,876,920.	13,111,885.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE AND FIXTURES	3,897.	3,897.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,897.	3,897.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED EXCISE TAXES	1,725.	6,647.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,725.	6,647.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MICHAEL J. MELARKEY
165 WEST LIBERTY SUITE 110
RENO, NV 89501

TELEPHONE NUMBER

775-742-3127

FORM AND CONTENT OF APPLICATIONS

NO SPECIFIC FORM IS REQUIRED FOR INITIAL REQUEST. APPLICANTS WILL BE PROVIDED FORMAL APPLICATION IF THE FOUNDATION HAS AN INTEREST IN THE REQUEST.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE GENERALLY LIMITED TO PROGRAMS THAT CAN BE SHOWN TO HAVE SOME BENEFIT TO CHILDREN, AND TO PROGRAMS IN THE RENO AND LAS VEGAS, NEVADA, AREAS

2014 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FURNITURE AND FIXTURES	06/30/06	200DB	5.00		HY17	3,897.				3,897.	3,897.		0.	3,897.
	* TOTAL 990-PF PG 1 DEPR						3,897.				3,897.	3,897.		0.	3,897.