Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation	A Employer identification number
THE LILLIS FOUNDATION	91-6520620
Number and street (or P O box number if mail is not delivered to street address): 425 S. WILCOX STREET — Room/suite: 100	B Telephone number: (303) 209-1943
City or town, state or province, country, and ZIP or foreign postal code: CASTLE ROCK, CO 80104	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 5,736,127. — J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	72.	72.		STATEMENT 1
	4 Dividends and interest from securities	141,489.	145,229.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	407,722.			
	b Gross sales price for all assets on line 6a 1,211,254.				
	7 Capital gain net income (from Part IV, line 2)		412,087.		
	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	119.	<6,432.>		STATEMENT 3
	12 **Total.** Add lines 1 through 11	549,402.	550,956.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	32,300.	0.		32,300.
	15 Pension plans, employee benefits	2,668.	0.		2,668.
	16a Legal fees				
	b Accounting fees STMT 4	4,569.	0.		4,569.
	c Other professional fees STMT 5	9,810.	5,797.		4,013.
	17 Interest		5,296.		
	18 Taxes STMT 6	10,197.	3,250.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,837.	0.		3,837.
	22 Printing and publications	1,033.	0.		1,033.
	23 Other expenses STMT 7	87,435.	4,941.		87,345.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	151,849.	19,284.		135,765.
	25 Contributions, gifts, grants paid	125,108.			125,108.
	26 **Total expenses and disbursements** Add lines 24 and 25	276,957.	19,284.		260,873.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	272,445.			
	b **Net investment income** (if negative, enter -0-)		531,672.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	2,137.	116.	116.
	2	Savings and temporary cash investments	132,295.	158,182.	158,182.
	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			
	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 8	2,896,132.	2,762,301.	4,185,507.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	953,689.	1,336,099.	1,392,322.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,984,253.	4,256,698.	5,736,127.
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	3,984,253.	4,256,698.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	3,984,253.	4,256,698.	
	31	**Total liabilities and net assets/fund balances**	3,984,253.	4,256,698.	

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	3,984,253.
2	Enter amount from Part I, line 27a	2	272,445.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,256,698.
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	4,256,698.

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	1,211,254.		803,532.	412,087.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				412,087.

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	412,087.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? [X] 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			
2012			
2011			
2010			
2009			

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

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	10,633.
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	10,633.
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	10,633.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 6,332.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	6,332.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	4,301.
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** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA, CO			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE LILLIS FOUNDATION Telephone no. ▶ 303-395-2633

Located at ▶ 425 S. WILCOX STREET, SUITE 100, CASTLE ROCK, CO ZIP+4 ▶ 80104

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

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	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 ▶			

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

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		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? ☐ Yes ☒ No

If "Yes," list the years ▶ ______, ______, ______, ______

			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.) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ ______, ______, ______, ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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

		Yes	No
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**	X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A		**7b**	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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 THE FOUNDATION PROVIDES FOOD, CLOTHING AND EDUCATIONAL ITEMS FOR NEEDY SENIORS, SINGLE MOTHERS AND FAMILIES.	9,593.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,541,811.
b	Average of monthly cash balances	1b	194,946.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,736,757.
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	5,736,757.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	86,051.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,650,706.
6	**Minimum investment return.** Enter 5% of line 5	6	282,535.

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	282,535.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 10,633.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	10,633.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	271,902.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	271,902.
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	271,902.

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	260,873.
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	260,873.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	260,873.

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.

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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				271,902.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			239,475.	
b Total for prior years: 2012 , ,		6,564.		
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: ▶ $ 260,873.				
a Applied to 2013, but not more than line 2a			239,475.	
b Applied to undistributed income of prior years (Election required - see instructions) *		6,564.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				14,834.
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				257,068.
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				

423581 11-24-14 * SEE STATEMENT 11

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation 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).)

SEE STATEMENT 12

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.

NONE

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

Check here ▶ [X] 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT B	N/A	PC		125,108.
Total			▶ 3a	125,108.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	72.	
4 Dividends and interest from securities			14	141,489.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	525990	6,140.	14	<6,140.>	
8 Gain or (loss) from sales of assets other than inventory			18	407,722.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SECURITIES LITIGATION			14	119.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		6,140.		543,262.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 549,402.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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
N/A		

Sign Here

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

Gwendolyn H. Lillis — May 5, 2015 — Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS F. BLANEY	[signature]	4/21/15		P00234022
Firm's name ▶ O'CONNOR DAVIES, LLP			Firm's EIN ▶ 27-1728945	
Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022			Phone no. (212)286-2600	

423622
11-24-14

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	SALES OF PUBLICLY TRADED SECURITIES THRU FIDELITY	P		
b	SALES OF PUBLICLY TRADED SECURITIES THRU CHARLES	P		
c	REALIZED GAINS THRU K-1S			
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
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	111,276.		85,300.	25,976.
b	1,095,524.		718,232.	377,292.
c				4,365.
d	4,454.			4,454.
e				
f				
g				
h				
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				25,976.
b				377,292.
c				4,365.
d				4,454.
e				
f				
g				
h				
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	412,087.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
1ST BANK	6.	6.	
CHARLES SCHWAB	65.	65.	
FIDELITY	1.	1.	
TOTAL TO PART I, LINE 3	72.	72.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB & CO., INC.	81,802.	4,454.	77,348.	77,348.	
FIDELITY	15,605.	0.	15,605.	15,605.	
FTV IV, LP	0.	0.	0.	46.	
GSO PRIVATE INVESTORS OFFSHORE II LP	6.	0.	6.	6.	
ICAHN ENTERPRISES L.P.	0.	0.	0.	3,694.	
ML - LEHMAN CROSSROADS XVIII (OFFSHORE) LP	44,613.	0.	44,613.	44,613.	
SA ACQUISITION	3,917.	0.	3,917.	3,917.	
TO PART I, LINE 4	145,943.	4,454.	141,489.	145,229.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY LOSS THRU ICAHN ENTERPRISES LP NET OF UBI	0.	<6,551.>	
SECURITIES LITIGATION	119.	119.	
TOTAL TO FORM 990-PF, PART I, LINE 11	119.	<6,432.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP	4,569.	0.		4,569.
TO FORM 990-PF, PG 1, LN 16B	4,569.	0.		4,569.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE SERVICES	843.	0.		843.
IT SUPPORT	3,170.	0.		3,170.
BLACKSTONE GSO II FEES	5,797.	5,797.		0.
TO FORM 990-PF, PG 1, LN 16C	9,810.	5,797.		4,013.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	3,228.	3,250.		0.
EXCISE TAXES PAID	6,969.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,197.	3,250.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	1,527.	0.		1,527.
OFFICE SUPPLIES	2,666.	0.		2,666.
BANK CHARGES	90.	90.		0.
POSTAGE	794.	0.		794.
DIRECT CHARITABLE ACTIVITIES	9,593.	0.		9,593.
TELEPHONE	913.	0.		913.
FURNITURE AND EQUIPMENT	68,690.	0.		68,690.
INSURANCE	976.	0.		976.
EXPENSES THRU K-1	0.	4,851.		0.
PAYROLL PROCESSING FEES	2,186.	0.		2,186.
TO FORM 990-PF, PG 1, LN 23	87,435.	4,941.		87,345.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	2,762,301.	4,185,507.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,762,301.	4,185,507.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHMENT A PAGE 10 OF 10	COST	79,007.	81,968.
207 SH. ML LEHMAN CROSSROADS	COST	214,552.	170,738.
1,821 SH. ICAHN ENTERPRISES LP	COST	188,992.	168,388.
KWK PARTNERS OFFSHORE, LTD	COST	500,000.	602,692.
FTV FUND IV	COST	71,448.	75,000.
GSO PRIVATE INVESTORS OFFSHORE II,LP CLASS B	COST	32,100.	43,536.
SA ACQUISITION FUND	COST	250,000.	250,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,336,099.	1,392,322.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GWENDOLYN H. LILLIS 425 S. WILCOX STREET, SUITE 100 CASTLE ROCK, CO 80104	TRUSTEE 20.00	0.	0.	0.
CHARLES M. LILLIS 425 S. WILCOX STREET, SUITE 100 CASTLE ROCK, CO 80104	TRUSTEE 2.00	0.	0.	0.
MICHAEL B. LILLIS 425 S. WILCOX STREET, SUITE 100 CASTLE ROCK, CO 80104	TRUSTEE 2.00	0.	0.	0.
JESSICA L. ISAACS 425 S. WILCOX STREET, SUITE 100 CASTLE ROCK, CO 80104	TRUSTEE 2.00	0.	0.	0.
LORI L. HOFF 425 S. WILCOX STREET, SUITE 100 CASTLE ROCK, CO 80104	TRUSTEE 20.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO APPLY
EXCESS QUALIFYING DISTRIBUTIONS
TO PRIOR YEAR'S UNDISTRIBUTED INCOME

STATEMENT 11

THE FOUNDATION IS MAKING AN ELECTION UNDER SECTION 53.4942(A)- 3(D)2 TO TREAT THE CURRENT YEAR DISTRIBUTION AS MADE OUT OF UNDISTRIBUTED INCOME FOR 2012.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 12

NAME OF MANAGER

GWENDOLYN H. LILLIS
CHARLES M. LILLIS

The Lillis Foundation
Investment Holdings
12/31/2014

ATTACHMENT A

	COST	MARKET
Equities		
Attachment A page 2 of 10	$ 504,815	$ 573,595
Attachment A page 9 of 10	2,257,486	3,611,912
	2,762,301	4,185,507
Mutual Funds		
Attachment A page 10 of 10	79,007	81,968
Other Investments		
Attachment A page 10 of 10	188,992	168,388
1,579.58 Sh. KWK PARTNERS OFFSHORE, LTD	500,000	602,692
FTV Fund IV	71,448	75,000
207.5 sh. Lehman Crossroads XVIII (offshore) LP	214,552	170,738
SA Acquisition Fund	250,000	250,000
GSO Private Investors Offshore II, LP Class B	32,100	43,536
	1,257,092	1,310,353
Total investments	4,098,400	5,577,828

FIDELITY INVESTMENTS

Investment Report

December 1, 2014 - December 31, 2014

FIDELITY
PREMIUM SERVICES℠

00013295 01 AV 0 378 13013295 Envelope 135172741

GWENDOLYN H LILLIS
THE LILLIS FOUNDATION
13 CASTLE PINES DR N
CASTLE ROCK CO 80108-9008

Fidelity Account℠

THE LILLIS FOUNDATION U/A 12/02/00 GWENDOLYN H LILLIS, CHARLES M LILLIS AND TIM LILLIS TRUSTEES FOR THE BENEFIT OF THE LILLIS FOUNDATION

Holdings (Symbol) as of December 31, 2014	Quantity December 31, 2014	Price per Unit December 31, 2014	Total Cost Basis	Total Value December 1, 2014	Total Value December 31, 2014
Stocks ***98% of holdings***					
M APACHE CORP (APA)	600.000	$62.670	$56,588.56	$38,454 00	$37,602.00
EAI· $600.00, EY· 1 60%					

FIDELITY

PREMIUM SERVICES℠

Investment Report

December 1, 2014 - December 31, 2014

Fidelity Account℠ Z69-682217

THE LILLIS FOUNDATION U/A 12/02/00 GWENDOLYN H LILLIS, CHARLES M LILLIS AND TIM LILLIS TRUSTEES FOR THE BENEFIT OF THE LILLIS FOUNDATION

Holdings (Symbol) as of December 31, 2014	Quantity December 31, 2014	Price per Unit December 31, 2014	Total Cost Basis	Total Value December 1, 2014	Total Value December 31, 2014
M APPLE INC (AAPL)	700.000	110.380	54,598.69	83,251.00	77.266.00
EAI: $1,316 00, EY. 1.70%					
M CALIFORNIA RES CORP COM	240.000	5.510	1,906.32		1,322 40
ISIN #US13057Q1076 SEDOL #BRJ3H52 (CRC)					
M ITC HLDGS CORP (ITC)	1110.000	40.430	30,263.23	42,168.90	44,877.30
EAI. $721 50, EY: 1.61%					
M OCCIDENTAL PETROLEUM CORP (OXY)	600 000	80.610	51,376.25	47,862.00	48,366.00
EAI $1,728 00, EY: 3.57%					
M SPDR INDEX SHS FDS EURO STOXX 50 ETF (FEZ)	2350.000	36.860	93,180.75	93,107.00	86,621.00
M TOTAL S A SPONSORED ADR	1275.000	51.200	75,153.44	70,928.25	65,280.00
ISIN #US89151E1091 SEDOL #2898032 (TOT)					
EAI $4,031 27, EY: 6.18%					
M V F CORP (VFC)	565.000	74.900	39,978.65	42,471.05	42,318.50
EAI: $723 20, EY 1 71%					
M WELLS FARGO & CO NEW (WFC)	3100.000	54.820	101,768.94	168,888.00	169,942.00
EAI: $4,340.00, EY: 2 55%					
Subtotal of Stocks			**504,814.83**		**573,595.20**
Core Account ***2% of holdings***					
CASH	13088.530	1.000	not applicable	11,395.49	13,088.53
For balances between $10,000.00 and $24,999 99, the current interest rate is 00 01%					
Subtotal of Core Account					**13,088.53**
Total			**$ 504,814.83**		**$586,683.73**

M - Position held in margin account

Total Cost B...

Investment Detail - Equities

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
A T & T INC NEW (M)							
SYMBOL: T	**2,680.0000**	**33.5900**	**90,021.20**	**2%**	**26,690.79**	**5.47%**	**4,931.20**
	2,680.0000	23.6307	63,330.41	04/30/03	26,690.79	4269	Long-Term
ABBOTT LABORATORIES (M)							
SYMBOL: ABT	**800.0000**	**45.0200**	**36,016.00**	**<1%**	**12,098.05**	**1.95%**	**704.00**
	378.0000	29.8976	11,301.33	06/28/12	5,716.23	916	Long-Term
	422.0000	29.8972	12,616.62	06/28/12	6,381.82	916	Long-Term
Cost Basis			*23,917.95*				
ABBVIE INC (M)							
SYMBOL: ABBV	**800.0000**	**65.4400**	**52,352.00**	**1%**	**26,415.03**	**2.56%**	**1,344.00**
	378.0000	32.4214	12,255.32	06/28/12	12,481.00	916	Long-Term
	422.0000	32.4209	13,681.65	06/28/12	13,934.03	916	Long-Term
Cost Basis			*25,936.97*				
ALIBABA GROUP HLDG ADR F (M)							
SPONSORED ADR	**651.0000**	**103.9400**	**67,664.94**	**2%**	**(7,323.28)**	**N/A**	**N/A**
1 ADR REPS 1 ORD	201.0000	115.1837	23,151.93	11/12/14	(2,259.99)	49	Short-Term
SYMBOL: BABA	450.0000	115.1917	51,836.29	11/12/14	(5,063.29)	49	Short-Term
Cost Basis			*74,988.22*				
AMAZON COM INC (M)							
SYMBOL: AMZN	**125.0000**	**310.3500**	**38,793.75**	**<1%**	**(4,538.49)**	**N/A**	**N/A**
	55.0000	346.6741	19,067.08	11/13/13	(1,997.83)	413	Long-Term
	70.0000	346.6451	24,265.16	11/13/13	(2,540.66)	413	Long-Term
Cost Basis			*43,332.24*				
APPLE INC (M)							
SYMBOL: AAPL	**1,505.0000**	**110.3800**	**166,121.90**	**4%**	**66,329.40**	**1.70%**	**2,829.40**
	700.0000	66.3072	46,415.08	02/06/12	30,850.94	1059	Long-Term
	805.0000	66.3073	53,377.44	02/06/12	35,479.46	1059	Long-Term
Cost Basis			*99,792.50*				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
B C E INC NEW F (M)	1,100.0000	45.8600	50,446.00	1%	10,717.72	4.76%	2,400.81
SYMBOL: BCE	300.0000	36.1152	10,834.57	02/14/11	2,923.43	1416	Long-Term
	800.0000	36.1171	28,893.71	02/14/11	7,794.29	1416	Long-Term
Cost Basis			*39,728.28*				
BAIDU INC ADR F (M)	380.0000	227.8700	86,628.60	2%	36,555.45	N/A	N/A
SPONSORED ADR	80.0000	131.7635	10,541.08	02/06/12	7,696.52	1059	Long-Term
1 ADR REPS 10 CL A ORD	300.0000	131.7735	39,532.07	02/06/12	28,858.93	1059	Long-Term
SYMBOL: BIDU							
Cost Basis			*50,073.15*				
BERKLEY W R CORPORATION (M)	500.0000	51.2600	25,630.00	<1%	13,121.05	0.86%	220.00
SYMBOL: WRB	500.0000	25.0179	12,508.95	10/18/09	13,121.05	1902	Long-Term
BOEING CO (M)	540.0000	129.9800	70,189.20	2%	30,207.29	2.24%	1,576.80
SYMBOL: BA	540.0000	74.0405	39,981.91	11/28/12	30,207.29	763	Long-Term
C S X CORP (M)	1,005.0000	36.2300	36,411.15	<1%	11,412.87	1.76%	643.20
SYMBOL: CSX	1,005.0000	24.8739	24,998.28	06/12/13	11,412.87	567	Long-Term
CANADIAN PAC RAILWAY F (M)	200.0000	192.6900	38,538.00	<1%	13,988.45	0.64%	249.00
SYMBOL: CP	200.0000	122.7477	24,549.55	06/12/13	13,988.45	687	Long-Term
CATERPILLAR INC (M)	900.0000	91.5300	82,377.00	2%	7,291.85	3.05%	2,520.00
SYMBOL: CAT	900.0000	83.4278	75,085.15	11/22/10	7,291.85	1500	Long-Term
CONOCOPHILLIPS (M)	1,350.0000	69.0600	93,231.00	2%	16,649.33	4.22%	3,942.00
SYMBOL: COP	1,350.0000	56.7271	76,581.67	02/14/11	16,649.33	1416	Long-Term
CUMMINS INC (M)	1,000.0000	144.1700	144,170.00	4%	111,531.05	2.16%	3,120.00
SYMBOL: CMI	1,000.0000	32.6389	32,638.95	05/12/09	111,531.05	2059	Long-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
DANAHER CORP DEL (M)	**2,575.0000**	**85.7100**	**220,703.25**	**6%**	**147,748.00**	**0.46%**	**1,030.00**
SYMBOL: DHR	1,600.0000	14.3500	22,960.00 ◦	10/23/02	114,176.00	4452	Long-Term
	975.0000	51.2771	49,995.25	02/14/11	33,572.00	1416	Long-Term
Cost Basis			*72,955.25*				***Accrued Dividend: 257.50***
DEVON ENERGY CP NEW (M)	**1,000.0000**	**61.2100**	**61,210.00**	**2%**	**11,205.53**	**1.56%**	**960.00**
SYMBOL: DVN	1,000.0000	50.0044	50,004.47	02/17/09	11,205.53	2143	Long-Term
DU PONT E I DE NEMOUR&CO (M)	**625.0000**	**73.9400**	**46,212.50**	**1%**	**6,402.92**	**2.54%**	**1,175.00**
SYMBOL: DD	625.0000	63.6863	39,809.58	02/11/14	6,402.92	323	Short-Term
EASTMAN CHEMICAL CO (M)	**670.0000**	**75.8600**	**50,826.20**	**1%**	**10,759.08**	**1.84%**	**938.00**
SYMBOL: EMN	300.0000	59.7983	17,939.51	11/28/12	4,918.49	763	Long-Term
	370.0000	59.8043	22,127.61	11/28/12	5,840.59	763	Long-Term
Cost Basis			*40,067.12*				***Accrued Dividend: 268.00***
FLOWSERVE CORPORATION (M)	**1,355.0000**	**59.8300**	**81,069.65**	**2%**	**39,240.74**	**1.06%**	**867.20**
SYMBOL: FLS	455.0000	24.1581	10,991.98	05/12/09	16,230.69	2059	Long-Term
	900.0000	34.2632	30,836.95	10/13/09	23,010.05	1905	Long-Term
Cost Basis			*41,828.91*				***Accrued Dividend: 216.80***
GENTEX CORP (M)	**1,740.0000**	**36.1300**	**62,866.20**	**2%**	**12,729.59**	**1.77%**	**1,113.60**
WITH STOCK SPLIT SHARES	1,740.0000	28.8141	50,136.61	11/13/13	12,729.59	413	Long-Term
SYMBOL: GNTX							
GILEAD SCIENCES INC (M)	**1,080.0000**	**94.2600**	**101,800.80**	**3%**	**61,627.09**	**N/A**	**N/A**
SYMBOL: GILD	200.0000	37.1983	7,439.66	11/28/12	11,412.34	763	Long-Term
	860.0000	37.1977	32,734.05	11/28/12	50,214.75	763	Long-Term
Cost Basis			*40,173.71*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
GLAXOSMITHKLINE PLC ADRF (M)	**1,008.0000**	**42.7400**	**43,081.92**	**1%**	**(6,809.25)**	**6.06%**	**2,613.56**
SPONSORED ADR	570.0000	52.4427	29,892.34	06/12/13	(5,530.54)	567	Long-Term
1 ADR REP 2 ORD	438.0000	45.6594	19,998.83	11/12/14	(1,278.71)	49	Short-Term
SYMBOL: GSK							
Cost Basis			*49,891.17*				*Accrued Dividend: 349.42*
GOOGLE INC CL C NON VTG (M)	**87.0000**	**526.4000**	**45,796.80**	**1%**	**1,852.97**	**N/A**	**N/A**
NON VOTING SHARES	87.0000	505.1014	43,943.83	11/13/13	1,852.97	413	Long-Term
SYMBOL: GOOG							
GOOGLE INC CLASS A VTG (M)	**87.0000**	**530.6600**	**46,167.42**	**1%**	**2,082.75**	**N/A**	**N/A**
VOTING SHARES	87.0000	506.7203	44,084.67	11/13/13	2,082.75	413	Long-Term
SYMBOL: GOOGL							
ILLINOIS TOOL WORKS INC (M)	**905.0000**	**94.7000**	**85,703.50**	**2%**	**35,478.30**	**2.04%**	**1,755.70**
SYMBOL: ITW	100.0000	60.4579	6,045.79	06/28/12	4,424.21	916	Long-Term
	400.0000	50.4549	20,181.96	06/28/12	17,698.04	916	Long-Term
	405.0000	61.7220	24,997.45	02/22/13	13,356.05	677	Long-Term
Cost Basis			*50,225.20*				
JOHNSON & JOHNSON (M)	**1,500.0000**	**104.5700**	**156,855.00**	**4%**	**83,590.52**	**2.67%**	**4,200.00**
SYMBOL: JNJ	1,500.0000	48.8429	73,264.48	03/02/09	83,590.52	2130	Long-Term
JPMORGAN CHASE & CO (M)	**470.0000**	**62.5800**	**29,412.60**	**<1%**	**4,429.26**	**2.55%**	**752.00**
SYMBOL: JPM	470.0000	53.1560	24,983.34	06/12/13	4,429.26	567	Long-Term
LOCKHEED MARTIN CORP (M)	**500.0000**	**192.5700**	**96,285.00**	**2%**	**56,030.53**	**3.11%**	**3,000.00**
SYMBOL: LMT	500.0000	80.5089	40,254.47	05/12/09	56,030.53	2059	Long-Term

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Schwab One® Account of
THE LILLIS FOUNDATION

Statement Period
December 1-31, 2014

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
MASTERCARD INC (M)	**1,150.0000**	**86.1600**	**99,084.00**	**3%**	**22,394.92**	**0.51%**	**506.00**
SYMBOL: MA	450.0000	55.9488	25,177.00	05/12/13	13,595.00	567	Long-Term
	700.0000	73.5886	51,512.08	11/13/13	8,799.92	413	Long-Term
Cost Basis			*76,689.08*				
MICROCHIP TECHNOLOGY INC (M)	**1,635.0000**	**45.1100**	**73,754.85**	**2%**	**31,041.59**	**3.16%**	**2,331.51**
SYMBOL: MCHP	1,635.0000	26.1243	42,713.26	10/12/10	31,041.59	1541	Long-Term
NORFOLK SOUTHERN CORP (M)	**857.0000**	**109.6100**	**93,935.77**	**2%**	**(5,625.73)**	**2.08%**	**1,953.96**
SYMBOL: NSC	857.0000	116.1744	99,561.50	11/12/14	(5,625.73)	49	Short-Term
PEPSICO INCORPORATED (M)	**1,400.0000**	**94.5600**	**132,384.00**	**3%**	**54,661.05**	**2.77%**	**3,668.00**
SYMBOL: PEP	400.0000	44.2850	17,714.00*	02/09/03	20,110.00	4349	Long-Term
	1,000.0000	60.0089	60,008.95	11/03/08	34,551.05	1884	Long-Term
Cost Basis			*77,722.95*			*Accrued Dividend: 917.00*	
PHILLIPS 66 (M)	**675.0000**	**71.7000**	**48,397.50**	**1%**	**25,638.57**	**2.79%**	**1,350.00**
SYMBOL: PSX	675.0000	33.7169	22,758.93	02/14/11	25,638.57	1416	Long-Term
POTASH CORP SASK INC F (M)	**1,125.0000**	**35.3200**	**39,735.00**	**1%**	**5,976.29**	**3.96%**	**1,575.00**
SYMBOL: POT	1,125.0000	30.0059	33,758.71	10/13/09	5,976.29	1905	Long-Term
SANOFI ADR F (M)	**1,650.0000**	**45.6100**	**75,256.50**	**2%**	**25,171.70**	**4.18%**	**3,151.08**
SPONSORED ADR	1,650.0000	30.3544	50,084.80	07/12/10	25,171.70	1633	Long-Term
2 ADR REP 1 CRD							
SYMBOL: SNY							

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
SYNAPTICS INC (M)	1,835.0000	68.8400	126,321.40	3%	(23,157.74)	N/A	N/A
SYMBOL: SYNA	95.0000	81.4548	7,738.21	09/17/14	(1,198.41)	105	Short-Term
	100.0000	81.3499	8,134.99	09/17/14	(1,250.99)	105	Short-Term
	100.0000	81.4849	8,148.49	09/17/14	(1,264.49)	105	Short-Term
	1,540.0000	81.4658	125,457.45	09/17/14	(19,443.85)	105	Short-Term
Cost Basis			*149,479.14*				
T J X COS INC (M)	4,000.0000	68.5800	274,320.00	7%	240,380.00	1.02%	2,800.00
SYMBOL: TJX	4,000.0000	8.4850	33,940.00*	02/09/09	240,380.00	4349	Long-Term
THERMO FISHER SCIENTIFIC (M)	777.0000	125.2900	97,350.33	2%	52,266.84	0.47%	466.20
SYMBOL: TMO	500.0000	50.1969	25,098.45	06/28/12	37,546.55	916	Long-Term
	77.0000	72.1503	5,555.58	02/22/13	4,091.75	677	Long-Term
	200.0000	72.1473	14,429.46	02/22/13	10,628.54	677	Long-Term
Cost Basis			*45,083.49*				*Accrued Dividend: 116.55*
TIME WARNER INC NEW (M)	1,560.0000	85.4200	133,255.20	3%	37,268.55	1.48%	1,981.20
SYMBOL: TWX	360.0000	61.5373	22,153.43	02/11/14	8,597.77	323	Short-Term
	1,200.0000	61.5276	73,833.22	02/11/14	28,670.78	323	Short-Term
Cost Basis			*95,986.65*				
V F CORPORATION (M)	1,340.0000	74.9000	100,366.00	3%	29,974.64	1.70%	1,715.20
SYMBOL: VFC	420.0000	47.2843	19,863.61	06/12/13	11,594.39	567	Long-Term
	400.0000	54.9269	21,970.79	11/13/13	7,889.21	413	Long-Term
	520.0000	54.9172	28,556.96	11/13/13	10,391.04	413	Long-Term
Cost Basis			*70,391.36*				
VERIZON COMMUNICATIONS (M)	1,010.0000	46.7800	47,247.80	1%	(2,977.24)	4.70%	2,222.00
SYMBOL: VZ	1,010.0000	49.7277	50,225.04	11/13/13	(2,977.24)	413	Long-Term

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Schwab One® Account of
THE LILLIS FOUNDATION

Statement Period
December 1-31, 2014

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
WESTAR ENERGY INC (M)	**1,550.0000**	**41.2400**	**63,922.00**	**2%**	**23,895.75**	**3.39%**	**2,170.00**
SYMBOL: WR	50.0000	25.8258	1,291.29	02/14/11	770.71	1416	Long-Term
	100.0000	25.8226	2,582.26	02/14/11	1,541.74	1416	Long-Term
	100.0000	25.8242	2,582.42	02/14/11	1,541.58	1416	Long-Term
	100.0000	25.8246	2,582.46	02/14/11	1,541.54	1416	Long-Term
	100.0000	25.8247	2,582.47	02/14/11	1,541.53	1416	Long-Term
	100.0000	25.8248	2,582.48	02/14/11	1,541.52	1416	Long-Term
	100.0000	25.8248	2,582.48	02/14/11	1,541.52	1416	Long-Term
	200.0000	25.8229	5,164.59	02/14/11	3,083.41	1416	Long-Term
	700.0000	25.8225	18,075.80	02/14/11	10,792.20	1416	Long-Term
Cost Basis			*40,026.25*				***Accrued Dividend: 542.50***
Total Equities	**47,702.0000**		**3,611,911.93**	**92%**	**1,354,425.76**		**88,775.62**
		Total Cost Basis:	***2,257,486.15***				

Total Accrued Dividend for Equities: 2,667.77

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
OAKMARK INTL FD CLASS I (M),◊ SYMBOL: OAKIX	1,479.3010	23.3400	34,526.89	<1%	22.42	33,164.51	1,362.38

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Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
TWEEDY BROWNE GLOBAL (M),♀ VALUE FUND SYMBOL: TBGVX	882.4670	26.0400	22,979.44	<1%	24.79	21,873.81	1,105.63
WASATCH WORLD INNOVATORS (M),♀ FD INV SYMBOL: WAGTX	1,212.7730	20.1700	24,461.63	<1%	19.76	23,968.92	492.71
Total Equity Funds	3,574.5410		81,967.96	2%		79,007.24	2,960.72
Total Mutual Funds	3,574.5410		81,967.96	2%		79,007.24	2,960.72

Investment Detail - Other Assets

Other Assets	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ICAHN ENTERPRISES LP (M)	1,821.0000	92.4700	168,387.87	4%	(31,530.28)	6.48%	10,926.00
DEP UNIT	1,821.0000	109.7848	199,918.15	02/11/14	(31,530.28)	323	Short-Term
SYMBOL: IEP							
Total Other Assets	1,821.0000		168,387.87	4%	(31,530.28)		10,926.00
		Total Cost Basis	199,918.15				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

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The Lillis Foundation
EIN# 91-6520620
December 31, 2014

Date	Recipient	501 Foundation status of Recipient	Grant Paid Purpose of grant or contributor	Amount	Scholarship	SAF	Other	Amount
01/24/14	Washington College, 300 Washington Avenue, Chestertown, MD 21620	PC	Scholarship-Christine Anderson (Spring 2014)	$4,000.00	$4,000 00			$4,000 00
01/24/14	Northeastern Jr. College, 143 College Ave, Sterling, CO 80751	PC	Scholarship-Makenzie Ault (Spring 2014)	$2,000 00	$2,000 00			$2,000.00
01/24/14	University of Nebraska-Omaha, 6506 University Drive South, Omaha, NE 68182	PC	Scholarship-Caitlin Brown (Spring 2014)	$1,000.00	$1,000 00			$1,000 00
01/24/14	University of Colorado-Colorado Springs, 1420 Austin Bluffs Pkwy, Colorado Springs, CO 80918	PC	Scholarship- Breanna Chadwick	$5,000.00	$5,000 00			$5,000.00
01/24/14	University of Oregon, 1810 Harris Street, Eugene, OR 97403	PC	Scholarship-Melanie McGuire (Winter Quarter 2014)	$1,000 00	$1,000.00			$1,000 00
01/24/14	Eastern Wyoming College, 3200 West C Street, Torrington, WY 82240	PC	Scholarship- Steven Seybels (Spring 2014)	$750 00	$750.00			$750 00
01/24/14	Colorado State University, 1063 Campus Delivery, Ft. Collins, CO 80523	PC	Scholarship- Regina Stjernholm (Spring 2014)	$3,500.00	$3,500.00			$3,500.00
01/24/14	Fort Hays State University, 600 Park Street, Hays, KS 67601	PC	Scholarship- Bailey Bair (Spring 2014)	$2,500.00	$2,500.00			$2,500.00
01/24/14	Colorado State University, 1063 Campus Delivery, Ft. Collins, CO 80523	PC	Scholarship- Tyler Miller (Spring 2014)	$2,500 00	$2,500 00			$2,500.00
01/24/14	Colorado State University, 1063 Campus Delivery, Ft. Collins, CO 80523	PC	Scholarship- Karli Nash (Spring 2014)	$3,000 00	$3,000 00			$3,000 00
02/28/14	Littleton High School, 199 East Littleton Blvd, Littleton, CO 80121	PC	SAF	$2,500 00		$2,500.00		$2,500.00
04/17/14	Wellspring Community, 826 Park St, Castle Rock, Co 80109	PC	Community Garden Program	$8,358 00			$8,358.00	$8,358.00
05/13/14	University of Oregon, 1810 Harris Street, Eugene, OR 97403	PC	Scholarship-Melanie McGuire (Spring Quarter 2014)	$1,000 00	$1,000.00			$1,000 00
05/14/14	University of Puget Sound,1500N Warner Street, Tacoma, WA 98416	PC	Discretionary - Jessica	$2,000.00			$2,000 00	$2,000.00
05/20/14	Search Dog Foundation, 501 East Ojai Avenue, Ojai, CA 93023	PC	Discretionary - Gwen	$1,000 00			$1,000 00	$1,000 00
06/02/14	Red Rocks Community College Bookstore, 13300 W. 6th Av Service Rd., Lakewood, CO 80228	PC	Scholarship - Dania Hernandez (Jefferson 1st Gen, Summer 2014	$500 00	$500 00			$500.00
07/23/14	Anchor Center, 2550 Roslyn St Denver, CO 80238	PC	Grant	$6,000 00			$6,000.00	$6,000 00

The Lillis Foundation
EIN# 91-6520620
December 31, 2014

Date	Recipient	501 Foundation status of Recipient	Grant Paid Purpose of grant or contributor	Amount	Scholarship	SAF	Other	Amount
07/29/14	Washington College, 300 Washington Avenue, Chestertown, MD 21620	PC	Scholarship-Christine Anderson (Fall 2014)	$4,000 00	$4,000 00			$4,000.00
08/11/14	University of Colorado-Boulder 150 Regent Administrative Center Bursars Office -OCM 41 UCB Boulder, CO 80309-0041	PC	Scholarship-Bryan Harant (Fall 2014)	$4,000.00	$4,000.00			$4,000 00
08/11/14	Colorado State University, 1063 Campus Delivery, Ft Collins, CO 80523	PC	Scholarship- Tyler Miller (Fall 2014)	$2,500 00	$2,500.00			$2,500.00
08/14/14	Metro State University, PO Box 173362, Denver, CO 80217	PC	Scholarship-Alejandra Gonzalez (Jefferson 1st Gen)	$500.00	$500.00			$500 00
08/14/14	University of Puget Sound,1500N. Warner Street, Tacoma, WA 98416	PC	Discretionary-Jess	$2,500.00			$2,500.00	$2,500 00
08/25/14	University of Colorado-Boulder 150 Regent Administrative Center Bursars Office -OCM 41 UCB Boulder, CO 80309-0041	PC	Scholarship- Thinh Dinh (Fall 2014)	$3,000.00	$3,000 00			$3,000.00
08/26/14	Julesburg HS, 102 West 6th Street, Julesburg, CO 80737	PC	SAF Renewal	$1,500 00		$ 1,500 00		$1,500 00
08/26/14	Littleton High School, 199 East Littleton Blvd, Littleton, CO 80121	PC	SAF Renewal	$2,500.00		$ 2,500.00		$2,500 00
09/02/14	Jefferson High School, 2305 Pierce Street, Edgewater, CO 80214	PC	SAF Renewal	$2,500 00		$2,500.00		$2,500.00
09/02/14	Grand Valley High School, PO Box 68, Parachute, CO 81635	PC	SAF Renewal	$1,500.00		$ 1,500.00		$1,500 00
09/09/14	CSU-Pueblo Cashier Office 2200 Bonforte Blvd Pueblo, CO 81001	PC	Scholarship -Bailey Bair (Fall 2014)	$2,500.00	$2,500 00			$2,500.00
09/09/14	Colorado State University, Student Financial Services, 1065 Campus Delivery, Fort Collins, CO 80523-1065	PC	Scholarship- Karli Nash (Fall 2014)	$4,000.00	$4,000.00			$4,000.00
09/09/14	CU Denver Bursar's Office 13120 East 19th Avenue Campus Box A098 Aurora, CO 80045	PC	Scholarship- Maria Fraire (Fall 2014)	$1,750.00	$1,750.00			$1,750 00
09/09/14	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office – OCM, 41 UCB Boulder, CO 80309-0041	PC	Scholarship- Clara Morgan Jewell (Fall 2014)	$750.00	$750.00			$750.00

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Date	Recipient	501 Foundation status of Recipient	Grant Paid Purpose of grant or contributor	Amount	Scholarship	SAF	Other	Amount
09/12/14	Colorado State University, Student Financial Services, 1065 Campus Delivery, Fort Collins, CO 80523-1065	PC	Scholarship-Caitlyn Murphy (Fall 2014)	$3,200 00	$3,200.00			$3,200.00
09/17/14	University of Nebraska-Omaha, 6506 University Drive South, Omaha, NE 68182	PC	Scholarship- Caitlin Brown (Fall 2014)	$1,800.00	$1,800 00			$1,800.00
09/17/14	University of Oregon, 1810 Harris Street, Eugene, OR 97403	PC	Scholarship- Melanie McGuire (Fall 2014)	$2,000.00	$2,000 00			$2,000.00
10/16/14	Children's Village, 1350 W Hanley Ave Coeur d' Alene, ID 83815	PC	Discretionary- Chuck	$5,000 00			$5,000.00	$5,000.00
11/12/14	Volunteers of America, Colorado Branch, Meals on Wheels, 2660 Larimer Street, Denver, CO 80205	PC	Discretionary-Gwen	$2,000.00			$2,000.00	$2,000 00
11/12/14	Yuma High School, 1000 S Albany, Yuma, Co, 80759	PC	SAF Renewal	$1,500 00		$ 1,500.00		$1,500 00
11/12/14	Goddard Middle School, 3800 W. Berry Ave, Littleton, Co 80123	PC	SAF Renewal	$5,000.00		$ 5,000 00		$5,000 00
11/24/14	Clara Morgan Jewell, 1938 Grove St Denver, CO 80204	PC	Scholarship Reconsideration-Clara Morgan Jewell (Fall 2014)	$1,000 00	$1,000.00			$1,000.00
11/24/14	Love and Hope in Action, Inc , P.O. Box 1385 Port Salerno, FL 34992	PC	Discretionary- Mike	$5,000 00			$5,000.00	$5,000 00
12/03/14	Gabby Krause Foundation, P O Box 4905, Englewood, CO 80155	PC	Discretionary- Lori	$1,500.00			$1,500.00	$1,500 00
12/03/14	Baby Bear Hugs, 201 S Main St , Yuma, CO 80759	PC	Discretionary- Lori	$1,500 00			$1,500 00	$1,500 00
12/03/14	Cystic Fibrosis Foundation Colorado Chapter, 400 S. Colorado Blvd Suite 840, Denver, CO 80246	PC	Discretionary- Lori	$2,000 00			$2,000.00	$2,000.00
12/03/14	Golden Retriever Rescue of the Rockies, 15350 W 72nd Ave, Golden, CO 80007	PC	Discretionary-Gwen	$1,000.00			$1,000 00	$1,000.00
12/03/14	University of Oregon, 1810 Harris Street, Eugene, OR 97403	PC	Scholarship-Melanie McGuire (Winter Quarter 2015)	$2,000.00	$2,000.00			$2,000.00
12/03/14	Littleton High School, 199 East Littleton Blvd, Littleton, CO 80121	PC	SAF Renewal	$2,500 00		2500.00		$2,500 00
12/03/14	Jefferson High School, 2305 Pierce Street, Edgewater, CO 80214	PC	SAF Renewal	$2,500.00		2500 00		$2,500.00

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12/03/14	Holyoke Jr-Sr HS, 545 E Hale, Holyoke, CO 80734	PC	SAF Renewal	$1,500 00		1500.00		$1,500.00
12/04/14	Castle Rock Senior Center, 2323 North Woodlands Blvd., Castle Rock, CO 80104	PC	Senior Scholarship Program	$2,500 00			$2,500 00	$2,500 00
12/16/14	The Veterinary Care Foundation, 2360 NW 140th Street, Citra, FL 32113	PC	Discretionary - Jessica	$500 00			$500 00	$500.00
12/16/14	Ruby Ranch Horse Rescue, 36785 Ramah Rd, E , Ramah, CO 80832	PC	Discretionary-Gwen	$1,000.00			$1,000.00	$1,000.00
	Total			$125,108.00	$59,750.00	$23,500.00	$41,858.00	$125,108.00